
Connecting the Northern Rivers to Opportunities
community — environment — economy



Regional Development Australia - Northern Rivers Constitution

Under the Associations Incorporation Act, 2009

ADOPTED NOVEMBER 2017

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Part 1 – Preliminary

1. Name of Incorporated Association

- (1) The name of the Incorporated Association is Regional Development Australia (RDA) – Northern Rivers.

2. Purpose of the Incorporated Association

(1) Regional Development Australia (RDA) is a national network of Committees made up of local leaders who work with all levels of government, business and community groups to support the economic development of their regions.

RDA Committees have an active and facilitative role in their communities and a clear focus on growing strong and confident regional economies that harness their competitive advantages, seize on economic opportunity and attract investment.

Working in close partnership with fellow RDA Committees, all levels of government, and the private sector, RDA Committees will:

- Collaborate with relevant stakeholders to identify economic opportunities and leverage private and public sector investment to the regions;
- Connect regional businesses, councils and industry sectors with international trade partners, financial markets and potential investors;
- Promote and disseminate information on Australian Government policies and grant programs to state and local governments and industry, business and community sectors;
- Support community stakeholders to develop project proposals to access funding;
- Develop and maintain positive working relationships with the local government bodies in their regions;
- Facilitate public and private sector decentralisation;
- Assist in the delivery of Australian Government programs, where relevant and where requested by the Minister;
- Engage with regional entrepreneurs and emerging business leaders to explore new opportunities to grow local jobs in their regions;
- Provide information on their region's activities and competitive advantages to all levels of government, industry, business and community sectors; and
- Provide evidence-based advice to the Australian Government on critical regional development issues positively and negatively affecting their regions.

3. Geographic area of responsibility

- (1) The geographic boundary of the RDA Northern Rivers is determined by the RDA Committee in consultation with the Commonwealth Minister and the NSW Minister.

4. Definitions

- (1) In this constitution:

Commonwealth Department means the Commonwealth Government Department from time to time having responsibility for Regional Development Australia (RDA) matters;

Commonwealth Minister means the Commonwealth Government Minister or Parliamentary Secretary having responsibility for matters related to Regional Development Australia (RDA);

Secretary of the NSW Department responsible for Fair Trading

NSW Department means the State of New South Wales Government Department from time to time having responsibility for Regional Development Australia (RDA);

NSW Minister means the Minister of the State of New South Wales having responsibility for matters related to regional development;

ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 17 (2);

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association;

special general meeting means a general meeting of the association other than an annual general meeting;

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty,
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
 - (c) a reference to legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it).
- (3) Subject to and without limiting clause (2), the provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Membership

5. Membership qualifications

- (1) A person is qualified to be a member of the association if, but only if:
 - (a) the person has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
 - (b) the person is a natural person who has been appointed by the Commonwealth Minister and NSW Minister to the committee.

6. Membership

- (1) All members of the committee are members of the association. A person becomes a member of the association upon written notice of appointment stating the effective date of appointment to the committee from the Commonwealth Minister and NSW Minister.
- (2) The secretary must enter the person's name in the register of members as soon as practicable after notification from the Commonwealth Department or NSW Department to the association that the person

has been appointed.

7. Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) is removed from the association by agreement between the Commonwealth Minister and the NSW Minister.

8. Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

9. Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (4) The secretary must advise the Commonwealth Department and the NSW Department, promptly in writing following notification of the cessation, about the member's cessation in membership.

10. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

11. Fees and subscriptions

- (1) The fee payable by each member of the association on admission to the association is \$0.
- (2) The annual membership fee payable by each member of the association to the association is \$0.

12. Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule

13. Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are first to be considered by the chair and at his or her discretion may be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) Where the chair elects to refer a dispute to a community justice centre pursuant to clause 13 (1), 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.

14. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) If, after considering the complaint and any submissions made in connection with the complaint, the committee is satisfied that the facts alleged in the complaint have been proved, the committee may, pass a resolution that it will recommend to the Commonwealth Minister and the NSW Minister that the member be expelled or have his/her membership of the association suspended.
- (4) If the committee passes a resolution that it will recommend the expulsion or suspension of the member, the association must, within 7 days after the resolution is taken, cause written notice to be given to the member of the resolution, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 15.
- (5) If the member does not lodge a notice of appeal under rule 15 within the 7 day period, the association must transmit the recommendation to the Commonwealth Department and the NSW Department, for liaison with the respective Ministers. The Commonwealth Minister and the NSW Minister may then decide whether to remove or suspend the member.
- (6) If the member does lodge a notice of appeal, and, despite that appeal, the resolution is affirmed by the appeal board under rule 15(7), the association must transmit the recommendation, plus the details of the appeal and the outcome of the appeal, to the Commonwealth Department and the NSW Department, for liaison with the respective Ministers. The Commonwealth Minister and the NSW Minister may then decide whether to remove or suspend the member.
- (7) Nothing in rule 14 or rule 15 affects the right of the Commonwealth Minister and NSW Minister to remove a member pursuant to rule 22.

