



The Palm Beach & Whale Beach Association Inc.

[www.pbwba.org.au](http://www.pbwba.org.au) | PO Box 2 Palm Beach NSW 2108

**PALM BEACH AND WHALE BEACH ASSOCIATION,  
INC.**

UPDATED CONSTITUTION – 28 APRIL 2026

*Founded in 1918*



# PALM BEACH AND WHALE BEACH ASSOCIATION INC.

## CONSTITUTION

### Contents

#### Part 1 - Preliminary

1	Definitions .....	4
2	Nature of the Association .....	4
3	Objectives .....	5
4	Powers .....	5

#### Part 2 - Membership

5	Membership generally .....	5
6	Application for membership .....	5
7	Cessation of membership .....	5
8	Membership entitlements not transferable .....	5
9	Resignation of membership .....	6
10	Register of members .....	6
11	Fees and subscriptions .....	7
12	Members' liabilities .....	7
13	Resolution of disputes .....	7
14	Disciplining of members .....	7
15	Right of appeal of disciplined members.....	8
16	Membership.....	8

#### Part 3 - The Committee

17	Powers of the Committee .....	9
18	Composition and membership of Committee .....	9
19	Election of Committee embers.....	9
20	Secretary .....	10
21	Treasurer .....	11
22	Casual vacancies .....	12
23	Removal of Committee members .....	12
24	Committee meetings and quorum .....	12
25	Delegation by Committee to sub-Committee .....	13
26	Voting and decisions .....	13

#### Part 4 - General meeting

27	Annual general meetings - holding of.....	14
28	Annual general meetings - calling of and business at .....	14
29	Special general meetings - calling of .....	14

30	Notice .....	15
31	Quorum for general meetings .....	15
32	Presiding member .....	16
33	Adjournment .....	16
34	Making of decisions .....	16
35	Special resolutions .....	16
36	Voting .....	17
37	Proxy votes not permitted .....	17
38	Postal ballots/Electronic Voting.....	17
<b>Part 5 - Miscellaneous</b>		
39	Insurance .....	17
40	Funds - source .....	17
41	Funds - management .....	17
42	Change of name, objects and constitution .....	18
43	Custody of books etc .....	18
44	Inspection of books etc .....	18
45	Winding Up.....	18
46	Service of notices .....	18
47	Financial year .....	19
<b>Appendix 1 Application for membership of Association .....</b>		<b>20</b>

## Part 1 - Preliminary

### 1. Definitions

(1) In this constitution:

**the Association** means **the Palm Beach & Whale Beach Association, Inc. (or Incorporated)**

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**family membership** means two people living together as a family in the same property. It does not include other members of the wider family unit.

**ordinary Committee member** means a member of the Committee who is not an office-bearer of the Association.

**Secretary** means:

(a) the person holding office under this constitution as Secretary of the Association who is also by reason of Clause 20 **the Public Officer** of the Association as defined in the Act.

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

**the Act** means the *Associations Incorporation Act 2009 (NSW) as amended*.

**the Regulation** means the *Associations Incorporation Regulation 2010 as amended*.

(2) In this constitution:

(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.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(4) Any reference to an Act which has been repealed and replaced by new legislation dealing essentially with the same subject is to be interpreted as a reference to the replacing legislation.

### 2. Nature of the Association

The Association is a not-for-profit organisation and its income and assets are to be applied solely towards promoting the objectives of the Association and no portion shall be distributed directly or indirectly to members except in return for services rendered or expenses incurred in the pursuit of those objectives.

### 3. Objectives

The objectives of the Association are (a) To represent and advocate for, the interests and concerns of residents, ratepayers and small businesses of Palm Beach and Whale Beach;

(b) To promote, protect and enhance the local amenity, heritage, natural and built environment and community wellbeing;

- (c) To liaise with and make representations and submissions to all levels of government and relevant authorities on matters affecting the community;
- (d) To foster communication, cooperation and social activities amongst members;

#### **4. Powers**

The Association has all the powers conferred by Section 13 of the Act and may do all things incidental or conducive to the achievement of its objectives.

## **Part 2 - Membership**

### **5. Membership generally**

A person is eligible to be a member of the Association if:

- (a) the person is a natural person,
- (b) the person has a connection with the Palm Beach or Whale Beach area;
- (c) the person has applied for membership of the Association and been accepted in accordance with Clause 6;
- (d) the person has paid the appropriate entrance fee (if any) and membership fees.

