

# **GEMPLIFE PALMWOODS HOME OWNERS' ASSOCIATION INC.**

## **CONSTITUTION**

Incorporation Number: IA4641930

Incorporated in Queensland on: 29th November 2022

*Under the Associations Incorporation Act 1981, and in accordance with the "Manufactured Homes (Residential Parks) Act 2003".*



**The name of the Incorporated Association is:  
GemLife Palmwoods Home Owners' Association Inc.**

**A not for profit organisation,  
herein after referred to as GPHOA Inc.**

**GPHOA Inc. Constitution - Version Control**

| <b>Date</b>     | <b>Version –</b>  |
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# Preliminaries

## 1. Definitions

In this constitution:

- **Act** means the **Associations Incorporation Act 1981**.
- **Annual General Meeting (AGM)** is a meeting of all Association members convened once per annum to receive reports and elect office bearers.
- **Association** refers to GemLife Palmwoods Home Owners' Association Inc.
- **Bar Management** refers to the person or HOC responsible for the operations of the Bar and licenced areas at GemLife Palmwoods, and must function in accordance with this Constitution and associated Legislation.
- **Chairperson, Secretary and Treasurer** are the persons holding office under this constitution as Executive Officers of the association.
- **Clubhouse** refers to the community building which has a bar and recreation facilities for home owners.
- **Executive Officer** refers to the officer bearers, namely, the Chairperson (President), Secretary and Treasurer of the HOC.
- **"fit and proper person"** is as specified in accordance with the requirements set down in the Liquor Act 1992 Section 107.
- **GPHOA** refers to GemLife Palmwoods Home Owners' Association Inc.
- **Home Owner (HO)** refers to a person or persons who are named on a Certificate of Ownership of a home within the GemLife Palmwoods Resort site.
- **Home Owners' Committee (HOC)** is the Home Owners' Committee, GemLife Palmwoods Owners' Association Inc. Also referred to as the HOC.
- **Interest groups** are groups of home owners (being more than two unrelated persons) at GemLife Palmwoods formed as important agents to positively involve home owners in activities, to promote and enhance a healthy lifestyle. Under this Constitution these groups are entities who can apply to the Association for funds and equipment.
- **MHRP** is the **Manufactured Homes (Residential Parks) Act 2003**.
- **Ordinary Member or Registered Member** means a member who has activated their membership in accordance with Clause 3 of this Constitution.
- **Park Owner (PO)** refers to the Park Owner of GemLife Palmwoods, the individual or entity in possession of title for land, building, or other item.
- **Regulation** means the **Associations Incorporation Regulation 1999**.
- **Special General Meeting** means a general meeting of the Association other than an annual general meeting.
- **"Suitable person"** is as defined in accordance with the Wine Industry Act 1994 Section 9.

## **2. Interpretation**

- 2.1 In this constitution, a reference to:
  - a. a function includes a reference to a power, authority and duty, and
  - b. the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 2.2 The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## **3. The name of the Association is:**

- 3.1 GemLife Palmwoods Home Owners' Association Inc., a not for profit organisation, herein after referred to as GPHOA Inc.

## **4. The objectives of the Association, which are to be managed by the HOC, are:**

- 4.1 To deal with the PO on behalf of the home owners about:
  - a. the day-to-day running of the park, and
  - b. any complaint or proposal about the operation of the park raised by the HOs.
- 4.2 To represent the GPHOA in negotiations with the PO regarding Rental Reviews.
- 4.3 Raise funds to purchase and maintain (identified) equipment not provided by the PO, procure insurances and any necessary licences, and/or additional equipment or resources identified as necessary for the effective operations of the facilities.
- 4.4 To apply for and acquire any relevant Licences necessary for the operation of the facilities.
- 4.5 To establish and implement Rules, Policies and Procedures relating to the successful and harmonious operation of the Clubhouse, associated Licences and all relevant facilities.
- 4.6 Promote a unified community showing support, mutual respect and courtesy towards each other.
- 4.7 Advance the interests of HOs in all dealings with the PO and Government agencies, in respect to these rules and the provisions of the MHRP.
- 4.8 Provide protection to the HOC from personal liability for the actions of the Incorporated Association, provided those actions are carried out in good faith and with due diligence, in the best interests of members.

