

**AUSTRALIAN RESIDENT ACCOMMODATION MANAGERS  
ASSOCIATION INC**

**CONSTITUTION & RULES**

**1. WORDS AND EXPRESSIONS**

A word or expression that is not defined in this Constitution, but defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by that Act.

**2. NAME OF ASSOCIATION**

The name of the incorporated association will be AUSTRALIAN RESIDENT ACCOMMODATION MANAGERS ASSOCIATION INC. (in these rules called "the Association"). The association will be incorporated in Queensland under the Associations Incorporation Act 1981.

**3. INTERPRETATION**

In this Constitution, unless the context otherwise requires:-

'Qualified Members' means any or all of the classes of members entitled to be elected to the Committee and vote at meetings as set out in Clause 5 (8), or any duly authorised representative of those members.

'State Affiliate' means any association in existence at the date of incorporation of the Association, or with the approval of the Association incorporated after the incorporation of the Association, affiliated with the Association, incorporated in a State or Territory and having as its objects, objects similar to those of the Association as expressed in this Constitution. State Affiliates at the date of incorporation of the Association are Queensland Resident Accommodation Managers' Association Inc and Australian Resident Accommodation Managers' Association (NSW) Inc.

In the context of 'Classes of Members' Clause 5 (1) (a) and (b), the words 'a person' shall mean an individual, a partnership, a limited liability company, or a Trust, owning Management Rights covered by the Strata Title legislation of the relevant State or Territory relating to Management Rights. A Limited Liability Company, or a Partnership, or a Trust shall be represented by a delegate, appointed by that Company, Partnership or Trust.

In the context of 'Classes of Members' Clause 5 (1) (c) – (f), the words 'a person' shall mean an individual, a partnership, a limited liability company, or a Trust which does not own Management Rights but which has a kindred interest in promoting the industry. A Limited Liability Company, or a Partnership, or a Trust shall be represented by a delegate, appointed by that Company, Partnership or Trust.

**4. OBJECTS**

The objects for which the Association is established are:-

- (1) To establish a professional organisation for the owners of Management Rights within buildings covered by the Strata Title legislation in each

State and Territory of Australia and to protect the interests of members of the Association.

- (2) To improve the professional, ethical and educational standards within the industry.
- (3) To work with Government Departments at all levels in formulation of legislation covering all aspects of multi unit living and specifically the protection of Management Rights.
- (4) To promote to Governments at all levels, Local Authorities, Tourist Organisations and the community in general the concept of owner operated Management Rights as the most efficient method of serving the interests of unit owners, bodies corporate, tourists and tenants.

## 5. **POWERS**

The Powers of the Association are:-

- (1) To establish and assist State Affiliates within Australia.
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 29 (10).
- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- (4) To purchase, take on lease or in exchange hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association provided that, in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trust.
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, or to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects.
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.
- (15) To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4).

- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Clause 29(10).
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (22) To make donations for patriotic, charitable or community purposes.
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **6. CLASSES OF MEMBERS**

- (1) The membership of the Association shall consist of the following classes:-
  - (a) Practising Members
  - (b) Associate and Honorary Members
  - (c) Affiliated Members
  - (d) Non-Active Members
  - (e) Life Members
- (2) A person who is a member of a State Affiliate will automatically become a member of the Association with the same class of membership as is held in the State Affiliate, with the exception of Life Members, who qualify under sub clause (7) only.
- (3) To be eligible for Practising Membership, a person must be a member of a State Affiliate, hold the Management Rights to a building, hold the requisite licence under the State legislation with respect to the conduct of Management Rights and be a person who, in the opinion of the State Management Committee, is bona fide. This class of membership is unlimited in number.

- (4) To be eligible for Associate and Honorary Membership a person must be a person who, in the opinion of the State Management Committee, is bona fide. This class of membership is unlimited in number.
- (5) To be eligible for Affiliated Membership, the person or organisation must be approved by the State Management Committee as bona fide. This class of membership is unlimited in number.
- (6) To be eligible for Non-Active Membership, a person must have previously been a member of a State Affiliate for a period of at least one year and be temporarily 'between buildings'. All applications to such membership shall be at the discretion of the State Management Committee. This class of membership is unlimited in number.
- (7) To qualify for Life Membership, a person must have given a lengthy period of dedicated service to the Association. Each application for Life Membership will be considered by the Management Committee. If approved the Management Committee will propose a motion at a General Meeting of the Association. The applicant must reach 75% of the votes cast at that meeting to be granted such membership. This class of membership is unlimited in number.
- (2) Only Practising Members, Non-Active Members and Life Members (hereinafter called "Qualified Members"), are eligible to stand for positions on the National Management Committee and to vote at General Meetings of the Association.

