



Northbridge Common, Inc. Constitution, rules and by-laws
(Implemented at AGM, May 2023)

- A. The name of the Association is: Northbridge Common Inc.
- B. The objects of Northbridge Common are: Championing Northbridge's diversity of culture, business, art and entertainment by community building
- C. Any four members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting. *appendix
- D. Any two committee members constitute a quorum for the conduct of the business of a committee meeting.
- E. Northbridge Common's financial year will be the period of 12 months commencing on ...July 1st.....and ending on.....June 31st..... of each year.



PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

associate member means a member with the rights referred to in rule 8(6);

Association means the incorporated association to which these rules apply;

books, of Northbridge Common, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by Northbridge Common under rule 64;

chairperson means the Committee member holding office as the chairperson of Northbridge Common;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

committee means the management committee of Northbridge Common;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to Northbridge Common required under Part 5 Division 3 of the Act;

financial year, of Northbridge Common, has the meaning given in rule 2;

general meeting, of Northbridge Common, means a meeting of Northbridge Common that all members are entitled to receive notice of and to attend;

member means a person (including a body corporate) who is an ordinary member or an associate member of Northbridge Common;



ordinary committee member means a committee member who is not an office holder of Northbridge Common under rule 27(3);

ordinary member means a member with the rights referred to in rule 8(5);

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of Northbridge Common, as in force for the time being;

secretary means the committee member holding office as the secretary of Northbridge Common;

special general meeting means a general meeting of Northbridge Common other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the committee under rule 48(1)(a);

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the committee member holding office as the treasurer of Northbridge Common.

2. Financial year

- (1) The first financial year of Northbridge Common is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent financial year of Northbridge Common is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.



PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

- (1) The property and income of Northbridge Common must be applied solely towards the promotion of the objects or purposes of Northbridge Common and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of Northbridge Common only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of Northbridge Common is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to Northbridge Common, or for goods supplied to Northbridge Common, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by Northbridge Common from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to Northbridge Common; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of Northbridge Common.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

- (1) Any person who supports the objects or purposes of Northbridge Common is eligible to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

5. Dealing with membership applications

- (1) The management committee will consider each application for membership of Northbridge Common and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the management committee must consider applications in the order in which they are received by Northbridge Common.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant —



- (a) is eligible under rule 4; and
- (5) The committee may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

6. Becoming a member

An applicant for membership of Northbridge Common becomes a member when —

- (a) the committee accepts the application

7. Classes of membership

- (1) Northbridge Common consists of ordinary members and any associate members provided for under subrule (2).
- (2) Northbridge Common may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- (3) An individual who has not reached the age of 18 years is only eligible to be an associate member.
- (4) A person can only be an ordinary member or belong to one class of associate membership.
- (5) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (6) An associate member has the rights referred to in subrule (5) other than full voting rights.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

8. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) the person resigns from Northbridge Common under rule 10;
 - (c) the person is expelled from the Northbridge Common under rule 15;
 - (d) the person ceases to be a member under rule 12(4).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

9. Resignation



- (1) A member may resign from membership of Northbridge Common by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

10. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 3 — Register of members

11. Register of members

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on Northbridge Common under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Northbridge Common.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Northbridge Common.



PART 4 — COMMITTEE

Division 1 — Powers of Committee

12. Committee

- (1) The committee members are the persons who, as the management committee of Northbridge Common, have the power to manage the affairs of Northbridge Common.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Northbridge Common.
- (3) The committee must take all reasonable steps to ensure that Northbridge Common complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Committee and duties of members

13. Committee members

- (1) The committee members consist of —
 - (a) the office holders of Northbridge Common; and
 - (b) at least one ordinary committee member.
- (2) The committee must determine the maximum number of members who may be ordinary committee members.
- (3) The following are the office holders of Northbridge Common —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (4) A person may be a committee member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

14. Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.



15. Secretary

The Secretary has the following duties —

- (a) dealing with Northbridge Common's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of Northbridge Common the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of Northbridge Common an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of Northbridge Common a record of committee members and other persons authorised to act on behalf of Northbridge Common, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of Northbridge Common, other than the financial records, financial statements and financial reports, as applicable to Northbridge Common;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

16. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to Northbridge Common are collected and issuing receipts for those amounts in Northbridge Common's name;
- (b) ensuring that any amounts paid to Northbridge Common are credited to the appropriate account of Northbridge Common, as directed by the committee;
- (c) ensuring that any payments to be made by Northbridge Common that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that Northbridge Common complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of Northbridge Common's financial records, financial statements and financial reports, as applicable to Northbridge Common;
- (f) if Northbridge Common is a tier 1 association, coordinating the preparation of Northbridge Common's financial statements before their submission to Northbridge Common's annual general meeting;
- (g) if Northbridge Common is a tier 2 association or tier 3 association, coordinating the preparation of Northbridge Common's financial report before its submission to Northbridge Common's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of Northbridge Common's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.



