

THE GLOUCESTER PROJECT INCORPORATED

CONSTITUTION

There is hereby constituted a non-profit Association which shall be known as **The Gloucester Project Incorporated** with a constitution and membership as hereinafter provided and which shall be situated at such place as shall be determined from time to time.

1.0 Interpretation and definitions

1.1 In this Constitution, except insofar as the context or subject matter otherwise indicates or requires:

“The Act” means the Associations Incorporation Act 1984 which, together with the Associations Incorporation Regulation 1999, is the legislation under which this Association is hereby bound;

“Annual General Meeting” means a general meeting of members of the Association called as such and as provided in the Act;

“Annual Report” means the report prepared for the purpose of Rule 5.2;

“Application for Membership” includes application for re-admission to Membership;

“Association” means The Gloucester Project Incorporated;

“Auditor” means the person appointed for the purpose of Rule 5.2, who is required to peruse and comment upon the financial statements of the Association;

“Balance Sheet” means a statement of assets and liabilities prepared for the purpose of Rule 5.2;

“By-Laws” means any by-laws determined by the Management Committee for operation in conjunction with this Constitution;

“Committee” or “Management Committee” means the committee elected pursuant to the provisions of Rule 4.3;

“Committee Member” means a member of the Management Committee as referred to in Rule 4.0;

“Financial Member” means a member of the Association who is not in default in the payment of his annual subscription or other moneys payable by him in accordance with this Constitution;

“Financial Year” means the financial year as defined by Rule 18.0;

“General Meeting” means a meeting of the members, duly convened as provided in these Rules, which is not an Annual General Meeting or a Special General Meeting of the Association;

“Management Committee” or “Committee” means the committee elected pursuant to the provisions of Rule 4.3;

“Period of Membership” in relation to a member denotes the twelve months terminating at midnight on 30th June each year for which such member is for the time being entitled to membership or such proportion of that term during which his membership continues;

“President” means the person elected to that office pursuant to Rule 5.2;

“Profit and Loss Statement” means the statement prepared for the purpose of Rule 5.2;

“Public Officer” means the Secretary of the Association; or such other person as shall be appointed to that office by the Management Committee;

“Register of Members” means the register established pursuant to Rule 3.6;

“Rules” means the rules set out in this Constitution document;

“Secretary” means the person holding office under this Constitution as Secretary of the Association and, where the context reasonably permits, includes the Assistant Secretary and any other person for the time being appointed by the Committee to exercise the functions of Secretary; or if no such person holds that office, the Public Officer of the Association;

“Special General Meeting” means a general meeting of members of the Association called as provided in Rule 6.0 hereof;

“Treasurer” means the person elected to that office under Rule 5.2; and

“Vice President” means the person elected to that office under Rule 5.2.

Words importing the singular number shall include the plural number and words importing the plural number shall include the singular number.

Words importing the masculine gender, the feminine gender or the neuter gender shall include all genders.

1.2 The decisions of the Committee on the interpretation of these Rules or any By-laws of the Association shall be binding on all members of the Association unless and until such interpretation is varied or changed by a resolution of a general meeting of the Association.

1.3 In this Constitution, a reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.4 The provisions of the Interpretation Act 1987 as amended apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

2.0 Objects

A. To take appropriate steps to encourage the designation of the region centred on Gloucester, NSW, a Climate Change Research and Development Area;

B. To promote the development of agricultural, horticultural and pastoral resources in the Gloucester NSW region, and to conduct research (and encourage and coordinate research by others) for this purpose;

C. To seek the support and co-operation of government, non-government agencies, research institutes and the private sector and to further research and develop economic, legislative and social adaptations to the challenges of:

- climate change
- fuel and energy costs and supply
- sustainable natural resource management
- waste management
- food production and distribution
- sustainable tourism, and
- the sustainable use of community resources

with particular reference to:

- economic wellbeing
- employment
- health
- lifestyle & choices
- industry and commerce
- education and training
- recreation
- services
- water resources
- appropriate land use
- retirement and age care, and
- knowledge acquisition and distribution;

D. To establish a resource centre to assemble and disseminate information and create opportunities for information exchange, education and training;

E. To engage individuals, business and local organisations in developing an integrated community approach to the preservation of the economic and lifestyle attributes of the region;

F. To create a sustainable model for adoption by other communities throughout Australia;

G. To facilitate the achievement of these objectives through a co-ordinating unit approved by the members; and

H. To do all such things as are incidental to or necessary for the purposes of any or all of the objects set out herein.

3.0 Membership

3.1 Membership qualifications

A person is qualified to be a member of the Association if, but only if, the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act or the person is a natural person who has been nominated for membership of the Association as provided by Rule 3, and has been approved for membership of the Association by the Committee.

