

Karagi Court Ltd

ABN 92 002 044 500

PO Box 6232, WEST GOSFORD NSW

KARAGI COURT LIMITED

Amendments:

1. Tuesday 14th April, 2009
2. Tuesday 13th April, 2010.
3. Thursday 30th April, 2015
4. Thursday 3rd May, 2018.

TABLE OF CONTENTS

Karagi Court Limited	1
Table of Contents	2
Constitution.....	4
1. Name:.....	4
2. Company:.....	4
2.1 Constitution.	4
2.2 Company Limited by Guarantee.	4
2.3 Members Liability Limited.	4
2.4 Income and Property.	4
3. Replaceable Rules:	4
4. Objects, Powers and Promotion:.....	4
Objects.....	4
Powers.	5
Promotion of Objects	5
5. Winding up or Dissolution of Karagi Court Limited:	5
6. Membership:	5
6.1 Types of Membership.	5
6.2 Eligibility for Ordinary Membership.	5
6.3 Eligibility for Life Membership.	6
6.4 Eligibility for Honorary membership.	6
6.5 Resignation of Membership.	7
6.6 Cessation of Membership.	7
6.7 Removal of Members and/ Directors.	7
6.8 Joining Fees and Annual Subscription.....	8
6.9 Remuneration of Directors and Members.	8
6.10 Conflict of Interest.	8
6.11 Voting Rights.....	9
6.12 Responsibility of Members.	9
7. Financial:	9
7.1 Financial Year.....	9
7.2 Accounts.....	9
7.3 Capital Account.	9
7.4 Charities Account.....	10
7.5 Working Account.	10
7.6 Income.....	10
7.7 Insurance.	10
7.8 Bequests.	10
8. Annual General Meeting:	10
8.1 When Annual General Meeting shall be Held-	10
8.2 Proceedings at Annual General Meetings.	11
9. Officer Bearers:	11
9.1 Election of the Officers Bearers at the Annual General Meeting.	11
9.2. Composition of the Board.....	12
9.3 The Office of Directorship will become vacant if the Member –	12
9.4 Patron.	12
10. Board Meetings:	13
11. Powers and Duties of the Board of Directors:	13
11.1 The Powers of the Board are –	13
11.2 The Duties of the Board are –	13
12. Extra-Ordinary General Meetings:.....	14
12.1 Calling of an Extra-Ordinary General Meeting.....	14
12.2 Proceeding at Extra-Ordinary General Meetings.	14

13. Proxies:	14
14. Employment:.....	15
15. Duties:	15
15.1 President.	15
15.2 Vice-President.....	16
15.3 Secretary.	16
15.4 Treasurer.	16
16. Changing the Constitution:.....	16
17. Definitions:	17
17.1 Meaning of -.....	17
17.2 List of Definitions:	17
Conflict of Interest:.....	17
Educational Facility.	17
Local Government Areas / Community:	17
Mail:	17
Restrictions:	17
Amendments:-	18

CONSTITUTION.

1. NAME:

The name of the company is **Karagi Court Limited**.

2. COMPANY:

2.1 CONSTITUTION.

This document, as amended from time to time in accordance with the Act, will be the Constitution of the Company.

2.2 COMPANY LIMITED BY GUARANTEE.

The Company is a company limited by guarantee and the liability of members is limited as provided in this Constitution.

2.3 MEMBERS LIABILITY LIMITED.

Each member undertakes to contribute to the Company's property, if the Company is wound up while he is a member or within one (1) year after he ceases to be a member. This is for the payment of the Company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amounts as may be required not exceeding five dollars (\$5.00).

2.4 INCOME AND PROPERTY.

The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company as set out in Rule 4. No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return of any services actually rendered to the Company nor prevent the payment of reasonable and property rent for premises demised or let by any member of the Company.

3. REPLACEABLE RULES:

The Replaceable Rules set out in the Act do not apply to the Company.

4. OBJECTS, POWERS AND PROMOTION:

OBJECTS.

