

# AUSTRALIAN RESIDENT ACCOMMODATION MANAGERS ASSOCIATION (NSW) INC

## CONSTITUTION & RULES

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1. The name of the incorporated association shall be AUSTRALIAN RESIDENT ACCOMMODATION MANAGERS ASSOCIATION (NSW) INC. (in these rules called 'the Association').

### 2. 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.

In the context of **'Classes of Members'** Clause 5, (1a-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 Schemes Management Act 1996. 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 who do not own Management Rights but have 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.

### 3. 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 Schemes Management Act 1996 and to protect the interests of members of the organisation.
- (2) To improve the professional, ethical and educational standards within the industry.
- (3) To work with Government Departments in formulation of legislation covering all aspects of multi unit living and specifically the protection of Management Rights.
- (4) To promote to Governments, 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.

#### 4. **POWERS**

The Powers of the Association are:

- (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the 'Management Rights Association (NSW) Inc'.
- (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 31 (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 31(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.

## **5. CLASSES OF MEMBERS**

- (1) The membership of the Association shall consist of the following classes:
  - (a) Foundation Members
  - (b) Practising Members
  - (c) Associate and Honorary Members
  - (d) Affiliated Members
  - (e) Non-Active Members
  - (f) Life Members

- (2) To be eligible for Foundation Membership, a person must have been a financial member of the Management Rights Association (NSW) Inc or The Merimbula Holiday Association Inc. at the date of incorporation. Foundation Membership is limited to those contributors.
- (3) To be eligible for Practising Membership, a person must hold the Management Rights to a building, be licensed by the Property Stock and Business Agents Act 2002 and be a person who, in the opinion of the Management Committee and/or Branch 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 Management Committee and or the Branch Committee, is bona fide. This class of membership is unlimited in number.
- (5) To be eligible for Affiliated Membership, the organisation must be approved by the Management Committee and/or the Branch Committee as bona fide. This class of membership is unlimited in number.
- (6) To be eligible for Non-Active Membership, a person must have been a Foundation or Practising Member 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 Management Committee and/or the Branch 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.
- (8) Only Foundation Members, Practising Members, Non-Active Members and Life Members (hereinafter called 'Qualified Members'), are eligible to stand for positions on the Management Committee and Branch Committee and to vote at Branch or any other General Meetings of the Association.

## 6. **MEMBERSHIP**

- (1) Every person who at the date of incorporation of the Association was a financial member of the Management Rights Association (NSW) Inc and The Merimbula Holiday Association Inc. shall be admitted to the class of Foundation Membership of the Association. No further members may be admitted to this class of member.

- (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated Associations referred to in Sub Rule (1)) shall be **proposed by one member of the Association and seconded by another member**. The application for membership shall be made in writing, signed by the applicant and **his proposer and seconder** and shall be in such form as the Management Committee from time to time prescribes.
- (3)
  - (a) Applicants not meeting all the criteria for admission to membership of the Association may be granted provisional status at the discretion of the Management Committee.
  - (b) Where the criteria for admission have not been satisfied within three months from the date of receipt of the application for membership, the application shall either be:
    - (i) withdrawn; or
    - (ii) the Management Committee may grant a further extension of provisional status to the applicant; or
    - (iii) The Management Committee may refuse to accept the application for membership.
- (4) It is a condition of membership of the Association or for a change of category that every applicant shall comply with the requisites of the Constitution and Rules of the Association for membership status and also comply with such other conditions and possess such other qualifications as the Management Committee may prescribe.
- (5) Each applicant shall agree in writing that if admitted as a member of the Association he will be bound by the provisions of the Constitution and Rules of this Association together with regulations and directives of the Management Committee which may be in force from time to time.
- (6) The Management Committee may at its discretion and without being required to assign any reason therefore refuse to accept any application for admission to membership of the Association or for a change in status of a member and may in like manner refuse to admit any applicant to membership or grant any applicant a change in status.
- (7) The Management Committee may by resolution passed by a majority of not less than 75% of the members present and voting recommend to a General Meeting of the Association to grant such status as the meeting thinks fit or grant a change of status to any member:

- (a) if the person or member has had a long, continuous and extensive experience in the management of resident unit complexes; or
  - (b) if that person or member has rendered valuable service in advancing the interests of the Management Rights or tourism industries.
- (8) The Management Committee shall be empowered to set from time to time such standards and conditions, and qualifications (including qualifications by examination and/or experience) for membership as it may determine.
- (9) The Management Committee may delegate to a Branch Committee the power to accept, approve, or reject applications for membership provided always that such applications are within the Rules laid down by the Management Committee.

