

RULES for CONVICT TRAIL PROJECT (Caring for the Great North Road) Inc.

Convict Trail Project (Caring For the Great North Road) Inc.

PRELIMINARY

A. Definitions

In these rules:

Director-General means the Director- General of the Department of Fair Trading.

secretary means:

- i) the person holding office under these rules as secretary of the association, or provisions would so apply if these rules were an instrument made under the Act.
- ii) The secretary's duties may be delegated to the Executive Officer of the organisation where appropriate
- iii) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 1984.

the Regulation means the Associations Incorporation Regulation 1999.

The Great North Road means the convict-built Great North Road initially constructed between 1825 and 1836 to link Sydney with the Hunter Valley, and includes the different starting points within Sydney, the various deviations and the branches which were developed in the 19th century.

The Great North Road Corridor means the corridor through which the Great North Road and its branches pass, the associated convict and early colonial structures within that corridor, and the nearby and adjacent landscapes.

An Asset Holder is any authority with a responsibility for managing sections of the Great North Road, any authority or person who owns a section of the Great North Road

Convict Trail Project is hereafter referred to as CTP

B. In these rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

C. The provisions of the Incorporation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 1 - NAME AND PURPOSE

1. Name

The name of the organisation shall be the Convict Trail Project Inc

2. Premise

The Convict Trail Project is a co-operative venture involving state and federal government agencies, councils, historical and heritage organisations, tourism and business organisations, academic institutions, and community groups established for the protection, conservation and overview management of the Great North Road. By collaborating, the various groups and organisations are able to accomplish far more than individually.

3. Objectives

The objectives of the Convict Trail Project are to:

- promote the Great North Road with its associated convict relics, heritage landscapes and buildings as a Convict Heritage Trail, providing an opportunity to develop an appreciation via understanding of convict labour and life, colonial engineering and the development of the colony;
- endeavour to protect the Great North Road from further degradation and ensure the Road, its branches and associated relics are properly cared for by encouraging the implementation of appropriate management practices through the active involvement of member groups in the management of the Road and by facilitating communication between them;
- work with member groups to conserve, manage and promote the Great North Road as an outstanding example of our convict and early colonial heritage;
- work with member groups to conserve, manage and interpret convict and colonial era relics within the Great North Road corridor;
- provide forums and mechanisms where priorities for management and conservation of the Road can be assessed and discussed, background and contextual information and reports obtained and shared, and asset holders encouraged to undertake conservation activities;
- work towards obtaining financial support to fund the objectives of the CTP and to use all available resources to the maximum benefit of the Road
- support, partnerships, sponsorships, and in-kind contributions pursuant to CTP objectives;

- prepare, provide and disseminate information about the Convict Trail Project and the Great North Road, its associated history, structures and localities;
- undertake and support historical and archaeological research into the Great North Road, its construction and its cultural landscapes.

PART 2 – MEMBERSHIP

4. Membership Qualifications

4.1 Organisations, agencies and asset holders, commercial enterprises and individuals with an interest in, or responsibility for the conservation, promotion and management of the Great North Road may be members of the Convict Trail Project.

4.2 Organisations and agencies which were members of the Convict Trail Project at the time of incorporation will remain as members, unless they resign membership after incorporation.

4.2.1 Individuals who were Friends of the Convict Trail at the time of incorporation will remain as individual members, unless they become unfinancial or resign as per Clause 12.1

5. Membership Rights and Entitlements

5.1 Community organisations which are non-profit legal entities are each entitled to nominate one delegate to sit on the CTP Board.

5.2 Government agencies, Councils and other asset holders are each entitled to nominate one delegate or their representative to sit on the CTP Board.

5.3 Commercial enterprises and individual members will elect 3 persons (or other number as determined by the Board) to represent their interests on the CTP Board.

