

Country Women's Association of New South Wales Incorporation Act 1931 (Private Act)

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New South Wales

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Country Women's Association of New South Wales Incorporation Act 1931 (Private Act)



New South Wales

An Act to incorporate the Country Women's Association of New South Wales; to empower such corporation to purchase, acquire, and hold lands, and also to sell, mortgage, and lease lands, and to vest all lands and other property, real or personal, now belonging to the said association or vested in trustees for the same, in such corporation, and to empower the said corporation to act as trustees of property now or hereafter held in trust for certain associations, branches, and committees, and for power to alter or vary certain trusts, and for other purposes mentioned therewith.

Preamble

WHEREAS certain persons have formed an Association called "The Country Women's Association of New South Wales" for the improvement of the welfare and conditions of women and children in the country, the drawing together of women, girls, and children in the country districts, the bringing of opportunities for recreation and enjoyment within reach of all members, the establishment of club rooms in country townships as social meeting places and for the comfort of members, the assistance of charities in cash and kind, the encouragement of the active study of local municipal and shire affairs, and the promotion of a wise and kindly spirit, the advancement of education and of domestic help and training, the support of bush nursing, hospitals (and in particular maternity hospitals), rest homes, nurses' or teachers' homes, and other health reforms: And whereas certain properties are held by certain trustees upon trust for the said association itself or for certain committees and branches of the said association: And whereas the said association is composed of a number of branches and committees which have from time to time acquired real and personal property which is now vested in various persons as trustees for and on behalf of the said respective branches and association upon certain trusts in many respects dissimilar: And whereas it is expedient that the said association should be incorporated, and should be invested with the powers and authorities hereinafter set forth, and that the real and personal property so vested in various persons as trustees upon trust for the said association should be vested in the said association when incorporated, and that the real and personal property so vested in various trustees for and on behalf of the said respective branches and committees should be capable of being vested in the said association when incorporated in the manner and upon the trusts hereinafter set forth:

Be it therefore enacted by the King's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled, and by the authority of the same, as follows:

1 Name of Act

This Act may be cited as the *Country Women's Association of New South Wales Incorporation Act 1931*.

2 To be a body corporate

The members of the Country Women's Association of New South Wales whose names are recorded in a register of members of the said association which said record is for the purpose of identification signed by the President of the said association and all other persons whose names shall be added to the record in the said register prior to the coming into force of this Act shall be a body corporate by the name of the Country Women's Association of New South Wales, and shall have perpetual succession and a common seal, and shall and may enter into contracts, sue and be sued, prosecute and defend, and take all other proceedings in all courts civil and criminal within the said State, and any summons, writ, statement of claim, notice, or other proceedings which it may be necessary to serve upon the said corporation may be served upon any member of the executive committee of the said corporation. The register signed by the said President shall be conclusive evidence of the list of members of the said corporation at a particular time.

3 Objects

The objects of the said corporation shall be as follows:

- (a) those recited in the preamble of this Act,
- (b) such further or other objects as may be contained in the constitution and rules of the association for the time being.

4 Existing rules to apply

The present rules of the said association shall until new rules have been made under the provisions hereinafter mentioned be deemed to be and shall be the rules of the said corporation, save and except in so far as they are or may be inconsistent or incompatible with or repugnant to any of the provisions of this Act or any of the laws now or hereafter to be in force in the said State.

5 Power to purchase etc

The said corporation shall have power to purchase, acquire, and hold lands and other property, real and personal, and any estate or interest therein, and also to sell, mortgage, lease, or otherwise dispose of the said lands and other property, real and personal, or any interest therein, and all lands, tenements, hereditaments, and other property, real and

personal, now belonging to the said association under the said constitution and rules or vested in trustees for the said association or any committee thereof or for the general purposes of the said association shall on the passing of this Act be vested in and become the property of the said corporation, subject to any trusts, special or otherwise, and to all charges and claims and demands in anywise affecting the same.

6 Management of general business etc

The general business of the corporation shall, subject to the rules for the time being of the said corporation, be under the immediate management and superintendence of an executive committee (consisting of at least twenty-one members of the said corporation), one of whom shall be called the president of the said corporation, and the executive committee for the time being of the said corporation shall have the custody of the common seal of the corporation, and the form thereof with power to break, alter, and change the same from time to time, and all other matters relating thereto which shall from time to time be determined by the said executive committee, and the members of such executive committee or such three or more of them as the rules for the time being of the said corporation shall direct shall have power to use such common seal for the affairs of the said corporation, and to affix the same to any deed or document and under such seal either by letter of attorney or otherwise to authorise any person or persons to execute without such seal deeds and contracts, and to do all such other things as may be required to be done on behalf of the said corporation in conformity with the provisions of this Act and of the rules for the time being of the said corporation, and it shall not be necessary to use the said seal in respect to any of the ordinary business of the said corporation nor for the appointment of its solicitor or its secretary or other officers.