The objects of **Karagi Court Limited** are –

- 4.1** to invest as capital all monies received from the sale of Karagi Court Retirement Village at Bateau Bay, its invested assets and cash at hand (after costs) and

- 4.2** from the dividends received from these investments above, may donate to those categories listed below or to charitable organisations on the Central Coast Community for the purpose of –

- 4.2.1** provide relief to necessitous persons within the Central Coast Community;
- 4.2.2** provide relief to aged persons within the Central Coast Community;
- 4.2.3** provide relief of sickness or disabilities of persons within the Central Coast Community;
- 4.2.4** assist in the advancement of education within the Central Coast Community; and
- 4.2.5** any other purpose beneficial to the Central Coast Community.

POWERS.

- 4.3** The Company has the powers set out in the Act but only to do things that are necessary, convenient or incidental to carry out the Objects set out in Rule 4.2.

PROMOTION OF OBJECTS

Provided that the Board has approved, the Board may use any means of communication to promote its objects.

5. WINDING UP OR DISSOLUTION OF KARAGI COURT LIMITED:

If, upon the winding up or dissolution of Karagi Court Limited there remains, after the satisfaction of all its debts and liabilities, any property or monies whatsoever, the same shall not be paid to or distributed among the members of **Karagi Court Limited**, but shall be given or transferred to some institution or institutions whose Memorandum of Association or Constitution has objects similar to these objects and prohibits the distribution of its or their income and property among its or their members.

6. MEMBERSHIP:

6.1 TYPES OF MEMBERSHIP.

The types of membership include –

- a.** Ordinary Membership, who shall be known as members,
- b.** Life Membership, and
- c.** Honorary Membership.

- 6.1.1** The members of **Karagi Court Limited** shall remain members of the new entity, if they so desire, upon the payment of the annual subscription.

- 6.1.2** The membership of **Karagi Court Limited** is limited to 50 persons at any one time.

6.2 ELIGIBILITY FOR ORDINARY MEMBERSHIP.

- 6.2.1** All persons applying to join will complete the application form, which must be signed by two (2) financial members.
- 6.2.2** All members except those mentioned in Rule 6.1.1 shall reside within the Central Coast Community.
Where a member has two (2) or more years of consecutive years of membership and consequently moves residence to outside the Central Coast community, their membership may continue if that member so desires. **However, they cannot be elected or appointed to the Board.**
- 6.2.3** All proposed nominations shall be placed on the Agenda for the next Board Meeting, where those nominations shall be discussed and approved before being forwarded an invitation to join.
- 6.2.4** If the new member accepts the invitation to join within thirty (30) days of the invitation, their membership shall commence –
- by signing that they agree to abide by the Constitution and
 - upon payment of their joining fee.
- 6.2.5** If the new member fails to accept the invitation within thirty (30) days, their invitation to join shall lapse.
- 6.2.6** The Board can only approve five (5) membership nominations at any one (1) Board Meeting.
- 6.2.7** No person shall be denied membership for reasons of race, religion or political persuasion.

6.3 ELIGIBILITY FOR LIFE MEMBERSHIP.

- 6.3.1** Any ordinary member/s may be recommended for Life Membership by a written submission to the Board signed by two (2) financial members.
- 6.3.2** The Board may or may not add substance to the submission.
- 6.3.3** The submission will be added to the Agenda of the next Annual General Meeting for a decision from the members present.
- 6.3.4** Any members who have been approved at the Annual General Meeting for Life Membership, their annual subscription shall cease from that date.
- 6.3.5** Any person granted Life Membership shall have the same voting rights as an Ordinary member who is financial.

6.4 ELIGIBILITY FOR HONORARY MEMBERSHIP.

- 6.4.1** Any person may be proposed by the Board and be approved at the next Annual General Meeting.
- 6.4.2** Honorary Membership must be approved by the Annual General Meeting annually.

6.4.3 An Honorary Member cannot be an Ordinary Member.

6.4.4 An Honorary Member does not have any voting rights.

6.5 RESIGNATION OF MEMBERSHIP.

6.5.1 Any member may resign after giving written notice of their intention.

6.5.2 Any member who resigns and is a Director, their directorship will cease.

6.5.3 Resignations will take effect from that date therein contained or if no date, from the next Board Meeting at which their resignation letter is tabled.

