



RULES FOR THE BELLARINE SPRINGS RESIDENTS ASSOCIATION

RULES FOR BELLARINE SPRINGS RESIDENTS ASSOCIATION

TABLE OF PROVISIONS	Page
PART 1: PRELIMINARY	4
1 Name	4
2 Purpose of the Association	4
3 Financial Year	4
4 Priority	4
5 Definitions	4
PART 2: POWERS OF ASSOCIATION	5
6 Powers of Association	5
7 Not for profit organisation	5
PART 3: MEMBERSHIP & DISPUTE RESOLUTION	6
8 Who is eligible to be a Member	6
9 Cessation of membership	6
10 General rights of Members	6
11 Register of membership	6
12 Disciplining of Members	6
13 Disputes and mediation	6
PART 4: GENERAL MEETINGS OF THE ASSOCIATION	7
14 Annual General Meetings	7
15 Special General Meetings	8
16 Special General Meeting held at request of Members	8
17 Special Business	8
18 Notice of general meetings	8
19 Proxies	9
20 Quorum at General Meetings	9
21 Presiding at Meetings	9
22 Adjournment of meetings	9
23 Voting at General Meetings	10
24 Special Resolutions	10
25 Poll at General Meetings	10
26 Manner of determining whether resolution carried	10
27 Minutes of General Meeting	10
PART 5: COMMITTEE	11
Division 1 Powers of Committee	11
28 Role and powers	11
29 Delegation	11
Division 2 Composition of Committee and duties of members	11
30 Composition of Committee	11
31 General Duties	11

32	Office Bearers	12
Division 3 Election of Committee members and tenure of office		12
33	Who is eligible to be a Committee member	12
34	Positions to be declared vacant	12
35	Election of Committee	12
36	Nominations and ballots for the Committee	12
37	Term of Office	13
38	Vacation of Office	13
39	Filling casual vacancies	14
Division 4 Meetings of Committee		14
40	Meetings of the Committee	14
41	Presiding at Committee meetings	14
42	Notice of Committee meetings	14
43	Urgent Committee meetings	14
44	Procedure and order of business	15
45	Use of technology	15
46	Quorum at Committee meetings	15
47	Voting	15
48	Conflict of Interest	15
49	Minutes of meeting	16
50	Leave of absence	16
51	Meetings with Management	16
PART 6: FINANCIAL MATTERS		16
52	Source of Funds	16
53	Management of Funds	16
54	Financial records	17
55	Financial Statements	17
PART 7: GENERAL MATTERS		17
56	Common Seal	17
57	Registered Address	17
58	Notice requirements	17
59	Custody and inspection of books and records	17
60	Winding up and cancellation	18
61	Alteration to Rules	18
Appendix 1 Form for Appointment of Proxy		
Appendix 2 Form for Nomination of a Member for Election		

PART 1: PRELIMINARY

1 Name

The name of the association is the “Bellarine Springs Residents Association” and in these Rules shall be referred to as “the Association.”

2 Purpose of the Association

The purpose of the Association is to serve the interests of its Membership, the Residents of Bellarine Springs. It will:

1. Encourage, support and promote the wellbeing of Members, welcome them to Village life and support them in times of difficulty;
2. Represent and advocate for Members in matters which the Association deems appropriate; including negotiations with Village Management and Village Owners on matters of interest to the general Membership;
3. Establish and support an organisational structure that facilitates the development of activities and events which enhance the enjoyment of Village life; and
4. Review and where necessary modify the role and functions of the Association and its organisational structures to meet changing circumstances.

3 Financial Year

The Financial year of the Association is each period of 12 months ending on 30th June.

4 Priority

The Residents jointly and severally acknowledge that in the event of any conflict between the terms of these Rules and the terms and provisions of any Management Agreement entered into by Residents with Clifton Springs (Holdings) Pty Ltd and Bellarine Springs Pty Ltd then the provisions of the Management Agreement shall apply, subject to the RVA and its Regulations.

