

# **RESIDENTS OF EAGLE BAY ASSOCIATION INCORPORATED**

## **Proposed Amended Constitution and Rules of Association (Rev 4 – 11/12/11)**

### **RESIDENTS OF EAGLE BAY ASSOCIATION** **INCORPORATED**

#### **CONSTITUTION AND RULES OF ASSOCIATION**

##### **1. NAME OF ASSOCIATION**

The name of the Association is Residents of Eagle Bay Association Incorporated

##### **2. DEFINITIONS**

In these Rules, unless the contrary intention appears then :-

“Annual General Meeting” is the meeting convened under paragraph (b) of rule 16(1);

"Committee Meeting" means a meeting referred to in rule 15;

"Committee Member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

“Convene” means to call together for a formal meeting;

“Department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

“Eagle Bay” means the locations of Eagle Bay and Naturaliste;

"Financial Year" a period commencing on the date of incorporation of the Association and ending on 30 November; and thereafter each period commencing 1 December and ending on 30 November in each subsequent year;

"General Meeting" means a meeting to which all Members are invited other than the Annual General Meeting;

"Member" means a financial member of the Association;

"Ordinary Resolution" means resolution other than a Special Resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“REBA” means Residents of Eagle Bay Association Incorporated.

"Special Resolution" has the meaning given by section 24 of the Act, that is:-

A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the Members of the Association who are entitled under the Rules of the Association to vote and vote in person or, where proxies or postal votes are allowed by the Rules of the Association by proxy or postal vote, at a General Meeting of which notice specifying the intention to propose

the resolution as a Special Resolution was given in accordance with those Rules.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in Rule 1;

“the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 10 (1);

“the President” means the President referred to in Paragraph (a) of Rule 10(1)

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 10 (1).

##### **3 OBJECTS OF THE ASSOCIATION**

(1) The objects of this Association are to preserve and enhance the interests of the Eagle Bay and Cape Naturaliste areas generally by :-

(a) Ascertaining and representing the interests of the majority of members, and to make representations on their behalf to Local, State and Federal authorities or other bodies affecting their interests both private and public;

(b) Monitoring developments which affect the area and informing members by regular newsletter as necessary;

(c) Fostering awareness of the fragility of our environment and maintaining and conserving the natural features and tranquillity of Eagle Bay and Cape Naturaliste;

(d) Striving to have the whole of the Meelup Reserve re-classified to “A” Class Reserve;

(e) Fostering awareness of fire prevention and maintaining the security of the area;

(f) Encouraging a community spirit and social interaction in the Eagle Bay community;

(g) Financing itself through members’ subscriptions and other fund raising as necessary.

(h) To appoint appropriate Honorary Life Members as recommended by the Committee and agreed at General Meetings;

(2) The property and income of the Association shall be applied solely towards the promotion of

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the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

**4. POWERS OF ASSOCIATION**

The powers conferred on the Association by Section 13 of the Act are subject to the following additions, exclusions or modifications :-

- (a) limits may be imposed from time to time by the Association on the amounts that the Committee is authorised to spend on individual transactions without the approval of the Association in General Meeting.

**5. QUALIFICATIONS FOR MEMEBERSHIP OF ASSOCIATION**

Membership of the Association is open to any owner or occupier of land within the Eagle Bay area entitled to vote for the Assembly at the State elections, as well as any corporation holding land in that area, and who has paid the annual subscription referred to in Rule 7

**6 REGISTER OF MEMBERS OF THE ASSOCIATION**

- (1) The Treasurer, on behalf of the Association, must comply with Section 27 of the Act by keeping and maintaining in an up to date condition a register of the Members of the Association and their postal or residential address and if provided by the Member the email address.
- (2) The register must be so kept and maintained at the Treasurer’s place of residence or at such other place as the Members at a General Meeting decide.
- (3) The Treasurer must cause the name of a person who dies or who ceases to be a Member under Rule 8 to be deleted from the register of Members referred to in Sub-rule (1).

