

## **PART 4 – THE COMMITTEE**

### **15. THE MANAGEMENT COMMITTEE AND ITS POWERS**

- (1) The Committee is to be called the Management Committee and, subject to the Act, the Regulation and this Constitution and to any resolution passed by DCC in general meeting:
  - (a) is to control and manage the affairs of DCC; and
  - (b) may exercise all such functions as may be exercised by DCC, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of DCC; and
  - (c) 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 DCC.

- (2) The Committee is to consist of:
  - (a) the office-bearers of DCC; and
  - (b) no less than 3 and no more than 6 ordinary Committee members, each of whom is to be elected at the annual general meeting of DCC under this Constitution; and
  - (c) two Council Representatives from the City of Canada Bay Council who are nominated by Council and who are non-voting ex-officio members; and
  - (d) the DCC Manager as a non-voting ex-officio member.
  
- (3) The office-bearers of DCC are:
  - (a) the President;
  - (b) the Vice-president;
  - (c) the Treasurer;
  - (d) the Secretary.
  - (e) the Public Officer.

A Committee member may hold up to 2 offices (other than both the President and Vice-president offices).

- (4) Each member of the Committee is, subject to this Constitution, 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.

## **16. ELECTION OF COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as office-bearers of DCC or as ordinary Committee members of the Committee;
  - (a) must be made in writing, signed by 2 Members of DCC and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the Secretary of DCC (including by email or electronic means) at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated are taken to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) Within 14 days after vacating office, a former Committee member must ensure that all documents and other property in his or her possession that belong to DCC are delivered to the Public Officer for delivery to his or her successor.

## **17. SECRETARY**

- (1) The Secretary of DCC must, as soon as practicable after being appointed as Secretary, lodge notice with DCC of his or her address (including by email or electronic means).
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the Committee;
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
  - (c) all proceedings at Committee meetings and general meetings.
- (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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **18. TREASURER**

- (1) It is the duty of the Treasurer of DCC to ensure:
  - (a) that all money due to DCC is collected and received and that all payments authorised by DCC are made; and

- (b) that correct books and accounts are kept (whether in written or electronic form) showing the financial affairs of DCC, including full details of all receipts and expenditure connected with the activities of DCC.

## **19. CASUAL VACANCIES**

- (1) In the event of a casual vacancy occurring in the membership of the Committee under subclause (2) or clause 16(3) the Committee may appoint a Member of DCC to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies; or
  - (b) ceases to be a Member of DCC; or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
  - (d) resigns office by notice in writing (including by email or electronic means) given to the Secretary; or
  - (e) is removed from office under clause 20; or
  - (f) becomes a mentally incapacitated person; or
  - (g) is absent without the consent of the Committee from three consecutive meetings;
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth).

## **20. REMOVAL OF COMMITTEE MEMBER**

- (1) DCC in general meeting may by resolution remove any member of the Committee from the Committee before the expiration of the member's term of office and may by resolution appoint another member to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (including by email or electronic means and not exceeding a reasonable length) and requests that the representations be notified to the members of DCC, the Secretary or the President may send a copy of the representations to each Member of DCC or, if the representations 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 AND QUORUM**

- (1) The Committee must meet at least 4 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) The Secretary must cause oral or written notice of a meeting of the Committee to be given to each member of the Committee at least 24 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) can be given by email or electronic means and must specify the general nature of the business to be transacted at the meeting and no business other than that 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.
- (5) Three elected Committee members including at least one office bearer, constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee 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 and a new meeting time is to be notified as previously prescribed.
- (7) At a meeting of the Committee;
  - (a) the President or, in the President's absence, the Vice-president is to preside; or
  - (b) if the President and the Vice-president are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

## **22. APPOINTMENT OF MEMBERS AS COMMITTEE MEMBERS FOR QUORUM**

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of Members of DCC as Committee members to enable the quorum to be constituted.
- (2) A Member of the Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.



## **23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of DCC 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, the Regulation or by any other law.
  
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from

time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause 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.
- (4) Despite any delegation provided for in this clause the Committee may continue to exercise any delegated function.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) A sub-committee may from time to time co-opt non-members in an advisory capacity without voting rights.

## **24. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (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.
- (3) Subject to clause 21(5), the Committee may act despite any vacancy on the Committee.

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

## **25. USE OF TECHNOLOGY AT COMMITTEE MEETINGS**

- (1) A Committee or sub-committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee or sub-committee's members a reasonable opportunity to participate.
- (2) A Committee or sub-committee member who participates in a Committee or sub-committee meeting using technology approved by the Committee, is taken

to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