6.5.4 Any liabilities that may occur during their membership and/or Directorship does not cease upon resignation and can only cease according to law.

6.6 CESSATION OF MEMBERSHIP.

6.6.1 Any member who is in arrears for more than two (2) calendar months after the Annual General Meeting shall no longer remain a member.

6.6.2 The Secretary shall forward a letter to their last known address informing that member of their cessation of membership.

6.6.3 That member may re-join only after complying with Rule 6.2.

6.6.4 The Secretary must inform the Board of action taken.

6.7 REMOVAL OF MEMBERS AND/ DIRECTORS.

6.7.1 Any member, whose conduct or behaviour is detrimental to the name or objects of **Karagi Court Limited** can be given notice to explain their conduct or behaviour.

6.7.3 The investigations shall be dealt with in the following manner –

6.7.3.1 Any person may forward a letter to the Secretary outlining the complaint alleging unacceptable conduct or behaviour.

6.7.3.2 The Secretary shall inform the Board by calling a special Board Meeting or at the next Board Meeting.

6.7.3.3 The Board shall either dismiss the complaint or under the rules of natural justice, shall provide the member the opportunity to respond to that complaint either orally, in writing or provide a defence.

6.7.3.4 At next Board Meeting convened to handle the complaint, the Directors may decide to either

- accept the complaint or
- dismiss the complaint.

- 6.7.3.5** After presentation of the report to the Board, a registered letter will then be forwarded by the Secretary to that member at their last known address containing the Board's decision.
- 6.7.3.6** The letter from the Secretary shall outline their unacceptable conduct or behaviour and the date from which their removal from the Board and / or membership list will take effect.
- 6.7.3.7** The member may reply to those allegations within thirty (30) days, outlining their objections.
- 6.7.3.8** If a reply is received, their letter will be discussed at the next Board Meeting and a decision is made, with a registered letter from the Secretary to follow containing the Board's final decision.
- 6.7.3.9** If no reply is received within thirty (30) days, their name will be removed from the Board and/or the membership list.
- 6.7.3.10** If the committee finds no complaint, no further action is to be taken.

6.8 JOINING FEES AND ANNUAL SUBSCRIPTION.

- 6.8.1** A Joining Fee shall be paid on acceptance of their invitation to join.
- 6.8.2** The Annual Subscriptions are due on 1st January of each year and must be paid before the Annual General Meeting. (irrespective of when the joining fee was paid during that year).
- 6.8.3** Those members who have been invited to join from the October, November and December Board Meetings and accept within the rules, their subscription is for the remainder of that year plus the following year.
- 6.8.4** The Joining Fee and Annual Subscription shall be set at each Annual General Meeting.

6.9 REMUNERATION OF DIRECTORS AND MEMBERS.

- 6.9.1** The Directors may be paid expenses to attend business approved by the Board and Board Meetings. This amount may be set at the Annual General Meeting.
- 6.9.2** Any Director and/or member is to be compensated for the costs associated in performing Board approved items, providing receipts and/or invoices are provided.
- 6.9.3** Any remuneration provided is not to be considered as payment to a Director or member under Rule 2.4.
- 6.9.4** Any remuneration for any member can only be approved by the Board.

6.10 CONFLICT OF INTEREST.

- 6.10.1** At any meeting, the member or Director must declare a 'conflict of interest' in any matter that is being discussed.

- 6.10.2** The meeting may, after hearing the declaration of 'conflict of interest', declare that, that member or Director can or cannot vote on that particular matter.

6.11 VOTING RIGHTS.

- 6.11.1** All members shall have one (1) vote only.
- 6.11.2** All new members must wait three (3) months before they are able to vote at any meeting including the Annual General Meeting or Extra-Ordinary General Meeting.
- 6.11.3** The chair at any meeting will not have a casting vote.

6.12 RESPONSIBILITY OF MEMBERS.

- 6.12.1** It is the responsibility of the member to keep the Secretary informed of their residential details including address, telephone number and email address, where available.

