Associations Incorporations Act 2009 (NSW)

Rules of Sydney Olympic Park Business Association Incorporated

[Incorporating amendments up to August 2017]

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RULES OF SYDNEY OLYMPIC PARK BUSINESS ASSOCIATION INCORPORATED

PART 1 – PRELIMINARY

1 Definitions

1.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires:

(1) **"Business Association"** means the Sydney Olympic Park Business Association Incorporated;

(2) **"Authority"** means the Sydney Olympic Park Authority as constituted under the *Sydney Olympic Park Authority Act 2001*, or any successor thereto;

(3) **"Board"** means the Board of Management of the Business Association, as referred to in rule 15;

(4) **Body Corporate"** means a corporation or other legal entity, but does not include an unincorporated Business Association;

(5) **"Electronic Communication"** means any technology adopted by the Business Association for the purposes of communication between the Members and between the Board, such method including email and secure access to the Business Association website and provided that any such technology gives the Member a reasonable opportunity to participate as appropriate"**;**

(6) **"Member"** means a Body Corporate or individual properly nominated and approved in the relevant Platinum, Gold, Silver, Bronze or affiliate member section as specified within these Rules;

(7) **"Nominated Representative"** means an individual/s representing a Corporate Member and so notified to the Board in writing;

(8) "**Platinum Member**" includes both Continuing Founding Platinum Members and Non-Founding Platinum Members;

(9) **"President"** means the person holding office under these rules as president of the Business Association;

(10) **"Secretary"** means the person holding office under these rules as secretary of the Business Association, and includes an honorary secretary;

(11) **"Special General Meeting"** means a general meeting of the Business Association other than an annual general meeting;

(12) **"the Act"** means the *Associations Incorporation Act* 2009;

(13) **"the Sydney Olympic Park Area"** means the shaded area in the map attached at Appendix 4;

(14) **"the SOPA Act"** means the Sydney Olympic Park Authority Act 2001;

(15) **"the Regulation"** means the *Business Associations Incorporation Regulations* (as amended) 2010;

(16) **"Treasurer"** means Treasurer the person holding office under these rules as treasurer of the Business Association, and includes an honorary treasurer ;

(17) **"Vice-President"** means the person holding office under these rules as vice-president of the Business Association.

1.2 In these rules:

(1) the expression "person" includes an individual, Body Corporate and a statutory or other authority;

(2) words importing the singular include the plural (and vice versa) and words denoting a given gender include all other genders;

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

(4) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty; and

(5) for avoidance of doubt, a reference to a "Member" in the case of a Corporate Member (as defined in rule 5) means the nominated representative of that company Member, unless the context or subject matter otherwise requires.

1.3 The provisions of the *Interpretation 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 2 – VISION, MISSION & OBJECTIVES

2 Vision, Mission and Objectives

2.1 Vision

To be recognised as a leading business association that delivers on the intrinsic needs of its Members.

2.2 Mission

To maximise the potential of the iconic Sydney Olympic Park precinct by advocating and influencing key decision makers to meet the collective needs of our Members.

2.3 The objectives of the Business Association are:

(1) To align the structure, roles and constitution of the Business Association to reflect our vision and mission;
(2) To provide a quality Member service;
(3) To improve the accessibility of the Sydney Olympic Park precinct;
(4) To work together to generate sufficient funds to achieve the vison and mission of the Business Association.

PART 3 – MEMBERSHIP

3 Membership Qualifications and Categories

3.1 A person is qualified to be a member of the Business Association if:

(1) they satisfy the criteria set out in these Rules;

(2) have been nominated for membership of the Business Association as provided in these Rules; and

(3) have been approved for membership of the Business Association by the Board; or

(4) have been a Member of the Business Association and have not ceased to be a Member of the Business Association for any reason.

