

RULES FOR LYNBROOK RESIDENTS' ASSOCIATION INCORPORATED

1. *Name*

The incorporated association is "**Lynbrook Residents' Association Incorporated**" (in these Rules called "*the Association*")

2. *Definitions*

2.1 In these Rules, unless the contrary intention appears –

"**Act**" means the Associations Incorporations Act 1981;

"**committee**" means the committee of management of the Association;

"**financial year**" means the year ending on 31 May;

"**general meeting**" means a general meeting of members convened in accordance with rule 10;

"**member**" means a member of the Association;

"**ordinary member of the committee**" means a member of the committee who is not an officer of the Association under Rule 19;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act.

2.2 In these Rules, a reference to the secretary of an Association is a reference –

(a) if a person holds office under these Rules as Secretary of the Association – to that person; and

(b) in any other case, to the public officer of the Association.

3. *Alteration of the rules*

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. *Application for Membership*

4.1 A natural person over the age of 18 years who is a resident or ratepayer of the Lynbrook Estate is eligible to be a member of the Association.

4.2 Application for membership of the Association must –

(a) be made in writing in the form set out in Appendix 1;

- (b) be lodged with the Secretary of the Association.
- 4.3 As soon as practicable after the receipt of an application, the Secretary shall enter the applicant's name in the Register of Members and notify the Committee as having done so.
- 4.4 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 4.5 A right, privilege, or obligation of a person by reason of membership of the Association –
 - (a) is not capable of being transferred or transmitted to another person; and
 - (c) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 4.6 There shall be no entrance, membership or subscription fees.

5. Register of members

- 5.1 The Secretary shall keep and maintain a register of members containing –
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register
- 5.2 The register shall be available for inspection free of charge by any member upon request.
- 5.3 A member may make a copy of entries in the register.

6. Discipline, Resignation and Expulsion of a Member

- 6.1 Resignation –
 - (a) members may resign from the Association by notice in writing.
 - (b) any person who no longer complies with the membership requirements of the Association will be deemed to have resigned.
- 6.2 Expulsion – After all other avenues deemed appropriate by the Committee, such as mediation and counseling have been exhausted, the Committee may suspend for the period it thinks fit or expel any member of the Association whom –
 - (a) Commits any breach of any rule or by-law of the Association; or
 - (b) In the opinion of the Committee, acts in a manner that is contrary to the interests of the Association.
- 6.3 The member shall be informed of the allegation under Rule 6.2 and be invited to present a verbal or written explanation to the Committee

meeting at which the matter is to be considered.

- 6.4 Appeal – Any member of the Association who feels aggrieved by any decision of the Committee of Management under Rule 6.2 –
- (a) may, by notice in writing, served to the Secretary within one calendar month from the date thereof, appeal against such a decision to a General Meeting.
 - (b) such notice shall state the grounds of the appeal and such appeal shall be heard at the General Meeting no later than one month from the date of giving such a notice to the Secretary.
 - (c) on the hearing of any such appeal the member who feels aggrieved shall be given the full opportunity of being heard.
 - (d) until the hearing of any such appeal the decision of the Committee shall have full force and effect.
 - (e) the decision of the General Meeting, reached by secret ballot, shall be final.
- 6.5 Any member who has been removed or expelled will not be eligible to rejoin the Association for 12 months.

7. Disputes and mediation

- 7.1 The grievance procedure set out in this rule applies to disputes under these rules between –
- (a) a member and another member, or
 - (b) a member and the Association
- on matters related to the Association.
- 7.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within a reasonable period after the dispute comes to the attention of all the parties.
- 7.3 If the parties are unable to resolve the dispute a mediator may be appointed to assist.
- 7.4 The mediator, where possible, shall be a person chosen by agreement between the parties.
- 7.5 A member of the Association can be a mediator.
- 7.6 The mediator should not be a member who is a party to the dispute.
- 7.7 The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation.
- 7.8 The mediator should not determine the dispute.

- 7.9 The matter may be brought to the attention of the next General Meeting of the Association. The meeting shall –
- (a) give the parties every opportunity to be heard, and
 - (b) allow due consideration by all parties of any written statement submitted by any party, and
 - (c) the members present, after giving consideration, must vote by secret ballot on the matter, the decision of which shall be final.
- 7.10 Matters that have no relation to the business of the Association will not be entered into.

8. Annual general meetings

- 8.1 The Committee may determine the date, time and place of the annual general meeting of the Association.
- 8.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 8.3 The ordinary business of the annual general meeting shall be –
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 8.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

9. Special general meetings

- 9.1 In addition to the annual general meeting, any other general meeting may be held in the same year.
- 9.2 All general meetings other than the annual general meeting are special general meetings.
- 9.3 The committee may, whenever it thinks fit, convene a special general meeting of the Association.

