

**RULES OF GOSFORD BUSINESS IMPROVEMENT DISTRICT ASSOCIATION  
INCORPORATED**

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**RULES OF  
GOSFORD CITY CENTRE BUSINESS IMPROVEMENT DISTRICT ASSOCIATION  
INCORPORATED**

**CHAPTER I – NAME AND OBJECTS**

**1. INTERPRETATION**

1.1 In these Rules, unless the context indicates otherwise:

"**Act**" means the Associations Incorporated Act 1984;

"**Annual Financial Statement**" means the Annual Financial Statement for the Association to be approved by the Members,

"**Annual General Meeting**" has the meaning given to it in Rule 22;

"**Associate Member**" means a member of the Association admitted pursuant to Rule 5.4;

"**Association**" means the Gosford City Centre Business Improvement District Association Incorporated;

"**Business Day**" means a day on which registered banks are open for business in Gosford, but does not include Saturdays, Sundays and public holidays;

"**Chairperson**" means the chairperson of the Association referred to in Rule 15;

"**Council**" means the Gosford City Council;

"**Executive Committee**" means the committee of the Association referred to in Rule 13;

"**Full Member**" means a member of the Association in terms of Rules 5.1 and 5.2;

"**General Meetings**" means the Annual General Meeting and Special General Meetings of the Association;

"**Business Improvement District Manager**" means a person employed or appointed by the Association to undertake the role of administering and co-ordinating the Business Improvement District Programme on behalf of the Association in either a paid or unpaid capacity;

"**Business Improvement District Funding Grant**" means any grant received from the Council for the purposes of the Business Improvement District Programme;

"**Business Improvement District Programme**" means the programme involving the Council and the community of Gosford City Centre to organise, design, promote, improve and develop the commercial area;

**"Members"** means the members of the Association from time to time including Associate Members and Full Members;

**"Officers"** means the Chairperson, Secretary and Treasurer of the Association referred to in Rules 16 and 17;

**"Secretary"** means the Secretary of the Association referred to in Rule 16;

**"Special General Meeting"** has the meaning given to it in Rule 24;

**"Special Resolution"** has the meaning given to it in Rule 29;

**"Special Subscription"** has the meaning given to it in Rule 5.5;

**"Treasurer"** means the Treasurer of the Association referred to in Rule 17.

**References to Persons:** references in these Rules to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations or other entities.

## **2. NAME**

2.1 The name of the Association is Gosford Business Improvement District Association Incorporated.

## **3. OBJECTS**

3.1. The goals of the Association are:

- (a) to make Gosford a safe, clean, commercially vibrant, attractive city
- (b) to help and encourage Gosford to live up to its name as the capital of the Central Coast

3.2 The objects of the Association are:

- (a) to promote the development and advancement of the commercial interests of businesses in the Gosford City Centre through a co-ordinated and structured promotion, advocacy and planning programme;
- (b) to foster the welfare and economic development of Gosford City Centre;
- (c) to enhance safety and security and to attract and retain businesses to drive employment growth and economic, social, cultural and environment wellbeing;
- (d) to make arrangements with the Government, the Council and/or other persons, corporations, associations or local authorities for the improvement of

streets, reserves, playing areas and park areas, and for lighting, surfacing, and cleaning in the Gosford City Centre;

(e) for the purposes and objects stated in these Rules, to administer the Gosford CBD Improvement Special Rate Levy; and any other funding or grants received;

(f) to do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

## **CHAPTER II – POWERS**

### **4. SCOPE OF THE ASSOCIATION'S POWERS**

4.1 The Association has the widest possible powers to do all things which may be necessary to pursue the Association's goals and objects including (but not limited to) the following powers:

(a) to purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and to sell, mortgage, dispose of or otherwise deal with any real or personal property of the Association and any rights or privileges which the Association thinks necessary or expedient for the purposes of attaining the objects of the Association or promoting the interests of the Association, its Members or any other persons;

(b) to use the funds of the Association as the Association may consider necessary or proper to:

(i) pay the costs and expenses of the Association; and

(ii) further the objects of the Association; including the employment of solicitors, agents, officers and servants as necessary or expedient;