## **Membership**

### **5. Class of members**

- 5.1 The membership of the Association consists of ordinary members.
- 5.2 Ordinary members comprise eligible home owners within GemLife Palmwoods, 38 Landershute Road, Palmwoods Qld 4555.
- 5.3 There is a maximum of two (2) ordinary members per residential property.
- 5.4 The total number of ordinary members is limited only by the number of residential properties at GemLife Palmwoods.

### **6. New membership**

- 6.1 All HOs whether before or after Incorporation, are eligible to join the Association by providing their personal details to the Secretary. In doing so, their rights in accordance with clause 6.3 immediately apply. Personal details must include:
  - a. full name of the member,
  - b. postal address (including Villa number), phone contact number and email address (if applicable),
  - c. date of application for admission as a member, and,
  - d. any other information the HOC or members at a general meeting decide upon.
- 6.2 Membership activation by a person eligible for membership of the Association:
  - a. must be made in writing to the Secretary, including by email or other electronic means, in the form determined by the HOC, and
  - b. be lodged, including by electronic means, with the Secretary of the Association.
- 6.3 As soon as practicable after receiving a registration request for membership, the Secretary must enter the relevant details in the Register. On entering this information, the applicant becomes an active registered “ordinary” member of the Association.
- 6.4 The Secretary is to advise the HOC of all new membership registrations at the first available meeting after receipt.

### **7. Membership fees**

- 7.1 A membership fee (not currently applicable) for each ordinary membership is:
  - a. the amount that may be decided by the members from time to time at a general meeting, and
  - b. payable when, and in the way, the HOC decides, and
  - c. currently not applicable.

## **8. Cessation of membership**

- 8.1 A person ceases to be a member of the Association if the person:
- a. ceases to be a GemLife Palmwoods Home Owner
  - b. resigns their membership
  - c. has their membership suspended, and fails on appeal to have such suspension overturned
  - d. is deceased.

## **9. Membership entitlements not transferable**

- 9.1 A right, privilege or obligation which a person has by reason of being a member of the association:
- a. is not capable of being transferred or transmitted to another person, and
  - b. terminates on cessation of the person's membership.

## **10. Register of members**

- 10.1 The HOC must keep a register of members of the Association.
- 10.2 The register must include the following particulars for each member:
- a. full name of the member,
  - b. postal or residential address of the member,
  - c. date of admission as a member,
  - d. date when membership ends, if applicable,
  - e. details about any reinstatement of membership if applicable, and
  - f. any other particulars the HOC or the members decide at a general meeting.

## **11. Prohibition on use of information on register of members**

- 11.1 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.

- 11.2 Subrule 11.1 does not apply if the use or disclosure of the information is approved by members of the Association at a general meeting.

## **12. Complaints & Determinations**

- 12.1 A complaint may be made to the HOC by any person that is a member of the Association in circumstances where it is alleged that another member of the Association:
- a. has refused or neglected to comply with a provision or provisions of this constitution, or By Laws; or
  - b. has wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2 The HOC may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3 If the HOC decides to deal with the complaint and it falls within their jurisdiction, the HOC:
- a. must cause notice of the complaint to be served on the member concerned;
  - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the HOC in connection with the complaint, and
  - c. must take into consideration any submissions made by the member in connection with the complaint.
- 12.4 The HOC may, by resolution, recommend to GemLife Palmwoods Resort Management that remedial action be taken. The recommendation may include suspension of the member from the use of the applicable amenities that have been affected by the contravention/or act.
- 12.5 If the equipment involved in the complaint, is the property of the HOC:
- a. the HOC may consider the complaint and any submissions made in connection with the complaint. If satisfied that the facts alleged in the complaint have been proved and suspension is warranted in the circumstances, the HOC may action the steps deemed necessary to address the matter, and
  - b. If the HOC suspends a member, the Secretary must, within 7 days of suspension, serve written notice to the member of the action, issued electronically and in hard copy delivered to the members Villa letter box, stating the reasons for having taken that action and the member's right of appeal under clause 13.
- 12.6 The suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned.

