



## Version Control

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## Part 1 Preliminary

### 1.1 Definitions

*In this Constitution:*

- **Ordinary Committee Member** means a Member of the Committee who is not an office bearer of the Association.
- **Regulation** means the Associations Incorporation Regulation 2008.
- **Secretary** means the person holding office under this constitution as Secretary of the Association
- **Special General Meeting** means a general meeting of the Association other than an Annual General Meeting.
- **The Act** means the Association Incorporation Act 1981.

*In this Constitution:*

- **A reference to a function** includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- **The provisions of the Interpretation Act 1987 apply** to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.
- **Association** refers to GemLife Pacific Paradise Residents Association Inc.
- **Bar Management** refers to the Bar Manager responsible for the operations of the Bar and licenced areas at GemLife Pacific Paradise and must function in accordance with this Constitution and associated Legislation.
- **Clubhouse** refers to the community building which has a bar and recreation facilities for the Members of the Association.
- **“Fit and Proper Person”** as specified in accordance with the requirements set down in the **Liquor Act 1992 Section 107:**
  - (a) whether the applicant demonstrates knowledge and understanding of the obligations of a licensee or permittee of the relevant kind under this Act; and
  - (b) whether the applicant is a person of good repute who does not have a history of behaviour that would render the applicant unsuitable to hold the licence or permit applied for; and
  - (c) whether the applicant demonstrates a responsible attitude to the management and discharge of the applicant's financial obligations.
- **HOC.** Refers to a Home Owners Committee which is comprised of elected Home Owners in GemLife Pacific Paradise who are responsible for maintaining the aesthetic and structural integrity of the Association by administering the Constitution governing the Association, the Bylaws and other relevant Legislation. Also referred to as the Committee.

- **Interest Groups.** Refers to a group of resident Home Owners (being more than two unrelated persons) at GemLife Pacific Paradise formed as important agents to positively involve Home Owners in activities to promote and enhance a healthy lifestyle. Under this Constitution these Groups remain separate entities who can apply to the Association for funds and equipment.
- **GPPRA Inc.** refers to GemLife Pacific Paradise Resident's Association Inc.
- **MHO** refers to a Manufactured Home Owner. i.e.: the owner of a home in GemLife Pacific Paradise.
- **MHRP** *Manufactured Homes Residential Park Act 2003.*
- **Ordinary Member** means a Member who has activated their Membership in accordance with Clause 3 of this Constitution. Also known as a Registered Member.
- **PO** refers to the **Park Owner** of GemLife Pacific Paradise, the individual or entity in possession of title for land, building, or other items.
- **Registered Member** is a Member who has activated their Membership in accordance with Clause 3 of this Constitution. (also known as an Ordinary Member).
- **"Suitable Person"** as defined in accordance with the **Wine Industry Act 1994 Section 9** i.e., (a) the person's knowledge and understanding of their obligations under this Act; and (b) the person's character and standing.
- **The Committee** refers to the Home Owners Committee GemLife Pacific Paradise.
- **The Executive Committee** refers to the Officer Bearers, namely the Chairperson (President), Secretary and Treasurer of the Home Owners Committee.

## 1.2 The Name of the Incorporated Association:

The name of the Association is *GemLife Pacific Paradise Residents Association Inc.* A not for profit organisation herein after referred to as GPPRA Inc.

## 1.3 The Objectives of the Association:

- 1.3.1 To liaise with the Park Owner on behalf of the Home Owners in regard to:
  - the day-to-day running of the Resort, and
  - any complaint or proposal about the operation of the Resort raised by the MHO's.
- 1.3.2 To represent MHO's in negotiations with the Park Owner regarding rental reviews.
- 1.3.3 Raise funds to purchase and maintain (identified) equipment not provided by the Park Owner, procure insurances and any necessary Licences and or additional equipment or resources identified as necessary for the effective operations of the Clubhouse.
- 1.3.4 To apply for and acquire any relevant Licences necessary for the operation of the Clubhouse.
- 1.3.5 To establish and implement Rules, Policies and Procedures relating to the successful and harmonious operation of the Clubhouse, associated Licences, and all relevant facilities.

