



TALLONG PARK ASSOCIATION INCORPORATED

TALLONG PARK NSW 2579

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CONSTITUTION

As agreed to at the 2015 AGM, 6th December 2015

Tallong Park Association Incorporated consists of Association Members who collectively are responsible for the management of common areas, facilities, equipment, administration, budgeting and employees of Tallong Park in accordance with the Constitution and Local Rules. This is achieved through the empowerment of a committee of Association Members elected by Association Members and is known as the Tallong Park Association Committee.

Enclosed is a copy of the Constitution and Local Rules of Tallong Park Association Incorporated. Please read these documents carefully as they set out your rights and obligations as an Association Member.

CONSTITUTION

OF THE

TALLONG PARK ASSOCIATION INCORPORATED

PART 1 - OBJECTS

1. INTERPRETATION

1.1. In these rules the following interpretation is to apply:

Allotments - any rural/residential land for which a Certificate of Title has been issued by Land and Property Information New South Wales;

Association - Tallong Park Association Incorporated;

Association Member - a person referred to in clause 4;

Associate Member - a person referred to in clause 20;

Committee - Association members elected and empowered to manage the common areas, facilities, equipment, administration, budgeting and employees of Tallong Park on behalf of the Tallong Park Association Inc. in accordance with the Constitution and Local Rules;

Common Areas - Those allotments owned by the Association reserved for open space and recreational use and upon which recreational, sporting, parking, gardens and leisure facilities have been or will be erected or laid out;

Council - Mulwaree Shire Council or any successor thereto;

Financial Member - a member of the Association who is not in arrears with contributions levied on that member from time to time by the Association;

Guest – “One entertained at another’s house” (*Collins Australian English Dictionary*), “A person who is invited to visit or stay in someone’s home.” (*Webster’s Dictionary*).

The Land - the whole of the land comprised in Certificate of Title Volume 11628 Folio 73, Volume 4740 Folio 152, Volume 7909 Folio 181, Volume 7897 Folio 154, Volume 7960 Folio 2 and Volume 11628 Folio 74 and Folio Identifier 268/750053 including any subsequent subdivision thereof and known as "Tallong Park";

Ordinary Member - a member of the committee who is not an office bearer of the Association, as referred to in clause 10.1;

Special General Meeting - a general meeting of the Association other than an annual general meeting;

The Act - the Association's Incorporation Act, 1984;

Residential Lot - an allotment which has been subdivided out of the Land with approval of the Council, to be used for the erection of a dwelling house without further subdivision being effected;

Office Bearers - these are the Chairman, Vice Chairman, Secretary and Treasurer.

2. OBJECTS

- 2.1. To manage, care for and control common areas for the benefit of all Association members and to operate without profit for the benefit of its members.
- 2.2. The maintenance, repair and replacement of all fixtures, fittings, improvements, landscaping and gardens upon and within the common areas and the purchase or other acquisition of such real and personal property, structure and improvements as may be considered desirable or necessary in the care, management and enjoyment of the land.
- 2.3. To insure and to pay all premiums thereon for public liability insurance on common areas and Comprehensive insurance for any improvements erected on common areas.
- 2.4. The promulgation and enforcement of Local Rules and covenants affecting and benefiting the common areas and to recover by levies or other lawful means the costs and expenses incurred therein.
- 2.5. To fix assessments and to raise and impose levies against members to defray expenses and the costs of giving effect to the objects and purposes of the Association and to create reasonable reserves for such expenditures and to authorise the committee to take all necessary action to recover the assessments which are levied.
- 2.6. To promote sporting and social activities for and within the community for members and their guests.
- 2.7. To pay any charges imposed on the land and on the Association by government or statutory authorities.
- 2.8. To manage and maintain the reticulated water supply.
- 2.9. To do all such other acts, matters and things as shall be incidental and necessary for the management care and control of the common areas for the benefit of members. To exercise the authorities granted in the registered 88B instruments as applicable to the land.

PART 11 - RULES

3. NAME

- 3.1. The name of the Association shall be Tallong Park Association Incorporated.

4. MEMBERSHIP QUALIFICATIONS

- 4.1. Association members shall be those persons who become registered as proprietors from time to time of any allotment created by subdivision of the land after the date of incorporation of the Association
- 4.2. Each person or corporation which proposes to become a purchaser member of the Association shall execute and deliver to the Association on or before the date upon which it becomes entitled to become a registered proprietor of a residential lot an application for membership in the form which is set forth hereunder:
- 4.3. An Association member shall not assign any membership right or obligation otherwise than concurrently with registration of a transfer of an allotment.
- 4.4. An Association member shall not resign from the Association and shall continue to be bound by the rules thereof for so long as they are the registered proprietor of an allotment.

5. REGISTER OF MEMBERS

- 5.1. The public officer of the Association shall establish and maintain a register of Association members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member and the class of membership. The other duties of the Public Officer include advising the Department of Fair Trading of the changes in the Association and its financial situation and supplying such returns as are required by that Department.
- 5.2. The register of Association members shall be kept at the principal place of administration of the Association and shall be open for inspection free of charge by any Association member of the Association or any person authorised in writing by an Association member by arrangement with the Public Officer.
- 5.3. Where an Association member is a registered company the register shall record the name and residential address of a natural person to be the representative of the Association member and the company may by notice in writing to the Association from time to time change such representative and a representative whose name is entered upon the register may vote at any general meeting of the Association without the necessity of receiving a signed proxy from the company.

6. FEES AND SUBSCRIPTIONS

- 6.1. No amounts shall be required to be paid to the Association for entrance fees or subscriptions, but there shall be levied against members the amounts recommended by the Committee and approved by the members in general meeting as being necessary to meet the actual and expected liabilities of the Association in the manner hereinafter referred to.

- 6.2. Levies may be recovered against members by action in a court of competent jurisdiction in addition to all legal and other costs of action taken to recover levies outstanding for more than one month and in addition a penalty charge at a rate to be determined by the committee from time to time.

7. MEMBERS LIABILITIES

- 7.1. The liability of an Association member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any unpaid, by the Association member in respect of levies raised in accordance with these rules.
- 7.2. The Association may levy the contributions determined by it under these rules by serving on Association member's notice in writing of the contributions payable by the Association members who are proprietors or by corporate proprietors represented by Association members who are nominees.
- 7.3. Levies to be raised by the Association on residential lots shall be levied equally between the Association members.
- 7.4. A certificate from the public officer, managing agent, secretary, employee or other officer of the committee as to whether any levies remain outstanding by an Association member in respect of an allotment of an Association member, shall be conclusive evidence as between an Association member and/or mortgagee and the Association as at the date of the certificate and if unpaid as to the amount and date of the levy and any interest thereon.
- 7.5. The Association shall, upon application made to it in writing by an Association member or a mortgagee thereof (or by a person authorised in writing by an Association member or such mortgagee) furnish to the applicant within seven days a receipt of Certificate referred to in clause 7.4 in respect of that Association members' particular allotment and upon payment of a fee equivalent to the fee prescribed under s70(c) of the Strata Titles Act, 1973 or any replacement thereof.
- 7.6. The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 7.7. In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is exempt from income tax.
- 7.8. Where it furthers the objects of the organisation to amalgamate with any one or more organisations having similar objectives, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be exempt from income tax.

7A PROVISION OF AMENITIES AND FACILITIES ON COMMON PROPERTY

- 7A.1. The association may provide on the common property amenities and facilities of various kinds and, subject to these rules, make them available for use by members, associates and guests.

7A.2. Where under these rules any member, associate or guest be entitled or permitted to have access to or use any common property, amenity or facility, such entitlement or permission shall be an entitlement or permission to have access to or to use the common property, amenity or facility only upon and subject to the following terms, conditions and restrictions, namely:

- (a) At the risk of that member, associate or guest or, if any associate or guest be incapable at law of effectually accepting all risks of or arising out of having access to or using the common property, amenity or facility, than at the risk of the member through or by virtue of whom the associate or guest enjoys any right or permission to have access to or to use the same (in every case, even if any loss, damage or injury be attributable to negligence for which the Association would be directly or indirectly liable);
- (b) In the state and condition in which that common property, amenity or facility may exist from time to time and, if applicable, in the particular location or locations at which the amenity or facility may be provided and with and subject to all conditions, dangers (latent and patent), disadvantages, limitations and restrictions upon their use and availability inherent in the form and state and, if applicable, the particular location, of such common property, amenity or facility.

8. DISCIPLINING OF MEMBERS

8.1. Having regard to the fact that membership of the Association is designed to regulate the legal obligations which arise between the Association members in the maintenance and use of the common areas and land vested in the Association is to be used by Association members to gain access to allotments owned by them any attempted resignation or any suspension of membership shall not release the Association member from this Constitution or the Local Rules of the Association and obligations to pay levies and charges thereon as assessed by the Committee from time to time.

8.2. Where the Committee is of the opinion that an Association member has persistently and wilfully acted in a manner prejudicial to the interests of the Association or has breached this Constitution or the Local Rules the Committee may after written notice of its intention suspend the Association members rights to either vote at meetings or to attend meetings of the Association for such periods as it shall decide. The Committee shall give to the Association member not less than fourteen days' notice of its intention to consider such a resolution. The Association Member shall not less than forty eight hours before the date set for the meeting by the Committee submit such matters in writing as the member shall consider relevant or give notice to the Committee that they intend to attend at the meeting and to make representations orally. In making any decision the Committee shall take into account any written or oral submissions made by or on behalf of the Association member. In the event that the Committee resolves to suspend the Association member it shall within forty-eight hours of such decision notify the Association member in accordance with Clause 12.3 of this Constitution of its decision. Within seven days of the receipt of such notification the Association member shall have the right to appeal to the Association in general meeting. Notice of such appeal shall be given by the Association member in writing and shall be circulated by the Committee to all Association members not less than seven days before the date appointed for the hearing of the appeal. At such appeal, the Association member may make such oral and written representations as he or she desires. The special general meeting may confirm vary or disallow the suspension of the Association member by the Committee. Where an appeal is lodged, as herein set out the suspension does not operate until confirmed or varied by the special general meeting.

9. VOTING RIGHTS OF MEMBERS

- 9.1. Upon any question arising at a general meeting of the Association a financial Association member shall have one vote for each residential allotment of which they are the registered proprietor.
- 9.2. All votes shall be given personally or by proxy but no Association member may hold more than three (3) proxies. A proxy shall be in such form as the Association may prescribe from time to time and shall be given to the secretary prior to the commencement of the meeting.
- 9.3. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 9.4. Co-proprietors of an allotment shall only be entitled to cast one vote between them for each allotment of which they are the proprietors and notice shall be given by them to the secretary before the commencement of the meeting of the name of the co-proprietor who shall exercise that vote at the meeting. Where the Association has received notice signed by the Proprietor and the Mortgagee that the Proprietors Estate in the allotment is subject to a registered Mortgage, the Mortgagee may elect to exercise the voting rights of that Proprietor in accordance with the rules in place of the Proprietor.
- 9.5. Unless an Association member has nominated its representative pursuant to clause 5.3, a proxy shall be given by that Association purchaser member before the meeting.
- 9.6. The totality of votes shall be one vote for each registered allotment of the Land excluding any allotments comprising common areas.

