

CONSTITUTION & RULES OF Rhyll Community ASSOCIATION INC.

1. NAME

The name of the incorporated association shall be Rhyll Community Association Inc. (hereinafter called "the Association")

2. OBJECTS

The objects for which the Association is established are:-

- a) To represent the residents' interest with regard to the quality and amenity of the Rhyll Community
- b) To promote pride in the Rhyll Community environment and to encourage membership of the Association;
- c) To undertake any actions necessary to improve the amenities or the general lifestyle of the residents of the Rhyll Community;
- d) To be non-political and non-sectarian.

3. POWERS

3.1 The Association has the powers of an individual.

3.2 The Association may:

- a) enter into contracts; and
- b) acquire, hold, deal with and dispose of property; and
- c) make charges for services and facilities it supplies; and
- d) do other things necessary or convenient to be done in carrying out its affairs.

4. MEMBERSHIP

The membership of the Association shall consist of the following classes of membership:

a) Single Ordinary Membership

Single membership is for persons who own a residential property in, who have an interest in, or who reside within the Rhyll Community.

Ordinary members have full voting rights.

b) Family Membership

Family membership is for two or more persons who have an interest in, or reside within the same household in Rhyll Community.

All family members over 18 years have full voting rights.

4.2 Membership Limitations

The number of members shall be unlimited.

4.3 Membership Applications

Applications for membership shall be made in writing, and shall be in such form as the Management Committee, from time to time prescribes.

4.4 Admission of Membership Applications

Admission to Membership will become automatic on receipt of a properly completed Membership Application together with the required Membership Fee.

4.5 Membership Fees

- a) Annual Membership Fees shall be such as the members so determine at the Annual General Meeting or a Special General Meeting
- b) Membership Fees shall be payable at the time of receipt of a valid Membership Application and in such manner as the Management Committee shall, from time to time, determine.
- c) Membership Fees become due from 1 July each year.
- d) Payment of the Annual Membership Fee entitles two people, to membership of the Association.

4.6 Termination of Membership

- a) A member may resign from the Association at any time by giving notice, in writing, to the Secretary.
- b) Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, then the resignation shall take effect on that later date.
- c) The Management Committee shall consider terminating a person's membership if a member:
 - i) Is convicted of an indictable offence; or
 - ii) Fails to comply with any provision of these rules; or
 - iii) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- d) If the Management Committee resolves to terminate a person's membership it shall instruct the Secretary to advise the member in writing. This action must then be ratified by the members of the Association at the next General Meeting.

4.7 Appeals Against Rejection or Termination of Membership

- a) A person whose membership has been terminated may, within one month of receiving written notification thereof, lodge a written notice of his or her intention to appeal the Management Committee's decision, with the Secretary.
- b) Upon receipt of a notification of intention to appeal against termination of membership, the Secretary shall add the appeal to the agenda for the next General Meeting unless the notices for this meeting have already been issued, in which case the appeal shall be added to the agenda for the first General Meeting thereafter.

c) At any such meeting the applicant shall be given every opportunity to fully present his or her case and the Management Committee shall likewise have the opportunity to present its reasons for rejection or termination.

d) The appeal shall be determined by the majority vote of the members present at such meeting.

4.8 Register of Members

4.8.1 The Management Committee must keep a Register of Members.

4.8.2 The Register of Members must include the following particulars for each member:

(a) the full name and residential address of the member; and

(b) any other particulars the Management Committee or the members at a General Meeting decide.

5. MANAGEMENT COMMITTEE

5.1 Membership of Management Committee

a) The Management Committee of the Association may consist of a President, Vice President(s), Secretary, Treasurer, and other members as required, all of whom must be Ordinary Members of the Association and all of whom shall be elected at an Annual General Meeting.

b) Any Ordinary Member of the Association shall be at liberty to nominate any other Ordinary Member of the Association to serve on the Management Committee;

c) Nomination must be in writing, signed by the nominee, and the proposer and must be lodged with the Secretary at least 14 days prior to the Management Committee meeting at which the nominations are to be discussed.

5.2 Secretary

5.2.1 If a vacancy occurs in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed at the earliest possible time.

5.2.2 The Secretary must be an individual who is either a member of the Association's Management Committee; or a member of the Association.

5.2.3 The Management Committee may appoint or remove the Association's Secretary at any time.

5.3 Resignation of a Member of the Management Committee

A member of the Management Committee may resign from office at any time, by giving notice, in writing to the Secretary and such resignation shall take effect at the time such notice is received by the Secretary, or at a later date if so specified in the notice of resignation.

5.4 Vacancies on the Management Committee

a) The Management Committee shall have the power to appoint any member of the Association to fill any casual vacancy on the Management Committee and such appointment shall be confirmed at the next Annual General Meeting.

- b) The continuing members of the Management Committee may act notwithstanding any casual vacancy on the Management Committee, unless their number is reduced below the number fixed by or pursuant to these rules as a quorum.
- c) Provided that the continuing number of members of the Management Committee does not fall below three, even though that may not constitute a quorum, these continuing members may act to fill any casual vacancies on the Management Committee in order to restore a quorum, or they may call a General Meeting of the Association to elect new members of the Management Committee, but they cannot act in any other way.