5.4 Organisations and agencies will inform the CTP of the identity of their nominated delegate two weeks prior to the CTP AGM, or at the AGM

5.6 Commercial enterprises and individuals will elect their representatives at the AGM.

5.7 All members will receive a newsletter at least twice a year, and all members are entitled to attend any function, events or outings organised by the CTP

5.8 Member organisations and agencies are entitled to send up to 10 observers to all general meetings and functions, events or outings organised by the CTP. Observers are entitled to speak at meetings at the discretion of the Chair.

5.9 The CTP shall have no control over the activities or constitutions of member organisations

6. Life Membership of the Friends of the Convict Trail Project (CTP)

6.1 The Annual General Meeting may admit to honorary life membership of the Convict Trail Project an individual who has rendered outstanding service to the Great North Road for a period of at least seven years.

6.2. Life members may attend and speak at Meetings but shall not be entitled, in such capacity to vote or hold office.

6.3 Life members receive benefits which will be defined from time to time at the AGM of the CTP

7. Fees and subscriptions A member of the association must, on admission to membership, pay to the association a joining fee of \$1.00 or, if some other amount is determined by the board that other amount.

7.1 In addition to any amount payable by the member as a joining fee, members must pay an annual fee which will be in either cash or kind, the cash fee for the following year may be varied by a vote at the Annual General Meeting.

7.2 The fee for local government Asset Holders (Council) Membership is \$5000 per annum

7.3 The fee for other asset holders is a demonstrated expenditure of \$5000 or more on the conservation, management or promotion of the Great North Road

7.4 The fee for individuals is \$25.00 per annum, concession \$20.00

7.5 The fee for commercial businesses and enterprises will be \$100 per annum, or such other amount as may be negotiated in forming a partnership

7.6 Community Organisations which contribute to the well being of the Great North Road and/or the CTP will be

entitled to in-kind membership

7.7 Individuals who contribute substantially to the well being of the Great North Road and/or the CTP will at the discretion of the executive be entitled to in-kind membership.

7.8 Academic Institutions and Organisations which form partnerships with the Convict Trail Project will be entitled to in-kind membership

8 Register of members

8.1 The secretary of the association will establish and maintain a register of members of the association specifying the name and address of each organisation and individual who is a member of the association together with the date on which the person/organisation became a member.

8.2 The register of members must be regularly updated.

8.3 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.

8.4 A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Executive, that other amount.

9 Voting Rights

9.1 All members can vote at Annual General and Special General meeting.

9.2 Individual and commercial/business members will elect 3 representatives (or other such number as may be determined) to the Board at the Annual General Meeting.

10 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the CTP 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 the membership joining fee of the association as required by rule 7.

11 Resolution of internal disputes

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

11.2 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.

12 Resignation

12.1 A member of the CTP is not entitled to resign that membership except in accordance with this rule

12.2 A member of the CTP who has paid all amounts payable by that member in respect of the member's membership may resign from the CTP by first giving notice to the secretary of at least two weeks (or such other period as the Board may determine) of the member's intention to resign and, upon the expiration of the period of notice the member ceases to be a member.

12.3 If a member ceases to be a member under Clause 12.2 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.

13 Affiliation CTP shall have the right to affiliate with any such other organisation whose aims the Board decides will further the work of the CTP

PART 3 - THE BOARD

14 The Board of Management of the CTP will comprise a delegate from each of the member organisations, and three (or other such number as may be determined by resolution) delegates elected to represent the interest of individual and business members.

14.1 The Board will meet twice each year, or additionally on request of either the executive team or two members of the Board.

14.2 The Board of Management will, as soon as practicable after the Annual General Meeting meet to elect an Executive Team which will oversee the affairs of the CTP on a day-to-day basis.

14.3 The Executive Team of the Board of Management will comprise a Chairman, Secretary, Treasurer and at least two other members (or such number as determined by the Board, and entered as a By-Law)

14.4 The Chairman of the Board will not be a delegate representing of one of the asset holders or agencies

14.5 Subcommittees will be chaired by a member of the Board who may then be seconded to the Executive

Team.