**7 SUBSCRIPTIONS FOR MEMBERS OF THE ASSOCIATION**

- (1) The Members shall from time to time at an Annual General Meeting determine the amount of the subscription to be paid by each Member.
- (2) Each Member must pay to the Treasurer, annually on or before 1 April or such other date as the Committee from time to time determines, the amount of the subscription determined under Sub-rule (1).
- (3) Subject to Sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under Sub-rule (2) ceases on the expiry of that period to be a

Member, unless the Committee decides otherwise.

- (4) A person exercises all the rights and obligations of a Member for the purposes of these Rules if his or her subscription is paid on or before the relevant date fixed by or under Sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

**8 TERMINATION/RESIGNATION OF MEMBERSHIP OF THE ASSOCIATION**

Membership of the Association shall be terminated upon:-

- (a) receipt by the Secretary of a notice in writing from a Member of his or her resignation from the Association.
- (b) non-payment by a Member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with Rule 7 (3); or
- (c) expulsion of a member in accordance with Rule 9.

**9 EXPLUSION OF MEMBERS OF THE ASSOCIATION**

- (1) If the Committee considers that a Member should be expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate to the Member, in writing and not less than 30 days before the date of the Committee Meeting referred to in sub-paragraph (a), the following information:-
  - (a) a notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct.
- (2) At the Committee Meeting referred to in a notice communicated under Sub-rule (1)(a), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Committee, expel or decline to expel that Member from membership of the Association and must, forthwith after deciding whether or not to expel that Member, communicate that decision in writing to that Member.
- (3) Subject to Sub-rule (5), a Member ceases to be a Member 30 days after the day on which the decision to expel a Member is communicated to him or her under Sub-rule (2).
- (4) A Member who is expelled under Sub-rule (2) must, if he or she wishes to appeal against that

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expulsion, give notice to the Secretary of his or her intention to appeal within the period of 30 days referred to in Sub-rule (3).

(5) When notice is given under Sub-rule (4):-

- (a) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
- (b) the Member who gave that notice does not cease to be a Member unless and until the decision of the Committee to expel him or her is confirmed under sub-paragraph (a).

**10 COMMITTEE OF MANAGEMENT/SUB-COMMITTEE OFFICERS**

(1) Subject to Sub-rule (9), the affairs of the Association will be managed exclusively by a Committee consisting of:-

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) not more than ten other persons, or such other number as may be agreed upon at the Annual General Meeting,

all of whom must be members of the Association.

(2) Committee Members must be elected or re-elected to membership of the Committee at each Annual General Meeting or appointed under Sub-rule (8) or (10).

(3) Subject to Sub-rule (8), a Committee Member's term will be from his or her election at an Annual General Meeting until the election referred to in Sub-rule (2) at the next Annual General Meeting.

(4) At the time of election of new or re-elected officers for each position in the Committee, at each successive Annual General Meeting, each Committee position shall fall vacant and those persons shall cease to be Committee Members, but shall be eligible for re-election to membership of the Committee.

(5) Subject to Sub-rule (4) & (5), a person is not eligible for election to membership of the Committee unless a Member has nominated him or her for election either by:-

- (a) delivering to the Secretary a notice in writing of that nomination, signed by the nominator, at least 14 days before the date on which the Annual General Meeting is to be held; or
- (b) personally nominating him or her at the Annual General Meeting.

The nominee must accept either in writing in advance or orally at the Annual General Meeting that he or she is willing to stand for election. The nominee must be a financial member of the Association

(6) A person who is eligible for election or re-election under this rule may at the Annual General Meeting :-

- (a) nominate or second himself or herself for election or re-election to the Committee or a specific Committee position; and
- (b) vote for himself or herself.

(7) If at the Annual General Meeting the number of persons, nominated under Sub-rule (5) & (6), for each position does not exceed the number of vacancies the Chairperson shall declare those nominated to have been duly elected to those positions.

Where the number of nominations exceeds the number of vacancies on the Committee or for a specific Committee position, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of Sub-rule (7), or when a casual vacancy within the meaning of Rule 14 occurs in the membership of the Committee-

- (a) the Committee may appoint a Member, with the Member's consent, to fill that vacancy; and
- (b) a Member appointed under this sub-rule will :-
  - (i) hold office until the election referred to in Sub-rule (3); and
  - (ii) be eligible for election to membership of the Committee at the next following Annual General Meeting.

(9) The Members at any General Meeting, or the Committee, may appoint sub-committees of Members, and even non-members, to advise the Association on special issues or undertake specific tasks providing:-

- (a) all sub-committee members must be volunteers for that sub-committee;
- (b) the Committee may at any time terminate the activities of a sub-committee or call for new representatives for that committee.
- (c) the sub-committee will have such powers or authority as the Committee may direct from time to time but such powers and authority cannot exceed the powers or authority that Committee itself has.
- (d) the Committee shall appoint a person in the sub-committee to be the sub-committee chairperson, which the Committee may vary from time to time.

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(10) The Committee may appoint the sub-committee chairperson to the Committee in accordance with Sub-rule (2) providing :-

- (a) the sub-committee chairperson is a Member of the Association.
- (b) the sub-committee chairperson agrees to serve on the Committee.

**11 CHAIRPERSON**

- (1) Subject to this rule, the President shall be the Chairperson and shall preside at all General Meetings and Committee Meetings.
- (2) In the event of the absence of the President from a General Meeting :-
  - (a) then the Vice –President shall preside; or
  - (b) if the Vice-President is absent then a Committee Member nominated by the President of failing that a Member elected by the other Members at the meeting .
- (3) In the event of the absence of the President from a Committee Meeting :-
  - (a) then the Vice –President shall preside; or
  - (b) if the Vice-President is absent then a Committee Member nominated by the President of failing that a Committee Member elected by other Committee Members at the meeting .

**12 SECRETARY**

The Secretary shall :-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and General Meetings of the Association;
- (c) comply on behalf of the Association with-
  - (i) Section 28 of the Act by keeping and maintaining in an up to date condition the Rules of the Association and, upon the request of a Member of the Association, must make available those Rules for the inspection of the Member . Such Member may make a copy of or take an extract from the Rules but will have no right to remove the Rules for that purpose; and
  - (ii) Section 29 of the Act by maintaining a record of :-
    - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these Rules, including all offices held by the persons who constitute the Committee; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association ;

and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member. Such Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) have custody of all books, documents, records and registers of the Association, including those referred to in sub-paragraph (c) but other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these Rules on the Secretary.

**13 TREASURER**

The Treasurer shall :-

- (a) comply on behalf of the Association with Section 27 of the Act in respect of the register of Members of the Association;
- (b) be responsible for the receipt of all moneys paid to or received on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
- (c) pay all moneys referred to in sub-paragraph (b) into such account or accounts of the Association as the Committee may from time to time direct;
- (d) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by two authorized Committee Members, which may include the Treasurer;
- (e) comply on behalf of the Association with Sections 25 and 26 of the Act with respect to the accounting records of the Association;
- (f) whenever directed to do so by the Committee, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (g) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-paragraphs (e) & (f); and
- (g) perform such other duties as are imposed by these Rules on the Treasurer.

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**14 CASUAL VACANCIES IN MEMBERSHIP OF THE COMMITTEE**

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:-
  - (i) 3 consecutive Committee Meetings; or
  - (ii) 3 Committee Meetings in the same financial yearwithout tendering an apology to the person presiding at each of those Committee Meetings, of which meetings the Member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a Member of the Association; or
- (g) is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as a Committee Member.

**15 PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet together for the dispatch of business as often as they consider necessary, but as a minimum three times per year, and the President may at anytime convene a meeting of the Committee
- (2) Each Committee Member has a deliberative vote.
- (3) A question arising at a Committee Meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee Meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee Meeting six Committee Members constitute a quorum.
- (5) Subject to these Rules, the procedure and order of business to be followed at a Committee Meeting must be determined by the Committee Members present at the Committee Meeting.
- (6) As required under Sections 21 and 22 of the Act, a Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the Member of the Committee is a member of a class of persons for whose benefit the Association is established), must:-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.

- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Secretary must cause every disclosure made under Sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- (9) The President is automatically a member of each sub-committee. With the approval of the President the procedures of sub-committees shall be such as the members of those sub-committees agree.