### **6. Application for membership**

- (1) An application by a person for membership of the Association:
  - (a) must be made in writing or online in the form set out in Appendix 1 to this constitution;
  - (b) must be lodged with the Secretary of the Association; and
  - (c) must be accompanied by the appropriate membership fee.
- (2) As soon as practicable after receiving an application for membership, the Secretary may accept the application. If the Secretary has reservations about accepting a particular application, that application must be referred to the Committee which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after an application has been accepted or declined, the Secretary must:
  - (a) notify the applicant, in writing, that the application has been accepted or declined (whichever is applicable),
- (4) The Secretary must enter (or cause to be entered) the successful applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

### **7. Cessation of membership**

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 11 (2) within 3 months after the fee is due.

## **8. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and (b) terminates on cessation of the person's membership.

## **9. Resignation of membership**

- (1) A member of the Association 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.
- (2) If a member of the Association ceases to be a member under subclause (1), 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) A member wishing to resign membership who owes the Association money, will not be allowed to resign until that money has been paid to the Association.

## **10. Register of members**

- (1) The Secretary of the Association must establish and maintain a register of members of the Association.
- (2) The register : -
  - (a) may be in written or electronic form;
  - (b) must include for each member:
    - (i) the member's full name;
    - (ii) a residential, postal and e-mail address;
    - (iii) a mobile phone number and/or a landline number;
    - (iv) the date on which the person became a member (if known); date of joining of new members after the date of this constitution to be recorded;
    - (v) if the person ceases to be a member, the date on which the person ceased to be a member (if known).
- (3) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Association, or
  - (b) if the Association has no premises, at the Association's official address.
- (4) The register of members is only open for inspection by members of the Committee and then only for the purposes of the Association.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, or sell or provide that information to a third party, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or

- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **11. Fees and subscriptions**

- (1) A member of the Association must, on admission to membership, pay to the Association such entrance fee, if any, determined by the Committee from time to time.
- (2) (a) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association such annual or triennial membership fee as determined by the Committee from time to time;
  - (b) any new member paying a membership fee on or after 1 November in any calendar year, shall be deemed a financial member until 31 December in the succeeding calendar year.
  - (c) Annual fees fall due on 1 January of each year. Members will be reminded of the due date in either the Association's newsletter or by electronic message before 1 January.
  - (d) The Committee may offer members a three-year membership and determine a triennial fee for that membership.
  - (e) At the date of this constitution, the fee paid for family membership is the same as for a single membership. The Committee may from time to time fix a different fee for family membership
- (e) The Committee will provide a reminder to triennial members when triennial memberships fall due before the due date.
- (3) A member shall become un-financial if after three (3) months having elapsed from the due date for payment, the subscription for the current year or three-year period remains unpaid.
- (4) A reminder notice shall be sent to each un-financial member thirty (30) days after each subscription falls due for payment. If after the expiration of ninety (90) days from the date of subscription falling due a member remains unfinancial, the membership will lapse.

## **12. 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 fees of the Association as required by clause 8.

## **13. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, must first be considered by the Committee with the members in dispute not present. The Committee may decide to mediate in the dispute and must then give all parties fair and equal opportunity to make written or oral presentations to the Committee. If the Committee decides not to mediate or is unable to mediate by reason of conflicts of interest, the Committee must then refer the matter to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

#### **14. Disciplining of members**

- (1) A complaint may be made to the Committee by any person that a member of the Association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) 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
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association for such period as it decides 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the Secretary must, within 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 clause 15.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

#### **15. Right of appeal of disciplined member**

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (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) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):

- (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

### ***16. Life membership***

If the Committee determines at any time that a member has provided service of significant benefit to the Association for a prolonged period, the Committee may declare that member to be a life member of the Association with such benefits as the Committee may determine from time to time.

## **Part 3 - The Committee**

### ***17. Powers of the Committee***

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, 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 the Association.

### ***18. Composition and membership of Committee***

- (1) The Committee is to consist of:
- (a) the office-bearers of the Association, and
- (2) no less than 5 and no more than 10 ordinary Committee members, each of whom is to be elected at the annual general meeting of the Association under clause 19.
- (3) The total number of Committee members (including office bearers) is determined by the Committee from time to time and is not to exceed 15.
- (4) The office-bearers of the Association are as follows:
- (a) the president,
  - (b) up to two vice-presidents, (as determined from time to time by the Committee),
  - (c) the treasurer,
  - (d) the Secretary.
- (5) Each member of the Committee (including office bearers is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the member's election, but is eligible for re-election.