(c) to engage in prosecuting, defending or otherwise taking any legal action or legal proceedings on behalf of the Association and for that purpose, to expend such moneys and employ such solicitors, counsel and other advisors as the Association may think fit;

(d) to apply for and acquire any licences or permits deemed necessary by the Association;

(e) to open and operate bank accounts of whatever nature or description subject to such conditions as the Association thinks fit;

(f) to assist any charity or charitable purpose by such financial or other means as the Association thinks fit;

(g) to borrow or raise money by any means and upon such conditions as the Association thinks fit;

(h) to employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit;

(j) **PROVIDED THAT** the Association shall not lend money at less than current commercial rates, having regard to the nature and term of the loan, to any person:

(i) who is a Member of the Association; or

(ii) who is a shareholder or director of any company by which any business of the Association is carried on; or

(iii) who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the Association is to be carried on.

### **CHAPTER III – ASSOCIATION MEMBERSHIP**

#### **5. MEMBERSHIP QUALIFICATIONS**

5.1 There shall be Full Members of the Association. A person (or their nominee) shall be entitled to be a Full Member of the Association if the person:

(a) owns one or more commercially rated properties within the Gosford City Centre and pays the CBD Improvement Special Rate Levy; or

(b) occupies or is the tenant of one or more premises on a commercially rated property within the Special Rate area and who operates a business from these premises; and

(c) has not previously been expelled from the Association.

5.2 Any person entitled to be a Full Member and who wishes to become a member shall provide details of their name, address, occupation or business within the Gosford CBD Improvement Special Rate Levy area to the Secretary.

5.3 Any person who ceases to be entitled to be a Full Member of the Association shall immediately provide notice of that fact, and of the date their entitlement ceased, to the Secretary.

5.4 There may be Associate Members of the Association. A person who does not qualify to be a Full Member may become an Associate Member by applying to the Secretary. The Secretary shall advise the Executive Committee of the application and the Executive Committee shall determine at its next scheduled meeting whether the applicant shall be admitted.

5.5 An Associate Member shall, in each year, pay a Special Subscription of such amount as is determined by the Executive Committee from time to time.

5.6 Each Member which is not an individual shall designate an individual representative to act on its behalf in all matters relating to the Association, and shall notify the Secretary of that representative's name and address.

5.7 The rights of the Members of the Association shall be as follows.

- (a) each Full Member shall be entitled to one vote at General Meetings;
- (b) each Full or Associate member shall be entitled to attend all General Meetings, but an Associate Member shall not be entitled to vote;
- (c) each member shall be entitled to stand for election to the Executive Committee

## **6. TERMINATION OF MEMBERSHIP**

6.1 A person ceases to be a Member of the Association if the person:

- (a) dies, becomes bankrupt or, being a company or other incorporated body is liquidated or removed from the relevant statutory register; or
- (b) resigns that membership by notice in writing to the Association; or
- (c) is expelled from the Association; or
- (d) ceases to be entitled to be a Full Member in terms of Rule 5.1, and has not been admitted as an Associate Member.

## **7. REGISTER OF MEMBERS**

7.1 The Secretary shall establish and maintain a register of Members specifying the name, address and occupation or business of each person who is a Member, together with the date on which the person became a Member, whether that person is a Full or Associate Member and, in the case of members which are not individuals, the name and address of that Member's individual representative.

7.2 Each Member shall advise the Secretary if there is any change to any of the information in the register relating to that Member.

7.3 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.

## **8. FEES AND SUBSCRIPTIONS**

8.1 The Association may levy its Members such subscription charge deemed by the Executive Committee necessary to properly carry out its objects.

8.2 Any Member ceasing to be a member of the Association pursuant to Rule 6 shall not be entitled to any refund of any subscription, charge or CBD Special Rate Levy paid or payable by that Member prior to his, her or its termination and such Member shall continue to remain liable to pay the CBD Improvement Special Rate Levy despite ceasing to be a Member.

## **9. MEMBER'S LIABILITIES**

9.1 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 5.5 and Rule 8. In the event any Member ceases to be a Member of the Association pursuant to Rule 6 such Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year in which the Member ceased to be a Member.