5 Definitions

In these Rules –

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting, as provided in rules 21 and 41 of these rules;

Committee, means the Committee having management of the business of the Association;

Committee meeting means a meeting of the Committee held in accordance with these rules;

Committee members means the office bearers and the members of the Committee elected or appointed in accordance with rules 35 and 36 of these rules;

General meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

Manager means the person appointed by the owners of Bellarine Springs to manage the Village;

Member means a member of the Association;

Member entitled to vote all members are entitled to vote at a general meeting and a special general meeting;

Regulation means regulation under the Act;

Resident means any person residing in the Village who is a member;

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

RVA means Retirement Villages Act (1986) with subsequent amendments;

The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations;

The Village means the retirement village subject to provisions of the RVA and known as Bellarine Springs, 101 Central Road, Drysdale;

Unit means any of the Residential Units in the Village.

PART 2: POWERS OF ASSOCIATION

6 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may –
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf; and
 - g. enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members;
- (2) Subrule (1) does not prevent the Association from paying a Member -
 - a. reimbursement for expenses properly incurred by the Member; or
 - b. for goods or services provided by the Member –
If this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3: MEMBERSHIP & DISPUTE RESOLUTION

8 Who is eligible to be a Member

All residents of the Village who are party to a Residence and Management Agreement with Clifton Springs (Holdings) Pty Ltd and with Bellarine Springs Pty Ltd are eligible to become Members of the Association. Completion of a Registration Form is required. There shall be no fee or annual subscription required of Members.

9 Cessation of membership

The membership of a person ceases on receipt, by the Secretary, of a written notice of resignation from that person, when that person ceases to be entitled to reside in the Village, or ceases to be a party to a Resident Agreement with Clifton Springs (Holdings) Pty Ltd and Bellarine Springs Pty Ltd.

10 General rights of Members

- (1) A Member of the Association who is entitled to vote has the right—
- a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. to submit items of business for consideration at a general meeting; and
 - c. to attend and be heard at general meetings; and
 - d. to vote at a general meeting; and
 - e. to have access to the minutes of general meetings and other documents of the Association as provided under rule 59; and
 - f. to inspect the register of members.

11 Register of membership

The Secretary must keep and maintain a register of members that includes—

- (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.

12 Disciplining of Members

There shall be no provision for disciplining of Members.

13 Disputes and mediation

- (1) The Committee must not act as a mediator in any dispute between Members when the dispute is being dealt with by the Manager under the provisions of the RVA.

- (2) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - a. Members or
 - b. a Member and the Association.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties to the dispute.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (5) The mediator must be –
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement –
 - i. in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - ii. in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) A Member of the Association can be a mediator.
- (7) The mediator cannot be a Member who is a party to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, must –
 - a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4: GENERAL MEETINGS OF THE ASSOCIATION

14 Annual General Meetings

- (1) The Committee may determine the date, time and place of the Annual General Meeting of the Association which must be held within 5 months of the end of the financial year.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (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 officers of the Association and 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.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with Rule 18 of these rules.

15 Special General Meetings

- (1) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (2) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (3) Only items of business, the nature of which has been set out in the Notice of Meetings under Rule 18 of these rules may be considered at Special General Meetings.
- (4) Provided General Business has been listed for consideration in the Notice of Meeting, individual items of general business may be considered if the majority of Members present agree.

16 Special General Meeting held at request of Members

- (1) The Committee must convene a Special General Meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of Members.
- (2) A request for a Special General Meeting must –
 - a. be in writing; and
 - b. state the business to be considered at the meeting and any resolutions to be proposed; and
 - c. include the names and signatures of the members requesting the meeting; and
 - d. be given to the Secretary.
- (3) If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by Members under subrule (3) –
 - a. must be held within 3 months after the date on which the original request was made; and
 - b. may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under subrule (3).

17 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.

18 Notice of general meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 16(3), the Members convening the meeting) must give to each Member of the Association –

- a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. at least 14 days' notice of a general meeting in any other case.
- (2) The notice must –
- a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. if a specific resolution is to be proposed –
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution.

