



NOOSA WATERS RESIDENTS ASSOCIATION INC

P.O. BOX 197, NOOSAVILLE, 4566

NOOSA WATERS RESIDENTS ASSOCIATION INC

RULES OF ASSOCIATION

1. **Name** - the name of the incorporated association shall be:
NOOSA WATERS RESIDENTS ASSOCIATION INC
2. **Definitions**
 1. Noosa Waters Residents Association in these Rules is referred to as "the association."
 2. Membership in these Rules is defined as, a resident, residents, or property owners of the Noosa Waters residential estate and all classes of membership noted in Section 5. **Voting rights shall be limited to one vote per person with a maximum of two votes per household.**
 3. Noosa Waters residential estate in these Rules is referred to as "the estate" and is defined by the Noosa Waters Pty. Ltd. development plan 1996.
3. **Objects** - the objects for which the association is established are:
To be the voice for residents in enhancing lifestyle, engendering community pride and spirit, creating lines of communication with Council and any other relevant bodies, to ensure Noosa Waters remains a premier residential estate.
4. **Powers**
 1. The association has, in the exercise of its affairs, all the powers of an individual.
 2. The association may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for service and facilities it supplies; and
 - (d) do other things necessary or convenient to be done, in carrying out its affairs.
 3. The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. Classes of Members

1. The membership of the association shall consist of ordinary members and any of the following classes of members;
 - (a) Life members
 - (b) Honorary members.
 - (c) Social members
2. The number of ordinary members shall be unlimited.

6. Membership

1. Every person or household who, at the date of incorporation of the association, was a member of the unincorporated association and who, on or before the 31st day of March, 1997 agrees in writing to become a member of the association, shall be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.
2. An Ordinary Member is a resident or property owner in Noosa Waters residential estate who has paid the appropriate fee.
3. A Life Member is an ordinary member who has consistently served the association with distinction over an extended period of time. Life membership is recommended by the majority of NWRA Committee and formally agreed at an AGM.
4. An Honorary Member is a person deemed worthy of membership because of their exemplary service to the wider community or as a recognition of outstanding achievements. Honorary membership will be determined for a fixed term by the majority of the NWRA committee.
5. Social Membership is available to a person who has indicated a strong desire to join NWRA and participate in Noosa Waters activities. These members would pay an appropriate fee and have rights that apply to ordinary members except that while they can attend Noosa Waters AGMs as an observer with speaking rights, but no voting rights. They are not able to hold a position on the NWRA committee.

7. Membership Fees

1. The membership fees for each class of membership shall be such as the members shall from time to time determine at any general meeting.
2. Life Members and Honorary Members are exempt from paying membership fees.
3. Social Members will pay an annual fee as determined by the NWRA committee.
4. The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

8. Admission and Rejection of Members

1. After the receipt of any application and the fee applicable for any class of membership. Such application shall be considered, by the management committee, at their next meeting. Thereupon they shall determine the admission or rejection of the applicant.
2. Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered, shall be accepted as a member to the class of membership applied for.

3. Upon the acceptance or rejection for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9. Termination of Membership

1. A member may resign from the association at any time by giving notice in writing to the secretary.
2. Such resignation shall take effect at the time such notice is received by the secretary, unless a later date is specified in the notice, when it shall take effect on that later date.
3. If a member:
 - (a) fails to comply with any of the provisions of these rules; or
 - (b) has membership fees in arrears for a period of two months or more, or
 - (c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association; in each and any instance,
the management committee shall consider whether the member's membership shall be terminated.
4. The member concerned shall be given a full and fair opportunity of presenting the member's case. If the management committee resolves to terminate the membership, it shall instruct the secretary to advise the member accordingly in writing.

