RULES

FRIENDS OF KATOOMBA FALLS CREEK VALLEY INC.

Amended November 25, 2007

RULES
Friends of Katoomba Falls Creek Valley Inc.

PART 1
PRELIMINARY

INTERPRETATION

1. (1) In these rules, except insofar as the context or subject matter otherwise indicates or requires –

"Katoomba Falls Creek Valley" was the former name of the valley now called Upper Kedumba River Valley. The former name has been retained in the name of the organisation.

"Upper Kedumba River Valley" is approximately bordered in the north by Bathurst Road, in the east by Katoomba Street, in the south by Birdwood Avenue, Cliff Drive, Cedar Street, and by the escarpment area that abuts Jamison Valley, including Katoomba Falls, and in the west by Cliff Drive, Narrow Neck Road and Valley Road. "Upper Kedumba River Valley " is all the land and creeks that lie within the water catchment of Upper Kedumba River.

"ordinary member" means a member of the committee who is not an office-bearer of the association;

"resident of the Blue Mountains" means a person who resides continuously within the City of the Blue Mountains or a person whose frequency of residence within the City of the Blue Mountains is, on average, not less than 4 days per month;

"secretary" means –
(a} the person holding office under the rules as secretary of the association; or

(b) where no such person holds that office – the public officer of the association;

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

"the Act" means the Association Incorporation Act, 1984;

"the Regulation" means the Association Incorporation Regulation, 1985;

"working group" means the group of members of that name appointed in accordance with Rule 12.

RULES
Friends of Katoomba Falls Creek Valley Inc.

NAME

1A. The name of the organisation shall be The Friends of Katoomba Falls Creek Valley.

OBJECTS

1B. To ensure that the natural environment of Upper Kedumba River Valley is protected from damaging development.

To ensure that the public lands in the Upper Kedumba River Valley remain public lands in perpetuity.

To ensure that the Upper Kedumba River, feeder creeks and associated hanging swamps and valley swamps be unpolluted.

To ensure that the public lands in the Upper Kedumba River Valley be zoned so as to have maximum environmental protection and that this protection is maintained always.

To ensure that the Upper Kedumba River Valley is managed in accordance with the Upper Kedumba River Valley Plans of Management (April 2004).

To ensure that land uses of the lands in the Upper Kedumba River Valley conform to the zonings within LEP 2005 and LEP 1991 and the categories within the Upper Kedumba River Valley Plans of Management (April 2004).

To respect in all that we do the designation of the community lands within the Upper Kedumba River Valley (known as the Gully) as an Aboriginal Place.

To be an ally of the Gully Aboriginal people in ensuring that the Gully is truly managed as an Aboriginal Place and with the authority of the Gully Aboriginal people, known as the Gully Traditional Owners.

To ensure the rehabilitation of scoured, eroded and damaged areas of the Upper Kedumba River Valley, especially in Frank Walford Park, McRae's Paddock, Katoomba Falls Reserve and Selby Street Reserve, and in the middle sections of the valley, especially the swamps, with special attention to the elimination of weeds and plant and animal pests, and to promote endemic revegetation.

To ensure that no forms of motor vehicle racing are held in the Frank Walford Park section of Upper Kedumba River Valley, and that recreation uses of the valley be consistent with protecting the natural environment of the valley.

To obtain resources, financial or otherwise, with which the organisation can achieve these objects.

PART II
MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2. (1) Any person who agrees in writing to be an active member and with the objects of the organisation is qualified to be a member.

(2) Every member shall be a resident of the Blue Mountains.

(3) Has been nominated for membership of the Association as provided for in Rule 3.

NOMINATION FOR MEMBERSHIP

3. (1) A nomination of a person for membership of the association –

(a) shall be made by a member of the association in writing in the form set out in Appendix 1 to these rules; and

(b) shall be lodged with the secretary of the association.

(2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee which shall determine whether to approve or to reject the nomination.

(3) Where the committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.

(4) The secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.