14.6 Each member of the Executive Team of the Board of Management is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

14.7 In the event of a casual vacancy occurring in the membership of the Board, the agency or organisation represented by that person may appoint another representative. If the vacant position is that of one of the community elected representative, the Board may appoint a member of the association, who is not an asset holder's delegate, to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15 Election of Board members Most Board members will be appointed as delegates of an organisation. Three Board members will be elected at the Annual General Meeting by individual and business members present at the Annual General Meeting to represent their interests on the Board

15.1 Nominations of candidates for election as community members of the Board must be made in writing, signed by two members of the CTP, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

15.2 must be delivered to the secretary or Executive Officer of the association at least 7 days 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 vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

15.4 If insufficient further nominations are received, any vacant positions remaining on the Board are taken 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 are taken to be elected.

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

15.7 The ballot for the election of members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

16. Powers of the Executive Team The elected executive is to be called the CTP Executive Team and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting, the Board delegates to the Executive Team the right to make policy decisions in matters arising from the day-to-day running of the CTP provided that any such policy decision is consistent with the aims and objectives of the CTP. Such decisions and actions will be reported to the next Board meeting for ratification

16.1 Decisions of the Executive Team will be made by a majority of those present at any meeting, at which a quorum is present.

16.2 The Executive Team may co-opt members of the Board as advisers to any meeting of the Executive Team

16.3 The CTP Executive Team may:

16.3.1 appoint and oversee the work of any staff or contractors.

16.3.2 exercise all such functions as may be exercised by the Board, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and

16.3.3 perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

17 Disciplining of Board members

17.1 A complaint may be made to the Chairman or executive officer by any person that a member of the Board of Management in their position of Board member

17.1.1 has persistently refused or neglected to comply with a provision or provisions of these rules, or

17.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the association.

17.2 On receiving such a complaint, the Chairman or executive officer:

17.2.1 must notify all Board members of the receipt of the complaint.

17.2.2 call a Board meeting giving at least 14 days notice.

17.3 The Board may, by resolution, seek a replacement representative from the member organisation, or expel the Board member from the Board or suspend the Board member from membership of the Board 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.

17.4 If the committee expels or suspends a Board member, the secretary must, within 7 days after the action is taken,

17.4.1 cause written notice to be given to the Board member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 14.

17.4.2 Notify the association or organisation whose representative has been expelled of that expulsion and the reason for it

18 Secretary The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

18.1 The secretary may delegate the secretary's duties to the Executive Officer, or other such person employed by the CTP.

18.2 It is the duty of the secretary, or secretary's delegate to keep minutes of:

18.2.1 all appointments of office-bearers and members of the Board

18.2.2 the names of members of the Board present at an Executive meeting, a Board meeting or a general meeting, and

18.2.3 all proceedings at Executive Meetings Board meetings and general meetings.

18.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19 Treasurer It is the duty of the treasurer of the association to ensure:

19.1 that all money due to the association is collected and received and that all payments authorised by the association are made, and

19.2 that 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.

20 Casual vacancies For the purpose of these rules, a casual vacancy in the Board or Executive Team occurs if the Member

20.1 dies, or

20.2 ceases to be a member or employee of the association or organisation they represent

20.3 if the organisation they represent ceases to be a member

20.4 becomes an insolvent under the administration within the meaning of the Corporations Law, or

20.5 resigns office by notice in writing to the chairman, or

20.6 is removed from office under rule 22, or

20.7 becomes mentally incapacitated

21 Filling Casual Vacancy In the event of a casual vacancy occurring in the membership of the Executive Team, the Executive Team may appoint a member of the Board of Management to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the next annual general meeting following the date of the appointment.

22 Removal of Board or Executive Team Member

22.1 The association in general meeting may by resolution remove any member of the Board or Executive Team before the expiration of the Board's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22.2 If a member of the Board to whom a proposed resolution referred to in clause (17.1) relates makes representations in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the chairman may send a copy of the representation to each member of the association or, if the representations are not sent the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Meetings and quorum

23.1 The Executive Team must meet at least 4 times in each period of 12 months at such place and time as the Executive Team may determine.