10. Appeal Against Rejection or Termination of Membership

1. A person whose application for membership has been rejected, or whose membership has been terminated, may, within 1 month of receiving written notification thereof; lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
2. Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
3. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case. The management committee, or those members thereof who rejected the application for membership or terminated the membership, subsequently shall likewise have the opportunity of presenting its or their case.
4. The appeal shall be determined by the vote of the members present at such meeting.
5. Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules, or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

11. Register of Members

1. The management committee shall cause a register to be kept in which shall be entered the names and residential addresses of members admitted to the association and the dates of their admission.
2. Particulars shall also be entered into the register of resignations, terminations and reinstatements of memberships and any further particulars as the management committee, or the members at any general meeting may require, from time to time.

3. The register shall be open for inspection, at all reasonable times, by any member who previously applies to the secretary for such inspection.

12. Secretary

1. If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 14 days after the vacancy happens.
2. The secretary must be an individual residing in the State who is:
 - (a) a member of the association elected by the association as secretary; or
 - (b) a member of the association's management committee appointed by the committee as secretary; or
 - (c) appointed by the management committee as secretary (whether or not the individual is a member of the association).
3. The management committee may appoint and remove the secretary at any time.

13. Membership of Management Committee

1. The management committee of the association shall consist of a president, vice-president, secretary, treasurer, all of whom shall be members of the association and such number of other members as the members of the association at any general meeting may from time to time elect or appoint.
2. At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office but shall be eligible upon nomination for re-election.
3. The election of officers and other members of the management committee shall take place in the following manner:
 - (a) any 2 members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee; and
 - (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place; and
 - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be notified to members 7 days immediately preceding the annual general meeting; and
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies; and
 - (e) at the commencement of such meeting, should there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting,
 - (f) The management committee must ensure that before a candidate is elected as a member of the management committee, the candidate is advised whether or not the association has public liability insurance and the current level of insurance cover.

14. Resignations/Dismissals from the Management Committee

1. By giving notice in writing, any member of the management committee may resign from membership of the management committee, at any time. Such resignation shall take effect at the time the notice is received by the secretary, unless a later date is specified in the notice, when it shall take effect on that later date.
2. Any member may be removed from office at a general meeting of the association, where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.
3. There is no right of appeal against a member's removal from office under this section.

15. Vacancies on the Management Committee

1. The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee, until the next annual general meeting.
2. The continuing members of the management committee may act, notwithstanding any casual vacancy, in the management committee. However, if and so long as their number is reduced below the number fixed by or pursuant to these rules, as the necessary quorum of the management committee. The continuing member, or members, may act for the purpose of increasing the number of members of the management committee, to that number. Or of summoning a general meeting of the association, but for no other purpose.

16. Functions of the Management Committee

1. Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting, the management committee:
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
2. With approval from members at a General Meeting, the management committee may exercise all the powers of the association:
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem, or pay off any such securities; and
 - (b) to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the association may from time to time determine.
3. For sub-section **2.(b)**, the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by:
 - (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association, the 1 nominated by the association.

17. Meetings of the Management Committee

1. The management committee shall meet at least once every 2 calendar months to exercise its functions.
2. The management committee must decide how a meeting is to be called.
3. Notice of a meeting is to be given in the way decided by the management committee.
4. On written request, signed by not less than one-third of the members of the management committee, a special meeting of the management committee shall be convened by the secretary. This requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
5. At every meeting of the management committee, a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.
6. Subject to, as previously provided in this section, the management committee may meet together and regulate its proceedings, as it thinks fit.
7. Questions arising at any meeting of the management committee, shall be decided by a majority of voters. In the case of equality of votes, the question, shall be deemed to be decided in the negative.
8. A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising therefrom. If the member does so vote, the member's vote shall not be counted.
9. Not less than 7 days' notice, shall be given by the secretary, to members of the management committee, of any special meeting of the management committee.
10. Such notice shall clearly state the nature of the business to be discussed thereat.
11. 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 time appointed for holding the meeting, the vice-president shall be chairperson. If the vice-president is not present at the meeting, then the members may choose 1 of their number to be chairperson of the meeting.
12. A management committee meeting, convened upon the request of committee members, shall lapse if a quorum is not present within half an hour of the commencement time.
13. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the management committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18. Management Committee Sub-Committees