3.2 Membership is divided into the following categories:

(1) Continuing Founding Platinum Membership – those of the persons referred to as Continuing Founding Platinum Members in Appendix 1 who:

(a) maintain a financial Platinum Membership; and

(b) continue to maintain, in the opinion of the Board, a substantial commercial interest in the Sydney Olympic Park Area or areas adjacent thereto and can, in the opinion of the Board, make a significant contribution to achieving the objectives of the Business Association;

(2) Non-Founding Platinum Membership – persons other than Continuing Founding Platinum Members who;

(a) have, in the opinion of the Board, a substantial commercial interest in the Sydney Olympic Park Area or areas adjacent thereto and can, in the opinion of the Board, make a significant contribution to achieving the objectives of the Business Association;

(b) have been specifically approved as a Non Founding Platinum Member by the Board;

(3) Gold Membership – any person or organisation which has, in the opinion of the Board, a substantial commercial interest in the Sydney Olympic Park Area or areas adjacent thereto and can, in the opinion of the Board, make a significant contribution to achieving the objectives of the Business Association;

(4) Silver Membership – any person or organisation which has, in the opinion of the Board, a commercial interest in the Sydney Olympic Park Area and can, in the opinion of the Board, make a contribution to achieving the objectives of the Business Association; and

(5) Bronze Membership – any person or small organisation with less than 10 employees which is conducting a retail or service operation within or adjacent to the Sydney Olympic Park Area; and which is specifically approved as a Bronze Member by the Board.

(6) Affiliate Membership – any person or organisation conducting an operation within or adjacent to the Sydney Olympic Park Area which is a charity or non-profit organisation and which is specifically approved as an affiliate Member by the Board.

4 Nomination of Membership

4.1 The nomination of a person for membership of the Business Association:

(1) will be in writing in the form set out in Appendix 2 to these rules;

(2) will be accompanied by such documents or evidence as to qualification for membership as the Board may determine from time to time; and

(3) will be lodged with the Board.

4.2 As soon as practicable after receiving a nomination for membership, the Secretary will refer the nomination to the Board, which will determine in its absolute discretion whether to approve or to reject the nomination. The Board need give no reasons for the rejection of a nomination.

4.3 Where the Board determines to approve a nomination for Membership, the Secretary of the Business Association will, as soon as practicable after determination, notify the nominee of the approval and request the nominee to pay within the period of 28 days after receipt by the nominee of such notification the sum payable under these rules by a Member as entrance fee and annual subscription.

4.4 The Secretary of the Business Association will, on payment by the nominee of the amounts referred to in rule 4.3 within the period referred to in that rule, enter the nominee's name in the register of Members, together with the name of the nominee's representative, if applicable, and, upon its name being so entered, the nominee becomes a member of the Business Association.

5 Corporate Members

5.1 Any Body Corporate who is a Member will be known as a Corporate Member.

5.2 All Corporate Members will be represented in the Business Association by one Nominated Representative who will be a director or senior executive officer employed by that Body Corporate. The Nominated Representative will be entitled to appoint a suitable alternate to act in his stead, by giving notice in writing to the Secretary of the nominated alternate.

5.3 The representative of a Corporate Member will cease to be its representative if the person:

(1) dies;

(2) ceases to be employed by the Corporate Member;

(3) is replaced as the representative; or

(4) notifies the Secretary that he or she is unwilling to act as the representative.

5.4 Any alternate of a company representative will cease to be such alternate for the same reasons listed under rule 5.3

5.5 A Corporate Member may change its Nominated Representative from time to time by notice in writing to the Secretary of the Business Association in compliance with rule 5.2.

6 Cessation of Membership

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

(1) being an individual dies;

(2) being a Body Corporate, is wound up or otherwise dissolved or deregistered;

(3) resigns that membership;

(4) is expelled from the Business Association; or

(5) ceases to satisfy the qualifications for membership set out in rule 3 and the Board of the Business Association resolves not to renew the person's membership on those grounds.

6.2 If a person ceases to be a Member under rule 6.1(5), the Board will notify the Member in writing of its intention not renew the membership.

7 Membership Entitlements Not Transferable

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

(1) is not capable of being transferred or transmitted to another person; and

(2) terminates upon cessation of the person's membership.