- 9.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 9.5 The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- 9.6 The request for a special general meeting must –
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 9.7 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 9.8 If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

10. *Special business*

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

11. *Notice of general meetings*

- 11.1 The Secretary of the Association, at least 14 days, or if a special general meeting has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be given to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 11.2 Notice may be given by –
- (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

(c) facsimile/electronic transmission, if available.

- 11.3 No business other than that set out in the notice convening the meeting shall be conducted at the meeting.
- 11.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission (if available), the Secretary of that business, who must include that business in the notice calling the next general meeting.

12. Quorum at general meetings

- 12.1 No item of business shall be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 12.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 12.3 If, within half a hour after the appointment time for the commencement of a general meeting, a quorum is not present –
 - (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 12.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

13. Presiding at general meetings

- 13.1 The President, or in the President's absence, the Secretary, shall reside as Chairperson at each general meeting of the Association.
- 13.2 If the President and the Secretary are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

14. Adjournment of meetings

- 14.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 14.2 No business shall be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 14.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 11.
- 14.4 Except as provided in rule 12, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

15. Voting at general meetings

- 15.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 15.2 All votes must be given personally or by proxy.
- 15.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 15.4 At any meeting, a person is not entitled to vote if at that date they are not a member.

16. Poll at general meetings

- 16.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

17. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands –

- (a) a declaration by the Chairperson that a resolution has been –
 - (i) carried; or
 - (ii) carried unanimously; or

- (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association –
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. Proxies

- 18.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 18.2 The notice appointing the proxy must be –
- (a) for a meeting of the Association convened under sub-rule 6.4, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

19. Committee of Management

- 19.1 The affairs of the Association shall be managed by the committee of management.
- 19.2 The committee –
- (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as considered by the committee to be essential for the proper management of the business and affairs of the Association.
- 19.3 Subject to section 23 of the Act, the committee shall consist of –
- (a) the officers of the Association; and
 - (b) approximately fifteen ordinary members, each of whom shall be elected at the annual general meeting of the Association in each year.

20. Office holders

- 20.1 The office holders of the Association shall be –

- (a) a President; and
 - (b) a Treasurer; and
 - (c) a Secretary.
- 20.2 The provisions of rule 22, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule 20.1.
- 20.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 20.4 In the event of a casual vacancy in any office referred to in sub-rule 20.1, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

21. Ordinary members of the committee

- 21.1 Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 21.1 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

22. Election of officers and ordinary committee members

- 22.1 Nominations of candidates for election of the Association or as ordinary members of the committee must be –
- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 22.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 22.3 If the number of nominations received is equal to the number of

- vacancies to be filled, the persons nominated shall be deemed to be elected.
- 22.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 22.5 The ballot for the election of ordinary members of the committee must be conducted at the annual general meeting in such a manner as the committee may direct.
- 22.6 At the first meeting of the Committee after the Annual General Meeting, the Committee shall elect from its numbers a Chairperson, a Secretary and a Treasurer.

23. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member –

- (a) ceases to be a member of the Association; or
- (b) is absent, without apology, from three consecutive meetings, or
- (c) resigns from office by notice in writing given to the Secretary.

24. Meetings of the committee

- 24.1 The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- 24.2 Special meetings of the committee may be convened by the President or by any 4 members of the committee.

25. Notice of committee meetings

- 25.1 Written notice of each committee meeting shall be given to each member of the committee at least 2 business days before the date of the meeting.
- 25.2 Written notice shall be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. Quorum for committee meetings

- 26.1 Any 5 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 26.2 No business may be conducted unless a quorum is present.

- 26.3 If within half an hour of the time appointed for the meeting a quorum is not present –
- (a) in the case of a special meeting – the meeting lapses;
 - (b) in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 26.4 The committee may act notwithstanding any vacancy on the Committee.

27. Presiding at committee meetings

At meetings of the committee –

- (a) the President or, in the President's absence, the Secretary presides; or
- (b) if the President and the Secretary are absent, or are unable to preside, the members present must choose one of their number to preside.

28. Voting at committee meetings

- 28.1 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 28.2 Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29. Removal of committee member

- 29.1 The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 29.2 A member who is the subject of a proposed resolution referred to in sub-rule 29.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 29.3 The Secretary or the President may give a copy of the Representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

30. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

31. Funds

- 31.1 The Treasurer of the Association must –
- (a) collect and receive all moneys due to the Association and make all payments authorized by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 31.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- 31.3 The funds of the Association shall be derived from donations and other sources as the committee determines.

32. Seal

- 32.1 The common seal of the Association must be kept in the custody of the Secretary.
- 32.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of two members of the committee or, of one member of the committee and the public officer of the Association.

33. Notice to members

Except for the requirement in rule 11, any notice that is required to be given to a member, on behalf of the Association, under these Rules may be given by –

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile/electronic transmission, if available.

34. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

35. Custody and inspection of books and records

- 35.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 35.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 35.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.