15. Right of appeal of disciplined member

- (1) A member may appeal to the association against a resolution of the committee under rule 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

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- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
 - (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee and the Commonwealth Department and NSW Department.
 - (4) The committee is to convene an appeal board to be held within 28 days after the date on which the secretary received the notice.
 - (5) The appeal board shall comprise the Chair, or Deputy Chair in the case where the complaint is made against the Chair, and one official from the Commonwealth Department and one official from the NSW Department.
 - (6) Pursuant to (5) above, if the Chair and the Deputy Chair both have a conflict of interest in the matter, the Committee shall elect a member without a conflict of interest to act as chair of the appeals board.
 - (7) At an appeal board convened under clause (4):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members of the appeal board are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (8) If the appeal board resolves in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The committee

16. Powers of the committee

- (1) The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting:
 - (a) is to control and manage the affairs of the association, and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, 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 association.

17. Constitution and membership of the Committee

- (1) The committee is to consist of Chair and Deputy Chair appointed jointly by the Commonwealth Minister and the NSW Minister and the other members of the Committee appointed by the Chair and Deputy Chair.
- (2) The Chair and the Deputy Chair of the Committee are, subject to this constitution, to hold office for the term specified by the Commonwealth Minister and the NSW Minister in the relevant appointment instrument.
- (3) Each member of the Committee, other than the Chair and Deputy Chair, is, subject to this constitution, to hold office for the term specified by the Chair and Deputy Chair in the relevant appointment instrument.

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- (4) The association must notify the Commonwealth Department in the event of a casual vacancy. Notwithstanding clause 18, the Commonwealth Minister and NSW Minister may, at any time, jointly fill a vacant Chair or Deputy Chair position on the Committee by notifying the Chair, in writing, of the appointee and the expiration of the appointee's term.

18. Appointment of members

- (1) Nomination of candidates for appointment as Chair of the Association will be sought by an application process implemented by the Commonwealth Department, on behalf of the Commonwealth Minister.
- (2) The Commonwealth Minister (in consultation with and agreement of State/Territory and Local Government counterparts where they are a funding partner) will appoint the Chair as Board/Committee member by written instrument for a set term which shall be as directed by the Commonwealth Minister.
- (3) Nomination of candidates for appointment as Deputy Chair and Board/Committee members other than Chair will be sought by an application process implemented by the Board/Committee.
- (4) The Chair will appoint the Deputy Chair and Board/Committee members by written instrument, after consultation with and subject to the agreement of the Commonwealth Minister (in consultation with and agreement of State/Territory and Local Government counterparts where they are a funding partner), for periods as directed by the Commonwealth Minister.
- (5) For the purposes of this rule, members of the Board/Committee who were appointed by the Commonwealth Minister prior to 14 November 2017 will be taken to have been appointed in accordance with this rule.

19. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association 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, including the result of any resolutions (that is, whether the resolution was unanimously carried, majority carried, majority rejected or unanimously rejected).
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20. Treasurer

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

21. Casual vacancies

- (1) For the purposes of this constitution, 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 association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

22. Removal of member

- (1) The Commonwealth Minister and the NSW Minister may jointly remove any member of the committee from the office of member before the expiration of the member's term of office by providing written notice to the committee and the committee member being removed.
- (2) The removal of the member from the committee is effective from the date notice is taken to be received under rule 45(2), unless otherwise stated in the written notice to the committee.

23. Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the chair or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for the transaction of the business at a meeting of the committee is a majority of the total number of members.
- (6) Where a member vacancy exists under rule 21 (1) and the vacancy has not been filled under rule 17(4), the quorum requirement for a meeting of the committee will be the majority of members less 1.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
 - (a) the chair or, in the chair's absence, the deputy chair is to preside, or
 - (b) if the chair and the deputy chair are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

24. 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 association 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 on 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, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite 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.
- (8) Subject to Clause (1) the committee may delegate any of its powers through approval of a “Delegations Register”.

25. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 23 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

26. Disclosure of interests

- (1) If a committee member has a direct or indirect interest in a matter being considered or about to be considered at a committee meeting the committee member must, as soon as possible after the relevant facts have come to the committee member’s knowledge, disclose the nature of the interest at a committee meeting.
- (2) Where a committee member makes a disclosure under clause 1, the member may not, unless otherwise determined by the committee:
 - (a) be present during any deliberation of the committee with respect to the matter, or
 - (b) take part in any decision of the committee with respect to the matter.

Part 4 – General meetings

27. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must 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 association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General of the Act.

28. Annual general meetings--calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to receive and consider the statement which is required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 25 per cent of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 5 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under 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 is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) A quorum for the transaction of the business at a general meeting is a majority of the total number of members of the association, being present in person and being entitled under this constitution to vote at a general meeting.
- (3) Where a committee member vacancy exists under rule 21 (1) and the vacancy has not been filled under rule 17(4), the quorum requirement for a general meeting will be the majority of association members less 1.
The Committee may grant a committee member leave of absence from the committee for a period not exceeding 3 months.
- (4) Meetings may be conducted using technology that allows members to participate in different locations (e.g. tele and video conferencing).
- (5) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (6) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

32. Presiding member

- (1) The chair or, in the chair's absence, the deputy chair, is to preside as chairperson at each general meeting of the association.
- (2) If the chair and the deputy chair are absent or unwilling to act, the members present must elect one of

their number to preside as chairperson at the meeting.

33. 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association 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.

34. Making of decisions

- (1) A question arising at a general meeting of the association is to 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 association, 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 association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.

35. Special resolution

- (1) A resolution of the association is a special resolution:
 - (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution, or
 - (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

36. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the

annual subscription payable in respect of the then current year.

37. Appointment of proxies

- (1) Each member is to 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 1 to this constitution.
- (3) Proxy voting may be undertaken at a general meeting.

38. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).

Part 5 – Miscellaneous

39. Insurance

- (1) The association may effect and maintain insurance.

40. Funds--source

- (1) The funds of the association are to be derived from payments made for the delivery of services to Government according to agreed contracts, from monies paid for sponsorship of activities and events, and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds – management

- (1) Not for Profit: The assets and income of the association shall be applied solely in the furtherance of the objectives as outlined in rule 2, and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or by 1 office bearer and 1 employee of the association, being members or employees authorised to do so by the committee.
- (3) Dissolution: Any such distribution of surplus property:
 - (a) must be approved by the Commissioner for Fair Trading, or if there is no such position, the Secretary of the NSW Department responsible for Fair Trading, and
 - (b) is not to be made to any member or former member of the association, or to any person to be held on trust for any member or former member of the association, unless the member or former member is an association (whether incorporated or unincorporated) that, at the time of the distribution, has rules preventing the distribution of property to its members, and
 - (c) is subject to any trust affecting that property or any part of it.
- (4) Surplus property or any part of it that consists of property supplied by a government department or public authority, including any unexpended portion of a grant, must be dealt with in accordance with the Commonwealth's Operational Funding Contract or returned to the department or authority that supplied

it or to a body nominated by the department or authority.

- (5) Subject to a funding provider's conditions of funding, the association may, at its discretion, approve and pay honoraria as it shall think fit.

42. Alteration of objects and rules

- (1) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association.

43. Common seal

- (1) The common seal of the association must be kept in the custody of the public officer or by agreement of the committee at the office of the association.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee. The affixing of the common seal may be used with one (1) authorised signatory of the committee for non-contractual matters, however on all other occasions the common seal must be accompanied by two (2) authorised signatories of the committee. The public officer is an authorised signatory by virtue of the office.
- (3) There is no legal requirement for the association to use a common seal to execute documents.

44. Custody of books

- (1) Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

45. Inspection of books

- (1) The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

46. Service of notices

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

47. Financial year

- (1) The financial year of the association is:
- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and

-
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Appendix 1

(Rule 37 (2))

FORM OF APPOINTMENT OF PROXY

I, _____ of _____
(full name) *(address)*

being a member of Regional Development Australia – Northern Rivers Inc.

hereby appoint _____ of _____
(full name of proxy)

(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

_____ day of, _____
(month and year)

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 _____

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