## **19. Election of Committee members**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members:
  - (a) must be made in writing, signed by 2 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) must be delivered to the Secretary 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.
- (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 further nominations are called for and received at the meeting, those nominations must be considered by the Committee at its first meeting after the Annual General Meeting. The Committee will decide which, if any, of those nominations are accepted. Successful nominees will join the Committee as soon as possible thereafter.
- (4) If the number of nominations received is equal to the number of vacancies to be filled at the adjourned meeting, 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 Committee 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) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Association must be a member of the Association in good standing.
- (8) The Secretary will keep a register of the membership of the Committee containing the names of the members of the Committee, the positions to which members of the Committee have been elected and the date of election as an office bearer and of ceasing to be an office bearer..

## **20. Secretary**

- (1) 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 which becomes the official address of the Association.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Committee, and
  - (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 person appointed as Secretary is also ex officio, the Public Officer of the Association.

## **21. Treasurer**

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) 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.

## **22. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association 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 the Association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 23, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
  - (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* of the Commonwealth.

## **23. Removal of Committee members**

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member'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.
- (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 (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the president may send a copy of the representations to each member of the Association 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.

## **24. Committee meetings and quorum**

- (1) The Committee must meet at least 5 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) Written or electronic notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 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) must specify the general nature of the business to be transacted at the meeting.
- (5) The quorum for a meeting of the members of the Committee shall be one half of the number of Committee members then in office, rounded up to the next whole number. The quorum must be present at all times that the Committee is transacting its business. constitute a quorum for the transaction of the business of a meeting of the Committee. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (6) 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.
- (7) At a meeting of the Committee:
  - (a) the president or, in the president's absence, one of the vice-presidents is to preside, or
  - (b) if the president and the two vice-presidents 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.
- (8) The Committee may transact its business at a meeting at which one or more committee members participate by telephone or other electronic means, provided that a member who speaks on a matter can be heard by and can communicate with, the other members of the committee.
- (8) Every financial member of the Association shall have the right to attend a Committee meeting. They may observe the format of the meeting but may address the meeting only upon the invitation of the chairperson. The Committee may determine that a part of any of its meetings should take place in camera, without the presence of other financial members or visitors.
- (9) A written resolution circulated to all Committee members and signed by 75% of the Committee members in office at that time shall be effective as a resolution of the Committee and shall take effect on the date that the vote which enables the 75% requirement to be reached is cast. The resolution may take the form of a number of identical papers, each signed by individual Committee members. The resolution may be circulated by e-mail or other electronic means.

## **25. Delegation by Committee to sub-Committee**

- (1) There will be a Management Group, comprising the President, the Vice-Presidents, the Secretary, the Treasurer and a Committee member nominated by the Committee, with full power to act for the Committee between scheduled

Committee meetings. The Group may not delegate its powers to any other person or body.

- (2) Subject to Clause 25.1, the Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or 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.
- (3) 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.
- (4) 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.
- (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 at any time, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

## **26. 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 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or claimed 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.

## **Part 4 - General meetings**

### **27. Annual general meetings - holding of**

The Association must hold its annual general meetings:

- (a) within 6 months after the close of the Association's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

## **28. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the Committee thinks fit.
- (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:
  - (a) Confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) Receipt of the Committee reports on the activities of the Association during its preceding financial year,
  - (c) Election of office-bearers of the Association and ordinary Committee members,
  - (d) Receipt and consideration of any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

## **29. Special general meetings - calling of**

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least ten per cent (10%) of the total number of members or twenty (20) members, whichever is the lesser, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee 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.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member or members who thereby incurs expense is entitled to be reimbursed by the Association for any expense incurred.

## **30. Notice**

- (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 written or electronic 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.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association as specified in Clause 35, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause written or electronic notice to be given to each member specifying, in addition to the matter required under subclause (1), the full text of the proposed special resolution and the intention to propose the resolution as a special resolution.
- (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 clause 28 (2).
- (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.

### **31. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Not less than ten per cent (10%) of the total number of members or twenty (20) members whichever is the lesser (being members entitled under this constitution to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) 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.
- (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) are to constitute a quorum.

### **32. Presiding member**

- (1) The president or, in the president's absence, one of the vice-presidents, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and both the vice-presidents are absent or unwilling to act, the members present must elect another member of the Committee to preside as chairperson at the meeting.