### **13. Right of appeal**

- 13.1 A member may appeal to the Association in a Special General Meeting against a resolution of the HOC under Clause 12, by lodging with the Secretary a notice to that effect within 7 days after notice of the resolution is served on the member.
- 13.2 The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3 On receipt of a notice from a member under subclause 13.1, the Secretary must notify the HOC, which is to convene a Special General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 13.4 At a Special General Meeting of the Association convened under subclause 13.3:
  - a. no business other than the question of the appeal is to be transacted, and
  - b. the HOC and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. members are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

### **14. Resolution of disputes**

- 14.1 A dispute between HOs or other residents must be referred to GemLife Palmwoods Resort management.
- 14.2 A dispute between a member or members and the Association may be referred to a local Dispute Resolution Centre.
- 14.3 If a dispute is not resolved by mediation within 3 months of the referral date to the Dispute Resolution Centre, the dispute is to be referred to arbitration.
- 14.4 The Commercial Arbitration Act 2013 applies to a dispute referred to arbitration.

## **The Home Owners' Committee (HOC)**

### **15. Powers and Functions of the HOC**

- 15.1 Subject to the Association Incorporations Act 1981, Associations Incorporation Regulation 1999, this Constitution, Site Agreement, Manufactured Homes (Residential Parks) Act 2003, Local Government Legislation, Legislative Standards Act 1992, Acts Interpretation Act 1954, and any resolution passed by the Association in a general meeting, the HOC:
  - a. is to control and manage the affairs, assets, relevant licences and funds of the Association,

- b. has the powers of an individual,
  - c. may exercise all the functions of the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association,
  - d. has power to perform all the acts and do all things that appear to the HOC to be necessary or desirable for the proper management of the affairs of the Association, and
  - e. has the authority to interpret the meaning of this Constitution, 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.
- 15.2 Any spending of the HOC is limited to a maximum outlay of \$5,000, for stock items and any capital items, with expenditure to be approved by a majority vote of the HOC. Any financial outlay, for stock items and any capital items, exceeding \$5,000 shall be presented to a general meeting of the Home Owners for approval. For events and special functions where the services of caterers and/or entertainers are engaged, and against which there are compensating revenues from attendance fees or ticket sales, then the HOC spending limit in these cases shall be \$10,000 with expenditure to be approved by a majority vote of the HOC. In these events, any expenditure exceeding \$10,000 shall be presented to a general meeting of the Home Owners for approval.

## **16. Composition and membership of the HOC**

- 16.1 The HOC is to consist of:
- a. the office-bearers (executive) of the Association, and
  - b. a maximum of four (4) ordinary members of the Association, each of whom is to be elected at the Annual General Meeting of the Association under clause 27.
- 16.2 The total number of HOC members is to be 7.
- 16.3 The HOC (office bearers) of the Association is to comprise:
- a. the Chairperson,
  - b. the Treasurer, and
  - c. the Secretary.
- 16.4 At the Annual General Meeting of the Association, HOC members must retire from office but are eligible for nomination for re-election, but for no more than 3 consecutive terms for any one office. Additional terms of office beyond 3 are not desirable but are permitted in circumstances where there are insufficient nominations to fill the otherwise vacant position/s.
- 16.5 The HOC may appoint a HOC member or ordinary member to a titled position, other than the HOC Executive, that requires specific knowledge and experience in a particular field to assist in meeting the objectives of the HOC as required.