7. FINANCIAL:

7.1 FINANCIAL YEAR.

The financial year shall be from the 1st of January until the 31st of December of that year.

7.2 ACCOUNTS.

The Treasurer of **Karagi Court Limited** shall keep -

- 7.2.1** Three accounts namely the Capital Account, Charities Account and Working Account.
- 7.2.2** The Treasurer shall keep proper banking accounts. The records shall include -
- all sums of money received by **Karagi Court Limited** and into which accounts the money is placed in,
 - all receipts and expenditure that takes place, and
 - any property, credits and liabilities of **Karagi Court Limited**.
- 7.2.3** No accounts may be opened unless with the permission of the Board.
- 7.2.4** Subject to any reasonable restrictions, as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution, for the time being in force shall be open to the inspection of the members. The accounts are to be available for inspection within six (6) weeks of the receipt of the request.
- 7.2.4** Once at least in every calendar year and before the Annual General Meeting where the audited accounts shall be presented, all accounts of **Karagi Court Limited** shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies Act.

7.3 CAPITAL ACCOUNT.

- 7.3.1** The Capital Account is for investment only.

- 7.3.2 All monies received from the sale of Karagi Court Retirement Village, its vested assets and cash in hand after expenses is to be placed in the Capital Account.
- 7.3.3 These monies only be invested in Authorised Trustee investments.
- 7.3.4 These monies (Capital Account) can only be removed under Rule 5 (Winding-up).

7.4 CHARITIES ACCOUNT.

- 7.4.1 The purpose of this account is to pay donations under Rule 4.2.
- 7.4.2 At the end of the financial year and, if there are excess monies remaining in this account, the Board may recommend to the Annual General Meeting or at an Extra-Ordinary General Meeting, donations to beneficiaries under Rule 4.2 and/or charitable organisations. The donation may or may not have restrictions placed upon it.
- 7.4.3 Excess monies may be invested and for a term as the Board sees fit.

7.5 WORKING ACCOUNT.

- 7.5.1 The purpose of this account is to pay for expenses incurred.
- 7.5.2 Any excess money may be placed into the Charities Account for distribution.

7.6 INCOME.

- 7.6.1 The income received shall be divided in the following manner –
 - 7.6.1.1 A minimum of twenty percent (20%) of the income received from Rule 7.3 is to be invested into the Capital Account; and
 - 7.6.1.2 The remainder shall be distributed as determined by the Directors.
- 7.6.2 The Board's aim is to donate as much as possible as set out in the Objects.

7.7 INSURANCE.

The Secretary shall arrange appropriate insurances for public liability, protection of its property and for its members and Directors.

7.8 BEQUESTS.

All bequests, unless otherwise stipulated, shall be placed in the Capital Account.

8. ANNUAL GENERAL MEETING:

8.1 WHEN ANNUAL GENERAL MEETING SHALL BE HELD-

- 8.1.1 An Annual General Meeting shall be held within four (4) calendar months of the end of the financial year. (See Rule 7.1)

- 8.1.2 The Secretary shall, according to law, forward to all members at their last known address, Notice of the Annual General Meeting, the agenda and the Annual Report and any other report, if necessary.
- 8.1.3 All items for the agenda shall be received by the Secretary seven (7) working days before the Secretary forwards the Notice of Annual General Meeting according to law.

8.2 PROCEEDINGS AT ANNUAL GENERAL MEETINGS.

- 8.2.1 The Annual General Meeting may commence but no business can be transacted unless a **quorum of eight (8) of the members** is present at commencement of business. A member may represent himself by way of a proxy given to another member who must be present.
- 8.2.2 The quorum must be maintained at all times during the meeting.
- 8.2.3 If, within half an hour from the time appointed for the Annual general Meeting, a quorum is not present, the Annual general Meeting will stand adjourned to the same day in the next week at the same time and place or to such other date and time as the Board may determine. If this adjourned Annual General Meeting fails to reach the quorum required, the meeting shall commence providing there are more than three (3) members present.
- 8.2.4 Only matters on the agenda may be dealt with at the Annual General Meeting. When a report is listed on the agenda for presentation, and, after being heard and approved by the members, any recommendations contained, may be dealt with as if it were a motion listed on the agenda.
- 8.2.5 The Annual Report shall be tabled which contains the President's Report, all donations to organisations or persons made and an Audited Financial Statement as well as the notes supplied by the Auditor.
- 8.2.6 Only financial members can form a quorum as in Rule 6.8.2 and 6.11.2.
- 8.2.7 After the presentation and approval of all reports, election of Office Bearers under Rule 9.1 will take place.
- 8.2.8 After the election of the Office Bearers, but before the close of the meeting, any other business may be raised or discussed and recommendations can be forwarded to the Board for their consideration.