- 1.3.6 Foster the health and wellbeing of residents at GemLife Pacific Paradise.
- 1.3.7 Promote a unified community showing support, mutual respect and friendship for each other.
- 1.3.8 Advance the interests of MHO's in all dealings with the PO and Government agencies in respect to these rules and the provisions of the Manufactured Homes (Residential Parks) Act.

## 1.4 How the Home Owners Committee (HOC) Meets the Objectives

- 1.4.1 By writing to the PO (Park Owner) in a businesslike and impersonal manner, if a request or complaint made to it is considered valid by the HOC, expressing the concern and asking that it be rectified.
- 1.4.2 By insisting that a reasonable written reply is received from the PO within 21 days.
- 1.4.3 By putting forward reasonable suggestions that would benefit both the MHOs and the PO.
- 1.4.4 By written application to relevant source/s to acquire any Licence/s deemed warranted.
- 1.4.5. By writing and implementing Rules, Policies and Procedures for the operations of the Clubhouse, associated Licence/s, and its facilities.
- 1.4.6 By providing an "arm's length" means by which MHOs can approach the PO or its representative without the concerns and anxiety often experienced in face to face meetings.

## 1.5 The Purpose and Function of the HOC IS NOT TO:

- 1.5.1 Replace or undermine existing social or purpose developed Committees or Groups.
- 1.5.2 Dictate actions to the PO or its representatives.
- 1.5.3 Dictate actions to MHO's.
- 1.5.4 Develop agendas to cause problems for the PO or its representatives, **nor:**
- 1.5.5 Force MHOs to act in any manner with which they disagree or with which they are not comfortable.

## Part 2 Membership

### 2.1 Membership Generally

- 2.1.1 A Manufactured Home Owner or any third party who has signed a Site Agreement with the Park Owner at GemLife Pacific Paradise in relation to that manufactured home to reside in GemLife Pacific Paradise before or after Incorporation of the Association, is entitled to Membership of the Association and is classified as a "silent or non-active Member" until registration is activated. The number of silent or non-active Members is unlimited.

**2.1.2** Only Registered Members of the Association (as per Clause 3 -active registered Member) are eligible to stand for election to the Home Owners Committee or any of its Sub Committees, propose motions or vote at General Meetings of the Association, along with other benefits determined by the Committee. They are classified as “Ordinary Members”. The number of “Ordinary Members” is unlimited.

**2.1.3** In accordance with 2 (1) no Membership will be rejected. Cessation or termination of Membership will be in accordance with Part 2.3.

## 2.2 Registration of Membership

**2.2.1** All Home Owners including any third party included on the Site Agreement, whether before or after Incorporation, are invited to provide to the Secretary their personal details, to register and hence activate their Membership to the Association. In doing so, their rights in accordance with clause 2 (2) immediately apply.

**2.2.2** Membership activation by a person eligible for Membership of the Association:

- Must be made in writing to the Secretary, including by email or other electronic means, in the form determined by the Committee, and
- Must be lodged, including by electronic means, with the Secretary of the Association; and
- Personal details must include:
  - Full name of the Member;
  - Postal address (including Villa number), phone contact number and email address (if applicable);
  - Date of admission as a Member; and
  - Any other information the Committee or Members at a General Meeting decide upon.

**2.2.3** As soon as practicable after receiving a registration request for Membership, the Secretary must enter the relevant details in the Register. On entering this information, the applicant becomes an active registered Ordinary Member of the Association.

**2.2.4** The Secretary is to advise the Committee of all new Membership registrations at the first available meeting. (Clause 15.2)

## 2.3 Cessation of Membership

A person ceases to be a Member of the Association if the person is deceased, or when the person ceases to be a GemLife Pacific Paradise Home Owner or third party to the Site Agreement.

## 2.4 Membership Entitlements Not Transferable

A right, privilege or obligation which a person has, by reason of being a Member of the Association is not capable of being transferred or transmitted to another person and terminates on cessation of the person’s Membership.