**16 GENERAL MEETINGS**

- (1) The Committee:-
  - (a) may at any time convene a General Meeting;
  - (b) shall convene an Annual General Meetings within the time limits provided for the holding of such meetings by Section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
  - (c) must, within 42 days of:-
    - (i) receiving a request in writing to do so from not less than fifteen Members, convene a General Meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9 (4), convene a General Meeting to deal with the appeal to which that notice relates.
- (2) The Members making a request referred to in Sub-rule (1) (c) (i) must:-
  - (a) state in that request the purpose for which the General Meeting concerned is required; and
  - (b) sign that request.
- (3) If a General Meeting is not convened within the relevant period of 42 days referred to:-
  - (a) in Sub-rule (1) (c) (i), the Members who made the request concerned may themselves convene a General Meeting as if they were the Committee; or

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- (b) in Sub-rule (1) (c) (ii), the Member who gave the notice concerned may him or herself convene a General Meeting as if he or she were the Committee.
- (4) When a General Meeting is convened under Sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the General Meeting.
- (5) Subject to Sub-rule (7), the Secretary must give to all Members not less than 21 days notice of a General Meeting and that notice must specify:-
- (a) when and where the General Meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- (c) If any resolutions are to be put to the meeting the notice must include the proposed wording of the resolutions and a proxy voting form for the resolutions for submission by Members who cannot attend the Annual General Meeting. The notice of meeting must encourage Members who cannot attend the meeting in person to submit the proxy voting form in accordance with Rule 20, to be delivered to the Secretary or to the postal address of the Association.
- (6) Subject to Sub-rule (7), the Secretary must give to all Members not less than 21 days notice of an Annual General Meeting and that notice must specify:-
- (a) when and where the Annual General Meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows-
- (i) first, the consideration of the accounts and reports of the Committee;
- (ii) second, the particulars of any resolutions or other business requiring consideration by the Association at the General Meeting;
- (iii) third, the election of Committee Members to replace outgoing Committee Members.
- (d) If any resolutions are to be put to the meeting the notice must include the proposed wording of the resolutions and a proxy voting form for the resolutions for submission by Members who cannot attend the Annual General Meeting. The notice of meeting must encourage Members who cannot attend the meeting in person to submit the proxy voting form in accordance with Rule 20, to be delivered to the Secretary or to the postal address of the Association.
- (7) A Special Resolution may be moved either at a General Meeting or at an Annual General Meeting; however the Secretary must have given to all members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in Sub-rule (5) or (6), as relevant, the notice must also include :-
- (a) the resolution or resolutions to be proposed, the proposed wording of the resolution and the intention to propose the resolution as a Special Resolution.
- (8) The Secretary must give a notice under Sub-rule (5), (6) or (7) by:-
- (a) serving it on a member personally; or
- (b) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Rule 6. When a notice is sent by post sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- (c) Sending it by email to a Member who has provided their email address to the email address appearing in the register of Members kept and maintained under Rule 6. When a notice is sent by email sending of the notice will be deemed to be properly effected at the date it is sent to the Members notified email address.
- (d) Including the notice in a REBA Newsletter that is distributed to the Membership in accordance with Sub-rule (b) & (c).
- (9) All General Meetings of the Association shall be held on either a Saturday or Sunday with the commencing time falling between the hours of 10.00am to 4.00pm.

**17 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

- (1) At a General Meeting ten Members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 16 (5) or (6):-
- (a) as a result of a request or notice referred to in Rule 16 (1) (c) or as a result of action taken under Rule 16 (3) a quorum is not present, the General Meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in sub-paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

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- (3) If within 30 minutes of the time appointed by Sub-rule (2) (b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- (7) At a General Meeting:-
  - (a) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands plus the inclusion of proxy votes submitted in accordance with Rule 20, subject to Sub-rule (9) if a poll is demanded; and
  - (b) a Special Resolution put to the vote will be decided by votes cast on a show of hands plus the inclusion of proxy votes submitted in accordance with Rule 20, subject to Sub-rule (9) if a poll is demanded, and in accordance with Section 24 of the Act.
- (8) A declaration by the Chairperson of a General Meeting that an Ordinary or Special Resolution has been passed at the meeting will be evidence of that fact.
- (9) At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, the voting must be undertaken in written form as the Chairperson directs. A poll must be taken immediately on that demand being made.

**18 MINUTES OF MEETINGS OF THE ASSOCIATION**

- (1) The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.