## 7. **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 at such time and in such manner as the Management Committee and/or the Branch Committee shall from time to time determine.

## 8. **ADMISSION AND REJECTION OF MEMBERS**

- (1) At the next meeting of the Management Committee or Branch Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee or Branch Committee who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee or Branch 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 acceptance or rejection of an application 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. 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:
- (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 Management Committee or Branch Committee to believe he is not bona fide; or
  - (f) is refused a licence or has his licence withdrawn by the Auctioneers and Agents due to some serious breach of the Act or Regulations.

then the member concerned shall be requested to give a full and detailed statement of the matter at issue to the Management Committee or Branch Committee, which will give the member a full and fair opportunity to speak to his case. The Management Committee or Branch Committee may:-

- (a) Defer any decision pending further information being provided.
- (b) Suspend the member pending compliance with terms and conditions imposed by the Management Committee or the Branch Committee.
- (c) Terminate membership of the member.

The decision of the Management Committee or Branch 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 intention to appeal against the decision of the Management Committee or Branch 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 him 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 Management Committee or Branch 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 Management Committee or the Branch 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 and/or the Branch Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register 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.
- (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 MANAGEMENT COMMITTEE

- (1) The structure of the Management Committee will comprise:
  - (a) 2 delegates from each Branch: and
  - (b) the Immediate Past President, at his or her option.

#### 13. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- (1) The Management Committee of the Association will consist of
  - (a) 2 delegates from each Branch, and
  - (b) the Immediate Past President (at his or her option).
- (2) The Officers of the Association shall be the President, Vice President, Secretary and Treasurer. The members of the Management Committee shall **elect the above officers from within the Management Committee** at the first committee meeting after the Annual General Meeting of the Association.
- (3) At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office. Delegates

appointed to the Management Committee under Clause 13(5) shall hold office from the date of the Annual General Meeting of the Association.

- (4) The election of Branch Committee members, from which delegates to the Management Committee are appointed, will take place at the Annual General Meeting of each Branch in the following manner -
  - (a) Any two members of the Branch will be at liberty to nominate any other member who is a qualified member to be a Branch Committee member, whether as President, Vice President, Secretary, Treasurer or Secretary/Treasurer.
  - (b) The nomination, which will be in writing and signed by the member and his proposer and seconder, will be lodged with the Branch Secretary at least twenty -one days before the Branch Annual General Meeting at which the election is to take place.
  - (c) A list of the names of the candidates for the positions of President (in alphabetical order), Vice President (in alphabetical order), Secretary (in alphabetical order), Treasurer (in alphabetical order) or Secretary/Treasurer (in alphabetical order) and for the other positions on the committee will be mailed to each member of the Branch at least fourteen days prior to the date of the Annual General Meeting of the Branch together with ballot papers and proxy papers to enable them to vote by post.
  - (d) 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.
  - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (5) Prior to the Annual General Meeting of the Association, the Branch Committee members elected under Clause 13(4) shall appoint the requisite number of its members as delegates to the Management Committee to hold office from the Annual General Meeting of the Association.

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

Any member of the Management Committee may resign from membership of the 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 general meeting of the Association or Branch where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the qualified members present at such general meeting.

**15. VACANCIES ON THE MANAGEMENT COMMITTEE**

- (1) A Branch shall have power at any time to appoint any qualified member of the Association to fill any casual vacancy as delegate 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 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 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 qualified 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) 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 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 Sydney 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 branches of the Association with such powers as the Committee may prescribe provided such powers are not in excess of its own.