23.2 additional meetings of the Executive Team may be convened by the chairman or by any member of the Executive Team

23.3 Oral or written notice of a meeting must be given by the Secretary or Chairman to each member of the Executive Team at least 48 hours (or such other time period as maybe unanimously agreed to by members of the Executive Team) before the time appointed for holding of the meeting.

23.4 Notice of meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no other business is to be transacted at the meeting except business which the committee members present at the meeting unanimously agree to treat as urgent business.

23.5 A quorum of the Executive Team will consist of at least 50% of the then current membership.

23.6 No business is to be transacted by the Executive Team unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned for up to 1 week to a place and time suitable to obtain a quorum.

23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

23.8 At all meetings the chairman will preside, or in the chairman's absence one of the remaining members of the Board may be chosen by the members present at the meeting will preside.

24 Delegation by The Board to subcommittee

24.1 The History Group, an existing sub-committee of the CTP will continue to function as long as necessary. The History group comprises interested members of participating historical and heritage organisations and other individuals who are undertaking research related to the Great North Road. The History Group undertakes and facilitates research into various aspects of the Road and the publication and preservation of research material. Meetings are held about 3 times per year and usually hosted by member organisations. Members of the History Group are entitled to attend and speak at meetings, but are not entitled to vote unless they are financial members of the CTP.

24.2 The Board of Management may, by instrument in writing, delegate to one or more subcommittees (additional to the constituted History Group) consisting of such member or members of the association as the Board thinks

fit, the exercise of such of the functions of the Board as are specified in the instrument, other than:

24.2.1 this power of delegation, and

24.2.2 a function which is a duty imposed on the Board of Management by the Act or by any other law.

24.3 A function the exercise of which has been delegated to a sub committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

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

24.5 Despite any delegation under this rule, the Board may continue to exercise any function delegated.

24.6 Any act or thing done or suffered by a subcommittee 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 Board of Management

24.7 The Board of Management may, by instrument in writing, revoke wholly or in part any delegation under this rule.

24.8 A subcommittee may meet and adjourn, as it thinks proper.

25 Voting and decisions

25.1 Questions arising at a meeting of the Executive Team, the Board of Management or of any sub-committee appointed by the Board of Management are to be determined by a majority of the votes of members present at the meeting.

25.2 Each member of the Executive Team, the Board of Management, or of any subcommittee appointed by the Board of Management (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

25.3 Subject to rule 24.5, the Executive Team, or the Board may act despite any vacancy.

25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Team, the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member.

PART 4- GENERAL MEETINGS

26 Annual general meetings -holding of

26.1 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

26.2 The association must hold its first annual general meeting:

26.2.1 within the period of 18 months after its incorporation under the Act, and

26.2.2 within the period of 6 months after the expiration of the first financial year of the association.

26.3 Clauses 26.1 and 26.2 have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

27 Annual general meetings - calling of and business at

27.1 The annual general meeting of the association is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the Executive Team thinks fit.

27.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

27.2.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

27.2.2 to receive from the Board reports on the activities of the association during the last preceding financial year,

27.2.3 to elect the community representatives to the Board of management,

27.2.4 to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

27.3 An annual general meeting must be specified as such in the notice convening it.

28 Special general meetings -calling of

28.1 The Board may, whenever it thinks fit, convene a special general meeting of the association.

28.2 The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

28.3 A requisition of members for a special general meeting:

28.3.1 must state the purpose or purposes of the meeting, and

28.3.2 must be signed by the members making the requisition, and

28.3.3 must be lodged with the secretary, and

28.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

28.4 If the Board fails to convene a special general meeting to be held within 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 3 months after that date.

28.5 A special general meeting convened by a member or members as referred to in clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

29 Notice

29.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

29.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 29.1, the intention to propose the resolution as a special resolution.

29.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27.2.

29.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30 Procedure

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

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

30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

30.3.2 if convened on the requisition of members, is to be dissolved, and

30.3.3 in any other case, is to stand adjourned to the same day in the following week at the same 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.

30.3.4 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 at least 3) is to constitute a quorum.

30.4 Adjournment

30.4.1 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.

