



**Newport Waterways Property Owners Association**



**CONSTITUTION**

**AGM 27<sup>th</sup> September 2023**

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## INTRODUCTION

**Newport Waterways Canal Property Owners Association** was established in 1985 to promote the interests of residents of the Newport Waterways Estate. The first general meeting of the Association was held on 22<sup>nd</sup> April 1985. The Association was incorporated on 17<sup>th</sup> January 1986. A special resolution was carried at the Annual General Meeting in 1995 to amend the name of the association to **Newport Waterways Property Owners Association Incorporated** and thus permit equality of membership for both wet and dry blocks within the Estate.

A special resolution was carried at the Annual General Meeting on **27<sup>th</sup> September 2023** to amend and delete all reference to “Newport Watch” in the constitution.

Membership relates to a residential property block within the Newport Waterways Estate. A **Member** has one full voting right per property.

**The financial year of the Association is 1<sup>st</sup> July to 30<sup>th</sup> June.** This was changed from a fiscal calendar year by a special resolution carried out at the annual general meeting in 2009.

Therefore, the Annual General Meeting of the Association is held not later than 30<sup>th</sup> September each year. Additionally, the calling of special general meetings for other specific and important issues is permitted when need arises. All members are welcome to attend the annual general meeting and other general meetings subject to voting rights previously described.

The Management Committee is elected annually at the annual general meeting and meets monthly to constantly monitor and deal with issues affecting residents. Each membership carries an entitlement to eligibility for nomination and election to the Management Committee of the Association.

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## RULES

### 1. NAME

The name of the incorporated association shall be the “Newport Waterways Property Owners Association Incorporated”.

### 2. OBJECTS

The objects for which the Association has been established are to maintain and seek to improve the existing high standard of the Newport Waterways Estate.

#### **SPECIFIC OBJECTIVES:**

1. To maintain and enhance the natural and built environment of the Newport Waterways Estate.
2. To endeavor to ensure that the rate structure is proportioned on an equitable basis between property owners (wet and dry blocks) and all commercial ventures within the Estate.
3. To liaise with local and state authorities re canal maintenance funds covering all work to be carried out in the canals.
4. To ensure that all statutory regulations covering Newport Waterways are upheld at all times.
5. To progressively seek information on all future developments to, or associated with, the Newport Waterways Estate.
6. To encourage local and state government departments to acknowledge the needs of residents for improved access roads and public transport servicing the Estate.
7. To develop and maintain a high profile in liaison with local, state and federal statutory bodies on issues which are of concern to residents within the Newport Waterways Estate.
8. To provide members of the Association with a regular and newsworthy newsletter to communicate the activities carried out by the Association.
9. To act as a forum to discuss and act on any problems of mutual interest which property owners may have.
10. To foster activities aiding in the security of personal property of residents and reduction of criminal activity within the area.
11. To undertake such activities as to promote and foster a cohesive and cooperative spirit of community within the membership of the Association extended to all residents of the Newport Waterways Estate.
12. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

### 3. POWERS

1. The Association has, in the exercise of its affairs, all 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 and convenient to be done in carrying out its affairs.

3. The Association may invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
4. The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
5. In furtherance of its objects, the Association may buy, sell, and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
6. The Association may enter into arrangement with any government or authorities in matters incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
7. The Association may appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association activities.
8. In furtherance of its objects, the Association may lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money for the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
9. The Association may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
10. The Association may take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
11. The Association may take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
12. The Association may print and publish any newspapers, periodicals, books, or leaflets that the Association deems desirable for the promotion of its objects.
13. The Association may subscribe to, become a member of, and cooperate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to any extent at least as great as that imposed on the Association under or by virtue of rule 27 (10).
14. In furtherance of its objects, the Association may amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as that imposed upon the Association under or by virtue of rule 27 (10).
15. The Association may make donations for patriotic, charitable or community purposes.

#### **4. MEMBERSHIP**

1. Every applicant for membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant, proposed and seconded, and shall be in such form as the Management Committee from time to time prescribes.
2. The number of members shall be unlimited.

#### **5. MEMBERSHIP FEES**

1. The membership fees shall be such sum as the members shall from time to time at any general meeting so determine.
2. The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
3. Membership fees are due within one calendar month following the commencement of a new financial year, except that the full membership fee paid by a new member after 1<sup>st</sup> March in any year shall secure membership for the remainder of the year in which the fee is paid, plus the following year.