## **7. STATE AFFILIATES**

- (1) The National Management Committee may designate as a State Affiliate an association that:-
  - (a) has similar objects to the Association within a state or territory of Australia;
  - (b) agrees to facilitate the activities of the Association by promotion and facilitation of its initiatives on a state or territory level and contains objects to this effect in its constitution;
  - (c) has classes of membership corresponding to and of equal criteria to the Association (although the State Affiliate may have additional classes of membership in addition to those that correspond with the Association);
  - (d) applies for membership in the Association on behalf of all its members; and
  - (e) pays to the Association the membership fees on behalf of its members.
- (2) Only 1 State Affiliate may be designated for each state or territory of Australia at any time.
- (3) Where there is no other association for a particular state or territory, a State Affiliate may be an association that encompasses the geographical area of more than one of those states or territories, but

fulfils similar purposes on a comparative level to a State Affiliate in respect of those states and territories.

## **8. MEMBERSHIP FEES**

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any General Meeting so determine.
- (2) The membership fees for each class of membership shall be payable by the State Affiliates at such time and in such manner as the National Management Committee shall from time to time determine.

## **9. TERMINATION OF MEMBERSHIP**

- (1) A member may resign from the Association at any time by giving notice in writing to the secretary. 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.
- (2) If a member fails to remain a member of a State Affiliate without becoming a member of another State Affiliate then their membership is terminated from the date of the termination, resignation or non-renewal of their membership in the State Affiliate.
- (3) If a member:-
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these Rules; or
  - (c) has membership fees in arrears for a period of two months or more; or
  - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or
  - (e) conducts himself in a manner which causes the National Management Committee to believe he is not bona fide; or
  - (f) ceases to hold a licence required for the operation of a Management Rights business under the relevant state legislation;then Clause 9(4) will apply.
- (4) The member concerned shall be requested to give a full and detailed statement of the matter at issue to the National Management Committee, which will give the member a full and fair opportunity to speak to his or her case. The National Management Committee may:-
  - (a) Defer any decision pending further information being provided;
  - (b) Suspend the member pending compliance with terms and conditions imposed by the National Management Committee; or
  - (c) Terminate membership of the member.

- (5) The decision of the National Management Committee is to be communicated to the member by the secretary in writing as soon as possible.

#### **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 one month of receiving written notification thereof, lodge with the secretary written notice of his or her intention to appeal against the decision of the National Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the National 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. The appeal shall be determined by the vote of the Qualified Members present at such meeting.
- (3) Where a person whose application is rejected and does not appeal against the decision of the National Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the branch secretary shall forthwith refund the amount of any fee paid.

#### **11. REGISTER OF MEMBERS**

- (1) The Management Committee of each State Affiliate shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons who are members of that State Affiliate admitted to membership of the Association and the dates of their admission.
- (2) The Association shall obtain from each State Affiliate the particulars of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the Qualified Members at any general meeting may require from time to time. These particulars shall be compiled as and form the Register for the Association.
- (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. STRUCTURE OF THE NATIONAL MANAGEMENT COMMITTEE**

- (1) Subject to sub clause 2, the structure of the National Management Committee will comprise persons elected at the annual general meeting which representation shall not exceed:-
  - (a) for any State Affiliate with less than 100 members, no more than two delegates;

- (b) for any State Affiliate with 100 or more members, but less than 150 members, no more than three delegates;
  - (c) for any State Affiliate with 150 or more members, no more than 4 delegates; and
  - (d) the Immediate Past President, at his or her option.
- (2) If the total number of delegates to the National Management Committee calculated in accordance with the formula in sub section (1), excluding the Immediate Past President, exceeds twelve, then the number of delegates from any State Affiliate will be reduced so that the number of delegates from any one State Affiliate out of the twelve delegates, is equal as nearly as possible to the proportion of members of that State Affiliate to the total number of members of the Association, but with each State Affiliate being represented by at least one delegate. For the purposes of this clause, the number of members of a State Affiliate will be the number of members as at June 30 immediately before the date of the Annual General Meeting of the Association.