## 2.5 Register of Members

- 2.5.1** The Secretary must establish and maintain a Register of Members of the Association (whether in written or electronic form) specifying the name, postal, residential or email address of each Member together with the date on which the person became a Member.
- 2.5.2** The Register of Members must be kept on site at GPPRA Inc.
- 2.5.3** The Register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- 2.5.4** A Member of the Association may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- 2.5.5** However, the Committee may, by request from the Member of the Association, withhold information about the Member (other than the Members full name) from the register, if the Committee has reasonable grounds for believing the disclosure of the information may put the Member at risk of harm.
- 2.5.6** A Member must not use information about a person obtained from the Register to contact or send material to a person other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 2.5.7** If the Register of Members is kept in electronic form:  
It must be convertible into hard copy, and the requirements in subclauses (2.5.2) and (2.5.33) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

## 2.6 Fees and Subscriptions

Membership of the Association does not require payment of a Membership fee.

## 2.7 Resolution of Disputes

- 2.7.1** A dispute between residents must be referred to GemLife Pacific Paradise Resort Management.
- 2.7.2** A dispute between a Member or Members and the Association, may be referred to a local Dispute Resolution Centre.
- 2.7.3** If a dispute is not resolved by mediation within 3 months of the referral date to the Dispute Resolution Centre, the dispute is to be referred to arbitration.
- 2.7.4** The Commercial Arbitration Act 2013 applies to a dispute referred to arbitration.

## 2.8 Complaints & Determinations

**2.8.1** A complaint may be made to the Committee by any person that is a Member of the Association:

- has refused or neglected to comply with a provision or provisions of this Constitution, or By Laws, or
- has wilfully acted in a manner prejudicial to the interests of the Association.

**2.8.2** The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

**2.8.3** If the Committee decides to deal with the complaint and it falls within their jurisdiction, the Committee:

- Must cause notice of the complaint to be served on the Member concerned;
- Must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
- Must take into consideration any submissions made by the Member in connection with the complaint.

**2.8.4** The Committee, may by resolution, recommend to GemLife Pacific Paradise Resort Management that remedial action be taken.

- The recommendation may include suspension of the Member from the use of the applicable amenities that have been affected by the contravention/or act ; and/or
- if the equipment in question is the property of the Committee, the Committee may, after considering the complaint and any submissions made in connection with the complaint, is satisfied that the facts alleged in the complaint have been proved and suspension is warranted in the circumstances, action the steps deemed necessary to address the matter.

**2.8.5** If the Committee suspends a Member, the Secretary must within 7 days of suspension, serve written notice to the Member of the action, issued electronically and a hard copy delivered to the Villa Letterbox stating the reasons for having taken that action and state the Member's right of appeal under clause 2.9.

**2.8.6** The suspension does not take effect until the expiration of the period within which the Member is entitled to appeal against the resolution concerned.

## 2.9 Right of Appeal

**2.9.1** A Member may appeal to the Association by requesting a General Meeting against a resolution of the Committee under Clause 9, within 7 days after Notice of the resolution is served on the Member by lodging with the Secretary a notice to that effect.

**2.9.2** The Notice may, but need not be, accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

**2.9.3** On receipt of a Notice from a Member under subclause (2.9.1), the Secretary must notify the Committee, which is to convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

**2.9.4** At a General Meeting of the Association convened under subclause (2.9.3):

- No business other than the question of the appeal is to be transacted
- The Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
- Members are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

**2.9.5** The Appeal is to be determined by a simple majority of votes cast by Members of the Association.

## Part 3 The Committee

### 3.1 Powers and Functions of the Committee

Subject to the Association Incorporations Act 1981, Associations Incorporation Regulation 1999, this Constitution, Site Agreement, Manufactured Homes (Residential Parks) Act 2003, Local Government Legislation, Legislative Practices Act, Acts Interpretation Act, and any resolution passed by the Association in General Meeting.

The Committee:

- Is to control and manage the affairs, assets, relevant Licences, and funds of the Association.
- May exercise all the functions that may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association.
- Has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- Has the authority to interpret the meaning of this Constitution, and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act, and
- Any spending of the Committee is limited to a maximum outlay of \$5000 for stock items and any capital items, with expenditure to be approved by a majority vote of the Committee. Any financial outlay exceeding \$5,000 shall be presented to a General Meeting of the Home Owners for approval.