1. 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.
2. Any sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the management committee.
3. A sub-committee may elect a chairperson of its meetings.
4. If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5. A sub-committee may meet and adjourn as it thinks proper.
6. Questions arising at any meeting shall be determined by a majority of votes of the members present. In the case of an equality of votes, the question shall be deemed to be decided in the negative,

19. Actions of the Management Committee

All acts, done by any meeting of the management committee, or of a sub-committee, or by any person acting as a member of the management committee, shall be valid. Notwithstanding that it is afterwards discovered, that there was some defect in the appointment of any such member of the management committee, or person acting as aforesaid, or that the members of the management committee, or any of them were disqualified. Such acts shall be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

20. Resolutions

1. A resolution, in writing and signed by all the members of the management committee, for the time being entitled to receive notice of a meeting of the management committee. Shall be as valid and effectual, as if it had been passed at a meeting of the management committee, duly convened and held.
3. Any such resolution may consist of several documents in like font, each signed by 1 or more members of the management committee.

21. First General Meeting

1. The first general meeting must be held not less than 1 month and not more than 3 months, after the day the association is incorporated.
2. The management committee must decide where the meeting is to be held.
3. The business to be transacted at the first general meeting must include the appointment of an auditor.

22. First Annual General Meeting

The first annual general meeting must be held within 18 months after the day the association is incorporated.

23. Subsequent Annual General Meetings

Each subsequent annual general meeting must be held:

1. at least once a year; and
2. within 6 months, after the end of the association's previous financial year.

24. Business to be Transacted at the Annual General Meeting

The following business must be transacted at every annual general meeting:

1. the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year; and
2. the receiving of the auditor's report on the financial affairs of the association for the last financial year; and
3. the presenting of the audited statement to the meeting for adoption; and
4. the election of members of the management committee; and
5. the appointment of an auditor.

25. Special General Meeting

1. The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of
 - (a) being directed to do so by the management committee, or
 - (b) being given a requisition in writing, signed by not less than one-third of the members presently on the management committee, or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus 1; or
 - (c) being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership, or to terminate the membership of any person.
2. A requisition mentioned in sub-section **1.(b)**, shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

26. Quorum at General Meeting

1. At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus 1.
2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business
3. For the purposes of this rule- "member" includes a person attending as a proxy.
4. A General Meeting convened upon the request of members of the management committee, or the association, shall lapse if a quorum is not present, within half an hour of the commencement time.
5. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the management committee may determine. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
6. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
7. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
8. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted, at an adjourned meeting.

27. Notice of General Meeting

1. The secretary shall convene all general meetings of the association by giving not less than 14 days' notice of any such meetings to the members of the association.
2. The manner by which such notice shall be given, shall be determined by the management committee.
3. Notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the management committee, shall be given in writing.
4. Notice of a general meeting shall clearly state the nature of the business to be discussed.

28. Procedure at General Meeting

1. Unless otherwise provided by these rules, at every general meeting:
 - (a) the president shall preside as chairperson. If there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson. If the vice-president is not present or is unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting; and
 - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (d) every member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
 - (e) no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
 - (f) voting shall be by show of hands, or a division of members. However, if not less than one-fifth of the members present demand a ballot, there shall be a secret ballot; and
 - (g) the chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine. The result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - (h) a member may vote in person, or by proxy, or by attorney. On a show of hands every person present who is a member, or a representative of a member, shall have 1 vote. In a secret ballot, every member present in person, or by proxy, or by attorney, or other duly authorised representative, shall have 1 vote; and
 - (I) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor, or of the appointor's attorney, duly authorised in writing. If the appointor is a corporation, the proxy shall be either under the seal of the corporation or under the hand of an officer or attorney duly authorised to do so; and
 - j) a proxy need not be a member of the association; and
 - (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
 - (l) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances permit:

(II)

Noosa Waters Residents Association Inc

I, _____ of _____ being a member of the above-named
(Name) (Address)

association hereby appoint _____
(Name)

as my proxy to vote on my behalf at the (Annual) General Meeting of the association, to be held on

the _____ day of _____ 20____. and at any adjournment thereof
(Month)

