

COMMUNITY WHEELS INC.

CONSTITUTION

after Special Meeting 23rd September 2019

1. NAME

The name of the Association shall be Community Wheels Incorporated (referred to in these rules as “the Association”).

2. OBJECTS

The objectives of the Association shall be

- a) **To Provide transport and related services, in a financially sustainable manner, to eligible customers living in the local government areas of the City of Parramatta and Cumberland Council or such other areas as may be determined by government.**

Eligible customers include: elderly people (over 65 years and 50 years in case of Aboriginal and Torres Strait Islanders), people with a disability and any other people as shall determined by the Management Committee, New South Wales and Commonwealth Governments who are underserved by other transport operators.

- b) To encourage the involvement of local residents in the activities and management of the Association.
- c) To do all such lawful things as are incidental or conducive to the achievement of the foregoing objectives.

3. MEMBERSHIP

- a) Subject to these rules, the members of the Association shall be members of the Association immediately prior to the incorporation together with such other people as the Committee admits to membership.

- b) **Membership is open to any person who accepts the vision, mission and objective of the Association**

- c) Individuals wishing to become members of the Association shall apply to the Committee in writing in the form set out in Appendix one to these rules.

- d) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.

- e) Members shall pay such membership fees as are determined by the Management Committee.

- f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- g) Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within three (3) months of the due date.
- h) Membership fees shall fall due on the first day of each Financial Year of the Association. The financial year of the Association shall run from July 1 to June 30 or such other period as is determined by the Committee.

4. MEMBERS' LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. 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 for membership or otherwise disciplining them may do so at the next general meeting of the Association.

6. MANAGEMENT - BY COMMITTEE

- a) **The Management Committee elected at every Annual General Meeting, shall exercise overall responsibility for the affairs, including financials, of the Association. However, the General Manager and his/her staff will have delegated authority to run the day to day affairs of the Association. The General Manager will report to the Management Committee and seek approval wherever necessary.**
- b) **The office bearers shall consist of a Chairperson, Vice Chairperson, Secretary. There shall be up to eight (8) other members of the Committee.**
- c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) Retiring Committee Members are eligible for re-election; however, office bearers may hold any one position for a maximum of five (5) years.
- f) The Committee shall meet as often as necessary to conduct the business of the Association and generally bi-monthly or at such other times as directed.

- g) Any three (3) Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. If within half an hour of the appointed time for a meeting a quorum is not present, the meeting shall be reconvened within fourteen (14) days on a day and time determined by the Office Bearers.
- h) At least twenty-four (24) hours' notice of Committee meetings shall be given to members of the Committee, such notice to be given at the previous Committee meeting or by mail or telephone.
- i) A member of the Committee shall cease to hold office:
 - I. Upon resignation in writing;
 - II. Removal as a member of the Association;
 - III. Absence from three(3) successive Committee meetings without approval by The Committee.
- j) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum, the remaining Committee members may act only to appoint new Committee members.
- k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present and voting at the meeting in person and by those not present and who vote by post or electronic means. The committee shall determine the manner in which postal and electronic voting may be carried out. In case of an equality of votes, the person appointed to chair the meeting shall have a second or casting vote. In the case of an emergency (which shall be determined by the Chairperson) all votes may be made by electronic means.
- l) A member of the Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except:-
 - I. Repayment of out-of -pocket expenses;
 - II. Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for moneys lent to the Association; and
 - III. Reasonable and proper rent for premises let to the Association.

7. GENERAL MEETINGS

- a) An annual General Meeting of the Association shall be held each year within six(6) months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within eighteen(18) months of incorporation).
- b) The Committee may whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Committee within two (2) months of receiving a written request to do so from at least five (5) members of the Association.