9. OFFICER BEARERS:

The Board as elected at the Annual General Meeting on March, 2008 will be the first Board except for the position of Secretary and Treasurer, which shall be separate.

All Officer Bearers, with the exception of Rules 9.1.3, 9.1.4 and 9.1.5, shall be financial members under Rules 6.8.2 and 6.11.2.

9.1 ELECTION OF THE OFFICERS BEARERS AT THE ANNUAL GENERAL MEETING.

- 9.1.1 There shall be an individual election of the following Directors–

- President,
- Vice-President,
- Secretary,
- Treasurer and
 - collectively, five (5) Directors for the Board.

A maximum of nine (9) Directors for the Board.

9.1.2 The Board may appoint committee/s from time to time.

9.1.3 An accountant may be appointed.

9.1.4 An auditor shall be appointed for the financial year.

9.1.5 A Financial Planner, whose duty is to invest the capital, may be appointed.

9.1.6 If the Annual General Meeting fails to make the above appointments, these appointments may be made at subsequent Board Meetings.

9.2. COMPOSITION OF THE BOARD.

The Board shall consist of President, Vice-President, Secretary, Treasurer and five (5) Directors.

9.3 THE OFFICE OF DIRECTORSHIP WILL BECOME VACANT IF THE MEMBER –

- 9.3.1 becomes bankrupt
- 9.3.2 becomes prohibited from being a Director of a company under the Act;
- 9.3.3 becomes of unsound mind or a person whose person or estate is dealt with in any way under law relating to mental health;
- 9.3.4 resigns their office by notice in writing to Karagi Court Limited or verbally resigns at a Board Meeting;
- 9.3.5 fails to attend two (2) consecutive Board Meetings without forwarding an apology to the Secretary;
- 9.3.6 is directly or indirectly interested in any contract or proposed contract with **Karagi Court Limited** without conflict of interest form being submitted; or
- 9.3.7 relocates their residence to outside the Central Coast Council Local Government Area. However, if the central Coast Local Area boundary is adjusted by Government, the director remains in office until the next Annual General Meeting.

9.4 PATRON.

- 9.4.1 A maximum of two (2) persons may serve as patrons at any one time and shall receive honorary membership of **Karagi Court Limited** for the period of patronage.
- 9.4.2 If a Life Member become a patron, then the Life Members' rights under Rule 6.3.5 are suspended for the period of the Patronage.

9.4.3 The period of patronage is from Annual General Meeting to Annual General Meeting.

10. BOARD MEETINGS:

- 10.1 The Board shall meet a minimum of four (4) times each year.
- 10.2 The Board Meeting shall be chaired by the President or by the Vice President in the absence of the President. (See Rule 14.2.1)
- 10.3 The quorum of a Board Meeting shall be half the Board plus one.
- 10.4 A Director may give a proxy in their absence and that proxy shall count as the Director as being present but only for the items listed on the agenda.
- 10.5 The Board shall meet at least two (2) weeks before the Notice of Annual General Meeting is forwarded to all members to verify the presentation of the Annual Report. (See Rule 8.2.5)

11. POWERS AND DUTIES OF THE BOARD OF DIRECTORS:

11.1 THE POWERS OF THE BOARD ARE –

- to open and reply to correspondence;
- to pay accounts on presentation;
- to determine the signatures of all accounts;
- to obtain advice when required, and to act on that advice;
- to form committees, which shall give recommendations to the Board and for the Board to close those committees.
- to make donations upon receipt of an application as per Rule 4.2.
- to form a finance committee to manage investments as per Clause 4.1 and report to the Board of their actions.