10. COMMITTEE

- 10.1. There shall be a committee of management of the Association which shall control and manage the affairs of the Association and which may exercise all the functions as may be exercised by the Association other than those which are required to be exercised by a general meeting of The Association. The committee shall consist of the office bearers of the Association and at least three (3) ordinary members and not more than four (4) ordinary members.
- 10.2. Members of the committee shall be elected by and at the annual general meeting. The office bearers of the Association shall be the chairman, vice chairman, the treasurer and the secretary. The office bearers shall be chosen by the members of the committee at a meeting of the committee to be held immediately following the close of the Annual General Meeting at which they were elected as members of the committee.
- 10.3. Except as herein provided, each member of the committee shall, subject to these rules and in accordance with their respective duty statements hold office until resignation or until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- 10.4. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

- 10.5. For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies , or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Law, or
 - (d) resigns office in writing given to the secretary, or
 - (e) is removed from office under Clause 10.6, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
- 10.6. The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the member so removed.
- 10.7. If a member of the committee to whom a proposed resolution referred to in Clause 10.6 relates makes representation in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the presentation be notified to the members of the association, the secretary or the chairman may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 10.8. The duties of the Secretary shall include the keeping of all records of the business of the Association including rules, register of members, minutes of all general, special and committee meetings.
- 10.9. The duties of the Treasurer shall be to ensure that all monies received by the Association are paid into accounts in the Associations name and that correct and up-to-date books and accounts are kept showing the financial affairs of the Association.

11. COMMITTEE MEETINGS

- 11.1. The Committee shall meet at least once each month and oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 72 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- 11.2. Five members of the committee shall constitute a quorum for the transaction of the business of a meeting of the committee. A meeting of the committee may be convened by the chairman or by any member thereof and the chairman or in the chairman's absence, the vice chairman, the secretary or treasurer shall preside at all meetings of the committee.
- 11.3. Questions arising at a meeting of the committee shall be determined by a majority of the votes of members of the committee present at the meeting with the person presiding having power to exercise a second or casting vote if there is any equality of votes on any question.
- 11.4. A committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.

- 11.5. In any legal proceedings, a committee meeting held in accordance with Clause 11.4, or part of such a meeting, is not to be declared invalid on the ground that one or more committee members did not have a reasonable opportunity to participate unless the court is satisfied that:
- (a) substantial injustice has been, or may be, caused and
 - (b) the injustice cannot be remedied by any other order available to the court.

12. GENERAL MEETINGS

- 12.1. The Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its Association members on such date and at such place and time as the committee thinks fit.
- 12.2. The committee may, whenever it thinks fit, convene a special general meeting of the Association and shall, on a requisition in writing of members who, between them constitute the proprietors of not less than one third of the allotments, convene a special general meeting of the Association.
- 12.3. Except where the nature of the Business proposed to be dealt with at a general meeting requires a special resolution of the Association the Secretary shall at least fourteen days before the date fixed for the holding of a general meeting cause to be sent by pre-paid post to each Association member at the Association members address appearing in the Registrar of the Association members a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 12.4. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary, shall, at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each Association member in the manner provided in clause 12.3 specifying, in addition to the matter required under clause 12.3, the intention to propose the resolution as a special resolution.
- 12.5. One fifth of the Association members who are present in person or by proxy (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting provided that if there shall not be a quorum present within thirty (30) minutes of the time set forth for holding the meeting then the meeting shall stand adjourned for one week to the same time and place and the members then present either in person or by proxy shall constitute a quorum.
- 12.6. A question arising at a general meeting of the Association shall be determined on a show of hands of the persons eligible to cast a vote unless a poll is demanded before the chair's declaration of the result of the show of hands.
- 12.7. Where the Constitution requires that a special resolution be passed by the Association at a general meeting then such special resolution shall be deemed to be carried if it is passed by not less than three quarters of the members present in person or by proxy who are entitled to cast a vote thereat in accordance with Clause 9.1.
- 12.8. The chairman, or in the chairman's absence, the vice chairman, the secretary or treasurer, shall preside as chair at each general meeting of the Association or such qualified, independent person as engaged by the committee to act as chair. Any such chair as engaged by the committee will have no voting rights. If the chairman, vice chairman, secretary and treasurer are absent or are unwilling to act, the members present shall elect one of their number to preside as chair.

12.9. An Association member desiring to bring business before a general meeting shall give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting after receipt of the notice from the member.