3.2 Nomination for membership

3.2.1 A nomination of a person for membership of the Association must be made by a member of the Association in writing in the form set out in Appendix 1 to these Rules (and duly seconded by another member), and must be lodged with the Secretary of the Association.

3.2.2 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.

3.2.3 As soon as practicable after the Committee makes that determination, the Secretary must notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable) and, if the Committee approved the nomination, request the nominee to pay (within 28 days after receipt by the nominee of the notification) the sum payable under these Rules by a member as an annual fee or subscription.

3.2.4 The Secretary must, on payment by the nominee of the amount referred to in Rule 3.7, within the period referred to in that provision, enter the nominee's name in the Register of Members and, on the name being so entered, the nominee becomes a member of the Association.

3.3 Cessation of membership

A person ceases to be a member of the Association if the person dies, or resigns membership, or is expelled from the Association or, having failed to pay any subscriptions properly due for a period of three (3) months, has his membership terminated by resolution of the Committee.

3.4 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.

3.5 Resignation of membership

3.5.1 A member of the Association is not entitled to resign that membership except in accordance with this Rule.

3.5.2 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 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.

3.5.3 If a member of the Association ceases to be a member under Rule 3.5.2, 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.

3.6 Register of Members

3.6.1 The Public Officer or Secretary 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.

3.6.2 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.

3.6.3 A member of the Association may obtain a copy of any part of the Register of Members on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Committee, that other amount.

3.7 Fees and subscriptions

3.7.1 A member of the Association must pay to the Association an annual membership fee of \$10.00 or if some other amount is determined by the Committee that other amount before July 1 in each calendar year.

3.7.2 The Committee may determine any other fees or subscriptions for particular purposes, but such fees or subscriptions shall not be payable unless ratified by a majority of members at a duly convened general meeting of the Association.

3.8 Members' liabilities

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.

3.9 Resolution of internal disputes

3.9.1 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.

3.9.2 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.

3.10 Disciplining of members

3.10.1 A complaint may be made to the Committee by any person that a member of the Association has persistently refused or neglected to comply with a provision or provisions of these Rules, or has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

3.10.2 On receiving such a complaint, the Committee must cause notice of the complaint to be served on the member concerned; and 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 must take into consideration any submissions made by the member in connection with the complaint.

3.10.3 The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

3.10.4 If the Committee expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Rule 3.11.

3.10.5 The expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or, if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 3.11, whichever is the later.

3.11 Right of appeal of disciplined member

3.11.1 A member may appeal to the Association in general meeting against a resolution of the Committee under Rule 3.10 within seven (7) days after notice of the resolution is served on the member by lodging with the Secretary a written notice to that effect.

3.11.2 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.

3.11.3 On receipt of a notice from a member under Rule 3.11.1, the Secretary must notify the Committee which shall convene a Special General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

3.11.4 At a Special General Meeting of the Association convened under Rule 3.11.3, no business other than the question of the appeal is to be transacted, and the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

3.11.5 If at that Special General Meeting there is passed a resolution by majority vote in favour of the confirmation of the resolution of the Committee, the resolution of the Committee shall stand.

4.0 The Management Committee

4.1 Membership

4.1.1 The Management Committee shall consist of -

- (i) the President
- (ii) the Vice President
- (iii) the Secretary
- (iv) the Treasurer, and
- (v) three (3) Committee members, each of whom is to be elected at the Annual General Meeting pursuant to Rule 4.4 or appointed to fill a casual vacancy pursuant to Rule 4.1.3.

4.1.2 Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the next Annual General Meeting but is eligible for re-election.

4.1.3 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint any member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

4.1.4 A member shall not hold more than one office.

4.2 Powers of the Management Committee

The Committee, subject to these Rules and to any resolution passed by the Association in general meeting:

- shall control and manage the affairs of the Association;
- may exercise all such functions as may be exercised by the Association other than those that are required by these Rules to be exercised by a general meeting of members;
- 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;
- may make such By-laws as in the opinion of the Committee are necessary for the proper control, administration and internal management of the Association's affairs, interests, and property, and to amend or rescind such By-laws;
- may enforce the observation of all By-laws by expulsion, suspension, fine or other penalty;
- may appoint any delegate to represent the Association for any purpose with such powers as may be thought fit;
- may purchase, lease or otherwise acquire property at such price and generally on such terms as it shall think fit;
- may secure fulfilment of any contracts entered into by the Association by mortgaging or charging all or any of the property of the Association;
- may invite any person or one or more supporting organisations to nominate a representative to attend one or more meetings as an observer;
- may institute, conduct, defend or abandon any legal proceedings by or against the Association or its officers;
- may determine who shall be entitled to sign or endorse contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents on behalf of the Association;