## **17. Election of HOC members**

- 17.1 Nominations of candidates for election as HOC members, including for the executive positions of President, Secretary and Treasurer, must be in writing from an Ordinary Member of the Association, as follows:
- a. should a HO wish to nominate for a position, the member must complete the nomination form in full;
  - b. should a HO wish to nominate an eligible person, such nomination must be accompanied by the written consent of the nominated candidate;
  - c. all nominations must be delivered to the appointed Returning Officer of the Association on or before the end of the Association's financial year being 30th April each year; and
  - d. the Returning Officer must be a person who has the relevant experience or skills to perform the duties and must be independent of the election process.
- 17.2 If insufficient nominations are received to fill any vacancies on the HOC, the candidates nominated are taken to be elected. Nominations for outstanding position/s are to be received from the floor at the Annual General Meeting.
- 17.3 Any vacant positions are taken to be casual vacancies.
- 17.4 If the number of nominations received is equal to the number of vacancies, the persons nominated are taken to be elected.
- 17.5 If the number of nominations received exceeds the number of vacancies, a ballot is to be held.
- 17.6 The ballot for the election of HOC members is to be conducted at the annual general meeting in any usual and proper manner that the HOC directs.
- 17.7 A person nominated as a candidate for election as an Office Bearer or HOC member of the Association must be an ordinary member of the Association. All eligible members may nominate but only one member per villa can be elected to the HOC at any one time.
- 17.8 A person nominating as a HOC member must be a "fit and proper person (as specified in the Liquor Act 1992 Section 107) and a "suitable person" (as defined in the Wine Industry Act 1994 Section 9).

## **18. Function of the Chairperson**

- 18.1 The function of the Chairperson of the Association is to:
- a. chair meetings of the HOC and Home Owners' Open Forums,
  - b. inform the PO of all decisions made by the Home Owners about matters requiring consent under the MHRP and this Constitution,
  - c. rule on any procedural matters raised at meetings of the HOC or members,
  - d. represent the HOC in meetings with the PO and/or Resort Manager, and
  - e. prepare an annual report of the preceding year's events which is to be presented at the AGM.

## **19. Function of the Secretary**

19.1 The function of the Secretary of the Association to:

- a. As soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her physical and electronic (if applicable) addresses.
- b. Keep minutes of all meetings (whether in written or electronic form) including record of:
  - i. all appointments of office-bearers and members of the HOC,
  - ii. the names of members of the HOC present at a HOC meeting or a general meeting,
  - iii. all proceedings at HOC meetings and general meetings,
  - iv. all correspondence and other documents relating to the Association, and
  - v. the register of members of the Association including any changes or new registrations.
- c. Ensure the Minutes of proceedings at a meeting are signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- d. The signature of the Chairperson may be transmitted by electronic means for the purposes of Subclause 19.1 c.
- e. Ensure all official records are backed up to an external, independent source.
- f. Ensure a copy of this Constitution, By Laws and the Minutes are up to date and a copy kept within the library of the GemLife Palmwoods Country Club or other suitable location within the resort.
- g. Perform administrative duties to ensure all correspondence or documents are dealt with accordingly and efficiently.
- h. Collate and prepare all documents associated with any general meeting and election process. (e.g., reports, minutes)
- i. Assist the Chairperson to represent the HOC in meetings with the PO and/or Resort Manager.

## **20. Function of the Treasurer**

20.1 The function of the Treasurer of the Association is to ensure:

- a. all money due to the Association is received and all payments authorised by the Association are made,
- b. the funds of the Association are kept in an account in the name of the Association, in a financial institution decided by the HOC,

- c. records and accounts are kept in the English language, showing full and accurate particulars of the financial affairs of the Association,
- d. all amounts are deposited in the financial institution account as soon as practical after receipt,
- e. correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association, including those of interest groups and any sub-committees,
- f. all payments and expenditure are approved or ratified by a HOC meeting,
- g. a receipt book of consecutively numbered receipts or computer system records of them are kept, and
- h. all official records are backed up to an external, independent source.