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

1. At the next meeting of the Management Committee after the receipt of any application for membership and the applicable fee, such application shall be considered by the Management Committee who shall thereupon determine the admission or rejection of the applicant.
2. Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such an application is being considered, shall be accepted as a member.
3. Upon the acceptance or rejection of an application for membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

#### **7. TERMINATION OF MEMBERSHIP**

1. A member may resign from the Association at any time by giving notice in writing to the Secretary.
2. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
3. If a member-
  - a) is convicted of an indictable offence; or
  - b) fails to comply with any of the provisions of these rules; or
  - c) has membership fees in arrears for a period of two months or more; or
  - d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee may consider whether the membership should be terminated.
4. The members concerned shall be given a full and fair opportunity of presenting their case. and if the Management Committee resolves to terminate the membership, it shall instruct the Secretary to advise the member in writing accordingly.
5. Membership will be immediately terminated where a member no longer has the qualifications specified as a necessary prerequisite of membership.
6. Membership will automatically lapse where membership fees are in arrears for a period of four months.

## **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 within one month of receiving written notice thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Management Committee.
2. Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal.
3. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting their case.
4. The appeal shall be determined by the vote of the members present at such meeting.
5. Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## **9. REGISTER OF MEMBERS**

1. The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
2. Particulars shall also be entered into the register of resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

## **10. SECRETARY**

1. If a vacancy happens in the office of secretary, the members of the Management Committee must appoint or elect a secretary within fourteen days after the vacancy occurs.
2. In this instance the secretary must be a financial member of the Association who is-
  - a) a member of the Association elected by the Association as secretary; or
  - b) a member of the Association's Management Committee appointed by the Committee as secretary, or to act as secretary; or
  - c) a member of the Association appointed by the Management Committee as secretary or to act as secretary.

## **11. MEMBERSHIP OF MANAGEMENT COMMITTEE**

1. The Management Committee of the Association shall consist of a president, secretary, and treasurer, all of whom shall be members of the Association, and such other number of other office bearers and/or members as the members of the Association at any general meeting may from time to time elect, or the Management Committee may appoint.

2. At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election.
3. The election of officers and other members of the Management Committee shall take place in the following manner-
  - a) All positions for election to the Management Committee shall be notified to members at least twenty-one days prior to the annual general meeting.
  - b) Any two members of the Association shall be at liberty to nominate any other member (person as representative) to serve as an officer or other member of the Management Committee.
  - c) The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least fourteen days prior to the annual general meeting at which the election is to take place.
  - d) A list of candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association, or available from the secretary, for at least seven days immediately preceding the annual general meeting.
  - e) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - f) Positions of office bearers for which nominations have been received will be filled first. Unsuccessful candidates will then be eligible for election as general committee members.
  - g) If at the commencement of such a meeting there is an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

## **12. RESIGNATION AND REMOVAL FROM MANAGEMENT COMMITTEE**

1. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date; or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case.
2. The question of removal shall be determined by the vote of the members present at such a general meeting.
3. There is no right of appeal against a member's removal from office under this section.

## **13. VACANCIES ON MANAGEMENT COMMITTEE**

1. The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
2. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.



## **14. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

1. Except where otherwise provided by these rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee-
  - a) Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - b) Shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
2. The Management Committee may exercise all the powers of the Association-
  - a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and
  - b) to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
  - c) to invest in such manner as the members of the Association may from time to time determine.
3. For sub-section 2(b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by-
  - a) The financial institution for the Association; or
  - b) If there is more than one financial institution for the Association – the financial institution nominated by the Association.

## **15. MEETINGS OF MANAGEMENT COMMITTEE**

1. The Management Committee shall meet at least once every calendar month to exercise its function.
2. A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
3. At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last annual general meeting of the Association shall constitute a quorum.
4. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit.
5. However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
6. A member of the Management Committee shall not vote in respect of any contract with the Association in which the member is interested, or any matter arising thereupon, and if the member does so vote the member's vote shall not be counted.