### **33. Adjournment**

- (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.

- (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.
- (3) Except as provided in subclauses (1) and (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.

### **34. Making of decisions**

- (1) On a show of hands or in a ballot, each member in good standing is entitled to one vote. Each member in a family membership has an equal right to vote.
- (2) A question arising at a general meeting of the Association is to be determined by either:
  - (a) a show of hands, or
  - (b) on the motion of the chairperson or if 5 or more members present at the meeting request that the question should be determined by a written ballot—a written ballot. A ballot paper must allow a member to vote for or against the resolution or abstain from voting.
- (3) If the question is to be determined by a show of hands, 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.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **35. Special resolutions**

As set out in S.39 of the Act, certain decisions by the members require a special resolution, meaning that the resolution must be approved by at least 75% of the members voting on the resolution. A special resolution may only be passed by the Association in accordance with Section 39 of the Act after due notice which is that 21 days notice of the intention to propose the special resolution be given to all members, that the notice includes the full text of the proposed resolution and specifies that it will be proposed as a special resolution.

### **36. Voting**

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money then due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

### **37. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

### **38. Postal ballots/Electronic voting**

The Association shall not hold a postal ballot to determine any issue or proposal under this constitution. The Committee may adopt a system to allow electronic voting, provided that it is satisfied that the proposed system provides confidentiality and security for members particulars and voting intentions.

## **Part 5 - Miscellaneous**

### **39. Insurance**

The Association may effect and maintain insurance as appropriate for the Association's assets and liabilities and the exercise of the Committee's responsibilities (Directors' and Officers' Insurance and Public Liability Insurance).

### **40. Funds - source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **41. Funds - management**

- (1) 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 Committee determines.
- (2) The Committee shall set up systems for the safe custody of the Associations funds and authorise a safe method for electronic management of those funds.

### **42. Change of name, objects and constitution**

Any change to the Association's name, its objectives or the constitution requires the approval of the members of the Association by special resolution passed at a general meeting of the Association.

### **43. Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association. Records of the Association may be kept in electronic form, provided that they can be reproduced in hard copy if so required.

### **44. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
  - (a) records, books and other financial documents of the Association,
  - (b) this constitution,

- (c) minutes of all Committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$2 for each page copied.

#### **45. *Winding Up***

A special resolution is required for the voluntary winding up of the Association. In the event of the winding up of the Association, the remaining assets of the Association after payment of due debts and liabilities may not be distributed to the members of the Association but must be transferred to another association or associations whose objectives and purposes most closely resemble those of the Association.

#### **46. *Service of notices***

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **47. *Financial year***

The financial year of the Association is:

each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.



**The Palm Beach & Whale Beach Association Inc.**

(incorporated under the Associations Corporation Act 1894)  
**www.pbwba.org.au** | PO Box 2 Palm Beach NSW 2108

**Application for Membership/ Renewal  
of Membership Jan – Dec 2026**

**Membership/membership renewal can be made online at [www.pbwba.org.au](http://www.pbwba.org.au)**

It is convenient and quick. Payment is by credit card. No other forms are required to complete your membership. A receipt for the membership fee is provided.

OR

Complete the following form and post it to PO Box 2, Palm Beach NSW 2108

**Membership status:**     Current member     Applying for membership

Full name/s and titles

---

Home Address

---

Mailing Address if different from above

---

Tel: Home

Mobile

---

Email

---

Signature

Date

---

**Indicate preferred Subscription:**

\$40 to December 2026

OR \$110 for 3 years to  
December 2028

Membership is for individuals, or with husband/wife/partner. Each member gets one vote.

**Please mail this form** to PO Box 2, Palm Beach NSW 2108 to ensure subscription is renewed and pay by direct debit as per below.

**Payment Options**

**Direct Deposit or online via [pbwba.org.au/membership](http://pbwba.org.au/membership)**

PBWBA Westpac Acc no: 133-581 BSB: 032-095.

**Please include your name and PBWBA for reference.**

**Note:** Committee meetings are held on the second Monday of the month at 7 pm at the Pacific Club Palm Beach and members are welcome. The AGM is in May, and the Christmas function is in December. Members must be financial to attend these two events. All subscriptions received will be credited to commence in the year in which they are received.

Check the website for details of upcoming events, newsletters and the latest Association news.

“ Preserving and enhancing the natural beauty of the area and protecting its residential  
amenity ”