11.2 THE DUTIES OF THE BOARD ARE –

- to conduct Board Meetings in a friendly, productive and conducive manner;
- to deal with all matters in an effective and timely manner;
- to visit, where possible, the beneficiaries / charitable organisations for the presentation of the donation and verify that the donations are being used in appropriate fashion.
- to promote Karagi Court Limited in a positive manner;

12. EXTRA-ORDINARY GENERAL MEETINGS:

12.1 CALLING OF AN EXTRA-ORDINARY GENERAL MEETING.

- 12.1.1 Any two (2) members may call an Extra-Ordinary General Meeting by giving the Secretary due notice according to law.
- 12.1.2 The Secretary shall inform all members of the Agenda of the Extra-Ordinary General Meeting, naming the date, place and time.
- 12.1.3 The matter requested by those two (2) members can only be discussed.
- 12.1.4 Both members must attend, or the matter shall automatically lapse.
 - 12.1.4.1 A proxy, from either member, cannot be accepted.
- 12.1.5 Only matters on the agenda may be dealt with at the Extra-Ordinary General Meeting. When a report is listed on the agenda for presentation, and, after being heard and approved by the members, any recommendations contained may be dealt with as if it were a motion listed on the agenda.

12.2 PROCEEDING AT EXTRA-ORDINARY GENERAL MEETINGS.

- 12.2.1 The Extra-Ordinary Meeting may commence but no business can be transacted unless a **quorum of eight (8) of the members** is present at commencement of business. A member may represent himself by way of a proxy given to another member who must be present.
- 12.2.2 The quorum must be maintained at all times during the meeting.
- 12.2.3 If, within half an hour from the time appointed for the Extra-Ordinary General Meeting and a quorum is not present, the motions to be presented at that Extra Ordinary General Meeting shall lapse and the meeting itself shall fail.
- 12.2.4 Only financial members can form a quorum as in Rule 6.8.2 and 6.11.2.

13. PROXIES:

- 13.1 The instrument appointing a proxy shall be in writing under the hand of the appointor.
- 13.2 An appointer shall be entitled to instruct his proxy in favour of or against any proposed resolutions, or unless otherwise instructed, the proxy may vote as he thinks fit.
- 13.3 The proxy must be completed on the approved form.
- 13.4 The approved form must be lodged not less than 48 hours with the Secretary before the commencement of the meeting and unless it is revoked, it shall be treated as being valid if the meeting is adjourned.
- 13.5 The Secretary must declare all proxy/ies at the commencement of the meeting. If not, the proxy or proxies will be declared invalid.

- 13.6 Failure to declare under Rule 13.5 will cause the proxy or proxies to lapse irrespective of whether there are sufficient members present to form a quorum.
- 13.7 If the proxy so named is not present, then the proxy shall lapse except where the Chairman is named.
- 13.8 The instrument appointing a proxy may be in the following form or in a common or usual form.

I, (Name) of (Address)
being an Ordinary Member of **Karagi Court Limited** hereby appoint
(Name) of (Address)
or failing him (Name) of (Address)

as my proxy to vote for me on my behalf at the (Annual / Extra-Ordinary, as the case may be) General Meeting to be held on (Date) and any adjournment thereof.

My proxy is hereby authorised to vote *in favour of / * against / *abstain from the following resolutions:-

Signed this (Number) day of (Month), Year.

Signature:

Note: 'In the event of the Ordinary Member desiring to vote for or against any resolution, he shall instruct his proxy accordingly, unless otherwise instructed, the proxy may vote as he thinks fit.'

- 13.9 The proxy must be lodged with Secretary forty-eight (48) hours before the commencement of the meeting.

14. EMPLOYMENT:

- 14.1 **Karagi Court Limited**, if it thinks fit, can appoint, employ, remove or suspend such managers, clerks, secretaries, and other persons as may be necessary or convenient for the operation of **Karagi Court Limited**.
- 14.2 The Board can appoint a selection panel for the employment of managers, clerks, secretaries or other persons.
- 14.3. After interviews, the selection panel may or may not recommend the employment of managers, clerks, secretaries or other persons.
- 14.4 The Selection Panel's recommendation is to be presented to the Board for ratification and the Secretary shall forward a letter containing the offer of appointment or employment which shall contain hours of employment, rate of pay or contract, their duties and the name of the person to whom they are responsible to.