17. **MEETINGS OF THE MANAGEMENT COMMITTEE**

- (1) The Management Committee shall meet at least once **every two calendar months** to exercise its functions.
- (2) A special meeting of the 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 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 Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the 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 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 there at 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 Management Committee of any special meeting of the 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 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 Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the 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 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 MANAGEMENT COMMITTEE**

- (1) The 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 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 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 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 branches or approve the establishment of branches within the State of New South Wales. Any group of Members wishing to establish a Branch requires the prior approval in writing from the Management Committee.

- (6) It may from time to time at its discretion establish or revoke the establishment of any Branch, committee or sub committee.

19. **ACTS OF MANAGEMENT COMMITTEE VALID**

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 notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such said member of the Management Committee or person acting as aforesaid or that the members of the 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 Management Committee.

20. **RESOLUTIONS OF THE COMMITTEE**

A resolution in writing 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. Any such resolution may consist of several documents in like form each signed by one or more members of the Management Committee.

21. **BRANCHES**

- (1) Upon request of not less than ten members in any one district the Management Committee may consent to the establishment of a branch of the Association in that district and define the geographical boundaries of that Branch.
- (2) Each and every member of the Association shall be a member of the Branch of the Association within whose geographical boundaries his business address is located. In areas where Branches have not been established any member may apply to the Management Committee for allocation to any Branch.
- (3) In the event of the membership of a Branch falling below ten members or where the Branch becomes inactive or financially unable to remain active, the President of the Branch and/or the Branch Secretary shall forthwith report such fact to the Management Committee and the Management Committee's decision as to the future of the Branch shall be final and binding on the Branch and its members.
- (4) The Management Committee may in the event of a serious and continued breach of the Constitution and Rules disband a Branch and reallocate its members to another Branch, dismiss all or any of the Officers of the Branch and/or its committee and appoint the Secretary of the Management Committee to conduct elections to fill any

vacancies so created. The decision of the Management Committee shall be final and binding on the branch and its members.

- (5) In the event of the Management Committee disbanding a Branch, the Branch Secretary shall, upon written notification of the Association Secretary, forthwith deliver into the custody of the Management Committee all funds and records of the said Branch.
- (6) Each Branch at its Annual General Meeting shall:
  - (a) elect in the manner prescribed in clause 13, a Branch Committee comprising a President, Vice President, Secretary, Treasurer or Secretary/Treasurer and members of the Committee not exceeding eight, all of whom will be eligible for appointment by the Branch Committee as delegates to the Management Committee;
  - (b) appoint an auditor who shall not be a member of the Branch Committee.
- (7)
  - (a) All elected Office bearers shall hold office until the next Annual General Meeting of the Branch when they shall retire and shall be eligible for re-election. In the event of a resignation by one of the delegates to the Management Committee during the course of the year, the Branch Committee may fill the vacancy from within their ranks.
  - (b) Except as otherwise provided by these Rules and subject to resolutions of the qualified members of the Association carried at any general meeting the Branch Committee shall have the general control and management of the administration and affairs, property and funds of the branch.
- (8)
  - (a) Each Branch Secretary shall upon the request of the Association Secretary in writing forward to the Association Secretary a copy of the Minutes (or written record) of any meeting or meetings held by the Branch.
  - (b) Audited statements of Branch Annual Accounts for the year ended 30 June are to be prepared and forwarded to the Association Secretary within 45 days of the close of the Association's financial year.
- (9) Each Branch shall in general meeting adopt by-laws regulating conduct of the Branch. Such by-laws shall be consistent with these presents or any amendments thereto and shall be subject to the approval and consent of the Management Committee.
- (10) Without limiting the said by-laws in any way the by-laws of each branch shall include provisions for the following:
  - (a) Composition of the Branch Executive and Auditor