## **10. DISCIPLINING OF MEMBERS**

10.1 Where the Executive Committee is reasonably of the opinion that a Member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- (i) has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
- (ii) has failed to pay any subscription or charge payable under Rule 8 or any Special Subscription payable under Rule 5.5 or otherwise failed to make any payment due under these Rules and such failure continues for a period of three calendar months after it is due; or
- (iii) does anything which, in the opinion of the Executive Committee in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

the Executive Committee may by resolution:

- (iv) remove that Member's entitlement to vote at any General Meeting until such time as payment is made in full; or
- (v) expel the Member of the Association; or
- (vi) suspend the Member from membership of the Association for a specified Period.

10.2 A resolution of the Executive Committee under Rule 10.1 is of no effect unless the Executive Committee confirms the resolution at a meeting held not earlier than

fourteen days and not later than twenty eight days after service on the Member of a notice under Rule 10.3.

10.3 Where the Executive Committee passes a resolution under Rule 10.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:

- (a) setting out the resolution of the Executive Committee and the grounds on which it is based;
- (b) stating that the Member may address the Executive Committee at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that the Member may do either or both of the following:
  - (i) attend and speak at that meeting;
  - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

10.4 At a meeting of the Executive Committee held in accordance with Rule 10.3, the Executive Committee shall:

- (a) give the Member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

## **11. RESOLUTION OF INTERNAL DISPUTES**

11.1 Where a dispute between members (in their capacity as members) of the Association cannot be resolved by the Executive Committee or where the dispute is within the Executive Committee, it will be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

11.2 At least seven 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 a copy to the mediator.

## **12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION**

12.1 Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:

- (a) must disclose the nature and extent of that Member's interest to the other Members; and
- (b) must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association.

12.2 No private pecuniary profit shall be made by any person from the Association except that:

- (a) any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Association;
- (b) the Association may pay reasonable remuneration to any officer or servant of the Association (whether a Member or not) in return for services actually rendered to the Association;
- (c) any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Association;
- (d) any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Association.

12.3 Notwithstanding anything contained or implied in these Rules any person who is:

- (a) a Member of the Association; or
- (b) a shareholder or director of any company carrying on any business of the Association; or
- (c) a shareholder or director of any company which is a Member of the Association; or
- (d) a member of any association which is a shareholder or any company carrying on any business of the Association; or
- (e) an associated person of any such Member, shareholder or director;

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence the determination of the nature or the amount of any benefit or

advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

## **CHAPTER IV – EXECUTIVE COMMITTEE**

### **13. EXECUTIVE COMMITTEE**

13.1 The Association shall be governed by an Executive Committee which:

- (a) shall control and manage the affairs of the Association including the day to day management of the Business Improvement District Programme;
- (b) may exercise all such functions as may be exercised by a General Meeting of Members of the Association;
- (c) shall fix the amount of subscription which may be in several parts or categories and shall be made on Members or classes of Members for special purposes;
- (d) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association;

13.2 The Executive Committee shall be responsible for accounting for the Business Improvement District Funding Grant.

### **14. MEMBERSHIP OF EXECUTIVE COMMITTEE**

14.1 The Executive Committee shall, subject to Rule 14.2, have a maximum of twelve members and shall consist of:

- (a) the Chairperson;
- (b) the Vice Chairperson;
- (c) the Public Officer, who shall be responsible for the fulfilment of the duties of Treasurer and Secretary; which tasks may be delegated to the manager of the Association;
- (d) a Gosford City Councillor (or Council nominee), and;
- (e) not more than an additional eight persons who are Members of the Association, and who have been elected at the Annual General Meeting of the Association pursuant to Rule 15.

14.2 The Executive Committee shall consist of up to six property owners (or nominees), four business owners or operators (or nominees), one representative of a

community organisation which operates in the Gosford City Centre and one Councillor (or Council nominee).

14.3 Each member of the Executive Committee, excluding the Councillor, shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

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

14.5 The Executive Committee shall, at its first meeting following an Annual General Meeting, elect from amongst the members of the Executive Committee, a Chairperson, Vice Chairperson and Public Officer.

14.6 The Executive Committee may invite attendance at its meetings by others for specific purposes, but they shall not be entitled to vote.