8 Resignation of Membership

8.1 A Member of the Business Association is not entitled to resign that membership except in accordance with this rule.

8.2 A Member of the Business Association who has paid all amounts payable by the Member to the Business Association in respect of the Member's membership may resign from membership of the Business Association by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the Secretary of such Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

8.3 Where a Member of the Business Association ceases to be a Member pursuant to rule 8.2, and in every other case where a Member ceases to hold membership, the Secretary of the Business Association will make an appropriate entry in the register of Members recording the date on which the Member ceases to be a Member.

9 Register of Members

9.1 The Secretary of the Business Association will establish and maintain a register of Members of the Business Association and the name of the Nominated Representative of a company Member, together with the date on which the person became a Member and the date the representative of a company Member was appointed or changed.

9.2 The register of Members will be kept at the principal place of administration of the Business Association and will be open for inspection, free of charge, by any Member at any reasonable hour.

10 Fees and Subscriptions

10.1 There will be fee structure based on a grading of membership as set out in rule 3.2 and fees may comprise of an entrance fee, an annual fee or subscription and a special fee.

10.2 A member of the Business Association will, upon admission to membership, pay to the Business Association an entrance fee as determined from time to time by the Board for that Member's grade of membership.

10.3 A Member of the Business Association will also pay to the Business Association an annual membership fee for that Member's grade of membership, the amount of which is to be determined by the Members:

(1) except as provided by rule 10.3(2), before 1 July in each calendar year; or

(2) where the Member becomes a Member on or after 1 July in any calendar year, upon becoming a Member and before 1 July in each succeeding calendar year.

10.4 In addition to any amounts payable by a Member under rules 10.2 or 10.3, a Member of the Business Association will pay a special fee for that Member's grade of membership, the amount of which is to be determined by the Members. Such a special fee will be a single payment and normally apply to a specific undertaking or project of the Business Association or special circumstances, the details of which must be provided to all Members.

11 Members' Liabilities

11.1 The liability of a Member of the Business Association to contribute towards the payment of the debts and liabilities of the Business Association or the cost, charges and expenses of the winding up of the Business Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Business Association as required by rule 10.

12 Resolution of Internal Disputes

12.1 Disputes between Members (in their capacity as Members) of the Business Association and disputes between Members and the Business Association are not resolved through good faith negotiations between the parties to the dispute within twenty-four (24) hours from the date on which written notice of the dispute is given by one party to the other, or such other time period as agreed in writing between the parties, the parties will refer the dispute to mediation and expressly agree to endeavour to settle the dispute by mediation before having recourse to litigation (except in the case of an application for relief in the nature of an injunction). Unless the parties otherwise agree, the mediation will be administered by the Australian Commercial Disputes Centre (ACDC). The mediation shall be conducted in accordance with the ACDC Guidelines for Commercial Mediation which are operating at the time the matter is referred to ACDC, and the procedures to be adopted, the process of selection of the mediator and the costs involved will be dealt with in accordance with those Guidelines.

13 Disciplining of Members

13.1 Where the Board of the Business Association is of the opinion that a Member of the Business Association:

(1) has persistently refused or neglected to comply with a provision or provisions of these rules: or

(2) has persistently and wilfully acted in a manner prejudicial to the interests of the Business Association, the Board may, by resolution:

(a) expel the Member from the Business Association; or

(b) suspend the Member from membership of the Business Association for a specified period under rule 13.1.

13.2 A resolution of the Board under rule 13.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under rule 13.3, confirms the resolution in accordance with this rule.

13.3 Where the Board passes a resolution under rule 13.1, the Secretary of the Business Association will, as soon as practicable, cause a notice in writing to be served on the Member:

(1) setting out the resolution of the Board and the grounds on which it is based;

(2) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(3) stating the date, place and time of that meeting; and

(4) informing the Member that the Member may do either or both of the following:

(a) submit to the Board at or prior to the date of that meeting written representations relating to the resolution; and

(b) attend and speak at that meeting.

13.4 At a meeting of the Board held as referred to in rule 13.3, the Board will:

(1) give to the Member an opportunity to make oral representations;

(2) give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and

(3) by resolution determine whether to confirm or to revoke the resolution under rule 13.1

13.5 Where the Board confirms a resolution under rule 13.4, the Secretary of the Business Association will, within 7 days after that confirmation, by notice in writing inform the Member of the fact and of the Member's right of appeal under rule 14.

13.6 A resolution confirmed by the Board under rule 13.4 does not take effect:

(1) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or

(2) where within that period the Member exercises the right of appeal, unless and until the Business Association confirms the resolution pursuant to rule 14.4.

14 Right of Appeal of Disciplined Member

14.1 A Member may appeal to the Business Association in a general meeting against a resolution of the Board which is confirmed under rule 13.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary of the Business Association a notice to that effect.

14.2 Upon receipt of a notice from a Member under rule 14.1, the Secretary of the Business Association will notify the Board which will convene a general meeting of the Business Association to be held within 21 days after the date on which the Secretary received the notice.

14.3 At a general meeting of the Business Association convened under rule 14.2:

(1) no business other than the question of the appeal will be transacted;

(2) the Board and the Member will be given the opportunity to state their respective cases orally or in writing, or both; and

(3) the Members present will vote by secret ballot on the question of whether the resolution should be confirmed or revoked

14.4 If at the general meeting the Business Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 4 – THE BOARD

15 Powers, Etc., of Board

15.1 The Board will be called the Board of Management of the Business Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Business Association in a general meeting:

(1) will control and manage the affairs of the Business Association;

(2) may exercise all such functions as may be exercised by the Business Association other than those functions that are required by these rules to be exercised by a general meeting of Members of the Business Association; and

(3) has power to 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 Business Association.

16 Constitution and Board Membership

16.1 The Board will consist of:

(1) Continuing Founding Platinum Members;

(2) Up to three Non-Founding Platinum Members, or such greater number as the Board may from time to time decide;

(3) three Gold Members; and

(4) two Silver Members.

16.2 Board Members will be elected by electronic vote pursuant to these rules and notified to the Members at the annual general meeting

16.3 The office-bearers of the Business Association will be members of the Board and include:

(1) the President (who must be either a Continuing Founding Platinum Member or a Non-Founding Platinum Member);

(2) the Vice-President;

(3) the Treasurer; and

(4) the Secretary

16.4 The first office-bearers of the Business Association will be elected by the Board of the Business Association.

16.5 Each elected member of the Board under rule 16.1(2) or 16.1(3) will, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the Member's election, but is eligible for re-election.

16.6 In the event of a casual vacancy occurring in the elected membership of the Board, the Board may appoint a Member of the Business Association to fill the vacancy and the Member so appointed will hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

16.7 All members of the Board will be Members of the Business Association who, in the case of Corporate Members, will be represented on the Board by their Nominated Representatives.

17 Election of Board Members

17.1 Nominations of candidates for election as members of the Board under rule 16.1(2) or 16.1(3):

(1) will be made in writing, signed by two (2) Members of the Business Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(2) will be delivered to the Secretary or Treasurer of the Business Association not less than twenty-one (21) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

17.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations will be received at the annual general meeting.

17.3 If insufficient further nominations are received, any vacant positions remaining on the Board will be deemed to be casual vacancies.

17.4 If the number of nominations received is equal to the number of vacancies to be filled, the person nominated will be deemed to be elected.

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

17.6 Any ballot for election for Board Members will be notified to the Members by way of electronic communication no less than fourteen (14) days prior to the annual general meeting and voting will take place by way of voting via secure access to the Business Association website no later than seven (7) days prior to the annual general meeting.

17.7 Board Members elected pursuant to rule 17 will be elected for a term ending on the date of the annual general meeting for the subsequent financial year.

17.8 Each of the President, Vice-President, Secretary and the Treasurer shall be elected for a term ending on the date of the annual general meeting for the subsequent financial year.

17.9 There is no maximum number of consecutive terms for which a Board member may hold office.

18 Chairperson

18.1 The chairperson of a meeting of the Business Association shall be the President or in his/her absence such person as the members of the Business Association may elect.

19 Secretary

19.1 The Secretary of the Business Association will, as soon as practicable after being appointed as Secretary, lodge notice with the Business Association of his or her address.

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

(1) all appointments of office-bearers and members of the Board;

(2) the names of members of the Board present at a Board meeting or a general meeting; and

(3) all proceedings at Board meetings and general meetings.

19.3 Minutes of proceedings at a meeting will be signed by the chairperson of the meetings or by the chairperson of the next succeeding meeting.

20 Treasurer

20.1 It is the duty of the Treasurer of the Business Association to ensure that:

(1) all money due to the Business Association is collected and received and that all payments authorised by the Business Association are made; and

(2) correct books and accounts are kept showing the financial affairs of the Business Association including full details of all receipts and expenditure connected with the activities of the Business Association.

21 Casual Vacancies

21.1 For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the Member:

(1) is a natural person, dies;

(2) ceases to be a member of the Business Association or the representative of a Corporate Member;

(3) becomes an insolvent under administration within the meaning of the corporations law;

(4) resigns office by notice in writing given to the Secretary;

(5) is a natural person, becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

(6) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

22 Meetings and Quorum

22.1 The Board will meet at least 3 times in each period of 12 months at such place and time as the Board may determine.

22.2 Additional meetings of the Board may be convened by the President or by any member of the Board.

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

22.4 Notice of a meeting given under rule 22.3 will specify the general nature of the business to be transacted at the meeting and no business other than that business will

be transacted at the meeting, except business which the Member presents at the meeting and the Board by majority vote agrees to treat as urgent business.

22.5 The Board may meet in person or by way of electronic conferencing as previously determined by the Board, including methods such as video conferencing via telephone or internet services. A member attending by way of electronic conferencing is included within attendance numbers for the purpose of forming a quorum, and any decision made in such circumstances will have the full force and effect of a Board resolution as if that member were attending in person.

22.6 Any 4 members of the Board (one of whom must be the President or the Vice-President) constitute a quorum for the transaction of the business of a meeting of the Board.

22.7 No business will be transacted by the Board 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 stands adjourned to the same place and at the same hour of the day in the following week.

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

22.9 At a meeting of the Board:

(1) the President or, in the President's absence, the Vice-President will preside; or

(2) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the Members present at the meeting will preside.

23 Delegation by Board to Sub-Board

23.1 The Board may, by instrument in writing, delegate to one or more sub-Boards (consisting of such Member or Members of the Business Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

(1) this power of delegation; and

(2) a function which is a duty imposed on the Board by the Act or by any other law.

23.2 A function the exercise of which has been delegated to a sub-Board under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Board in accordance with the terms of delegation, including the power to convene a meeting by electronic means.

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

23.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a sub-Board 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.

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

23.7 A sub-Board may meet and adjourn as it thinks proper.

24 Voting and Decisions

24.1 Questions arising at a meeting of the Board or of any sub-Board appointed by the Board will be determined by a majority or the votes of members of the Board or sub-Board present at the meeting.

24.2 Each Board member present at a meeting of the Board or of any sub-Board appointed by the Board (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.

24.3 Subject to rule 22.6the Board may act notwithstanding any vacancy on the Board.

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

PART 5 – GENERAL MEETINGS

25 Annual General Meetings – Holding Of

25.1 With the exception of the first annual general meeting of the Business Association, the Business Association will, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Business Association, convene an annual general meeting of its Members.

25.2 The Business Association will hold its first annual general meeting:

(1) within the period of 18 months after its incorporation under the Act; and

(2) within the period of 6 months after the expiration of the first financial year of the Business Association.

25.3 Rules 25.1 and 25.2 have effect subject to any extension or permission granted by the Commissioner under of the Act.

26 Annual General Meetings – Calling Of and Business At

26.1 The annual general meeting of the Business Association will, subject to the Act and to rule 25, be convened on such date and at such place and time as the Board thinks fit.

26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting will be:

(1) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(2) to receive from the Board reports upon the activities of the Business Association during the last preceding financial year;

(3) to affirm as appropriate members of the Board as necessary; and

(4) to receive and consider the statement which is required to be submitted to Members pursuant to the Act.

26.3 An annual general meeting will be specified as such in the notice of convening it.

27 Special General Meetings – Calling Of

27.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Business Association.