7 Executive committee

The persons constituting the present executive committee of the said association shall be the executive committee of the said corporation, and the present officers of the said association shall be the officers of the said corporation until they or any of them shall retire or be changed or shall otherwise cease to be members of the executive committee or officers of the said association in pursuance of the rules for the time being of the said corporation.

8 Members

Subject to the rules for the time being in force of the said corporation, the persons constituted members of the said corporation by section two of this Act, together with such other persons as may from time to time be lawfully admitted as members thereof, by the addition of the names in the register of members shall be and constitute the members of the said corporation.

9 New rules for future conduct of affairs

The executive committee for the time being of the said corporation shall within four years

after the passing of this Act convene by not less than three weeks' notice by advertisement in at least three consecutive numbers of two or more of the Sydney daily newspapers, a meeting of such members of the said corporation as are or shall be entitled to vote at any annual general conference as defined from time to time by the rules of the said corporation to be held within five weeks of the date of the said notice, or if no annual general conference is to be held within the said five weeks, then to such members who were entitled to vote at the annual general conference then last past, and shall submit for the approval of such meeting the rules proposed for the future conduct of the affairs of the said corporation and the furtherance of the objects for which the said association was originally formed as hereinbefore mentioned, and in such rules provisions shall be made respecting the following matters, that is to say:

- (a) the number, change, retirement, election, and an appointment of members of the executive committee of the said corporation, and of the president, secretary, treasurer, and other officers of the said corporation, and the rights, powers, duties, and obligations of the members of such committee, the secretary, treasurer, and other officers of the said corporation,
- (b) the appointment of such other permanent or temporary committee as shall from time to time be required for the furtherance of the objects for which the said association was originally formed as hereinbefore mentioned,
- (c) the meetings of the members of the said corporation,
- (d) the election, admission, retirement, and removal of members of the corporation,
- (e) the rights, liabilities, and qualifications of members of the corporation,
- (f) the mode of altering or repealing the rules of the said corporation, and of making others, and
- (g) the efficient management of the affairs and business of the said corporation generally, and the promotion of the objects for which the said association was formed as hereinbefore mentioned.

At such meeting as convened as aforesaid, or at some adjournment thereof, the proposed rules shall be approved of by a majority of the votes of the members qualified as aforesaid of the said corporation present at such meeting and voting according to the provisions of the said present rules, and thereupon within five weeks and after the expiration of two days from the said meeting another meeting shall be convened for the purpose of confirming and finally passing such proposed rules, which shall not be passed except by a majority of votes as aforesaid and upon such proposed rules being so finally passed the same shall be deemed to be and shall be the rules for the time being of the said corporation, save and except in so far as any of them are or shall or may be altered, varied, or repealed in accordance with this Act or are, or shall or may be inconsistent, or incompatible with or repugnant to any of the provisions of this Act.

10 Alteration or repeal of rules

The rules of the said corporation or any of them may from time to time be altered or repealed and new rules may be made in accordance with any provisions in the then existing rules: Provided that any alteration or repeal of any rule and every new rule shall be first approved of by a majority of the votes of such members having the qualifications set forth and provided in the last preceding section present at a meeting of the corporation convened as aforesaid for the purpose, and shall be finally passed by a majority of such votes at another meeting also convened as aforesaid for the purpose.

11 Registration of rules

- (1) The rules of the corporation recorded in the register under the *Associations Incorporation Act 1984* are, on the repeal of that Act, to continue to be recorded in the Register of Incorporated Associations kept under the *Associations Incorporation Act 2009*.
- (2) After the commencement of the *Associations Incorporation Act 2009*, any alteration or repeal of a rule, or any new rule, does not take effect until a copy is lodged for recording in the register under that Act.
- (3) The officer in charge of the register under that Act may, for that purpose, apply provisions of that Act relating to the lodging of documents by associations.
- (4) The provisions of that Act relating to the inspection of the register under that Act apply to the inspection of rules recorded under this section.