- (2) The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under Sub-rule (1) are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee Meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:-
  - (a) the General Meeting or Committee Meeting to which they relate (in this Sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

**19 VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION**

- (1) Subject to these Rules, each Member present in person, or by a duly appointed Proxy person, at a General Meeting or who submits a proxy vote in accordance with Rule 20 is entitled to a deliberative vote.
- (2) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- (3) An appointment made under Sub-rule (2) must be made in writing by a director of the body corporate concerned, a copy of which appointment is given to the Secretary.
- (4) A person appointed under Sub-rule (2) to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, at the conclusion of that General Meeting.

**20 PROXY VOTES BY MEMEBERS OF THE ASSOCIATION**

- (1) A Member may appoint in writing the Chairperson or a Committee Member of the meeting to vote on behalf of the Member at any General Meeting. The Member shall instruct the Chairperson or Committee Member of their voting requirement by delivering by post or otherwise to the Secretary or at the address of the Association, the Proxy Voting Form that will be

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sent to the member with the Notice of Meeting in accordance with Rule 16(5), 16(6) or 16(7).

A proxy vote will only be considered at a General Meeting if it has been received by the Secretary or at the address of the Association a minimum of three days prior to the date of the General Meeting.

- (2) Members who are members of the Committee or Sub-Committees may give proxy voting rights to another Committee Member to vote for and on their behalf at Committee or Sub-Committee Meetings. Such proxies should be signed and dated and should specify the issue to be voted on to which it relates and may specify which way the proxy is to vote.

**21 RULES OF ASSOCIATION**

- (1) The Association may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:-
- (a) Subject to Sub-rule (1) (d) and (1) (e), the Association may alter its Rules by Special Resolution but not otherwise;
  - (b) Within one month of the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the Rules of the Association does not take effect until Sub-rule (1) (b) is complied with;
  - (d) An alteration of the Rules of the Association having effect to change the name of the Association does not take effect until Sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the Rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

- (2) These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.
- (3) To assist the Committee in the interpretation of the objects of the Association as specified in Rule 3(1) the Association may agree on and modify from time to time at a General Meeting a list of issues and whether the Association is for or against various matters

**22 COMMON SEAL OF ASSOCIATION**

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in Rule 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

**23 INSPECTION AND AUDIT OF RECORDS, ETC, OF THE ASSOCIATION**

- (1) A Member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Association, provided such inspection does not breach office holders personal confidentiality rights. The Member may make a copy or take an extract of documents or records but shall have no right to remove documentation for such purpose.
- (2) An auditor may be appointed by the Members at the Annual General Meeting but such auditor will not be a Member of the Committee.

**24 DISPUTES AND MEDIATION**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:-
  - (a) a Member and another Member; or
  - (b) a Member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that

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meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- (4) The mediator must be:-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:-
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association;
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation, appointed by the Chairperson.
- (5) In the case of sub-rule 4(b)(i), a Member of the Association can be a mediator, but subject to sub-rule 4(b)(6).
- (6) The mediator cannot be a person who is a party to the dispute, or who has any interest or bias concerning the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:-
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**25 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members.

The surplus property must be given or transferred to:-

- (a) another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, or
- (b) for charitable purposes;

and which incorporated association or charitable purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under Section 33 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

**26 PUBLIC RELATIONS**

All news releases and information on Association affairs can only be issued by the Committee with the authority of the President.

**27 INCOME AND PROPERTY**

- (1) All the income and property of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.
- (2) The income and property must not be paid, or transferred directly or indirectly by way of dividend, gift, bonus or otherwise including by way of profit to any former, current and future Members of the Association.
- (3) Notwithstanding rule 27 (2), officers, employees or any members of the Association are entitled to:-
  - (a) receive remuneration in good faith for any services actually rendered to the Association; and/or
  - (b) payment of interest on money borrowed or lawfully due to a Member of the Association for reasonable expenses incurred by that Member or representative of that Member, engaged under the authority of the Association in matters relating to the objects of the Association.

*I hereby certify the forgoing to be a true and correct copy of the Rules of Association of THE RESIDENTS OF EAGLE BAY ASSOCIATION*

**SIGNED .....**

**SIGNED .....**

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**SIGNED .....**