- c) At least fourteen (14) days' notice of all general meetings shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least twenty-one (21) days before the meeting. Notice shall be given by mail or telephone.
- d) In the case of the Annual General Meeting, the following business shall be transacted:
 - I. Confirmation of the minutes of the last Annual General Meeting and any recent special general meeting;
 - II. Receipt of the Committee's report upon activities of the Association in the last financial year;
 - III. Election of office bearers and other members of the Committee;
 - IV. Receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's:
 - income and expenditure
 - assets and liabilities
 - mortgages, charges and other securities
 - trust properties.
- e) The quorum for a general meeting shall be eight (8) members, present in person and financial. If within half an hour of the appointed time for the meeting a quorum is not present, the meeting shall be reconvened within fourteen (14) days on a day and time determined by the current office bearers.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is requested by three (3) members present in person at the meeting. Voting shall be permitted by postal or electronic means on all motions requiring decision (except as to whether the ballot is to be secret). Such voting shall be in accordance with ss.38 and 39 of the Associations Incorporations Act 2009 and any regulations which may be made under that Act. The committee shall determine the manner in which postal and electronic voting may be carried out.
- g) All votes shall be given personally or by post or electronic means and there shall be no voting by proxy.
- h) In the case of an equality of votes, the person appointed to chair the general meeting shall have a second or casting vote.

8. OFFICE BEARERS

- a) The chairperson or, in the chairperson's absence, the Vice Chairperson, shall act as Chairperson at each general meeting and Committee meeting of the Association.
- b) If the Chairperson and Vice Chairperson are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.
- c) The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all general and Committee meetings and a file

of correspondence. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.

- d) **The Finance Officer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Financial Officer.**

9. SPECIAL RESOLUTIONS

- a) A Special Resolution must be passed by a general meeting of the Association to effect the following changes:
- I. A change of the Association's name;
 - II. A change of the Association's rules;
 - III. A change of the Association's objects;
 - IV. An amalgamation with another incorporated Association;
 - V. To voluntarily wind up the Association and distribute its property;
 - VI. To apply for registration as a Company or a Co-Operative;
- b) A Special Resolution shall be passed in the following manner:
- I. A notice must be sent to all members advising that a general meeting is to be held to consider a Special Resolution
 - II. The notice must give details of the proposed Special Resolution and give at least twenty-one(21) days' notice of the meeting;
 - III. A quorum must be present at the meeting;
 - IV. At least three-quarters of those present must vote in favour of the resolution;
 - V. In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way;

10. PUBLIC OFFICER

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
- I. Death
 - II. Resignation

- III. Removal by the Committee or a general meeting
 - IV. Bankruptcy or financial insolvency
 - V. Mental illness
 - VI. Residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer, the Committee shall within fourteen (14) days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
- I. Appointment (within 14 days);
 - II. A change of residential address (within 14 days);
 - III. A change in the Association's objects or rules (within one month);
 - IV. A change in the membership of the Committee (within 14 days);
 - V. Of the Association's financial affairs (within one month after the Annual General Meeting)
 - VI. A change in the Association's name (within one (1) month).
- g) The public Officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the Committee.

11. MISCELLANEOUS

- a) The funds of the Association shall be derived from the fees of members, donations, grants and such others sources approved by the Association. The income and property of the Association however derived, shall be applied towards the promotion of the objectives of the Association and no portion thereof shall be paid to or transferred directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- b) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act, together with any other insurance, which may be required by law or regarded as necessary by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall be used only following a resolution of the Committee authorising such use. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Committee.
- d) The Association may at anytime pass a special resolution determining how any surplus property is to be distributed in the event that the Association shall be wound up. The distribution of surplus property shall be in accordance with Section 65 of the Associations Incorporation Act 2009 and with Section 23 the Income Tax Assessment Act 1936.
- e) Service of documents on the Association is effected by serving them on the Public Officer or by servicing them personally on two (2) members of the Committee.

- f) In the event of CWI constitution being silent on any matters, the Model Constitution (under the Association Incorporation Act 2009) will apply**



APPLICATION FOR MEMBERSHIP

2019 / 2020

1 July 2019 to 30 June 2020

I,

(Full Name of Applicant)

of:

(Street Address)

Suburb:State: Postcode:

Email Address:

..... hereby apply

(Occupation / former Occupation)

to become a Member of the above named Association. In the event of my admission as a Member, I agree to be bound by the rules of the Association for the duration of my Membership.

Signature of Applicant : Date:

I, a Member of the

(Full Name of Proposer)

Association, nominate the Applicant, who is personally known to me, for Membership of the Association.

Signature of Proposer: Date: