

PALM LAKE RESORT BARGARA RESIDENT'S ASSOCIATION Inc.
CONSTITUTION 2018 (amended 18/03/2024)

1 Interpretation

(1) In these rules —

Act means the *Associations Incorporation Act 1981*.

(2) Present -

(a) at a management committee meeting, see rule 21; or

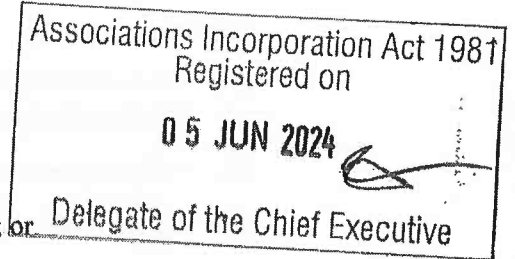
(b) at a general meeting, see rule 33.

(3) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(4) **Resort** – means Palm Lake Resort at 39 Wearing Road Bargara.

(5) **Resident** – means a homeowner at the resort.

(6) **Member** – means a homeowner qualified to be a member pursuant to rule 5(2).



2 Name

(1) The name of the incorporated association is:

Palm Lake Resort Bargara Residents Association Inc. (*the association*).

3 Objects

(1) The objects of the association are—

- To promote the use and care of facilities by residents of the resort.
- To provide funds for approved items or facilities within the resort.
- To raise funds on behalf of the residents for the promotion of the objects.
- To encourage participation in community events.
- To represent resident's interests in disputes, discussions, or requests.
- To promote harmony and community involvement.
- To enhance the lifestyles of residents of the resort.

4 Powers

(1) The association has the powers of an individual.

(2) The association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The association may also issue secured and unsecured notes, debentures, and debenture stock for the association.

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5 Classes of members

- (1) All members of the Association are equal in respect of their rights and obligations under this Constitution.
- (2) All Homeowners of the resort are deemed to be members of the Residents Association.
- (3) There is only one class of member that being an Ordinary Member.

6 Membership fees and levies

- (1) There are no membership fees.
- (2) The Association may subject to approval by a majority of members at a General Meeting strike a levy not exceeding \$10 per member annually for the purpose of furthering the objects of the Association.

7 When membership ends

- (1) Membership of the Association ends when a person is no longer a homeowner at Palm Lake Resort Bargara.
- (2) A member may resign from the Association by giving written notice of resignation to the secretary.
- (3) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (4) The management committee may terminate a member's membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) conducts them-self in a way considered to be injurious or prejudicial to the character or interests of the association.
- (5) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (6) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

8 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

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- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

9 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) A person whose application for membership has been rejected cannot appeal against the determination of a general meeting held in accordance with this Rule.

10 Register of members

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
- (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

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11 Prohibition on use of information on register of members

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

12 Appointment or election of secretary

- (1) The secretary must be an individual residing at Palm Lake Resort Bargara and
 - (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the association's management committee;
 - (ii) another member of the association.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

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13 Removal of secretary

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 12(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 12(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 12(5), the person remains a member of the management committee.

14 Functions of secretary

- (1) The secretary's functions include, but are not limited to—
 - (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - (b) keeping minutes of each meeting; and
 - (c) keeping copies of all correspondence and other documents relating to the association; and
 - (d) maintain the register of members of the association.

15 Membership of management committee

- (1) The management committee of the Association consists of a President, Vice President, Secretary, Treasurer, and up to five (5) committee members.
- (2) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

16 Electing the management committee

- (1) A member of the management committee may only be elected as follows—
 - (a) any 2 members of the association may nominate another member (the *candidate*) to serve as a member of the management committee.
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the nominating members; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held.
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting. In such circumstances, a committee member may hold the dual roles of Secretary and Treasurer.