### 3.2 Composition and Membership of Committee

**3.2.1** The Home Owners Committee is to consist of:

- the office-bearers (Executive Committee) of the Association, and
- a maximum of five (5) ordinary Committee Members, each of whom is to be elected at the Annual General Meeting of the Association under clause 3.2.3.

**3.2.2** The total number of Committee Members is to be 7.

**3.2.3** The Executive Committee (Office Bearers) of the Association is to comprise of:

- the Chairperson
- the Treasurer, and
- the Secretary.

- 3.2.4** In accordance with Section 61 (3) of the Act, the Home Owners Committee must have at least three (3) Members of whom one holds the position of Chairperson and the other holds the position of Treasurer.
- 3.2.5** At the Annual General Meeting of the Association the Committee must retire from office, but are eligible for nomination and re-election, but for no more than 3 consecutive terms for any one office if there are no nominations.
- 3.2.6** The Committee may appoint a Committee Member or Ordinary Member to a titled position other than the Executive Committee that requires specific knowledge and experience in a particular field to assist in meeting the objectives of the Committee as required.

### 3.3 Election of Committee Members

Nominations of candidates for election as Committee Members must be in writing, and

- 3.3.1** Should a Home Owner wish to nominate for a position, the Member must complete the nomination form in full.
- 3.3.2** Should a Home Owner wish to nominate an eligible person, such nomination must be accompanied by the written consent of the nominated candidate.
- 3.3.3** All nominations must be delivered to the appointed Returning Officer of the Association on or before the end of the Association's financial year being 30<sup>th</sup> June each year. and
- 3.3.4** The Returning Officer must be a person who has the relevant experience or skills to perform the duties and must be independent of the election process.
- 3.3.5** If insufficient nominations are received to fill the vacancies on the Committee, the candidates nominated are taken to be elected. Further nominations are to be received from the floor at the Annual General Meeting for outstanding position/s.
- 3.3.6** Any vacant positions are taken to be casual vacancies.
- 3.3.7** If the number of nominations received is equal to the number of vacancies the persons nominated are taken to be elected.
- 3.3.8** If the number of nominations received exceeds the number of vacancies, a ballot is to be held.
- 3.3.9** The ballot for the election of Committee Members is to be conducted at the Annual General Meeting in any usual and proper manner that the Committee directs.
- 3.3.10** A person nominated as a candidate for election as a Committee Member of the Association must be an ordinary Member of the Association. Only one Member per villa can be elected to the HOC. All eligible Members may nominate but only one Member per villa can be elected to the HOC at any one time.
- 3.3.11** A person nominating as a Committee Member must be a "fit and proper person" (as specified in the **Liquor Act 1992 Section 107**) or a "suitable person" (as defined in the **Wine Industry Act 1994 Section 9**).
- 3.3.12** The Executives/Office Bearers of the Home Owners Committee are decided by the elected Members using an approved method.

### 3.4 Function of the President/Chairperson

The function of the President/Chairperson is to:

- 3.4.1 Chair meetings of the Committee and Residents Open Forums.
- 3.4.2 Inform the PO of all decisions made by the Residents about matters requiring consent under the MHRP Act and this Constitution.
- 3.4.3 Rule on any procedural matters raised at meetings of the Committee or Members.
- 3.4.4 Represent the Committee in meetings with the PO and/or Resort Manager; and
- 3.4.5 Prepare an annual report of the preceding years events. The report to be presented at the AGM.

### 3.5 Function of the Secretary

It is the duty of the Secretary of the Association to:

- 3.5.1 As soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her physical and electronic (if applicable) addresses.
- 3.5.2 To keep Minutes of all meetings (whether in written or electronic form) of:
  - (a) All appointments of office-bearers and Members of the Committee;
  - (b) The names of Members of the Committee present at a Committee Meeting or a General Meeting, and
  - (c) Document all proceedings at Committee Meetings and General Meetings;
  - (d) Keep copies of all correspondence and other documents relating to the Association; and
  - (e) Maintain the Register of Members of the Association and inform the Committee of new registrations.
- 3.5.3 Ensure that the Minutes of proceedings at a Meeting are signed by the Chairperson of the Meeting or by the Chairperson of the next succeeding meeting.
- 3.5.4 The signature of the Chairperson may be transmitted by electronic means for the purposes of Subclause (3.5.3).
- 3.5.5 Ensure that all official records are backed up to an external, independent source.
- 3.5.6 Ensure that a copy of this Constitution, By Laws, and the Minutes are up to date and a copy kept with the Secretary for resident viewing.
- 3.5.7 Perform administrative duties to ensure that all correspondence or documents are dealt with accordingly and efficiently.
- 3.5.8 Collate and prepare all documents associated with the Annual General Meeting and election process. (e.g.: reports, minutes)

### 3.6 Function of the Treasurer

It is the duty of the Treasurer of the Association to ensure:

- 3.6.1** All money due to the Association is received and that all payments authorised by the Association are made.
- 3.6.2** The funds of the Association are kept in an account in the name of the Association in a financial institution decided by the HOC.
- 3.6.3** Records and accounts are kept in the English language, showing full and accurate particulars of the financial affair of the Association.
- 3.6.4** All amounts are deposited in the financial institution account as soon as practical after receipt.
- 3.6.5** that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- 3.6.6** Keep and maintain an asset register for any items exceeding \$500 in value.
- 3.6.7** Keep all documentation for payments made including receipts, and invoices.
- 3.6.8** Keep and maintain deposit and cheque books and/or details of internet banking.
- 3.6.9** Make payments by the Association of \$100 or more by cheque or electronic transfer.
  - If a payment of \$100 or more is made by cheque or electronic transfer, then the cheque or electronic transfer must be authorised by any one of the following.
    - President
    - Secretary
    - Treasurer
    - Assistant Treasurer
    - Any 1 of 2 other Members of the Association who have been authorised by the Committee to sign cheques or approve electronic transfers.
- 3.6.10** A petty cash account is kept on the imprest system and the Committee must decide on the amount of cash to be kept in the account.
 

All expenditure must be approved or ratified by the HOC Committee meeting. A receipt book must be kept of consecutively numbered receipts, or computer system records of them.
- 3.6.11** Any other documentation the Auditor or Verifier requests are kept.
- 3.6.12** Ensure all official records are backed up to an external, independent source.
- 3.6.13** Prepare a balance statement of revenue and expenditure to be presented at the AGM.
- 3.6.14** Forward the prepared annual statement to the auditor for examination and report, and ensure the auditor's report is presented at the next AGM.

### 3.7 Casual Vacancies

In the event of a casual vacancy occurring in the Membership of the Committee:

The current serving Members of the Committee, provided a quorum exists, may appoint a Member of the Association to fill the vacancy. The Member so appointed is to hold office, subject to this Constitution, until the next Annual General Meeting following the date of the appointment.

In the event of a casual vacancy occurring and a quorum not existing, the Committee must call a General Meeting to fill the position as soon as is reasonably practical.

A casual vacancy in the office of a Member of the Committee occurs if the Member:

- is deceased.
- ceases to be a Member of the Association.
- is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth.
- resigns office by notice in writing given to the Secretary.
- is removed from office under Clause 3.8.
- becomes a mentally incapacitated person.
- is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- Is convicted of an offence involving fraud or dishonesty.

### 3.8 Removal of Committee Members

The Committee in General Meeting may, by resolution, remove any Member of the Committee and may, by resolution, appoint another person to hold office until the expiration of the term of office; and

A Member removed from of the Committee has the right of appeal.

### 3.9 Committee Meetings and Quorum

**3.9.1** The Committee must meet a minimum of three (3) times per six months of the financial year at the place and time that the Committee may determine.

**3.9.2** Additional meetings of the Committee may be convened by the Chairperson, Secretary, or upon a request signed by a minimum of any three Committee Members of the Committee.

**3.9.3** Oral or written notice of a meeting of the Committee must be given by the Secretary to each Member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the Meeting.

**3.9.4** Notice of a Meeting given under Subclause (3.9.3) must specify the general nature of the business to be transacted at the Meeting.

**3.9.5** Any 5 Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

**3.9.6** No business is to be transacted by the Committee unless a quorum is present and if, within fifteen minutes appointed for the Meeting, a quorum is not present, the Meeting is to stand adjourned to a designated time and place the following week.

**3.9.7** If at the adjourned meeting a quorum is not present within fifteen minutes of the time appointed for the Meeting, the Meeting is to be dissolved.

**3.9.8** At a meeting of the Committee the Chairperson or, in the Chairperson's absence, a Member chosen by those Members in attendance is to preside at the Meeting.

### **3.10 Use of Technology at Committee Meetings**

A Committee Meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's Members a reasonable opportunity to participate.

A Committee Member who participates in a Committee Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **3.11 Delegation by Committee to Sub Committee**

The Committee may, by instrument in writing, delegate to one or more Sub Committees (consisting of the Member or Members of the Association that the Committee thinks fit) to exercise or delete any of the functions of the Committee that are specified in the instrument, other than:

- this power of delegation, and
- a function which is a duty imposed on the Committee by the Act or by any other law.

A function the exercise of which has been delegated to a Sub Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub Committee in accordance with the terms of the delegation.

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

Despite any delegation under this Clause, the Committee may continue to exercise any function delegated.

Any act or thing done or suffered by a Sub Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.

The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.

A Sub Committee may meet and adjourn as it thinks proper.

### **3.12 Voting and Making Decisions**

A matter requiring resolution at a General Meeting of the Association is to be determined by either:

- a show of hands or, if the meeting is one to which Clause 3.10 applies, any appropriate corresponding method that the Committee may determine, or
- if on the motion of the Chairperson or if a majority of Members present at the meeting, decide that the matter should be determined by a written ballot.



If the matter is to be determined by a show of hands, 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 Minutes of the Association. This is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Questions arising at a meeting of the Committee or of any Sub Committee appointed by the Committee are to be determined by a majority of the votes of Members of the Committee or Sub Committee present at the meeting.

In respect to election of the Committee or any Sub Committee, each Member of the Association is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote as well as a primary vote.

Subject to Clause 3.9.5, the Committee may act despite any vacancy on the Committee.

If at least 20% of Members present demand a secret ballot, voting must be by secret ballot.

If a secret ballot is held, the Chairperson must appoint 2 Members to conduct the secret ballot in the way the Chairperson decides.

The result of a secret ballot as declared by the chairperson, is taken to be a resolution of the meeting at which the ballot was held.

A Member of the HOC must not vote at a Committee Meeting on a question about a contract or proposed contract with the Association if the Member has an interest in the contract or proposed contract, and, if the Member does vote, the Member's vote must not be counted. This includes the appointment of any paid or voluntary staff.

## Part 4 General Meetings

### 4.1 Annual General Meetings – Holding Of

The Association must hold its first Annual General Meeting within 18 months after its registration under the Association Incorporation Act.

The Association must hold its Annual General Meetings:

- within 3 months after the close of the Association's financial year; namely 30<sup>th</sup> June, or
- within any later time that may be allowed or prescribed under **Part 5 Division 1 Clause 55 of the Act.**

### 4.2 Annual General Meetings – Calling Of and Business At

The Annual General Meeting of the Association is, subject to the Act and to *Clause 4.1*, to be convened on the date and at the place and time that the Committee thinks fit.

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- to confirm the Minutes of the last preceding Annual General Meeting and of any special General Meeting held since that meeting;
- to receive from the Committee, reports on the activities of the Association during the last preceding financial year;
- to elect the Home Owners Committee of the Association; and
- to receive and consider any financial statement or report required to be submitted to Members under the Act.

An Annual General Meeting must be specified as that type of Meeting in the Notice convening it.

### 4.3 Special General Meetings – Calling Of

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

The Committee must, on the requisition of at least 40% of the total number of registered Members, convene a Special General Meeting of the Association.

A requisition of Members for a Special General Meeting must:

- be in writing.
- state the purpose or purposes of the Meeting.
- be signed by the Members making the requisition.
- be lodged with the Secretary.
- consist of several documents in a similar form, each signed by one or more of the Members making the requisition; and
- The Secretary must in writing, confirm receipt of such requisition.