20.2 Additionally, the Treasurer must keep and maintain:

- a. an asset register for any items exceeding \$500 in value,
- b. all documentation for payments made including receipts and invoices,
- c. records of deposits and payments, and
- d. a petty cash account which must be kept on the imprest system with the HOC to decide on the amount of cash to be kept in the account.

20.3 All payments by the Association must be made by electronic transfer and signed or authorised by any 2 of the following:

- a. Chairperson,
- b. Secretary,
- c. Treasurer, or
- d. an Association member authorised by the HOC.

20.4 However, one of the persons who authorises the payment must be the Chairperson, the Secretary or the Treasurer.

20.5 Annual reports for presentation to the AGM, are to include:

- a. a balance statement of revenue and expenditure, and
- b. an audited annual statement.

20.6 The Treasurer is also to provide any information or documentation that may be requested by the Auditor or Verifier in a timely manner and is required to present the finalised Auditor's report at the next AGM.

## **21. Casual Vacancies in the HOC**

21.1 In the event of a casual vacancy occurring in the membership of the HOC, the current serving members of the HOC, provided a quorum exists, may appoint a member of the Association to fill the vacancy. The member so appointed is to hold office, subject to this constitution, until the next Annual General Meeting following the date of the appointment.

21.2 In the event of a casual vacancy occurring and a quorum not existing, the HOC must call a Special General Meeting to fill the position as soon as is reasonably practical.

21.3 A casual vacancy in the office of a member of the HOC occurs if the member:

- a. ceases to be a member of the Association, or
- b. is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- c. resigns from office by notice in writing given to the Secretary, or
- d. is removed from office under Clause 22, or
- e. becomes a mentally incapacitated person, or
- f. is absent without the consent of the HOC from 3 consecutive meetings of the HOC, or
- g. is convicted of an offence involving fraud or dishonesty, or
- h. is deceased.

## **22. Removal of HOC members**

22.1 The Association in a Special General Meeting may, by resolution, remove any member of the HOC and may, by resolution, appoint another person to hold office until the expiration of the term of office.

22.2 A member removed from the HOC has the right of appeal.

## **23. HOC meetings and quorum**

23.1 The HOC must meet a minimum of three (3) times per six months of the financial year at the place and time that the HOC may determine.

23.2 Additional meetings of the HOC may be convened by the Chairperson, Secretary or upon a request signed by a minimum of any three members of the HOC.

23.3 Oral or written notice of a meeting of the HOC must be given by the Secretary to each member of the HOC at least 48 hours (or any other period that may be unanimously agreed on by the members of the HOC) before the time appointed for the holding of the meeting.

23.4 Notice of a meeting given under Subclause 23.3 must specify the general nature of the business to be transacted at the meeting.

23.5 Any 4 members of the HOC constitute a quorum for the transaction of the business of a meeting of the HOC.

23.6 No business is to be transacted by the HOC unless a quorum is present and if, within fifteen minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a designated time and place the following week.

- 23.7 If at the adjourned meeting a quorum is not present within fifteen minutes of the time appointed for the meeting, the meeting is to be dissolved.
- 23.8 At a meeting of the HOC the Chairperson or, in the Chairperson's absence, a member chosen by those members in attendance is to preside at the meeting.

## **24. Use of technology at HOC meetings**

- 24.1 A HOC meeting may be held at two or more venues using any technology approved by the HOC that gives each of the HOC members a reasonable opportunity to participate.
- 24.2 A HOC member who participates in a HOC meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **25. Delegation by the HOC to Sub-Committee**

- 25.1 The HOC may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the HOC thinks fit) the exercise of any of the functions of the HOC specified in the instrument, other than:
- a. this power of delegation, and
  - b. a function which is a duty imposed on the HOC by the Act or by any other law.
- 25.2 A function the exercise of which has been delegated to a sub-committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 25.3 A delegation under this Clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- 25.4 Despite any delegation under this Clause, the HOC may continue to exercise any function delegated.
- 25.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the HOC.
- 25.6 The HOC may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- 25.7 A sub-committee may meet and adjourn as it thinks proper.