5.5 Functions of the Management Committee

- a) Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any General Meeting of the Association, the Management Committee shall have:
 - i) The general control and management of and the administration of the affairs, property and funds of the Association.
 - ii) The authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- If a matter is not provided for under these rules, but is included in the Victorian Associations Model Rules, these rules are taken to include the additional provision.
- b) The Management Committee may exercise all the powers of the Association, to invest the funds of the Association in such manner as the members of the Association may, from time to time determine, subject to the laws relating to Not for Profit Associations.

5.6 Meetings of the Management Committee

- a) The Management Committee shall meet at least once every two calendar months to exercise its functions.
- b) The Management Committee shall decide how a meeting is to be called.
- c) Notice of meetings is to be given in the way decided by the Management Committee.
- d) A Special Meeting of the Management Committee shall be convened by the Secretary upon the receipt of a requisition, in writing, by not less than one third of the members of the Management Committee. Such requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted thereat.
- e) Notice shall be given by the Secretary to members of the Management Committee of any Special Meeting of the Management Committee.
- f) Such notice shall clearly state the nature of any business to be discussed thereat.
- g) At every meeting of the Management Committee, a number greater than fifty percent of the members elected or appointed, shall constitute a quorum.
- h) Subject to previous parts of this section, the Management Committee may meet together and regulate its proceedings as it thinks fit.

i) Questions arising at any meeting of the Management Committee shall be decided by a majority of votes.

In the event of a tied vote the Chairperson shall have the right to a casting vote.

j) The President shall preside as Chairperson at every meeting of the Management Committee. If there is no President, or if at any meeting the President is not present within 10 minutes after the appointed starting

time of the meeting a Vice President shall be the Chairperson. If no Vice President is present at the meeting, then the members present may choose one of those present to be Chairperson for that meeting.

k) If within 30 minutes after the appointed starting time for the meeting a quorum is not present, the meeting shall lapse.

l) In the case of a lapsed meeting the Secretary or his/her nominee shall determine an alternative date for the meeting to take place and this must be within 14 days of the lapsed meeting.

m) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee Meeting to be recorded. The minutes shall be available for

inspection at every Management Committee Meeting and at other reasonable times by any member who applies to the Secretary for such inspection.

n) For the purposes of accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of the next Management Committee meeting, after such minutes have been read and where required, amended.

5.7 Delegation of Powers of the Management Committee

a) The Management Committee may delegate any of its powers to a Sub-Committee consisting of such members of the Association as the Management Committee thinks fit.

b) Any Sub-Committee so formed, shall in the exercise of the powers delegated, conform to the regulations that may be imposed on it by the Management Committee.

c) A Sub-Committee may elect a Chairperson for its meetings.

d) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 10 minutes after the appointed starting time for the meeting, the members present may choose one of those present to be Chairperson for that meeting.

e) A Sub-Committee may meet and adjourn as it sees fit and proper.

f) Issues arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members present. In the case of a tied vote the issue shall be resolved by the full Management Committee.

5.8 Acts not Affected by Defects

5.8.1 An act performed by the Management Committee, a Sub-Committee or a person acting as a member of the Management Committee is taken to have been validly performed.

5.8.2 Subsection 5.8.1 applies even if the act was performed when there was a defect in the appointment of a member of the Management Committee, Sub-Committee or person acting as a member of the Management Committee.

5.9 Resolutions of the Management Committee without Meeting

5.9.1 A written resolution signed by each member of the Management Committee entitled to receive notice of a committee meeting, at the particular time, is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.

5.9.2 A resolution mentioned in subsection 5.9.1 may consist of several documents in like form, each signed by one or more members of the Management Committee.

6. MEETINGS

6.1 Conduct of Meetings

All Management Committee, Special, General, Annual General and other meetings shall be conducted conforming to the meeting procedures covered by this constitution.

6.2 Annual General Meeting

The following business must be conducted at each Annual General Meeting:

- a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
- b) Presenting the reviewed statement to the meeting for adoption;
- c) Appointing members of the Management Committee; and

6.3 Special General Meeting

6.3.1 The Secretary may only call a Special General Meeting by giving each member notice of the meeting within 14 days, after:

- (a) being directed to call the meeting by the Management Committee; or
- (b) being given a written request signed by:
 - i) at least 33% of the members of the Management Committee; or
 - ii) at least the number of Ordinary Members of the Association equal to double the number of members of the Association presently on the Management Committee plus one; or
- (c) being given a written notice of an intention to appeal against the decision of the Management Committee to terminate a person's membership.

6.3.2 A request mentioned in subsection 6.3.1b must state:

- (a) why the Special General Meeting is being called; and
- (b) the business to be conducted at the meeting.

6.3.3 Notwithstanding any of the above, the Secretary shall only convene a Special General Meeting if no other General Meeting or Annual General Meeting is scheduled to be held within 60 days of being so

directed, or the receipt of such requisition.