27.2 The Board will, on the requisition in writing of not less than 10 percent of the total number of Members, convene a Special General Meeting of the Business Association.

27.3 A requisition of Members for a Special General Meeting;

(1) will state the purpose or purposes of the meeting;

(2) will be signed by the Members making the requisition;

(3) will be lodged with the Secretary; and

(4) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

27.4 If the Board fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not late than 3 months after that date.

27.5 A Special General Meeting convened by a Member or Members as referred to in rule 27.4 will be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Business Association for any expense so incurred.

28 Notice

28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Business Association, the Secretary will, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or by Electronic Communication to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and nature of the business proposed to be transacted at the meeting.

28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Business Association, the Secretary will, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in rule 28.1 specifying, in addition to the matter required under rule 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a general meeting will be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 28.2

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

29 Procedure

29.1 No item of business will 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.

29.2 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.

29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members will be dissolved and in any other case will 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.

29.4 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 will constitute a quorum.

30 Presiding Member

30.1 The President or, in the President's absence, the Vice-President, will preside as chairperson at each general meeting of the Business Association.

30.2 If the President and the Vice-President are absent from a general meeting or unwilling to act, the Members present will elect one of their number to preside as chairperson at the meeting.

31 Adjournment

31.1 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 will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 Where a general meeting is adjourned for 14 days or more, the Secretary will give written or oral notice of the adjourned meeting to each member of the Business Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 Except as provided in rules 31.1 and 31.2, 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.

32 Making of Decisions

32.1 A question arising at a general meeting of the Business Association will 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 Business Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.2 At the general meeting of the Business Association, a poll may be demanded by the chairperson or by not less than 3 Members present in person at the meeting.

32.3 Where the poll is demanded at a general meeting, the poll will be taken:

(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

(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 will be deemed to be the resolution of the meeting on that matter.

33 Special Resolution

33.1 A resolution of the Business Association is a special resolution if:

(1) it is passed by a majority of which comprises not less than three quarters of such Members of the Business Association as, being entitled under these rules so to do, vote in person or by proxy or by Electronic Communication at a general meeting of which not less than 21 days' written notice specifying the intention

to propose the resolution as a special resolution was given in accordance with these rules; or

(2) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in rule 33.1(1), the resolution is passed in a manner specified by the Commissioner.

34 Voting

34.1 Upon any question arising at a general meeting of the Business Association a Platinum Member (whether a Continuing Founding Platinum Member or a Non-Founding Platinum Member) has ten (10) votes, a Gold Member five (5) votes and a Silver Member one (1) vote. Bronze and Affiliate Members shall have no voting rights.

34.2 All votes shall be given personally or by proxy but no Member may hold more than five (5) proxies.

34.3 In the case of an equality of vote on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

34.4 A Member is not entitled to a vote in person or by proxy unless a fully paid current Member.

35 Appointment of Proxies

35.1 Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

35.2 The notice appointing the proxy will be in the form set out in Appendix 3 to these rules.

PART 6 – MISCELLANEOUS

36 Insurance

36.1 The Business Association will effect and maintain valid insurance.

36.2 In addition to the insurance required under rule 36.1, the Business Association may effect and maintain other insurance.

37 Financial Year

37.1 The financial year of the Business Association will commence on 1 July of each year and end on 30 June of the subsequent year.

38 Funds – Source

38.1 The funds of the Business Association will be derived from entrance fees, annual subscriptions of Members, special fees, donations and, subject to any resolution passed by the Business Association in a general meeting, such other sources as the Board determines.

38.2 All money received by the Business Association will be deposited as soon as practicable and without deduction to the credit of the Business Association's bank account.

38.3 The Business Association will, as soon as practicable after receiving any money, issue an appropriate receipt.

39 Funds Management

39.1 Subject to any resolution passed by the Business Association in a general meeting, the funds of the Business Association will be used in pursuance of the objects of the Business Association in such manner as the Board determines.

39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instrument will be signed by the Treasurer and one other office-bearer of the Business Association or such other person as may be authorised to do so by the Board.

40 Alteration of Objects and Rules

40.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Business Association.