## **26. Voting and making decisions**

- 26.1 A matter requiring resolution at a general meeting of the Association is to be determined by:
- a. a show of hands or, if the meeting is one to which Clause 37 applies, any appropriate corresponding method that the HOC may determine, or
  - b. if on the motion of the Chairperson, or if a majority of members present at the meeting, decide that the matter should be determined by a written ballot.
- 26.2 If the matter is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect is to be recorded in the minutes of the Association. This is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 26.3 Questions arising at a meeting of the HOC or of any sub-committee appointed by the HOC are to be determined by a majority of the votes of members of the HOC or sub-committee present at the meeting.
- 26.4 In respect to election of the HOC or, of any sub-committee, each member of the Association is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote as well as a primary vote.
- 26.5 Subject to Clause 23.5, the HOC may act despite any vacancy on the HOC.
- 26.6 If at least 20% of members present demand a secret ballot, voting must be by secret ballot.
- 26.7 If a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in the way the Chairperson decides.
- 26.8 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.
- 26.9 A member of the HOC must not vote at a HOC meeting on a question about a contract or proposed contract with the Association if the member has an interest, or where circumstances exist in which a reasonable person could perceive such an interest, in the contract or proposed contract. If the member does vote, the member's vote must not be counted. This includes the appointment of any paid or voluntary staff.

## **General meetings**

### **27. Annual general meetings - holding of**

- 27.1 The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- 27.2 The Association must hold its Annual General Meetings:

- a. within 3 months after the close of the Association's financial year, namely 30th April, or
- b. within any later time that may be allowed or prescribed under Part 5 Division 1 Clause 55 of the Act.

## **28. Annual general meetings, calling of and business at**

- 28.1 The Annual General Meeting of the Association is, subject to the Act and to Clause 27, to be convened on the date and at the place and time that the HOC thinks fit.
- 28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an Annual General Meeting is to include the following:
- a. confirmation of minutes of the preceding Annual General Meeting and of any special general meeting held since that meeting;
  - b. receiving from the HOC reports on the activities of the Association during the last preceding financial year;
  - c. election of Home Owners to the HOC of the Association, and
  - d. receipt and consideration of any financial statement or report required to be submitted to members under the Act.
- 28.3 An Annual General Meeting must be specified as that type of meeting in the notice convening it.

## **29. Special general meetings - calling of**

- 29.1 The HOC may, whenever it thinks fit, convene a special general meeting of the Association.
- 29.2 The HOC must, on the requisition of at least 40% of the total number of registered members, convene a special general meeting of the Association. The voting method will be determined by the HOC and specified in the Notice (Clause 26.1).
- 29.3 A requisition of members for a special general meeting:
- a. must be in writing;
  - b. must state the purpose or purposes of the meeting;
  - c. must be signed by the members making the requisition;
  - d. must be lodged with the Secretary;
  - e. may consist of several documents in a similar form, each signed by one or more of the members making the requisition, and
  - f. the Secretary must, in writing, confirm receipt of such requisition.

- 29.4 If the HOC fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 29.5 A Special General Meeting convened by a member or members as referred to in Subclause 29.3 must be convened as early as is practicable in the same manner as AGM's are convened.
- 29.6 For the purposes of Subclause 29.3:
- a. a requisition may be in electronic form; and
  - b. a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **30. Notice for General Meetings**

- 30.1 The Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting, and the nature of the business proposed to be transacted at the meeting.
- 30.2 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 28.2.
- 30.3 A member who desires to bring any matter for resolution before a general meeting must give notice in writing of that matter to the Secretary.
- 30.4 The Secretary must on receipt of the notice include that matter in the next general meeting.