7. Not less than fourteen days' notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
8. The President shall preside as chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-president shall be chairperson or if the Vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
9. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
10. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
11. A resolution in writing signed by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
12. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **16. DELEGATION OF POWERS OF MANAGEMENT COMMITTEE**

1. The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Association as the Management Committee thinks fit.
2. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
3. If a chairperson is not assigned to a subcommittee, it may elect a chairperson of its meetings.
4. If no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be chairperson of the meeting.
5. A subcommittee may meet and adjourn as it thinks proper.
6. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **17. VALIDATION OF MEETINGS OF MANAGEMENT COMMITTEE**

1. All acts done by any meeting of the Management Committee or of a subcommittee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

## **18. ANNUAL GENERAL MEETING**

1. The annual general meeting of the Association will be held within three (3) months of the close of the financial year for the following purposes:
  - a) To receive the President's report and the statements of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year.
  - b) The receiving of the auditor's report on the financial affairs of the Association for the last financial year.
  - c) The presenting of the audited statement to the meeting for adoption.
  - d) The election of members of the Management Committee.
  - e) The appointment of an auditor.
  - f) To deal with special resolutions, which must be presented to the secretary at least twenty-eight days prior to the annual general meeting to allow the necessary fourteen days' notice to all members prior to the meeting. Notice of motion in respect to the proposed special resolution must be in writing and signed by the proposer and seconder.
  - g) To transact such general business and to decide on any resolution which may properly be brought before the meeting.

## **19. SPECIAL GENERAL MEETING**

1. The secretary shall convene a special general meeting-
  - a) When directed to do so by the Management Committee; or
  - b) On the requisition in writing signed by not less than one-third of the members presently on the Management Committee, or not less than the number of members of the Association which equals double the number of members presently on the Management Committee, plus one; or
  - c) On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
2. In the case of subsections 1(b) and 1(c) notice of the special general meeting shall be sent out within fourteen days of the receipt of the requisition.
3. A requisition mentioned in subsection 1(b) shall clearly state the reasons why such a special general meeting is being convened and the nature of the business to be transacted thereat.

## **20. QUORUM AT GENERAL MEETING**

1. At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one
2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule, "member" includes a person attending as a proxy or as representing a corporation which is a member.
3. If within half an hour of the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall be adjourned for 30 minutes.
4. If after 30 minutes has elapsed, there is still no quorum present in accordance with paragraph 1, the minimum number of members to constitute an amended quorum shall be 15 members.

5. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so, directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **21. NOTICE OF GENERAL MEETING**

1. The secretary shall convene all general meetings of the Association by giving not less than fourteen days' notice of any such meeting to the members of the Association.
2. The manner by which such notice shall be given shall be determined by the Management Committee.
3. However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Management Committee shall be given in writing.
4. Notice of the general meeting shall clearly state the nature of the business to be discussed thereat.

## **22. PROCEDURE AT GENERAL MEETINGS**

1. Unless otherwise provided by these rules, at every general meeting:
  - a) The President shall preside as chairperson, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting; and
  - b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
  - d) every member present shall be entitled to one vote in accordance with the rules of membership and in the case of an equality of votes the chairperson shall have a second or casting vote; and
  - e) no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting; and
  - f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
  - g) the chairperson shall appoint two members to conduct a secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
  - h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is the representative of a member shall have one vote for that member, and in a secret ballot every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote, and
  - i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorized in

writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized; and

- j) a proxy may, but need not be a member of the Association; and
- k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- l) where it is desired to afford members any opportunity of voting for or against a particular resolution the instrument appointing a proxy shall be in the following form as near thereto as circumstances permit –

I, \_\_\_\_\_ of \_\_\_\_\_,  
being a member of the above-named Association, hereby appoint.

\_\_\_\_\_ of \_\_\_\_\_,

**or** \_\_\_\_\_ 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 thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20...

\_\_\_\_\_ Signature

This form is to be used \*in favor of / \*against the resolution.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as the proxy thinks fit; and

- m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meetings at which the person named in the instrument proposes to vote; and
  - n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
2. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Management Committee meeting verifying their accuracy.
  3. Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
  4. However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

### **23. ALTERATION OF BY-LAWS**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

### **24. ALTERATION OF RULES**

1. Subject to the provisions of the *Associations Incorporation Act 1981*. These rules may be amended, rescinded or added to from time to time by a special resolution carried at a general meeting.
2. However, an amendment, rescission or addition is valid only if it is registered by the Chief Executive under the terms of the above Act.

### **25. COMMON SEAL**

1. The Management Committee shall provide for a common seal and for its safe custody.
2. The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### **26. FUNDS AND ACCOUNTS**

1. The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
2. Proper books and accounts shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in records of a like nature.
3. All monies shall be deposited as soon as practicable after receipt thereof.
4. All amounts of \$100 or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer, or other members authorized from time to time by the Management Committee.
5. Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupment which may be open.
6. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
7. All expenditure shall be approved or ratified at a Management Committee meeting.
8. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of –
  - a) The income and expenditure for the financial year just ended; and
  - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
9. The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
10. The income and property of the Association whencesoever derived shall be used and applied solely in promotion of the objects of the Association and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association; provided that nothing herein contained shall

prevent the payment in good faith of interest to any such member in respect of money advanced to the Association or otherwise owing by the Association, or of remunerations to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association; provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **27. DOCUMENTS**

The Management Committee shall provide for the safe custody of books, documents, electronic records, instruments of title and securities of the Association.