19 Proxies

- (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.
- (2) The notice appointing the proxy must be in the form set out in Appendix 1 of these rules.

20 Quorum at General Meetings

- (1) No item of business may be conducted at a General Meeting unless a quorum of the greater of 21 Members or 20 percent of Members are present (including present by proxy) at the time when the meeting is considering that item.
- (2) If, within half an hour after the appointed time for the commencement of a General Meeting; a quorum is not present –
 - i. in the case of a meeting convened upon the request of Members under Rule 16(3) of these rules – the meeting must be dissolved; and
 - ii. 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 the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (3) 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 at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

21 Presiding at Meetings

- (1) Subject to subrule (2), the President shall preside as Chairperson at each General Meeting of the Association.
- (2) If the President is absent from a General Meeting, or is unable to preside, the Chairperson of the meeting must be the Vice President, or in the absence of the Vice President a Member elected by other Members present.

22 Adjournment of meetings

- (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.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 18 of these rules.
- (4) Except as provided in Rule 18, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

23 Voting at General Meetings

- (1) Voting rights at General Meetings and for all matters put before the Association for decision by ballot shall be one vote per Member.
- (2) All votes must be given personally or by proxy.
- (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.

24 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

25 Poll at General Meetings

- (1) If at a meeting a poll on any question is demanded by not less than five (5) Members, it must be taken at that meeting in such a 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.
- (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.

26 Manner of determining whether resolution carried

If a question arising at a General Meeting of the Association is determined on a show of hands of Members –

- 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.

27 Minutes of General Meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include –
 - a. the names of the Members attending the meeting; and
 - b. proxy forms given to the Chairperson of the meeting under Rule 19; and
 - c. the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - d. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5: COMMITTEE

Division 1 Powers of Committee

28 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee shall consist of a President, a Secretary, a Treasurer, a Vice President and the number of ordinary members as determined in accordance with rule 35 (1) each of whom shall be elected at the Annual General Meeting of the Association in each year.
- (3) No Village Unit may have more than one Member nominated for a position on the Committee in any one year.
- (4) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (5) The Committee may establish subcommittees consisting of members with terms of reference it considers appropriate.
- (6) The President will be an *ex officio* Member of any sub-committee created under subrule 5.

29 Delegation

- (1) The Committee may delegate to a member of the Committee or a subcommittee any of its powers and functions other than –
 - a. this power of delegation; or
 - b. a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2 Composition of Committee and duties of members

30 Composition of Committee

The Committee consists of –

- a. a President;
- b. a Secretary;
- c. a Treasurer;
- d. a Vice President and
- e. as many ordinary members as determined under rule 35

31 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties

- a. with reasonable care and diligence
 - b. in good faith in the best interests of the Association; and
 - c. for a proper purpose
- (4) Committee members and former Committee members must not make improper use of –
- a. their position; or
 - b. information acquired for themselves or any other person or to cause detriment to the Association.
- (5) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

32 Office Bearers

All office bearers must perform any duties or functions required under Division 3 of Part 6 of the Act.

Division 3 Election of Committee members and tenure of office

33 Who is eligible to be a Committee member

Every Member is eligible to be elected or appointed with the exception referred to in Rule 28 (3) of these Rules.

34 Positions to be declared vacant

At the conclusion of each Annual General Meeting of the Association all positions on the Committee become vacant.

35 Election of Committee

- (1) The Annual General Meeting must by resolution decide the number of ordinary members of the Committee it wishes to hold office for the following year.
- (2) At the Annual General Meeting, separate elections must be held for each of the following positions –
 - a. President;
 - b. Secretary
 - c. Treasurer
 - d. Vice President
 - e. the number of Ordinary Members as determined in subrule (1).
- (3) If only one member is nominated for a position, the Chairperson of the meeting must declare that member elected to the position.
- (4) On his or her election, the new President shall take over as Chairperson at the conclusion of the Annual General Meeting.