CESSATION OF MEMBERSHIP

4. A person ceases to be a member of the association if the person –

   (a) dies;

   (b) resigns that membership; or

   (c) is expelled from the association.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. 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 an other person; and

   (b) terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

6. (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 who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than any other such period as the committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.

   (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

7. (1) The public officer of the association shall 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 shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

FEES, SUBSCRIPTIONS, ETC.

8. (1) A member of the association shall, upon admission to membership, pay to the association a fee of $2 or, where some other amount is determined by the committee, or of that other amount.

(2) In addition to any amount payable by the member under clause (1), a Member of the association shall pay to the association an annual membership Fee as determined from time to time by the committee –

(a) except as provided by paragraph (b), before 1st July in each calendar year; or

(b) where the member becomes a member on or after 1st July in any calendar year – upon becoming a member and before 1st July in each succeeding calendar year.

MEMBERS' LIABILITIES

9. The liability of a member of the association to contribute towards the payment of debts and liabilities of the association or the cost, 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 8.

RESOLUTION OF INTERNAL DISPUTES

9A. Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

EXPULSON OF MEMBERS

10. (1) A member may be expelled by a resolution on the basis that –

(a) the member has ceased to be an active member; or

(b) the member has acted in ways detrimental to the organisation.

(2) In either case written notice of the proposed resolution shall be sent to the member 14 days before the date at which the resolution is to be moved, and he or she shall be given a reasonable opportunity of being heard at the meeting or of making written submissions.

(3) Where a decision is made to expel a member then the decision will be notified in writing within 7 days of the meeting.

PART III

GOVERNMENT

11. (1) A general meeting of members, known as the annual general meeting, shall be held every twelve months.

(2) All general meetings of members other than the annual general meeting shall be ordinary general meetings.

(3) An ordinary general meeting shall be convened by a previous ordinary general meeting or by the working group if the meeting is requested by at one-tenth of the members, but the general meetings shall be held at least 3 times a year.

(4) The general meeting shall comprise the management committee of the Association and, subject to the Act, the Regulations and these rules and to any resolution passed by the association in general meeting –

(a) shall control and manage the affairs of the association;

(b) may exercise all such functions as may be exercised by the association including those functions that are required by these rules to be exercised by a general meeting of members of the association; and

(b) 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.

WORKING GROUP

12. (1) There shall be a working group of five active members elected each year at the annual general meeting for one year only.

(2) The organisation may by resolution at a general meeting remove any or all of the working group.

(3) Any vacancy arising on the working group will be filled by a general meeting.

(4) The working group shall act as the executive of the organisation, acting with agreed policy, within the powers delegated to it by general meetings, and implementing directions from general meetings.

(5) The working group shall appoint one of its members to act as treasurer of the organisation and one of its members to act as secretary of the organisation.

(6) The working group shall meet whenever they think fit and regulate their meetings as they think fit.

(7) A quorum at working group meetings shall be three members.

RECORDS

13. (1) The working group shall ensure that a record is kept of all general meetings and of all meetings of the working group.

(2) The working group shall ensure that a record is kept of all the financial affairs of the organisation.

(3) All monies of the organisation shall be paid into a bank account, of which three members of the working group shall be signatories.

QUORUM AT GENERAL MEETINGS

14. Five members present in person are a quorum.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

15. (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 delegations remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule

(7) A sub-committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

DECISION MAKING

16. (1) At general meetings and at working group meetings each member shall have one vote only.

(2) In the case of equal votes on a question, the chairperson shall not have a second or casting vote, and the question will be deemed lost.

(3) Any question at any meeting shall be decided by motion passed –

(a) unanimously by consensus procedure as set out in By-Law 1; or

(b) where, after following the procedure set out in By-Law 1, the meeting cannot reach unanimity, and decides by a two-thirds majority of those present to abandon the principle of unanimity on that part particular question – by a majority of members present and voting.