Division 3 — Election of committee members and tenure of office

17. How members become Committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the chairperson and/or other executive members.

18. Nomination of committee members

- (1) A member who wishes to be considered for election to the committee at the annual general meeting must nominate by requesting the nomination to the management committee.
- (2) The management committee will meet to discuss the nomination of the members and make a decision based on the skills, experience, and time available to fulfill the role.
- (3) A member may nominate for one specified position of office holder of Northbridge Common or to be an ordinary committee member.

19. Term of office

- (1) The term of office of a committee member begins when the member —
 - (a) is appointed by the management committee
 - (b) is appointed to fill a vacancy
- (2) Subject to rule 37, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member has no term of office

20. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, Northbridge Common may by resolution —
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.



- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

21. When membership of committee ceases

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 36; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

22. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 27(4) to fill a position on the committee that —
 - (a) has become vacant or;
 - (b) was not filled at the most recent annual general meeting
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 45, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 45, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.
- (1) In this rule —
 - committee member** includes a member of a subcommittee;
 - committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of Northbridge Common for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with Northbridge Common's business.

Division 4 — Committee meetings



23. Committee meetings

- (1) The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the chairperson or any 2 committee members.

24. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

25. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, an executive committee member must preside as chairperson of each committee meeting.
- (2) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (3) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (4) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (5) A person invited under subrule (5) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

26. Quorum for committee meetings

- (1) Subject to rule 38(4), no business is to be conducted at a committee meeting unless a quorum is present.



- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
 - (b) at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

27. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

28. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 43(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in Northbridge Common's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices



29. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of Northbridge Common's business, the committee may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

30. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
- (7) The committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

31. Annual general meeting



- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of Northbridge Common's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the committee's annual report on Northbridge Common's activities during the preceding financial year; and
 - (ii) if Northbridge Common is a tier 1 association, the financial statements of Northbridge Common for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if Northbridge Common is a tier 2 association or a tier 3 association, the financial report of Northbridge Common for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of Northbridge Common and other committee members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of Northbridge Common in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

32. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.

33. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.



- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 52 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by Northbridge Common not later than 24 hours before the commencement of the meeting.

34. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.



35. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

36. Minutes of general meeting

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in Northbridge Common's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.



PART 7 — FINANCIAL MATTERS

37. Source of funds

The funds of Northbridge Common may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

38. Control of funds

- (1) Northbridge Common must open an account in the name of Northbridge Common with a financial institution from which all expenditure of Northbridge Common is made and into which all funds received by Northbridge Common are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of Northbridge Common.
- (3) The committee may authorise the treasurer to expend funds on behalf of Northbridge Common up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of Northbridge Common must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of Northbridge Common must be deposited into Northbridge Common's account within 5 working days after their receipt.

39. Financial statements and financial reports

- (1) For each financial year, the committee must ensure that the requirements imposed on Northbridge Common under Part 5 of the Act relating to the financial statements or financial report of Northbridge Common are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if Northbridge Common is a tier 1 association, the preparation of the financial statements; and
 - (b) if Northbridge Common is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

40. By-laws



- (1) Northbridge Common may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
 - (b) impose restrictions on the committee's powers, including the power to dispose of Northbridge Common's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of Northbridge Common and the auditing of Northbridge Common's accounts; and
 - (d) provide for any other matter Northbridge Common considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on Northbridge Common that are additional to, and do not restrict, a requirement imposed on Northbridge Common under Part 5 of the Act.
- (5) At the request of a member, Northbridge Common must make a copy of the by-laws available for inspection by the member.

41. Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

42. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of Northbridge Common must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of Northbridge Common must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of Northbridge Common must be retained for at least 7 years.

43. Record of office holders

The record of committee members and other persons authorised to act on behalf of Northbridge Common that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.



44. Publication by committee members of statements about Association business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by Northbridge Common at a general meeting or committee meeting unless —

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

45. Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule —

surplus property, in relation to Northbridge Common, means property remaining after satisfaction of —

- (a) the debts and liabilities of Northbridge Common; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of Northbridge Common,

but does not include books relating to the management of Northbridge Common.

(2) On the cancellation of the incorporation or the winding up of Northbridge Common, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

46. Alteration of rules

If Northbridge Common wants to alter or rescind any of these rules, or to make additional rules, Northbridge Common may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.