36 Nominations and ballots for the Committee

- (1) The Notice of the Annual General Meeting provided to Members in accordance with Rule 18 of these rules will include an agenda item for the election of officers and Committee members of the Association for the year immediately following the Annual General Meeting.
- (2) No less than 14 days before the scheduled date of the Annual General Meeting the secretary shall call for nominations for Committee positions and provide

nomination forms with guidelines to legitimise and lodge the forms as set out in Appendix 2.

- (3) Every nomination must:
 - a. have a Member proposer and Member seconder;
 - b. be in writing and signed by the nominator and the seconder;
 - c. have the written consent of the nominee;
 - d. be delivered to the Secretary not less than 7 days before the scheduled date of the Annual General Meeting.
- (4) Should nominations for Committee positions exceed the vacancies in those positions a secret ballot will be conducted.
- (5) The President will invite 2 Members who are not candidates for election to conduct the ballot.
- (6) The Secretary will prepare ballot papers for positions with nominations exceeding vacancies, listing candidates in order drawn at random with instructions to tick the names of those candidates for whom Members wish to vote in number up to the vacancies for the position.
- (7) When all other Annual General Meeting business is concluded the result of the ballot will be given to the chair person who will declare the names of those elected to the Committee positions for the ensuing year.
- (8) Should the scrutineers be unable to identify a successful candidate because 2 or more candidates receive the same number of votes, the successful candidate will be decided by lot.

37 Term of Office

- (1) A Committee member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.
- (2) Except as provided in subrule 3, a Committee member shall hold office until the end of the next Annual General Meeting after the date of his or her election but is eligible for re-election.
- (3) A member may hold the office of President for only two (2) consecutive years but is eligible for further terms as President once twelve (12) months have passed.
- (4) A general meeting of the Association may –
 - a. by Special Resolution remove a Committee member from office; and
 - b. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A Committee member who is the subject of a proposed Special Resolution under subrule (4)(a) may make representations in writing to the Secretary or President of the Association and may request that the representations be provided to the Members of the Association.
- (6) 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 at which the special resolution is to be proposed.

38 Vacation of Office

- (1) A Committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a Committee member if he or she –
 - a. ceases to be a Member of the Association; or
 - b. fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under Rule 50; or
 - c. otherwise ceases to be a Committee member by operation of Section 78 of the Act.

39 Filling casual vacancies

- (1) The Committee may appoint an eligible Member of the Association to fill a position on the Committee that –
 - a. has become vacant under Rule 38 of these rules; or
 - b. was not filled by election at the last Annual General Meeting. Notwithstanding rule 28 (3) a Village Unit may have a second Member appointed to a vacancy under this subrule only.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Committee may continue to act despite any vacancy in its membership.

Division 4 Meetings of Committee

40 Meetings of the Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the members of the Committee were elected.
- (3) Special Committee meetings may be convened by the President or by any 4 members of the Committee.

41 Presiding at Committee meetings

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any Committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be a Committee member elected by the other Committee members present.

42 Notice of Committee meetings

- (1) Notice of each Committee meeting must be given to each Committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

43 Urgent Committee meetings

- (1) In cases of emergency, a meeting can be held without notice being given in accordance with Rule 42 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

44 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

45 Use of technology

A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.

46 Quorum at Committee meetings

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is the presence (in person or as allowed under Rule 45 of these rules) of a majority of the Committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting –
 - a. in the case of an urgent meeting – the meeting lapses
 - b. in any other case – the meeting must be adjourned to a date no later than 13 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 42.

47 Voting

- (1) On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote, as specified in Rule 23(3) of these rules.
- (4) Voting by proxy is not permitted.

48 Conflict of Interest

- (1) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The Committee member –
 - a. Must not be present while the matter is being considered at the meeting; and
 - b. Must not vote on the matter, in accord with Section 81 (3) of The Act.
- (3) This rule does not apply to a material personal interest –
 - a. That exists only because the Committee member belongs to a class of persons for whose benefit the Association is established; or
 - b. That the Committee member has in common with all, or a substantial proportion of, the Members of the Association.