6.4 Notice of General Meetings including Special General Meetings

- a) The Secretary shall convene all General Meetings of the Association by giving not less than 14 days written notice of such meeting to the members of the Association;
- b) Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat;
- c) The posting of a notice of a General Meeting on the Association's Community Notice Board and newsletter shall be considered enough to comply with item (a) above.

6.5 Quorum at a General Meeting

- a) At any General Meeting the number of Ordinary Members required to constitute a quorum shall be twice the number currently on the Management Committee plus one;
- b) No business shall be transacted at any General Meeting unless a quorum of full members is present at the time that the meeting proceeds to business;
- c) If within ten minutes after the appointed starting time of a general meeting a quorum is not present, the meeting shall lapse;
- d) Any business from a lapsed General Meeting shall be carried forward to the next General Meeting.

6.6 Procedure at a General Meeting

6.6.1 Unless otherwise provided for by these rules, at every General Meeting:

- a) the President shall preside as Chairperson, or if there is no President, or the President is not present within ten minutes after the appointed time for the meeting, or if the President is unwilling to preside, a Vice President is to preside as Chairperson; and
 - b) If no Vice President is present or willing to act as Chairperson, the members present must elect one of their number to be Chairperson of the meeting; and
 - c) The Chairperson must conduct the meeting in a proper and orderly manner; and
 - d) each question, matter or resolution must be decided by a majority of votes of the members present;
- and
- e) each Ordinary Member (refer to 4.6d) present shall be entitled to one vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote; and
 - f) voting may be by a show of hands or by a division of members, unless at least 20% of the members present demand a ballot; and
 - g) if a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine; and
 - h) the result of the ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
 - i) a member may vote in person or by proxy or by attorney and;
 - (i) on a show of hands, each person present who is a member or a representative of a member has one vote; and

- (ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has one vote; and
- j) an instrument appointing a proxy must be in writing; and signed by the appointer or the appointer's attorney properly authorised in writing; or
- (k) a proxy may be a member of the Association or another person; and
- l) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- m) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

Rhyll Community Association

I, of, being a member of the Association, appoint of ,

as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the day of , and at any adjournment of the meeting.

Signed this day of,

Signature.

This form is to be used. * in favour of the resolution / *against the resolution is not relevant. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate); and *Strike out whichever

- n) each instrument appointing a proxy must be given to the Secretary before the start of the meeting, or adjourned meeting at which the person named in the instrument proposes to vote; and
- o) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee Meeting and General Meeting are entered in a minute book; and
- p) the Secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any member who previously applies to the Secretary for the inspection.

6.6.2 To ensure the accuracy of the minutes recorded under subsection

6.6.1

- a) the minutes of each Management Committee Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee Meeting, verifying their accuracy; and
- b) the minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
- c) the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

7 BY-LAWS

7.1 The Management Committee may make, amend or repeal by-laws, consistent with these rules, for the internal management of the Association.

7.2 A by-law may be set aside by a vote of members at a General Meeting of the Association.

8. COMMON SEAL

8.1 The Management Committee does not have a common seal.

9. ALTERATION OF RULES

Subject to the provisions of the current Associations Incorporation Act, these rules may be amended, rescinded or added to from time to time by a Special Resolution carried at a General Meeting, however an amendment, repeal or addition is valid only if it is registered by the Chief Executive administering the Act.

10. FUNDS AND ACCOUNTS

- a) The funds of the Association must be kept in the name of the Association in a financial institution decided upon by the Management Committee and subject to section 5.5b.
- b) Proper books and accounts shall be kept and maintained either in written or printed form, showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- c) All monies shall be deposited as soon as practicable after receipt thereof.
- d) Payments may be made by cheque or electric funds transfer. Payments by cheque must be signed by two of the following Association Members, (i) the President; (ii) the Secretary; (iii) the Treasurer; (iv) another member approved by the Association's Management Committee.
- e) All expenditure shall be approved or ratified at a Management Committee Meeting.
- f) The Treasurer shall give a financial report at each General Meeting.
- g) As soon as practicable at the end of each Financial Year, the Treasurer shall cause the books of account to be fully reviewed by an independent person.
- h) As soon as practicable at the end of each Financial Year and, in any case prior to the Annual General Meeting, the Treasurer shall cause a statement to be prepared containing particulars of;
 - i). Income and expenditure for the Financial Year just ended;
 - ii). The assets and liabilities of the Association.

11. DOCUMENTS

The Management Committee shall provide for the safe custody of all books, documents, instruments of title and all securities of the Association.

12. FINANCIAL YEAR

The Financial Year of the Association ends on 30 June in each year.

13. DISTRIBUTION OF SURPLUS ASSETS IF THE ASSOCIATION IS WOUND-UP

The surplus assets must not be distributed among the members but must be given to another entity which has:

- a) Objects similar to this Association's objects; and
- b) Rules which prohibit the distribution of such entity's income and assets to its members.