## **28. FINANCIAL YEAR**

The financial year of the Association shall close on 30<sup>th</sup> June in each year.

## **29. DISTRIBUTION OF SURPLUS ASSETS**

1. This section applies if the Association is wound up under part 10 of the Act and there are surplus assets.
2. The surplus assets must not be distributed among the members but must be given to another entity-
  - a) that has objects similar to the objects of the Association; and
  - b) the rules of which prohibit the distribution of the income and assets of the entity to its members.
3. In this section “surplus assets” has the meaning given by section 92. (3) of the Act.

## BY-LAWS

### 1. NAME

Newport Waterways Property Owners Association Incorporated.

### 2. OBJECTS

1. The objects for which the Association is established are set out in the Association Rules with which these By-laws are associated.
2. The object of these By-laws is to provide for the dealing with matters pertaining to the internal management of the Association.

### 3. AMENDMENT OF BY-LAWS

These By-laws may be added to, repealed or amended by resolution at any annual general meeting or general meetings of the Association at which there is a quorum present, provided that no such resolution shall be deemed to have been passed unless two-thirds of the members present and entitled to vote, shall vote in favour thereof.

### 4. INTERPRETATION OF BY-LAWS

The Management Committee shall be the sole authority for the interpretation of the By-laws, and any decision of the Management Committee on any matter of interpretation shall be binding. Any decision made by the Management Committee on any matter not mentioned in the By-laws, provided such decision is not inconsistent with the Rules of the Association, shall be binding on all members unless and until the same shall be amended by a resolution as provided in these By-laws.

### 5. MEMBERSHIP

1. A member is defined as the sole registered property owner, or a joint tenant, tenants in common, tenant of a rental property, or corporate owner of a Newport Waterways property, wet or dry; or as defined by the Association from time to time. Individuals shall be entitled to the proportion of a full membership, including voting rights, corresponding to their proportionate holding of the real property. Each property block shall represent one membership and one single voting right only and a single representative at any time shall exercise these rights.
2. Where membership has lapsed due to the late payment of fees, membership will be reinstated on the payment of the fee due or on the payment of a subsequent annual fee.

### 6. MEMBERSHIP REGISTER

1. The members register shall be maintained as a computer file. The register shall include the names of residents and record subscription receipt details for the current year.
2. As this register is intended to also record the most current confirmed information in regard to resident and membership details, this may require the removal of listing details of prior residents who have paid their full membership subscription for the current year.  
Note – (a) membership is only valid for owners of Newport Waterways Estate properties.  
and (b) membership *is not transferable* in the case of change of ownership.



Should these prior members so request, at any time in that particular year for which their subscription has been paid, their membership will be transferred to a new address within the Newport Waterways Estate.

In general, subscriptions are paid on an annual basis and are non-refundable in terms of membership for a portion of the year.

## **7. ASSOCIATION LIABILITIES**

The Management Committee shall not enter into any negotiations which could commit the Association to a financial liability either by attachment to a contractual arrangement or to an individual expenditure in excess of \$2000 unless the matter has been brought to a general meeting of the Association for prior approval.

## **8. MANAGEMENT COMMITTEE**

The Management Committee shall consist of at least:

- President, Secretary, Treasurer as required under the Rules.
- Website, IT and Newsletter Editor
- Three (3) general committee members

## **9. SUBCOMMITTEES**

The President and Secretary are ex-officio members on all subcommittees convened by the Management Committee. However, they shall not be counted in such subcommittees for the purpose of determination of a quorum or in the matter of voting unless the terms of reference of the subcommittee specifically so provides.

## **10. PRESS STATEMENTS AND NEWS RELEASES**

The President shall have sole responsibility for all official external public relations communications on behalf of the Association except as specifically endorsed by the Management Committee or as directed by a resolution taken at a general meeting of the Association.

## **11. HALF YEAR GENERAL MEETING**

1. In addition to the annual general meeting, the Association will aim to hold an additional general meeting in each year preferably scheduled in March.
2. This meeting will be used to acquaint members with recent and ongoing Association activities but will also deal with any other matters which may properly be brought before such a meeting.

--- End ---

Correspondence to  
The Secretary NWPOA Inc. PO Box 251 Kippa Ring 4021

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