- may co-opt a member of the Association to the Committee for a particular purpose and/or period of time and may form such sub-committees (consisting of such members of the Association as the Committee chooses, and with a convenor named by the Committee) as it may deem necessary or desirable in order to achieve particular purposes; and
- may, by instrument in writing, delegate to one or more sub-committees (consisting of such 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.

4.3 Sub-committees

4.3.1 A function the exercise of which has been delegated to a sub-committee under Rule 4.2 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

4.3.2 A delegation under this Rule may be made subject to such conditions or limitation as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

4.3.3 Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.

4.3.4 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.

4.3.5 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

4.3.6 A sub-committee may meet and adjourn as it thinks proper.

4.4 Election of Management Committee

4.4.1 Nominations of candidates for election to the Committee shall:

- a) be made in writing, signed by two (2) Members of the Association with the consent of the nominee endorsed thereon; and
- b) be delivered to the Secretary not less than seven (7) days prior to the date fixed for the Annual General Meeting.

4.4.2 If insufficient nominations are received to fill all positions, the candidates nominated shall be deemed to have been elected to those positions for which they have been nominated and further nominations shall be received at the Annual General Meeting.

4.4.3 If insufficient further nominations are received any vacant positions remaining shall be deemed to be casual vacancies.

4.4.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.

4.4.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held. The ballot shall be conducted in such usual and proper manner as the chairperson directs.

4.5 Chairperson

4.5.1 The President shall perform the function of chairperson at any meeting of the Committee or general meeting of members at which they are present, but shall be entitled to stand aside at that meeting from chairperson duties in favour of another member of the Committee if in his opinion particular circumstances so warrant.

4.5.2 The Vice President shall deputise as chairperson in the absence of the President and shall assume such other duties from time to time as directed by the President.

4.5.3 In the event that both the President and Vice President are not present at a meeting of the Committee or general meeting of members, the role of chairperson for that meeting shall be filled from amongst their number by the other members of the Committee.

4.6 Secretary

4.6.1 The Secretary shall convene all meetings, record the minutes of all meetings (which must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting), receive for and present to the Committee all correspondence and keep all records of the Association (other than those maintained by the Treasurer under Rule 4.7).

4.6.2 In the case of any vacancy in the office of Secretary and until such time as the vacancy is filled, or in the case of the absence of the Secretary, all his duties shall be exercised by a member appointed by the Committee.

4.6.3 The Secretary shall, in consultation with the Chairperson, have the power to deal with any matters of urgency occurring between dates set down for meetings of the Committee. Any matters dealt with under this Rule must be reported to the following meeting of the Committee which shall then consider ratification of related decisions of import, including any decisions taken by email/telephone plebiscite.

4.7 Treasurer

It is the duty of the Treasurer to -

- maintain and keep books and accounts which show the financial affairs of the Association including all receipts and expenditure connected with Association's activities;
- ensure that all payments are made by cheque and signed by any two of the President, Vice President, Secretary, Treasurer or other person determined under Rule 4.2;
- ensure that any major or unusual expenditure is authorised in advance by the Committee;
- ensure that all moneys due to the Association are collected and promptly banked and that all payments authorised by the Association are duly made;
- prepare a Balance Sheet and Profit and Loss Statement each Financial Year for presentation with the Association's Annual Report; and
- present to each Committee meeting a statement of receipts and outgoings for the period since the previous meeting.

4.8 Casual vacancies.

For the purpose of Rule 4.1.3, a casual vacancy on the Committee shall be deemed to have occurred if the member -

- dies;
- ceases to be a member of the Association;
- resigns office;
- is removed from office pursuant to the provisions of these Rules;
- is absent without consent of the Committee at the commencement of any Committee Meeting having also been so absent from the preceding Committee Meeting; or
- is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest in accordance with these Rules.

4.9 Removal of Management Committee member

4.9.1 Members of the Association may by resolution at a Special General Meeting remove any member of the Committee from office before the expiration of the member's term of office, and may by separate resolution appoint another member to hold office until the expiration of the term of office of the member so removed.