If the Committee 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, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

A Special General Meeting convened by a member or members as referred to in Subclause (3.5) must be convened as nearly as is practicable in the same manner as General Meetings are convened.

For the purposes of Subclause (3.5)

- a requisition may be in electronic form, and
- a signature may be transmitted, and a requisition may be lodged, by electronic means.

### 4.4 Notice

The Secretary must, at least 21 days before the date fixed for the holding of a General Meeting, give a notice to each Member specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting.

No business other than that specified in the Notice convening a Special General Meeting is to be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 4.1

A Member who desires to bring any matter for resolution before a Special General Meeting, must give notice in writing of that matter to the Secretary.

The Secretary must on receipt of the Notice present that matter to the next HOC General Meeting.

#### **4.5 Quorum for General Meetings**

No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote, is represented during the time the Meeting is considering that item.

A quorum for the transaction of business at a General Meeting is a minimum of forty percent (40%) of Members must be present at the Meeting, or having lodged a voting paper, (including by electronic means). The quorum referred must always have a minimum of five Members physically present.

If within fifteen minutes after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting.

- if convened on the requisition of Members, is to be dissolved, and
- in any other case, is to stand adjourned to the same time and day in the following week (unless another place is specified at the time of the adjournment by the person presiding at the Meeting).

If at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the commencement of the Meeting, the Members present (being at least 5) is, to constitute a quorum, combined with any voting papers.

#### **4.6 Presiding Member**

The Chairperson is to preside as Chairperson at each General Meeting of the Association.

If the Chairperson is absent or unwilling to act, the Members present must elect one of their number to preside as Chairperson at the Meeting.

#### **4.7 Adjournment**

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 is to be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.

If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned Meeting to each Member of the Association stating the place, date and time of the Meeting.

## 4.8 Special Resolutions

A Special Resolution may only be passed by the Association in accordance with section 39 of the Incorporations Act.

## 4.9 Proxy Votes Not Permitted

Proxy voting must not be undertaken.

## 4.10 Absentee or Electronic Ballot

The Association may hold an absentee or electronic ballot (if the Committee so determines), to determine any issue or proposal (other than an appeal under Clause 2.9).

An absentee or electronic ballot is to be conducted in accordance with *Schedule 3 of the Regulation*.

## 4.11 Use of Technology at General Meetings

A General Meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate, providing the availability of such technology is available for use at the Meeting.

A Member of the Association who participates in a General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the Meeting, it is taken to be voted in person.

# Part 5 Miscellaneous

## 5.1 Insurance

The Association must affect and maintain any applicable insurance.

## 5.2 Funds – Source

The funds of the Association are to be derived from any sources that the Committee determines.

All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised institutions account.

The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## 5.3 Managing Funds

Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

On behalf of the Committee, the Treasurer must, as soon as practicable after the end date of the financial year, ensure a financial statement for its last reportable financial year is prepared and presented.

#### **5.4 Association is Non Profit**

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.

#### **5.5 Distribution of Surplus Assets to another Entity**

This rule applies if the Association is either:

- wound-up under *part 10 of the Act*; and/or
- has surplus assets.

The surplus assets must not be distributed among the Members of the Association.

The surplus assets must be given to another entity.

- having objects similar to the Association's and
- the rules of which prohibit the distribution of the entity's income and assets to its Members.

In this rule surplus assets see section 92(3) of the Act.

#### **5.6 Alteration of the Rules**

Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting. However, an amendment, repeal or addition, is only valid if it is registered by the HOC Chairperson.

#### **5.7 By Laws**

The Committee may make, amend or repeal by laws provided they are not inconsistent with these rules for the internal management of the Association.

A By Law may be set aside by a vote of Members at a General Meeting of the Association.

#### **5.8 Custody of Books and Documents**

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in Queensland at the main premises of the Association, in the custody of the Secretary and or Treasurer, or a Member of the Association as the Committee determines.

## 5.9 Inspection of Books etc.

The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:

5.9.1 all records, books, and other financial documents of the Association.