### **31. Quorum for general meetings**

- 31.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is represented during the time the meeting is considering that item.
- 31.2 A quorum for the transaction of business at a general meeting is a minimum of twenty five percent (25%) of members who must be present at the meeting, or have lodged a voting paper (including by electronic means). The quorum must always have a minimum of five members physically present.
- 31.3 If within fifteen minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a. if convened on the requisition of members is to be dissolved, and
  - b. in any other case, is to stand adjourned to the same time, day and place in the following week (unless another place is specified at the time of the adjournment by the person presiding at the meeting).

- 31.4 If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the commencement of the meeting, the members present (being at least 10% of the Associations members) is to constitute a quorum combined with any voting papers.

## **32. Presiding member**

- 32.1 The Chairperson is to preside as chairperson at each general meeting of the Association.
- 32.2 If the Chairperson is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **33. Adjournment**

- 33.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting.

## **34. Special resolutions**

- 34.1 A special resolution may only be passed by the Association in accordance with section 39 of the Act.

## **35. Appointment of Proxy**

- 35.1 The instrument appointing a proxy must be authorised in writing, signed by the member and signed by the proxy, on the form presented by the Association prior to any General Meeting.
- 35.2 A proxy must be a member of the association.
- 35.3 A proxy holder may only hold a maximum of two proxies at any General Meeting.
- 35.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 35.5 Each instrument appointing a proxy must be given to the Secretary at least twenty-four (24) hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 35.6 The duly appointed proxy may vote as the proxy considers appropriate.

### **36. Postal or electronic ballots**

- 36.1 The Association may hold a postal or electronic ballot (if the HOC so determines) to determine any issue or proposal (other than an appeal under Clause 13).
- 36.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

### **37. Use of technology at general meetings**

- 37.1 A general meeting may be held at two or more venues using any technology approved by the HOC that gives each of the Association's members a reasonable opportunity to participate, providing that such technology is available for use at the meeting.
- 37.2 A member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, it is taken to have voted in person.

## **Miscellaneous**

### **38. Insurance**

- 38.1 The Association must effect and maintain any applicable insurance.

### **39. Funds - source**

- 39.1 The funds of the Association are to be derived from any legal sources that the HOC determines.
- 39.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised institutions account.
- 39.3 The Association must, as soon as practicable after receiving any cash money, issue an appropriate receipt.

### **40. Managing Funds**

- 40.1 Subject to any resolution passed by the Association in a general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the HOC determines.
- 40.2 On behalf of the HOC, the Treasurer must, as soon as practicable after the end date of the financial year, ensure a financial statement for its last reportable financial year is prepared and presented.

#### **41. Association is non-profit**

- 41.1 Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

#### **42. Distribution of surplus assets to another entity**

- 42.1 This rule applies if the Association:
- a. is wound-up under part 10 of the Act, and
  - b. has surplus assets.
- 42.2 The surplus assets must not be distributed among the members of the Association.
- 42.3 The surplus assets must be given to another entity having:
- a. objects similar to the Association's, and
  - b. rules which prohibit the distribution of the entity's income and assets to its members.
- 42.4 In this rule surplus assets are as defined in section 92(3) of the Act.

#### **43. Alteration of the Rules**

- 43.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 43.2 However, an amendment, repeal or addition, is only valid if it is registered by the Chief Executive of the Office of Fair Trading.

#### **44. By-Laws**

- 44.1 The HOC may make, amend or repeal, by laws, provided they are not inconsistent with these rules, for the internal management of the Association.
- 44.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

#### **45. Custody of books and documents**

- 45.1 Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in Queensland at the main premises of the Association, in the custody of the Secretary and or Treasurer, or a member of the Association (as the HOC determines).