## **15. ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE**

15.1 Members of the Executive Committee shall be elected by Members of the Association at the Annual General Meeting.

15.2 Nominations of candidates for election to the Executive Committee:

(a) shall be made in writing, signed by two Full Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) shall be delivered to the Secretary of the Association not less than one day before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

15.3 If insufficient nominations are received to fill all positions, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

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

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

15.6 If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.

15.7 Any such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.

## **16. CHAIRPERSON AND SECRETARY**

16.1 The Chairperson shall be elected to that position in accordance with Rule 14. In the absence of the Chairperson and Vice Chairperson, Executive Committee Members present shall be entitled to elect a chairperson for the meeting.

16.2 It is the duty of the Secretary to keep minutes of:

- (a) all elections of members of the Executive Committee;
- (b) the names of members of the Executive Committee present at each Executive Committee meeting and General Meeting; and
- (c) all proceedings at Executive Committee meetings and General Meetings

16.3 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **17. TREASURER**

17.1 The Treasurer shall be elected to that position in accordance with Rule 14.

17.2 It is the duty of the Treasurer to ensure that:

- (a) all money due to the Association is collected and received and all payments authorised by the Association are made;
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

## **18. AUDITOR**

18.1 An Auditor may be appointed by the Association on an annual basis to carry out the functions set out in this Rule, and must be appointed if directed to do so by the Council.

18.2 No person who is an Officer or a Member may be appointed as Auditor.

18.3 The remuneration of the Auditor shall be fixed by the Association.

18.4 If any casual vacancy occurs in the office of any Auditor appointed by the Association, the Executive Committee shall appoint an Auditor to carry on the duties of the Auditor until the next Annual General Meeting.

18.5 The Auditor shall provide the Members with a report regarding the accounts and statements. The report shall be read together with the report of the Executive Committee at the Annual General Meeting.

## **19. CASUAL VACANCIES**

19.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) is declared bankrupt;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 20;
- (f) becomes of unsound mind or becomes a person who is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Executive Committee from three consecutive meetings of the Executive Committee.

## **20. REMOVAL OF MEMBER**

20.1 The Association in a General Meeting may, by resolution, remove any member of the Executive Committee from office before the expiration of the member's term of office.

20.2 Where a member of the Executive Committee to whom a proposed resolution referred to in Rule 20.1 relates:

- (a) makes representations in writing to the Chairperson or Secretary; and
- (b) requests that the representations be notified to the Members of the Association;

then the Chairperson or Secretary may send a copy of the representations to each Member of the Association. If they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21. MEETINGS OF EXECUTIVE COMMITTEE AND QUORUM**

21.1 The Executive Committee shall endeavour to meet monthly but in all events shall meet not less than six times in each financial year, and at such time and place as shall be decided by the Executive Committee.

21.2 Additional meetings of the Executive Committee may be convened by the Chairperson or by any member of the Executive Committee.

21.3 Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.

21.4 Any six members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

21.5 No business shall be transacted by the Executive Committee unless a quorum is present within half an hour of the time appointed for the meeting.

21.6 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.

21.7 At a meeting of the Executive Committee:

- (a) the Chairperson or, in the Chairperson's or Vice Chairperson's absence, any member of the Executive Committee nominated to stand in his/her place shall preside; and
- (b) the Chairperson or such other person shall have, in the case of a tie in votes, a casting vote.

## **CHAPTER V – GENERAL MEETINGS**

### **22. ANNUAL GENERAL MEETING**

22.1 The Association shall, at least once in each calendar year, and within the period of four months after the expiration of each financial year of the Association, convene an AGM of its Members.

### **23. ANNUAL GENERAL MEETING - CALLING AND BUSINESS**

23.1 The Annual General Meeting shall be convened on such date and at such place and time as the Executive Committee thinks fit.

23.2 In addition to any other business which may be transacted at an AGM, the business of an AGM shall be:

- (a) to confirm the Minutes of the last preceding AGM and of any Special General Meeting held since that meeting;
- (b) to receive from the Executive Committee reports on the activities of the Association during the preceding financial year;
- (c) to approve the Annual Financial Statements;

(d) to elect the members of the Executive Committee.