5.9.2 this Constitution; and

5.9.3 all Minutes of all Committee Meetings and General Meetings of the Association.

A Member of the Association may obtain a copy of any of the documents referred to in Subclause (5.9.1) on payment of a fee of not more than \$1 for each printed page copied.

Despite Subclauses (5.9.1) and (5.9.2), the Committee may refuse to permit a Member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or any Member.

## 5.10 Common Seal

The Committee must ensure the Association has a Common Seal.

The Common Seal must include:

- the words Common Seal
- the Associations name; and
- the word Incorporation or the abbreviation Inc.

The Common Seal must be kept securely by the HOC and used only under the authority of the HOC.

Each instrument to which the seal is attached must be signed by a Member of the Committee and countersigned by:

- the Secretary
- another Member of the HOC or
- someone authorised by the HOC.

## 5.11 Service of Notices

For the purpose of this Constitution, a Notice may be served on or given to a person:

- by delivering it to the person personally, or
- by sending it by pre-paid post to the address of the person, or
- by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the Notice.

For the purpose of this Constitution, a Notice is taken, unless the contrary is proved, to have been given or served:

- in the case of a Notice given or served personally; on the date on which it is received by the addressee, and
- in the case of a Notice sent by pre-paid post; on the date when it would have been delivered in the ordinary course of post, or

- in the case of a Notice sent by facsimile transmission or some other form of electronic transmission; on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the Notice was sent on a later date, on that date.

## 5.12 Financial Year

The end date of the financial year is 30<sup>th</sup> June in each year.

## 5.13 Interest Groups

Under this Constitution, residents may form interest Groups to positively involve themselves in activities for the positive benefit of Members.

These Groups must:

- Act in accordance with this Constitution.
- Develop a policy and rules pertaining to their particular activity to be approved by the Home Owners Committee (HOC). The rules must not conflict with this Constitution, By Laws or Association Rules; and
- Apply to the HOC in writing for 'funding' or equipment, applications must be accompanied by an appropriate business case with projected funding requirements.

## 5.14 Bar Operations and Management

Bar Management at GemLife Pacific Paradise is under the direction of the Association's HOC and must operate in accordance with this Constitution and Bylaws.

- The Liquor Licence shall be in the name of GPPRA Inc.
- The HOC is the Committee responsible for overall compliance.
- Bar Finances shall be under the management of the HOC in accordance with this Constitution, Club Rules and Bylaws.
- The appointed Bar Manager is responsible for the day to day management and operations of the Licenced area.
- The Bar Manager has reporting obligations in accordance with the Club Rules.
- The Bar Manager must provide a monthly financial report to the HOC.
- The Bar Manager must prepare a quarterly and comprehensive annual report to the HOC on bar activities, dealings and projections in accordance with Club Rules.
- Individual HOC Members must not interfere in the day to day operations of the bar.
- The Bar Manager may delegate authority to authorise bar staff in accordance with Club Rules.
- Delegations of authority by the Bar Manager must comply with the Liquor Act, this Constitution and all Bylaws.
- All funds raised or otherwise held by the Bar Manager from time to time are to be lodged with the Treasurer as soon as reasonably practicable; and
- Any alteration to the pricing of individual products must be approved by the HOC.
- All income derived from the bar sales will be included as bar income in the Associations accounting system.

## 5.15 Social Committee

The Social Committee interacts and impacts on all Members within the Community and is recognised under this Constitution as an important function and as such:

- The Social Committee agrees to abide by the GPPRA Inc. Constitution
- The HOC has jurisdiction over the management, operations or day to day running of the Social Committee.
- All functions and fund raising events must be approved by the HOC.
- The Social Committees must not contravene any part of the GPPRA Inc. Constitution or By Laws.
- The Social Committee may apply for funding from the HOC. Applications for funding must be accompanied by an appropriate financial statement of the Groups' current financial situation.
- For financial accountability, the Social Committee is required to provide quarterly financial statements to the HOC; and
- All funds raised or otherwise held by the Social Committee from time to time are to be lodged with the Treasurer as soon as reasonably practicable.