## **46. Inspection of books etc.**

- 46.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
- a. all records, books and other financial documents of the Association, and
  - b. this constitution, and
  - c. all minutes of all HOC meetings and general meetings of the Association.
- 46.2 A member of the Association may obtain a copy of any of the documents referred to in Subclause 46.1 on payment of a fee of not more than \$1 for each printed page copied, except in circumstances where the actual cost is greater than \$1 in which case the fee shall be the actual cost.
- 46.3 Despite Subclauses 46.1 and 46.2, the HOC may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or any member.

## **47. Service of notices**

- 47.1 For the purpose of this Constitution, a notice may be served on or given to a person by:
- a. delivering it to the person personally, or
  - b. sending it by pre-paid post to the address of the person, or
  - c. sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 47.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served, in the case of a notice:
- a. given or served personally, on the date on which it is received by the addressee; or
  - b. sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; or
  - c. sent by facsimile transmission or some other form of electronic transmission, on the date it was sent; or
  - d. if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **48. Financial year**

- 48.1 The end date of the financial year is 30th April in each year.

## **49. Interest Groups**

- 49.1 Under this Constitution, Home Owners may form interest groups or clubs to positively involve themselves in activities for the benefit of members or the community. These groups must:
- a. act in accordance with this Constitution,
  - b. develop policy and rules pertaining to their particular activity to be approved by the HOC, and
  - c. ensure that the rules do not conflict with this Constitution, By Laws or Association Rules.
- 49.2 Interest Groups may apply to the HOC in writing for funding or equipment. Applications must be accompanied by an appropriate business case with projected funding requirements.

## **50. Bar Operations and Management**

- 50.1 Bar Management at GemLife Palmwoods is under the direction of the Association's HOC and must operate in accordance with this Constitution and Bylaws as follows:
- a. The Liquor Licence shall be in the name of GPHOA.
  - b. The HOC is responsible for overall compliance.
  - c. Bar Finances shall be under the management of the HOC in accordance with this Constitution and Bylaws.
  - d. The appointed Bar Manager is responsible for the day to day management and operations of the Licenced areas.
  - e. The Bar Manager must provide a monthly financial statement and stocktake report to the HOC.
  - f. The Bar Manager must prepare comprehensive quarterly and annual reports to the HOC on bar activities, dealings and projections.
  - g. Individual HOC members must not interfere in the day to day operations of the bar.
  - h. The Bar Manager may delegate their authority to authorised volunteer bar staff, and
  - i. Delegations of authority by the bar manager must comply with the Liquor Act, this Constitution and all Bylaws.
  - j. All income derived from the bar sales will be included as bar income in the Association's accounting system.

## **51. Major Sporting and Activity Groups**

- 51.1 These major activity groups are Lawn Bowling, Tennis, and Pickle Ball. They stand apart because of the scale of the facilities involved, the management of the activities and facilities which is necessary, and the broad appeal which they have for Home Owners. The HOC, at its absolute discretion, will determine what constitutes a Major Group, and what constitutes an Interest Group.
- 51.2 Major Groups also exist under the Associations Social Committee structure, with specific areas of responsibility eg. meals/catering, major events.
- 51.3 The Major Group, if formed, interacts and impacts on all Association members and is recognised under this Constitution as an important function under the following guidelines:
- a. The Major Group agrees to abide by this Constitution.
  - b. The HOC has jurisdiction over the management, operations or day to day running of the Major Group.
  - c. All functions and fundraising events must be approved by the HOC.
  - d. Major Group rules, if any, must not contravene any part of this Constitution or By Laws.
  - e. The Major Group may apply for funding from the HOC. Applications for funding must be accompanied by an appropriate business case with projected funding requirements.
  - f. The Major Group may be requested to report to the HOC on the viability of any or particular events including attendance levels, costs incurred and funds raised.
  - g. All funds raised or otherwise held by the Major Group from time to time are to be lodged with the Association's Treasurer as soon as reasonably practicable.