15. DUTIES:

- 15.1 **PRESIDENT.**

1. The President shall chair all meetings.
2. The President can only serve for three (3) consecutive terms, and is not available for re-election until the next Annual General Meeting.

15.2 VICE-PRESIDENT.

1. The Vice-President shall chair all meetings in the absence of the President except where –
 - he is not present, or
 - if neither the President nor Vice-President is available, the Board members present shall elect a chairperson for that meeting.

15.3 SECRETARY.

1. The Secretary is to keep true and accurate minutes, which are to be available for viewing after twenty-eight (28) days of that meeting.
2. Forward notice of all meetings to the appropriate members according to law.
3. In the event that committee/s is formed, the Secretary shall receive a written report from each of those meetings.
4. Provide a list of all incoming and outgoing correspondence to the Board Meeting so that any action, if required, can be taken.
5. Arrange storage of all documents relating to **Karagi Court Limited**.
6. Arrange the advertising of this organisation.

15.4 TREASURER.

1. To keep true and accurate records of income and expenditure, receipts and expenses.
2. To arrange and to assist the Auditor in the preparation to the Audited Financial Statements.
3. Present at each meeting a financial statement of all expenses and income together with the balances of all accounts.

16. CHANGING THE CONSTITUTION:

The Constitution can only be changed by Special Resolution which is a resolution listed on the agenda at the Annual General Meeting or Extra-Ordinary General Meeting of which twenty-one (21) days Notice has been given and at least three quarters of the votes cast on this resolution must be in favour.

If a Special Resolution is passed, then the Special Resolution shall come into effect twenty-one (21) days after the closing of that Meeting.

17. DEFINITIONS:

17.1 MEANING OF -

In this Constitution unless the contrary intention appears:-

- "Act" means *Corporation Act 2001*
- "Constitution" means this document as amended from time to time.

17.2 LIST OF DEFINITIONS:

CONFLICT OF INTEREST:

- is an interest by that member or members of his family in a matter that is being discussed, particularly in the matter of making a donation/s within the objects of Karagi Court Limited or in any matter financial.

EDUCATIONAL FACILITY.

An Educational Facility is either a government or private school, tertiary education facility being a TAFE or University or such an educational facility as determined by the State or Commonwealth government/s.

LOCAL GOVERNMENT AREAS / COMMUNITY:

The Central Coast Community as contained in the Constitution will be the Central Coast Council or Central Coast Council Local Government Area (LGA).

MAIL:

- shall mean a letter, facsimile, or email which has Read Request Receipt attached.

RESTRICTIONS:

Restrictions are limits on how the donation may be spend by the organisation. E.g. not to be spent on staff / staff wages, payment of debt / utilities, etc.

9.3 The Office of Directorship will become vacant if the Member –

Addition to Rule 9.3.4 -

9.3.4 ...in writing to Karagi Court Limited or verbally resigns at a Board Meeting;

Moved: Graeme Ingall

Seconded: David Williams

Carried at the Annual General Meeting – Thursday 3rd May, 2018.

New Rule – 9.3.7 –

9.3.7 relocates their residence to outside the Central Coast Council Local Government Area. However, if the Central Coast Council Local Government Area Boundary is adjusted by Government, the Director remains in office until the next Annual General Meeting.

Moved: Graeme Ingall

Seconded: Ian Todd

Carried at the Annual General Meeting – Thursday 3rd May, 2018.

Delete Rule 17.2 and replace with -

The Central Coast Community as contained in the Constitution will be the Central Coast Council or Central Coast Council Local Government Area (LGA).

Moved: Graeme Ingall

Seconded: Steve Hart

Carried at the Annual General Meeting – Thursday 3rd May, 2018.

The remainder of this page has been intentionally left blank.
3rd May, 2018.