23.3 The Association's financial year shall end on 30 June.

## **24. SPECIAL GENERAL MEETINGS**

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

24.2 The Executive Committee shall, on the requisition in writing of not less than ten percent of the total number of Members, convene a special meeting of the Association.

24.3 A requisition of Members for a Special General Meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the Members making the requisition;
- (c) shall be lodged with the Secretary;

24.4 If the Executive Committee fails to convene a Special General Meeting to be held within one month after the 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 months after that date.

24.5 A Special General Meeting convened by a Member or Members as referred to in Rule 24.4 shall be deemed to have been convened by the Executive Committee. Any Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Association for any expenses so incurred.

24.6 The business to be conducted at a Special General Meeting shall be the only business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in General Meeting.

## **25. NOTICE**

25.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

25.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to

each Member of the Association specifying the intention to pass such a resolution as a Special Resolution.

25.3 No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 23.

25.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

## **26. PROCEDURE**

26.1 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.

26.2 Fifteen Full Members present in person constitute a quorum for the transaction of the business of a General Meeting.

26.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then the meeting 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.

26.4 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 six Full Members) shall constitute a quorum.

## **27. PRESIDING MEMBER**

27.1 The Chairperson shall preside at each General Meeting of the Association.

27.2 If the Chairperson and the Vice Chairperson are absent from a General Meeting or unable or unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the meeting.

## **28. MAKING OF DECISIONS**

28.1 A question arising at a General Meeting shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.

28.2 At a General Meeting, a poll may be demanded by the Chairperson or by not less than three Full Members present in person or by proxy at the meeting.

28.3 Where a poll is demanded at a General Meeting, the poll shall be taken. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **29. SPECIAL RESOLUTION**

29.1 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), voting in person; and
- (b) the resolution is passed at a General Meeting; and
- (c) not less than 21 days written notice of the meeting has been given to Members specifying the intention to propose the resolution as a special resolution.

## **30. VOTING**

30.1 Upon any question arising at a General Meeting, a Full Member has one vote only.

30.2 All votes shall be given personally provided that the poll to elect the Executive Committee may be given by postal vote.

30.3 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

30.4 A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid.

## **CHAPTER VI – MISCELLANEOUS**

### **31. INSURANCE**

31.1 The Association may effect and maintain insurance.

### **32. FUNDS - SOURCE**

32.1 The Association shall be allocated the funds raised by the Gosford CBD Improvement Special Rate Levy that is collected and administered by Gosford City Council.

32.2 The Association may raise nominal income from Members of the Association.

32.3 The Association may raise funds from other levels of Government, corporations, enterprises and individuals for specific projects and activities.

### **33. FUNDS – MANAGEMENT**

33.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Executive Committee determines.

33.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive Committee or employees of the Association, being Members or employees authorised to do so by the Executive Committee.

33.3 All funds received by the Association remain the property of the Association. The property of the Association is irrevocably dedicated to objects stated in these Rules. No part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or Member of the Association or to the benefit of any private persons.

### **34. ALTERATION OF OBJECTS AND RULES**

34.1 Subject to the provisions of the Act, Rule 29 and the statement of objects, these Rules may be altered, rescinded or added to only by a Special Resolution of the Association provided that no addition to or alteration or rescission of the Rules shall be effective if it affects the charitable objects, pecuniary benefits or winding up clauses.

34.2 None of the Rules of the Association affecting the Business Improvement District Programme, the Gosford CBD Improvement Special Rate Levy or the Council's representation on the Executive Committee, shall be altered without the prior written approval of the Council.

### **35. COMMON SEAL**

35.1 The common seal of the Association must be kept in the custody of the public officer.

35.2 The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures of the Public Officer and the Chairperson or his/her nominee.

### **36. CUSTODY OF BOOKS**

36.1 Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## **37. SERVICE OF NOTICES**

37.1 For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the member at the member's address shown in the register of members.

37.2 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.

## **38. SURPLUS PROPERTY**

38.1 In the event of the winding up or the cancellation of the incorporation of the Association, Council will determine the Incorporated Association or body that surplus property is to be vested in pursuant of Section 53 of the Act.

*The Rules of the Gosford City Centre Business Improvement District Association contained herein are in accordance with Section 11 and contain those matters specified in Schedule 1 of the Associations Incorporation Act 1984.*