Signed this _____ day of _____ 20____.
(Month)

Signature: _____

- This form is to be used * *in favour of* / * *against* the resolution

**Strike out whichever is not desired (Unless otherwise instructed, the proxy may vote as the proxy thinks fit)*

- (m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting, or adjourned meeting, at which the person named in the instrument purposes to vote; and
 - (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
2. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting, or the chairperson of the next succeeding management committee meeting, verifying their accuracy.
 3. The minutes of every general meeting shall be signed by the chairperson of that meeting, or the chairperson of the next succeeding general meeting.
 4. The minutes of every annual general meeting shall be signed by the chairperson of that meeting, or the chairperson of the next succeeding general meeting, or annual general meeting.

29. By-Laws

For the internal management of the association, the management committee may from time to time make, amend, or repeal by-laws not inconsistent with these rules. Any by-law, may be set aside, by a general meeting of members.

30. Alteration of Rules

1. Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time, by a special resolution carried at any general meeting.
2. However, an amendment, rescission, or addition, is valid only if it is registered by the President.

31. Common Seal

1. The management committee shall provide for a common seal and for its safe custody with the secretary.
2. The common seal shall only be used with the authority of the management committee. Every instrument to which the seal is affixed, shall be signed by a member of the management committee and shall be countersigned by the secretary, or by a second member of the management committee, or by some other person appointed by the management committee, for that purpose.

32. Funds and Accounts

1. The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.
2. Books, documents, instruments of title and securities of the incorporated association, as well as proper accounts, shall be maintained by and in the custody of, the treasurer. They shall be, either in written or printed form, in the English language and show correctly the financial affairs of the association, in accordance with Australian Accounting Standards and the particulars usually shown in books of a like nature.
3. All moneys shall be deposited as soon as practicable after receipt thereof
4. All amounts of \$100 or more shall be paid by electronic transfer or cheque and must be processed by any 2 of the following – the President, the Secretary, the Treasurer or any member authorized from time to time by the management committee. However, at least 1 of the persons who process the payment must be the President, the Secretary, or the Treasurer.
5. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment, which may be open.
6. The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
7. All expenditure shall be approved or ratified at a management committee meeting.
8. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
9. If the association is incorporated within 3 months of the end of the association's financial year, sub-section (8) does not apply for the financial year in which the association is incorporated.
10. The auditor must examine the statement prepared under sub-section (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
11. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

33. Documents

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

34. Financial Year

The financial year of the association shall close on June 30 in each year.

35. Distribution of Surplus Assets to Another Entity

- I. This section applies if the association is wound-up under part 7 of the Act and there are surplus assets.
- 2. The surplus assets must not be distributed among the members, but must be given to another entity:
 - (a) that has objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 3. In this section - "surplus assets" has the meaning given by Section 47 (3) of the Act.

We certify that the above revised constitution was adopted by the majority of members present at the Associations Annual General Meeting held on 24 September 2019 at the Lutheran Hall, Eumundi-Noosa Road Noosaville.

President:

Secretary:

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Date:

Date:

Chronology of Previous Changes and Notes not forming part of the Constitution.

Dated: March 19th, 1997.

April 22nd, 1997. A Resolution was passed at the First General Meeting of the Association held April 16, 1997 at the Villa Noosa Hotel-Motel that this document be accepted as a Working Document, until it is ratified with or without further amendments/rescissions/additions at the next General Meeting. It is to be placed on display for residents viewing for 14 days. Any amendments shall be submitted in writing to the Secretary at least 30 days prior to the next General Meeting and be issued to residents within 14 days prior to the next General Meeting as Notice/s of Motion for resolution at that meeting.

August 13th, 1997. The Model Rules as displayed for resident public viewing were accepted as the Constitution for the Noosa Waters Residents Association (Inc.) on the motion of, B Lowe, seconded, P Beard - the Motion was Carried.

September 26, 2019. It was brought to the Association’s attention that to change the Constitution requires 75% majority of the members present as specified in the Associations Incorporation Act 1981, which overrides the provisions of this Constitution.