12 Proof of rules and meetings

The production of a written or printed copy of the rules of the said corporation having the common seal of the said corporation affixed thereto shall be sufficient evidence in any court of civil or criminal jurisdiction of such rules and the production of a minute book of the corporation containing a minute of the proceedings of any meetings of the members of the corporation or of any meeting of the executive committee and purporting to be signed by some member of the executive committee therein represented as having presided as chairman at such meeting or having been present thereat, shall be prima facie evidence in any court of civil or criminal jurisdiction that such meeting was held as therein represented, and of the proceedings thereof.

13 Vesting of real and personal property

All property real and personal which may now or hereafter belong to or be vested in any person or persons as a trustee or trustees for any branch or branches of the said association shall, whether such branch actually be then in existence or not, upon the consent of such trustee or trustees or the majority of them and of the said corporation without any further conveyance or transfer become vested in the said corporation:

Provided that if in consequence of death, absence from the said State, or other disability, the consent of such trustee or trustees cannot be obtained, it shall be lawful for the president for the time being of the said corporation to consent in place of any such trustee or trustees:

Provided nevertheless that in the case of any property real or personal actually used, occupied, or enjoyed by any such branch as aforesaid, having a roll or register of membership, neither such trustee or trustees nor such president as aforesaid shall consent without the direction of the members of such branch first had and obtained in manner hereinafter provided:

Provided also that a notice in the Government Gazette, purporting to be signed by the president for the time being of the said corporation, intimating that such trustee or trustees or such president in place of any such trustee or trustees, has or have consented to the property mentioned in such notice becoming vested in the corporation, and that such real or personal property was not actually used, occupied, or enjoyed by any branch or branches at the time when such consent was given, or that such property was actually used, occupied, or enjoyed by any branch or branches, and that in pursuance of a direction or directions duly made by such branch or branches such trustee or trustees, or such president as aforesaid, in her or their place, have consented to its becoming vested in the said corporation, shall be conclusive evidence of the matters alleged in such notice.

14 Trust property

All property which shall become vested in the corporation under the last preceding section, and which in the Schedule to this Act is designated the said trust property, shall from the date of such vesting cease to be held upon the express trusts to which prior to such date it was subject, and from thenceforth be held, managed, and dealt with upon the trusts and subject to the provisions and conditions set out in the Schedule to this Act, subject nevertheless to all mortgages, liens, and other charges affecting the same immediately prior to the date of such vestings:

Provided always that the administration of the affairs of any branch shall not, except as by this Act specially directed, be in any manner affected.

15 Directions of branch association

- (1) For all the purposes of this Act and anything required to be done thereunder, the total number of persons whose names appear as members in the roll or register of any branch association shall be deemed to be a branch association, and each of such persons shall be deemed to be a member of such branch association, and the direction of any branch association shall be deemed to have been given whenever:
 - (a) a resolution has been passed by a majority of not less than three-fourths of such persons being members of such branch association who shall be upwards of the age of eighteen years, and whose names have for at least six months prior to the

holding of the meeting convened for the purpose of proposing such resolution appeared as members in the roll or register relating to such branch association and who are personally present and vote in respect of any such resolution at a meeting of which notice specifying the intention to propose such resolution has been duly given, and

- (b) such resolution has been confirmed by a majority of such persons being members of such branch association whose names have for at least six months prior to the holding of the meeting convened for the purpose of confirming such resolution appeared as members in the roll or register relating to such branch association present, and voting in respect of any such resolution at a meeting of which notice specifying the intention to propose such resolution has been duly given, and held at an interval of not less than fourteen days nor more than five weeks from the date of the meeting at which such resolution was first passed.
- (2) At any meeting mentioned in this section, unless a poll is demanded by at least five members who are upwards of the age of eighteen years, a declaration of the chairman that the resolution has been carried shall be deemed conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the same.
- (3) Notice of any meeting shall, for the purposes of this Act, be deemed to be duly given whenever a notice setting out the object of such meeting and the nature of the proposed resolution, together with the day, hour, and place of the holding thereof, and signed by the president or one of the vice-presidents for the time being of the said branch association, or in case of her or their neglect for seven days or absolute refusal after request in writing made by two of the members of such branch association who would be entitled to vote at any such meeting, or in the case of there being no president or vice-president, signed by the same number of such persons as aforesaid, shall be advertised (one week prior to such meeting) in the case of a branch association in the county of Cumberland once in one Sydney daily newspaper, or in the case of a country branch association outside the county of Cumberland once in a newspaper circulating in the district in which is situated such country branch association and posted on the door of the office of the said branch association or if there shall be no such office then on the door of the building usually used for meetings by such branch association at least one week immediately preceding the day on which such meeting shall be appointed to take place, and the meeting shall be deemed to be duly held whenever such notice is given and meeting held in pursuance of such notice and the conditions next following are observed. Only those persons shall be entitled to vote at any such meeting who are members of the said branch association, and are personally present at such meeting, and are of the age of eighteen years or upwards, and whose names have for a period of six months prior to the holding of the meeting appeared as members in the roll or register relating to such branch association, and such persons shall be entitled each to one vote only, and the chairman of every such