- (b) Regular meetings of members of the Branch not less than four times per calendar year one of which shall be the Annual Meeting. The Annual General Meeting shall be held within three months of the end of the financial year but must always be held prior to the Annual General Meeting of the Association.
- (c) Meetings of qualified members which may be convened as Extraordinary General Meetings.
- (d) The method of convening all meetings of the Branch.
- (e) Proxy votes are permitted at Branch meetings or elections.
- (f) The election annually of Officers, delegates to the Management Committee and the definition of their powers and duties.
- (g) The election annually of a member or members to the Management Committee.
- (h) The method of filling casual vacancies of office bearers, delegates and committee members.
- (i) The procedures for the election of the Branch Committee and the delegates to the Management Committee.
- (j) The processing, approval of, or declining of applications for membership of the Branch. The Branch Committee does not have the power to grant provisional membership if the applicant is unable to meet the criteria set out in the Constitution and Rules.
- (k) The maintenance of a register of the members of the Branch.
- (l) In the event of any inconsistency between the Branch by-laws and the Association's Constitution and Rules then the Association's Constitution and Rules shall prevail.
- (m) Procedures for the handling of the Branch funds including audit.

## 22. **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.

**23. TIMING AND BUSINESS TO BE TRANSACTED**

- (1) The Annual General Meeting shall be held within three 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 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.
  - (c) confirm the delegates elected by the branches of the Association as the Management Committee for the ensuing year.
  - (d) the appointment of an auditor.

**24. CONVENING A SPECIAL GENERAL MEETING**

The Secretary shall convene a special general meeting:

- (a) when directed to do so by the Management Committee; or
- (b) on 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 members of the Association which equals double the number of members presently on the 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 Management Committee or Branch Committee to reject an application for membership or to terminate the membership of any person.

**25. 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 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 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.

## 26. **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 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 Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed at the meeting.
- (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.

## 27. 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:

## AUSTRALIAN RESIDENT ACCOMMODATION MANAGERS ASSOCIATION (NSW) 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 \_\_\_\_\_ and at any adjournment thereof.

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

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.

### 28. **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.

### 29. **ALTERATION OF RULES**

Subject to the provisions of the Associations Incorporation Act 1984, 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 previously submitted to the Office of Fair Trading.

30. **COMMON SEAL**

The 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 Management Committee and 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 the purpose.

31. **FUNDS AND ACCOUNTS - MANAGEMENT COMMITTEE**

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the 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 Management Committee.
- (5) Cheques shall be crossed 'Not Negotiable' except those in payment of wages, allowances or petty cash recouplements 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 its 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.

**32. FUNDS AND ACCOUNTS - BRANCHES**

- (1) All Branch funds will be maintained in the name of the Association at all times, banked in the name of the Association in such bank as the Management Committee shall from time to time direct.
- (2) Proper records of account 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 twenty 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 Branch Committee.
- (5) Cheques shall be crossed 'Not Negotiable' except those in payment of wages, allowances or petty cash recouplements which may be open.
- (6) The Branch 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 meeting of the Branch Committee.
- (8) Within 30 days after the end of each financial year (30 June in each year) the Treasurer shall cause to be prepared a statement containing particulars of the following:
  - (a) The income and expenditure for the financial year, just ended, and
  - (b) The assets and liabilities and of all the mortgages, charges and securities affecting the property of the branch 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) Within thirty days of the end of the financial year the income and expenditure statements, the balance sheet and the auditors statement must be forwarded to the Secretary of the Management Committee for inclusion in the Association's financial report to the Annual General Meeting.
- (11) The Branch Committees may embark on fund raising enterprises, including sponsorship, raising a levy from membership or other means, either with or without the involvement of the Management Committee.
- (12) The Branch may at its Annual General Meeting set the annual subscription for the branch membership and at any properly constituted General Meeting set any additional levy as may be determined by the membership at that meeting.
- (13) The income and property of the branch whencesoever derived shall be used and applied solely in promotion of its 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 branch 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 branch or the Association or otherwise owing by the branch of the Association to him or of remuneration to any Officers or servants of the branch or Association or other person in return for any services actually rendered to the branch or 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 branch or Association or reasonable and proper rent for premises demised or let to the branch or Association.

**33. DOCUMENTS**

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

**34. FINANCIAL YEAR**

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

**35. DISTRIBUTION OF SURPLUS ASSETS**

- (1) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1984 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..
- (2) If a Branch of the Association is disbanded or goes into a period of inactivity and there remains, after satisfaction of all its debts and liabilities, any assets either real or in cash, the control of these assets will be transferred under the control of the Management Committee as set out in Clause 21(5).