30.4.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and

the nature of the business to be transacted at the meeting

30.4.3 Except as provided in clauses 30.4.1 and 30.4.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30.5 Making of decisions

30.5.1 A question arising at a Board or general meeting is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution

30.5.2 At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present at the meeting.

30.5.3 If a poll is demanded at a general meeting, the poll must be taken;

30.5.3.1 immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

30.5.3.2 in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. Special resolution A resolution of the association is a special resolution:

31.1 if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

31.2 where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph 31.1, if the resolution is passed in a Manner specified by the Director-General.

32 Voting

32.1 On any question arising at a general meeting of the association a member has only one vote

32.2 All votes must be given personally

32.3 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

32.4 A member is not entitled to vote at any general meeting of the association unless they are in the register of members as voting members.

33 Appointment of proxies In the absence of its delegate, each member group shall be entitled to appoint another delegate as proxy by notice given to the secretary no later than 24 hours before the appointed time of the meeting in respect of which the proxy is appointed.

PART 5- MISCELLANEOUS

34 Insurance The association will effect and maintain insurance pursuant to section 44 of the Act.

34.1 In addition to the insurance required under clause 34.1, the association may effect and maintain other insurance.

35. Funds – source

The funds of the association are to be derived from entrance fees and annual subscriptions, donations and contributions, grants, and the sale of publications and merchandise, and, subject to any resolution passed by the association in general meeting, such other sources as the Executive Team determines.

36. Funds – management

36.1 The income and property of the CTP, however derived, shall be applied solely towards the implementation of the objects of the CTP, and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise to any member of the CTP

36.2 The Board may nominate a Local Government Authority to administer the financial affairs of the CTP. A Local Government Authority administering the affairs of the CTP would provide the treasurer with regular reports.

36.3 Nothing contained in rule 36 shall prevent the payment in good faith of remuneration to a servant or member of the CTP whether such servant or member is a Board member or otherwise, or any other person:

36.3.1 In return for services actually rendered to the CTP

36.3.2 For goods supplied in the ordinary and usual way of business

36.3.3 As repayment for out of pocket expenses

36.3.4 In payment of interest at a rate not exceeding the rate for the time being charged on overdrawn accounts by bankers in Australia, on money borrowed from any member of the CTP

36.3.5 As reasonable and proper rent for any premises lent to the CTP

36.4 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Executive Team determines.

36.5 If the CTP operates a bank account in its own right the following apply

36.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive Team or employees of the association, being members or employees authorised to do so by the Board.

36.7 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

36.8 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

37 Alteration of objects and rules The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

37.1 The Board may make serially-numbered Regulations, not inconsistent with these rules, that shall, upon being included in minutes confirmed by a subsequent Board meeting, have a binding force on the CTP, and that may not be altered or rescinded except by a general meeting.

38 Executive Director

38.1 Subject to available resources, the CTP shall employ an Executive Director who, under supervision of the Executive Team shall be responsible for the day-to-day operations of the CTP and its committees, and for promoting and conducting the overall programs.

38.2 The Executive Director (or in his or her absence a person nominated by the Executive Director) shall attend all general meetings of the CTP, and all meetings of the Board and the Executive Team. The Executive Director shall have the right to speak at all such meetings, but not to vote.

39 Common seal

39.1 The common seal of the association must be kept in the custody of the public officer.

39.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Executive Team or of 1 member of the Executive Team and of the public officer or secretary.

40 Custody of books Except as otherwise provided by these rules, all records, books and other documents relating to the association must be kept at the primary place of business of the CTP.

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

42 Winding up or cancellation

42.1 In the event of the winding up or the cancellation of the incorporation of the CTP, the assets of the CTP shall be disposed of in accordance with the provisions of the Act.

42.2 In the event of the CTP being wound up by a vote of its members at a meeting duly called for the purpose, any funds standing at credit of the CTP shall be paid to an organisation or organisations holding aims and objects similar those held by the CTP, and the meeting shall decide which organisation or organisations shall receive such funds.