4.9.2 Where a member of the Committee to whom a proposed resolution to remove relates makes representations in writing to the Secretary or President (not exceeding a reasonable length), the member is entitled to require that such representations be read out at the meeting at which the resolution is considered and prior to any decision being made thereon.

4.10 Management Committee Meetings

4.10.1 The Committee shall meet at least four (4) times a year at a time and place fixed by the Committee.

4.10.2 Additional meetings may be convened by the President or Secretary.

4.10.3 Notice of a meeting shall be given at the previous meeting or by such other means as the Committee decides.

4.10.4 Any three (3) members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee.

4.10.5 If within one half hour after the appointed time for the commencement of a meeting of the Committee a quorum is not present, the meeting shall be adjourned to a date to be fixed by the President or Secretary as soon as practicable thereafter.

4.10.6 Any member of the Association shall be entitled to attend any meeting of the Committee excepting when matters of personal or commercial confidentiality are to be discussed. Such members shall be entitled, at the discretion of the chairperson, to be heard but not to vote.

4.11 Voting and decisions (Committee)

4.11.1 Questions arising at a meeting of the Committee shall be determined by a majority of the votes of members of the Committee present at the meeting.

4.11.2 Each member present at a meeting of the Committee is entitled to one vote but, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.

4.11.3 A member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which he has an interest or in any matter arising thereout and if he does so vote his vote shall not be counted.

5.0 Annual General Meeting

5.1 The Association shall, at least once in every calendar year, convene an Annual General Meeting of its members on such date and at such place and time as the Committee thinks fit.

5.2 In addition to any other business which may be transacted at the Annual General Meeting, the business of the Annual General Meeting shall be:

- confirmation of minutes of the preceding Annual General Meeting and any other general meetings;
- consideration of an Annual Report, Balance Sheet and Profit and Loss Statement in respect of the last Financial Year;
- notification of annual fees payable;
- motions of which due notice has been given to the Secretary in accordance with these Rules;
- election of Committee Members in the following order:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - three (3) Committee membersto hold office, subject to these Rules, until the conclusion of the next Annual General Meeting;
- appointment of Auditor; and
- any other business brought forward in conformity with these Rules.

5.3 An Annual General Meeting shall be specified as such in the notice convening the meeting.

5.4 Each member present at an Annual General Meeting is entitled to one vote but, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.

6.0 Special General Meeting

6.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

6.2 The Committee shall, on the requisition in writing of not less than eight (8) members, convene a Special General Meeting of the Association.

6.3 A requisition of members for a Special General Meeting shall -

- state the purpose of the meeting;
- be signed by the members making the requisition; and
- be lodged with the Secretary.

6.4 The Committee shall convene a Special General Meeting in the same manner as an Annual General Meeting, and the business of the meeting shall be as set out in the notice of meeting;

6.5 If the Committee fails to convene a Special General Meeting to be held within one (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 three (3) months after that date.

6.6 A Special General Meeting convened by a member or members as referred to in Rule 6.5 must be convened as nearly as is practicable in the same manner as General Meetings are convened.

7.0 Notice

7.1 The Secretary shall at least fourteen (14) days before the date fixed for the holding of an Annual General Meeting or General Meeting, or at least twenty-one (21) days before the holding of a Special General Meeting, cause to be sent by pre-paid post or email, to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

7.2 Any member may, not less than twenty-eight days prior to any general meeting, deliver written notice to the Secretary of his intention to put a motion at that meeting, specifying the wording of the motion and attaching a copy of any supporting material proposed to be tabled at the meeting.

8.0 Quorum and procedure at general meetings

8.1 No item of business shall be transacted at a General Meeting, an Annual General Meeting or a Special General Meeting unless a quorum of at least ten (10) members is present during the time the meeting is considering that item.

8.2 If within one half hour after the appointed time for the commencement of a General Meeting, an Annual General Meeting or a Special General Meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved and in any other case shall stand adjourned to a date to be fixed by the Management Committee as soon as practicable thereafter.

8.3 If at the adjourned meeting a quorum is not present within one half hour after the appointed time for the commencement of the meeting, the members present shall constitute a quorum.

9.0 Voting

9.1 At all Committee Meetings, General Meetings, Annual General Meetings or Special General Meetings voting on all questions arising from motions shall be decided on the voices or by show of hands from those members present, unless a secret ballot be requested by not less than three (3) members present or the meeting is convened under Rule 3.11.3.

9.2 In the case of a ballot, two (2) scrutineers shall be appointed by the chairperson to report the result of the ballot.