### **13. MEMBERSHIP OF THE NATIONAL MANAGEMENT COMMITTEE**

- (1) The Officers of the Association shall be the President, Vice President, Secretary and Treasurer. The members of the National Management Committee shall elect the above officers from within the National Management Committee at the first committee meeting after the Annual General Meeting of the Association.
- (2) At the Annual General Meeting of the Association, all the members of the National Management Committee for the time being shall retire from office. Delegates appointed to the National Management Committee under Clause 13(3) shall hold office from the date of the Annual General Meeting of the Association.
- (3) The election of Management Committee members, will take place at the Annual General Meeting in the following manner -
  - (a) Any member or State Affiliate is at liberty to nominate for election to the National Management Committee any member who is both a qualified member and a member of a State Affiliate's Management Committee.
  - (b) Balloting lists will be prepared containing the names of the candidates for each of those positions referred to, in each case in alphabetical order, and each qualified member present, together with the postal votes received prior to the meeting, will be entitled to vote for any number of candidates not exceeding the number of vacancies.
  - (c) The nominees that receive the greatest number of votes will be appointed to the National Management Committee, filling the positions available to members from each State Affiliate under clause 12. If there are insufficient nominations to fill the available positions then those positions will remain vacant until a further election is held at a General Meeting in accordance with this clause.

#### **14. RESIGNATION FROM MANAGEMENT COMMITTEE**

Any member of the National Management Committee may resign from membership of the National Management Committee at any time by giving notice in writing to the Secretary but 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 or such member may be removed from office at a committee meeting of the State Affiliate where that member shall be given the opportunity to fully present his case.

#### **15. VACANCIES ON THE MANAGEMENT COMMITTEE**

- (1) A State Affiliate committee shall have power at any time to appoint any member of its committee who is a Qualified Member of the Association to fill any casual vacancy as delegate on the National Management Committee until the next Annual General Meeting.
- (2) The continuing members of the National Management Committee may act notwithstanding any casual vacancy in the Management Committee but 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 National Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the National Management Committee to that number or of summoning a general meeting of the Association but for no other purpose.

#### **16. FUNCTIONS OF THE NATIONAL MANAGEMENT COMMITTEE**

- (1) Except as otherwise provided by these Rules and subject to resolutions of the Qualified Members of the Association carried at any general meeting the National 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) The National 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 Qualified 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.
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long 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 Qualified Members of the Association may from time to time determine.
- (3) Approve the establishment of State Affiliates of the Association with such powers as the Committee may prescribe provided such powers are not in excess of its own powers.

#### **17. MEETINGS OF THE NATIONAL MANAGEMENT COMMITTEE**

- (1) The National Management Committee shall meet at least once every three calendar months to exercise its functions.
- (2) A special meeting of the National Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the National 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 Qualified Members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the National Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the National Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be decided by the casting vote of the Chairman.
- (5) A member of the National Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising thereat and if he does so vote his vote shall not be counted.
- (6) Not less than fourteen days notice shall be given by the secretary to members of the National Management Committee of any special meeting of the National Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairman at every meeting of the National Management Committee or, if there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or, if the Vice President is not present at the meeting, the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a National Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of

the National Management Committee, shall lapse. 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 National Management Committee may determine, and 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. SPECIFIC POWERS OF THE NATIONAL MANAGEMENT COMMITTEE**

- (1) The National Management Committee may delegate any of its powers to a sub committee consisting of such Qualified Members of the Association and such other persons as the National Management Committee thinks fit. 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 National Management Committee.
- (2) A sub committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be a chairman of the meeting.
- (3) A sub committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided by the casting vote of the Chairman.
- (4) The National Management Committee may prescribe conditions or qualifications for applicants for admission as members and for changes in the status of members either generally or in any particular case.
- (5) It may from time to time at its discretion establish a State Affiliate or approve the establishment of a State Affiliate.
- (6) It may from time to time at its discretion establish or revoke the establishment of any State Affiliate, committee or sub committee.

#### **19. ACTS OF NATIONAL MANAGEMENT COMMITTEE VALID**

All acts done by any meeting of the National Management Committee or of a sub committee or by any person acting as a member of the National Management Committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such said member of the National Management Committee or person acting as aforesaid or that the members of the National Management Committee or any of them were disqualified be as valid as if every such person had been duly appointed and was a member of the National Management Committee.

#### **20. RESOLUTIONS OF THE NATIONAL MANAGEMENT COMMITTEE**

A resolution in writing signed by all the members of the National Management Committee for the time being entitled to receive notice of a meeting of the National Management Committee shall be as valid and effectual as if it had been passed at a meeting of the National Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the National Management Committee.