49 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following –
 - a. the names of the Committee members in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. any material personal interest disclosed under Rule 48.

50 Leave of absence

- (1) The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

51 Meetings with Management

The Committee shall make available a delegation of three (3) Members, at least two of whom are Committee members to meet with Management on a regular basis, representing all Residents. The delegates will report to the next full Committee meeting and report to the Association members as soon as practicable.

PART 6: FINANCIAL MATTERS

52 Source of Funds

The funds of the Association may be derived from voluntary annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee, but no funds may be raised by compulsory subscription or levy.

53 Management of Funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members. At least one signatory must be the President, Vice President, Secretary or Treasurer.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

54 Financial records

- (1) The Association must keep financial records that –
- a. correctly record and explain its transactions, financial position and performance; and
 - b. enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control –
- a. the financial records for the current financial year; and
 - b. any other financial records as authorised by the Committee.

55 Financial Statements

For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

PART 7: GENERAL MATTERS

56 Common Seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal-
- a. the name of the Association must appear in legible characters on the common seal;
 - b. a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee members;
 - c. the common seal must be kept in the custody of the Secretary.

57 Registered Address

The registered address is 101 Central Road, Drysdale Vic 3222

58 Notice requirements

- (1) Any notice required to be given to a Member or a Committee member under these Rules may be given:
- a. by handing the notice to the Member personally;
 - b. by placing the notice in the Member's mailbox, or
 - c. by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under Rule 43.

59 Custody and inspection of books and records

- (1) Members may on request inspect, at a reasonable time –

- a. the register of Members;
 - b. the minutes of general meetings;
 - c. subject to subrule (2), a Member shall have access to any relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interest of the Association.
- (3) The Committee must, on request, make copies of these rules available to Members.
- (4) Subject to subrule (2), a Member may make a copy of any of the other records of the Association referred to in this rule at their own expense.
- (5) For purposes of this rule –
- Relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following –
- a. its memberships records;
 - b. its financial statements;
 - c. its financial records.

60 Winding up and cancellation

- (1) The Association may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.
- (4) The body to which the surplus assets are to be given must be decided by Special Resolution.

61 Alteration to Rules

These Rules may only be altered by Special Resolution of a general meeting of the Association.

=====

APPENDIX 1

BELLARINE SPRINGS RESIDENTS ASSOCIATION

FORM FOR APPOINTMENT OF PROXY

I, _____ of

(Number, Street) _____,

being a member of the Bellarine Springs Residents' Association, hereby appoint

(Name of Proxy) _____ of

(Number, Street of Proxy Holder) _____,

Being also a member of the Bellarine Springs Residents Association, as my proxy to vote for me, on my behalf at the _____ General Meeting of the Association to be held on the (date) _____ and at any adjournment or adjournments thereof.

I acknowledge that it is my responsibility to ensure that my proxy knows my voting intentions.

(Signature of appointer) _____

(Date) _____

APPENDIX 2

**BELLARINE SPRINGS RESIDENTS ASSOCIATION
NOMINATION OF A MEMBER FOR ELECTION TO THE RESIDENTS
COMMITTEE**

Annual General Meeting to be held on *(Date)* _____

I nominate *(Person Nominated)* _____ of
(Number, Street) _____

for the Position of:

- President (or Ordinary Committee Member)
- Secretary (or Ordinary Committee Member)
- Treasurer (or Ordinary Committee Member)
- Vice President (or Ordinary Committee Member)
- Ordinary Committee Member only

(cross out 4 that do not apply)

(Nominator's name and signature) _____

of *(Number, Street)* _____

(Seconder's name and signature) _____

of *(Number, Street)* _____

Agreement to serve on the Committee:

I, _____, nominated above agree to
serve on the Committee of Bellarine Springs Residents Association if elected.

(Nominee's signature) _____ *(Date)* _____