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- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act; and
 - (c) is a homeowner of Palm Lake Resort Bargara.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place on the associations notice board or at the usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

17 Resignation, removal or vacation of office of committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

18 Vacancies on management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.

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- (3) However, if the number of committee members is less than the number fixed under rule 21(1) as a quorum of the management committee, the continuing members may act only to—
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

19 Functions of management committee

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

20 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the President has the deciding vote.
- (8) A member of the management committee must not vote on a question about a contract, or proposed contract with the association if the member has an interest in the contract or proposed contract or if the member has a vested interest in the outcome of the matter before the committee and, if the member does vote, the members vote must not be counted.
- (9) Where a committee member is perceived to have vested interest in a matter before the committee, the member may on a resolution by a majority vote of the management committee be requested to leave the meeting while the matter is determined.
- (10) The president or, in their absence, the vice president is to preside as chairperson at a management committee meeting.

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- (11) If there is no president or vice president in attendance within 10 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.
- (12) If a committee member fails to attend three consecutive meetings of the management committee without having obtained a leave of absence by resolution of the management committee the committee member is deemed to have resigned their position.

21 Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

22 Special meeting of management committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

23 Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

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- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

24 Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's objects and operations.
- (2) All subcommittees appointed pursuant to 24(1) shall maintain a register of members.
- (3) All meetings and resolutions of a subcommittee must be recorded and minuted.
- (a) A copy of all subcommittee minutes must be submitted to the Association Secretary; and
- (b) Where a subcommittee raises, requests or expends funds a record or copy of such transactions including receipts and invoices shall be submitted to the Association Treasurer.
- (4) The President of the Association is an ex officio member on all subcommittees.
- (5) A member of a subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (6) A subcommittee may elect a chairperson of its meetings.
- (7) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (8) A subcommittee may meet and adjourn as it considers appropriate.
- (9) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

25 Acts not affected by defects or disqualifications

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

26 Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

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27 First annual general meeting

- (1) The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year.

28 Subsequent annual general meetings

- (1) Each subsequent annual general meeting must be held—
 - (a) at least once each year; and
 - (b) within 6 months after the end date of the Association's reportable financial year.

29 Business to be conducted at Annual General Meeting

- (1) This rule applies if the association as an incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year.
 - (b) presenting the financial statement and audit report to the meeting for adoption.
 - (c) electing members of the management committee.
 - (d) appointing an auditor, accountant, or an approved person for the present financial year.

30 Other business to be conducted at Annual General Meeting

- (1) The only other business to be conducted at the annual general meeting of the association will be business as notified in the meeting agenda.

31 Meeting Conduct

- (1) All meetings of the association and its committees and subcommittees shall in so far as practical be conducted in accordance with the meeting by-laws of the association (By Law 1)

32 Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.

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- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association.
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

33 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of ordinary members of the association equal to double the number of members of the association on the management committee plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time, and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

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34 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president, the vice-president is to preside as chairperson; and
 - (c) if there is no president/vice-president or if the president/vice-president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (d) the chairperson must conduct the meeting in a proper and orderly way and subject to the meeting bylaws.

35 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) The method of voting is to be decided by the management committee.
- (4) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (5) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (6) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

36 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by: -
 - (i) at least 4 of the management committee; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or

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- (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

37

Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form— [*Palm Lake Resort Bargara Residents Association Inc.*]:

I, _____ of _____
being a member of _____ the association, appoint _____ 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 _____
_____ 20_____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____

_____ Signature
- (2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

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- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of association]:

I, _____ of _____ being a member of the association,
appoint _____ 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
_____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20____
_____ Signature.

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

38 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

39 By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.
- (3) A by-law may be modified or repealed as determined by a majority of the members at any general meeting of the association.

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40 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) Any amendments to this constitution will require 75% or more of the members present at a general or special meeting to vote in favour of the amendment.
- (3) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

41 Common Seal

- (1) The management committee must ensure the Association has a common seal.
- (2) The common seal must be: -
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee; and
 - (c) its use maintained and recorded in a seal register.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by: -
 - (a) The secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

42 Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association must be made by cheque, electronic funds transfer or by credit or debit card.
- (5) If a payment is made by electronic funds transfer or by cheque it must be authorised or signed by any two of the following—
 - (a) the president;
 - (b) the vice president;
 - (c) the secretary; or
 - (d) the treasurer.