## **21. ANNUAL GENERAL MEETING**

The first general meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Association and at such place as the Management Committee may determine.

## **22. TIMING AND BUSINESS TO BE TRANSACTED**

- (1) The Annual General Meeting shall be held within four months of the close of the financial year.
- (2) The business to be transacted at every Annual General Meeting shall be:-
  - (a) the receiving of the National Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year.
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year if an auditor has been appointed under subsection (d).
  - (c) confirm the delegates elected by the State Affiliates of the Association as the Management Committee for the ensuing year.
  - (d) the appointment of an auditor if an auditor is required to be appointed under the Associations Incorporation Act 1981.

## **23. CONVENING A SPECIAL GENERAL MEETING**

The Secretary shall convene a special general meeting:

- (a) when directed to do so by the National Management Committee; or
- (b) on requisition in writing, signed by not less than one third of the members presently on the National Management Committee or not less than the number of members of the Association which equals double the number of members presently on the National Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the National Management Committee or State Affiliate committee to reject an application for membership or to terminate the membership of any person.

## **24. GENERAL MEETING PROCEDURES**

- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the National Management Committee plus one.

- (2) No business shall be transacted at any general meeting unless a quorum of Qualified Members is present at the time when the meeting proceeds to business. For the purposes of this rule, 'Qualified Member' includes a person attending as a proxy or as representing a partnership, a corporation or a Trust which is a Qualified Member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the National Management Committee or the Association, shall lapse. 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 and 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.
- (4) The Chairman 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.

## **25. NOTICE OF ANNUAL GENERAL MEETING**

- (1) The Secretary shall convene general meetings of the Association by giving not less than 21 days notice of any such meeting to all members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the National Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the National Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- (3) Notwithstanding the provisions of sub-rule (1), if it is so agreed by the majority of not less than three quarters of the Qualified Members as may be present in person at any general meeting, a resolution may be passed whether special or ordinary and any meeting at which such resolution was passed shall be valid even though such resolution was passed and such meeting was held with less than 21 days notice having been given.

## **26. CONDUCT OF GENERAL MEETINGS**

Unless otherwise provided by these Rules, at every general meeting:

- (1) the President shall preside as Chairman or, if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be

the Chairman or if the Vice President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;

- (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) every Qualified Member shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- (5) voting shall be by show of hands or a division of members unless not less than one-fifth of the Qualified Members present demand a ballot in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) a Qualified Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (7) the instrument appointing a proxy shall be in writing in the common or usual hand of the appointer, or of his attorney duly authorised in writing, or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not, be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) 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:-

**AUSTRALIA RESIDENT ACCOMMODATION MANAGERS  
ASSOCIATION INC**

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the above-named Association, hereby appoint \_\_\_\_\_, or failing him, of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association to be held on the day of \_\_\_\_\_ 2007 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2007

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

- (9) 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 proposes to vote;

- (10) 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. 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 Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the Minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: provided that the Minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

## **27. BY-LAWS**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules for the internal management of the Association and any by-law may be set aside by a general meeting of members.

## **28. ALTERATION OF RULES**

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: provided that no such amendment, rescission or addition shall be valid unless the same shall have been registered with the Chief Executive.

## **29. COMMON SEAL**

The National Management Committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the National Management Committee and every instrument to which the seal is affixed shall be signed by a member of the National Management Committee and shall be countersigned by the Secretary or by a second member of the National Management Committee or by some other person appointed by the National Management Committee for the purpose.

## **30. FUNDS AND ACCOUNTS – NATIONAL MANAGEMENT COMMITTEE**

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the National Management Committee may from time to time direct.
- (2) Proper records and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.

- (4) All amounts of one hundred dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the National Management Committee.
- (5) Cheques shall be crossed "Not Negotiable" except those in payment of wages,, allowances or petty cash recoupmets 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 (30 June in each year) the Treasurer shall cause to be prepared a statement containing particulars of:
  - (a) the income and expenditure for the financial year just 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) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of it objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any Officers or servants of the Association or to any member of the association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

### **31. DOCUMENTS**

- (1) The Management Committee shall provide for the safe custody of books documents, instruments of tide and securities of the Association.
- (2) The State Affiliate Committee shall provide for the safe custody of books, documents instruments of title and securities of the State Affiliate.

### **32. FINANCIAL YEAR**

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

### **33. DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 31(10) such institution or institutions to be determined by the members of the Association.

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