meeting as aforesaid shall be the president of the said branch association or, in case of her refusal, absence, or incapacity or there being no president, then a person chosen by the major part of such persons as aforesaid present and entitled to vote at the meeting, and the chairman of such meeting shall not have a deliberative vote, but, in case of an equality of votes on any question, shall have a casting vote.

16 Power to invest funds

It shall be lawful for the executive committee of the said corporation from time to time to invest any funds of the corporation and any moneys given or bequeathed to or arising from any donation of real or personal property to the corporation at the absolute discretion of such executive committee subject to any provisions or direction in the instrument creating such bequest or donation in any of the securities for the time being authorised by the law of the said State for the investment of trust funds or in the purchase of land of freehold tenure in the said State and from time to time to vary any investment.

17 Irregularity not to prejudice acts done in certain cases

No irregularity, informality, or illegality in the election or appointment of any member of the governing body of or officer of the said corporation shall be taken or construed to render illegal or invalid any act, deed, matter or thing done or executed or suffered to be done or executed by any member or officer in pursuance of such election or appointment.

Schedule

- 1** As to such portions of the said trust property as shall consist of land upon which no club house, recreation and rest house, hall, hospital, bush nursing home, school house or residence has been erected, to permit the same to be used as a site for the erection thereon of some one or more of the last-mentioned buildings and to permit such buildings to be used for some one or more of the following objects, that is to say: For the use, benefit or recreation of members of the association or any branch thereof; for the use, benefit, education or instruction of children and adults; for the meeting together, comfort and convenience of members and other persons; for the care and nursing of members and others; for the residence of such persons or for the promotion of such other objects, charitable, philanthropic or otherwise as the executive committee of the corporation shall from time to time determine, and as to such portion of the trust property as shall consist of land upon which a club house, recreation and rest house, hall, hospital, bush nursing home, school house and residence has been erected upon trust to permit the use of such building or buildings for some one or more of the abovementioned objects.
- 2** To permit any buildings now or hereafter erected upon the said lands, whether such buildings be of the nature mentioned in the last preceding paragraph or of an entirely different nature, and whether erected before or after the passing of this Act under the powers hereby conferred or otherwise, to be repaired, altered, enlarged, taken down and partially or wholly rebuilt, or any other building or buildings to be substituted for or erected on the land formerly occupied by the building or buildings taken down:

Provided always that no such buildings shall be repaired, altered, enlarged, taken down, or partially rebuilt, nor shall any building be substituted therefor or erected on the land formerly occupied by

the building or buildings taken down, except by the direction of the branch association which shall then be entitled to the use, occupation or enjoyment of such building.