41 Common Seal

41.1 The common seal will not be affixed to any instrument except by the authority of the Board and the affixing of the common seal will be attested by the signatures of two members of the Board.

41.2 The common seal will not be affixed to any instrument except by the authority of the Board and the affixing of the common seal will be attested by the signatures of two members of the Board.

42 Custody of Books, Etc.

42.1 Except as otherwise provided by these rules, the Secretary will keep in his or her custody or under his or her control all records, books and other documents relating to the Business Association.

43 Inspection of Books, Etc.

43.1 The records, books and other documents of the Business Association will be open to inspection, free of charge, by a Member of the Business Association at any reasonable hour.

44 Distribution of Property on Winding Up of An Association

44.1 Subject to the Act and Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

44.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of an association.
Note: Section 65 of the Act provides for distribution of surplus property in the winding up of an association.

45 Service of Notices

45.1 For the purpose of these rules, a notice may be served by or on behalf of the Business Association upon any Member either personally or by sending it by post or by facsimile transmission to the Member at the Member's address shown in the register of Members or to the Member's facsimile number or by email to the Member's nominated email address.

45.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document will, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

45.3 Where a document is sent to a person by properly transmitting it to the person's facsimile number, the document will, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time it is transmitted provided that:

(1) at the conclusion of the transmission the sender's facsimile machine issues a transmission report which indicates that the relevant number of pages comprised in the document have been sent; and

(2) the addressee does not immediately notify the sender that the document is not received in full and legible form.

45.4 Where a document has been emailed to the Member's nominated email account, confirmation of transmission by the sender's email program will be deemed service upon the recipient Member. It is the responsibility of the Members to keep a current email account and to keep the Business Association duly notified of that account address.

(1) **Appendix 1 (Rule 3.2)**

Initial Membership

Founding Members

Accor Hotels
Royal Agricultural Society of NSW
Stadium Australia
State Sports Centre
SuperDome P/L
Sydney Cricket and Sports Ground Trust
Tennis NSW

Continuing Founding Platinum Members

Accor Hotels
Royal Agricultural Society of NSW
Stadium Australia Operations trading as ANZ Stadium
Sydney Olympic Park Authority
SuperDome P/L trading as Qudos Bank Arena

Appendix 2 (Rule 4.1)

Application for Membership of the
Sydney Olympic Park Business Association Incorporated

(incorporated under the *Associations Incorporations Act* 2009 (NSW)

COMPANY NAME……

MEMBERSHIP TYPE
- ☐ Continuing Founding Platinum
- ☐ Non-Founding Platinum
- ☐ Gold
- ☐ Silver
- ☐ Bronze
- ☐ Affiliate

MEMBERSHIP CATEGORY
- ☐ Venue
- ☐ Sporting Organisation
- ☐ Retail
- ☐ Property
- ☐ Professional Services
- ☐ Development
- ☐ Community Organisation
- ☐ Catering
- ☐ Education
- ☐ Financial services
- ☐ Medical services
- ☐ Infrastructure
- ☐ Government
- ☐ FMCG
- ☐ Accommodation

COMPANY ADDRESS……

……..

PHONE……

FAX……

EMAIL……..

WEBSITE…….

BUSINESS DESCRIPTION……..

……

……

……

DATE……

We warrant that the Nominated Representative whose name is below has consented to being the Nominee.

NOMINATED REPRESENTATIVE FIRST NAME……..

NOMINATED REPRESENTATIVE SURNAME……

POSITION……

EMAIL……

MOBILE……

Appendix 3 (Rule 34.2)

Form of Appointment of Proxy

I/WE,* ……....
(full name)

Of……
(address)

Being a Member of THE SYDNEY OLYMPIC PARK BUSINESS ASSOCIATION INCORPORATED hereby appoints…….....
(full name of proxy)

Of……
(name of proxy)