9.3 Election for any office shall be by secret ballot.

9.4 All voting shall be in person.

10.0 Special Resolutions

10.1 A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled to vote under these Rules so to do, vote in person at an Annual General Meeting or a Special General Meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

10.2 A special resolution must be passed at an Annual General Meeting or Special General Meeting of the Association to effect the following:-

- change the name of the Association;
- change the Rules of the Association;
- change the objects of the Association;
- amalgamation with another organisation;
- voluntarily wind up the Association and distribute its property; or
- apply for registration as a company.

11.0 Adjournment

11.1 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.

11.2 If a general meeting is adjourned for fourteen (14) days or more the Secretary shall give written, oral or email notice of the adjourned meeting to each member of the Association (entitled to be in attendance at a general meeting) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

11.3 Except as provided in sub-clauses 11.1 and 11.2 hereof 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.

12.0 Insurance

The Association shall effect and maintain such public liability and/or such other forms of insurance as determined by the Committee from time to time.

13.0 Funds

13.1 The funds of the Association shall be derived from annual subscriptions from members, donations, grants, sale of merchandise, income from canteen operations, income from sponsorships, social and fund raising activities and any other source as the Committee shall determine from time to time.

13.2 All moneys received by the Association shall be deposited as soon as practicable after receipt to the credit of a bank account or credit union account in the name of the Association.

13.3 Subject to any resolution passed by the Association at General Meetings, Annual General Meetings or Special General Meetings, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.

13.4 Where the Association receives grants for specific purposes, the Treasurer shall maintain a summary record of the distribution of funds from each such grant.

13.5 In those instances where the Association operates in concert with the Gloucester Shire Council or other recognised body in relation to tied grants, and that body manages the funds, the Treasurer shall keep summary records of income and expenditure in relation to each grant.

14.0 Custody of books and records.

14.1 Except as otherwise provided in these Rules, the Secretary or Public Officer shall keep custody and control of all records, books, documents and other chattels relating to the Association.

14.2 Except as otherwise provided by these Rules, 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 subject to reasonable prior notice in writing having been given to the Secretary.

15.0 Common seal

15.1 The common seal of the Association shall be kept in the custody of the Public Officer.

15.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of one (1) member of the Committee and the Public Officer or of two (2) members of the Committee.

16.0 Service of notice

16.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally, by prepaid post, or by email, to the address of the member shown in the Register of Members.

16.2 Where a document is sent by prepaid post, unless the contrary is proved, the document shall be deemed to have been served on the first working day after the date of posting.

17.0 Income and property

The income and assets of the Association shall be applied solely in furtherance of the Objects set out in Rule 2.0 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.

18.0 Financial Year

The Financial Year of the Association, other than the first Financial Year (which shall end on 30 June 2009), shall commence on the first day of July in each year and end on the last day of June in the following year.

19.0 Indemnity

19.1 Every member of the Committee shall be indemnified out of the funds of the Association against any liability incurred whilst acting in accordance with these Rules or with the authority of the Committee in the capacity as a Committee Member performing a duty on behalf of the Association or in defending any proceedings, whether civil or criminal, which have been authorised to be defended by the Committee.

19.2 Any member of the Committee performing any act in accordance with these Rules and within the scope of any duty imposed by these Rules or the Committee as a member of the Committee shall be reimbursed from Association funds for any incidental expenses incurred in the performance or carrying out of such duty provided that the reimbursement has been authorised by resolution of the Committee.

20.0 Winding up

In the event of the winding up of the Association, any assets remaining after all debts and liabilities have been satisfied shall be paid or transferred to or applied for some other Association or Associations having like objects to the Association (and which is not carried on for the profit or gain of its individual members) in such proportions and manner as shall be determined by special resolution passed by the members at the time of winding up or, should it be the opinion of the members in Special General Meeting that such intent and purpose cannot be effected, then the said remaining assets shall be paid or transferred in such manner as the Equity Court in an appropriate application may determine.

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APPENDICES

1. Membership Application Form

APPENDIX "1"

THE GLOUCESTER PROJECT Inc.

MEMBERSHIP APPLICATION FORM

I

(Print full name of applicant)

of

(Address)

(Postal address)

(Occupation)

hereby apply to become a member 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 -----

Email Address:

(Optional) ----- Phone: -----

I would prefer to receive notices and correspondence: By Post / By Email

I, a member of the Association, nominate

-----the applicant,
(Print full name)

who is personally known to me, for membership.

(Signature)

I, a member of the Association, second the nomination of the applicant, who is personally known to me.

(Signature)