- 3** To permit the persons appointed for that purpose by the direction of the branch association for the time being entitled to the use, occupation or enjoyment of such building vested in the said corporation to receive all moneys and subscriptions given or paid for the use of the said buildings or otherwise contributed for the purposes aforesaid, and to permit such persons to apply the same in the first place in the discharge of all interest on and instalments in respect of borrowed moneys, premiums for insurance against fire, expenses of the corporation relating to any lands and buildings occupied or enjoyed by such branch association, legal expenses and other claims properly payable thereout, and the surplus (if any) in repayment of such borrowed moneys as aforesaid and other the purposes of these presents as such branch association shall from time to time direct.
- 4** Subject to such directions as shall from time to time be given by a branch association with respect thereto to raise money by means of a legal or equitable mortgage upon the whole or any portion of the land portion of the trust property upon which is or is about to be erected a club house, recreation and rest house, hall, hospital, bush nursing home, school house or residence or any one or more of such buildings used, occupied or enjoyed, or to be used, occupied or enjoyed by the branch association giving such directions, or the whole or any portion of the land portion of the trust property which is otherwise used, occupied, or enjoyed by such branch association (with or without powers of or trust for sale), and where and in such manner and on such terms and subject to such conditions as to title or otherwise as shall be directed by such branch association absolutely to sell the whole or any part of the said land, either together or in parcels, by public auction or private contract, or partly in each mode and in order to facilitate the sale of the said land to construct and dedicate to the public such roads, streets, and lanes as may be necessary or expedient, or to exchange the said premises or any part thereof for other premises, or to demise the said land or any part or parts thereof for such period at such rent and upon such terms and conditions as shall be directed by the branch association giving such direction as aforesaid.
- 5** To stand possessed of the money which from time to time shall be received on any sale, mortgage, exchange or lease made in pursuance of these presents upon trust after making provision for the payment of all charges upon the portion of the trust property dealt with and of the expenses and legal costs incurred by the said corporation in connection therewith to invest, lay out, or dispose of the same in such manner and for such purposes for the benefit of the branch association giving such direction as aforesaid in the improvement of the trust property occupied, used, or enjoyed by such branch association, the enlargement or repair of any building forming portion of such trust property, and the purchase of other property or properties and the erection thereon of a club house, recreation and rest house, hall, hospital, bush nursing home, school house or residence, or in some one or more of such ways, or for some one or more of such purposes as aforesaid as shall be directed by such branch association.
- 6** In case the said corporation shall be required to pay any money for which they shall be liable in relation to any of the trusts, powers, authorities, or duties created by this Act, and the same shall not be duly provided by the branch association in pursuance of whose directions the corporation shall have acted or on whose behalf the liability to pay such money shall have been incurred by the said corporation, it shall be lawful for the said corporation, without the consent or direction of such branch association or any member thereof, after the expiration of six calendar months' written notice from a member of the executive committee of the said corporation, duly authorised in that

behalf by such committee, requiring payment of such money, and stating the intention of the said corporation in case of default to mortgage or sell the lands and buildings used, occupied, or enjoyed by such branch association, given to at least two members of the branch association (if any), and also affixed to the doors of the said building, or if no such building on the said land, to mortgage or sell all or any part of the said trust property used, occupied, or enjoyed by such branch association, when and in such manner in all respects as the said executive committee of the said corporation shall think proper, and out of the proceeds thereof to pay all expenses and legal costs of and incident to such mortgage or sale, and fully to reimburse and indemnify the said corporation so liable, and then to dispose of the net residue thereof (if any) for some one or more of the purposes for which moneys obtained by sale, mortgage, lease or exchange of portion of the said trust property as hereinbefore provided may be expended under the fifth clause of this Schedule.

- 7** If at the time of any of the said trust property becoming vested in the said corporation or at any time thereafter there shall be no branch association of the said corporation consisting of at least five members formed or established in the district where such trust property is situate, the said corporation shall, until such branch association be formed or established as aforesaid, have power and authority to perform and do all things necessary for the carrying out of the trusts aforesaid as fully and effectually to all intents and purposes as if such branch association existed and consented thereto or directed the same to be done and performed:

Provided also that if within any district no such branch association be formed within five years from the time of such vesting as aforesaid, or if any such branch association shall be dissolved or dispersed and not be again formed within six calendar months next thereafter, the corporation shall have power to sell, mortgage, lease, or otherwise dispose of the trust property situate in such district or any part of such trust property, and to deal with the net moneys received for or in respect of the same in such manner and for such purposes as nearly as may be in accordance with the trusts on which the said corporation held the said trust property, but in respect of such other district or districts as shall be directed by the executive committee for the time being of the said corporation:

Provided also that the executive committee of the said corporation shall be absolutely entitled to decide from time to time as to what is a district within the meaning of this section and the existence or otherwise of such branch association, and a certificate purporting to embody such decision and signed by the president of the said corporation and two members of such executive committee shall be conclusive evidence of such decision for all purposes.

- 8** A receipt under the seal of the said corporation and signed by two members of the executive committee of the said corporation, of whom one shall be the treasurer, for any mortgage, sale, exchange, rent or other moneys payable in respect of the said trust property, shall exonerate the persons paying such moneys from all liability to see to the application thereof, and it shall not be incumbent on any mortgagee, purchaser, or lessee of the said trust property or any part thereof or on any person taking the same in exchange to inquire into the necessity, propriety or regularity of any such mortgage, sale, lease, or exchange.