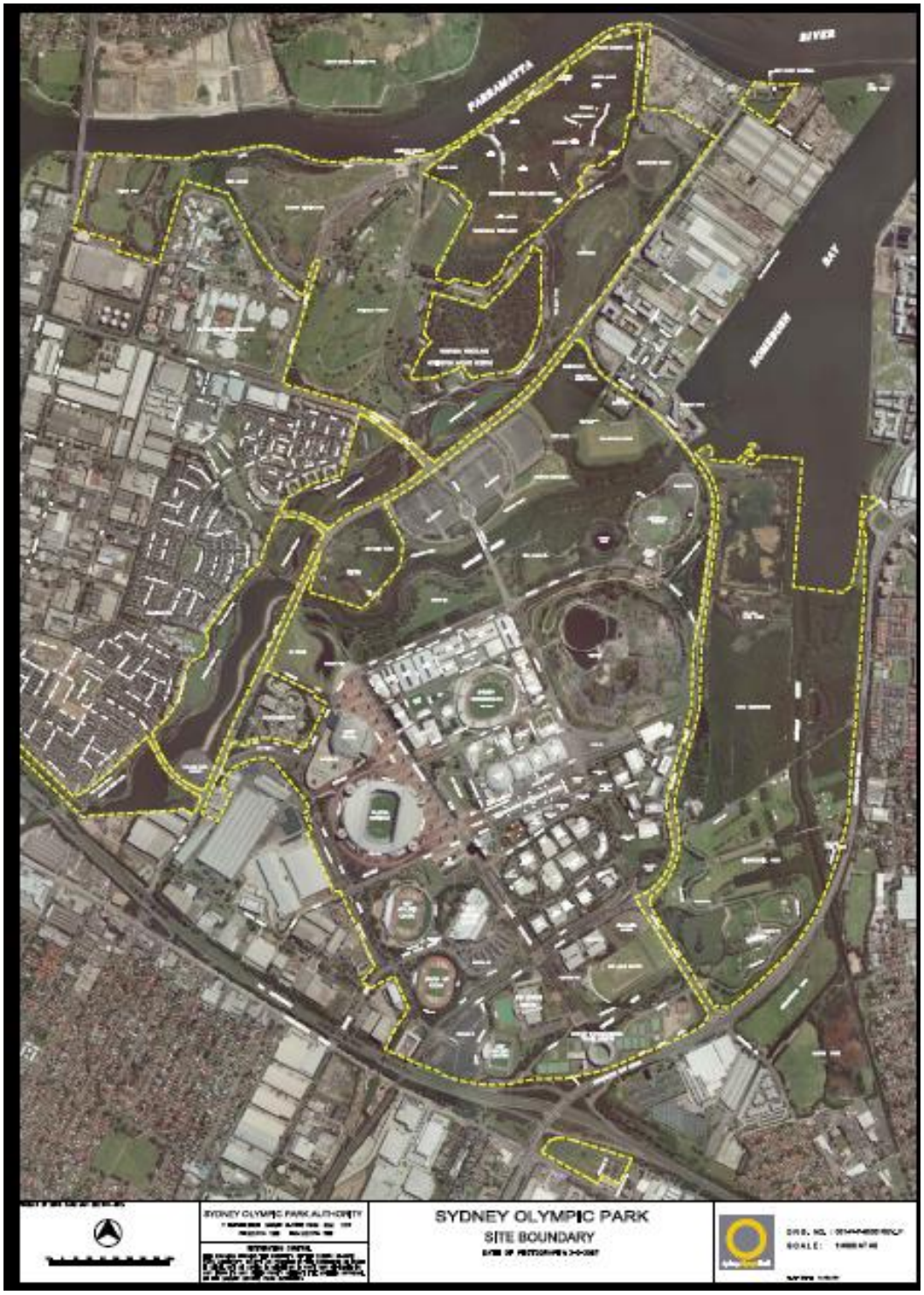
Being a Member of that incorporated Business Association, as my proxy to vote for me/us* on my/our* behalf at the general meeting of the Business Association (annual general meeting or Special General Meeting as the case may be) to be held on the …….... day of 20…. And any adjournment of that meeting.

*My proxy is authorized to vote in favour of/against the resolution concerning ……

.....
Signature of Member appointing proxy

.....
Date

NOTE: A proxy vote may not be given to an individual/s who is not a member of the Business Association.

Appendix 4 (Rule 1.1)

Sydney Olympic Park Area