PART IV
GENERAL MEETINGS

17. The business of the annual general meeting shall be -

(1) to confirm the record of the last annual general meeting;

(2) to receive annual reports;

(3) to elect the working group;

(4) to deal with any other business of which notice has been given.

18. The business of ordinary general meetings shall be –

(1) to confirm the record of that last meeting;

(2) to receive reports;

(3) to determine policy and to direct the working group to implement policy;

(4) to deal with any other business of which notice has been given.

NOTICE OF GENERAL MEETING

19. (1) Not less than 7 days in writing notice shall be given of any general meeting, specifying when and where the meeting is to be held and the business to be dealt with.

(2) An annual general meeting shall be specified as such in the notice convening it.

PROCEDURE

20. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

CHAIRPERSON AT THE GENERAL MEETINGS

21. The chairperson at general meetings may be appointed each year at the annual general meeting or, if this has not been done or the elected chairperson is not present, then the members present at a general meeting may choose a chairperson.

ADJOURNMENT

22. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the secretary

shall give written or oral notice of the adjourned meeting to each member of the 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.

SPECIAL RESOLUTION

22. A resolution of the association is a special resolution if –

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

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

PART V
MISCELLANEOUS

INSURANCE

24. (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.

(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

FUNDS – SOURCE

25. (1) The funds of the association shall be derived from entrance fees and donations 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 shall be deposited as soon as Practicable and without deduction to the credit of the association's bank Account.

(3) The association shall, as soon as practicable after receiving any money, Issue an appropriate receipt.

FUNDS – MANAGEMENT

26. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by 2 members of the association or employees of the association, being members or employees authorised to do so by the committee.

CHANGES TO CONSTITUTION

27. Changes to this constitution may be made by members by special resolution at any general meeting of which due notice of the business has been given and in accordance with the decision-making procedures of this constitution.

COMMON SEAL

28. (1) The common seal of the association shall be kept in the custody of the public officer.

(2) The common seal shall not be affixed to an instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures of either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

CUSTODY OF BOOKS ETC

29. Except as otherwise provided by these rules, the public officer shall keep in his or her custody and or under his or her control all records, books and other documents relating to the association.

INSPECTION OF BOOKS ETC

30. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

SERVICES OF NOTICES

31. (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally orby sending it by post to the member at the member's address shown in the register of members.

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

WINDING UP

32. (1) Winding up of the organisation shall be by decision of the members at a general meeting of which due notice of the business has been given and in accordance with the decision-making procedures of this association.

(2) If there remains any property after the winding up of the organisation, that property shall be given to an organisation with similar objects and whose constitution prohibits the distribution of its property amongst its members and which has been chosen by the members of the organisation at the time of deciding to wind up.

BY-LAW 1

The procedure for deciding questions unanimously by consensus shall be as follows:

(a) the meeting shall ensure that the question or matter requiring decision is stated as clearly as possible by the chairperson or other person;

(b) the meeting shall test to satisfy that each person understands the question or matter requiring decision;

(c) the meeting shall encourage all points of view and tentative proposals to be expressed without considering a formal motion;

(d) the meeting shall determine whether further information is available or needed before a decision is reached;

(e) the meeting shall re-state as clearly as possible the central question or matter;

(f) the meeting shall consider a trial motion;

(g) the meeting shall consider any alternative motions proposed;

(h) the meeting shall test until satisfied for the motion all agree to support, even if some do not prefer it;

(i) the meeting shall declare consensus for the decision.

APPENDIX 1
(Rule 3(1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

……Incorporated
(Incorporated under the Association Incorporation Act, 1984)

I, ……
(full name of applicant)

of ……
(address)

……hereby apply to become a member
(occupation)

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

……
Signature of applicant

Date……

I, …… a member of the association,
(full name)

nominate the applicant, who is personally known to me, for membership of the association..

……
Signature of proposer

Date……

I, …… a member of the association,
(full name)

second the nomination of the applicant, who is personally known to me, for membership of the association..

……
Signature of proposer

Date……