12.10. The business to be conducted at a general meeting shall be:

- (a) Apologies;
- (b) Minutes of the previous meeting;
- (c) Confirmation of minutes of the previous meeting;
- (d) Chairmans Report;
- (e) Financial Report;
- (f) Election of Committee;
- (g) Motions of which notice has been given pursuant to Clause 12.9

13. SERVICE OF NOTICES

13.1.

- (a) A notice may be served on or given to a person:
 - (i) By delivering it to the person personally, or
 - (ii) By sending it by pre-paid post to the address of the person, or
 - (iii) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for the serving of the notice.
- (b) A notice is taken, unless the contrary is proved, to have been given or served:
 - (i) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (iii) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent on a later date.

14. FUNDS

14.1. Funds payable to the Association either by levies from Association members or from any other source shall be allocated in part to the Working Account of the Association to be applied for general maintenance, insurance, wages and associated costs and other general purpose expenses.

14.2. The Committee will prepare a budget for the ensuing financial year and present it to the Annual General Meeting. Such a budget will include a recommendation on the annual levy on Members and an appropriation to a Contingency Fund for the further maintenance of the existing assets of the Association to be allotted at the discretion of the Committee.

- 14.3. The Association shall maintain a separate bank account to be styled "Tallong Park Association Capital Account". The following provisions shall apply to the said Capital Account.
- (a) Shall be maintained by the Association for the establishment, and replacement of improvements to the common areas including all recreational facilities, landscaping and gardens upon or within the common areas. Such Capital Account shall not ordinarily be depleted other than in accordance with clause 14.3b.
 - (b) If the Committee forms the opinion that any of the Capital Account is reasonably required by the Association for the objects of the said account for essential works which would not ordinarily be met by levies from members they must submit a proposal to the Association members to be considered at the Annual General Meeting or Special General Meeting thereof and such expenditure from the Capital Account may only be applied to designated expenditure with the authority of a special resolution of the members.
 - (c) All interest derived from the said Capital Account will go to the Working Account.
- 14.4. The Committee will recommend to each Annual General Meeting a special levy to Members to replace or increase the Capital Account
- 14.5. All cheques and other negotiable instruments on any of the above accounts shall be signed by three members of the Committee who shall be specifically authorised by the Committee or where an employee has been appointed in writing by the Committee.
- 14.6. The funds of the Association shall not be invested in any mode of investment other than an investment which is guaranteed by or lodged with a bank licensed in Australia or a government of any State in Australia or of the Commonwealth.
- 14.7. Notwithstanding section 14.5, that the Committee allow the signatories to the Association Accounts to use the Facilities of Internet Banking, even where these facilities require only 2 Signatures. Such facilities to be used only for Enquiry purposes and the payment of Regular Consistent accounts such as (but not limited to) Wages, Rent and Leasing Charges.

15. ALTERATION OF OBJECTS

- 15.1. The statement of objects and this Constitution may be altered, rescinded, amended or added to only by a special resolution of the Association.

16. MAKING OF LOCAL RULES

- 16.1. The committee shall have the power from time to time to make, alter and repeal Local Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the common areas and the reticulated water supply.

17. COMMON SEAL

- 17.1. The Common Seal of the Association is a rubber stamp, which bears the name of the Association. It shall be kept in the custody of the Public Officer and shall not be affixed to any instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested by not less than two Committee members. The Public Officer will keep records of all usage of the Common Seal.

18. CUSTODY OF ADMINISTRATION RECORDS

- 18.1. Except as otherwise provided by these rules, the secretary, treasurer, managing agent, public officer or employee appointed shall keep in their custody or under their control all administration records, books and other documents relating to the Association.
- 18.2. The Public Officer is to be the custodian of all administration, records, books, and all other documents including those related to the corporate governance system. The Public Officer, in addition to the role defined by the Office of Fair Trading is to but not limited to:
- (a) Act as the official contact between the Association and Fair Trading NSW Government;
 - (b) Oversee the handover of all documents from the outgoing committee to the incoming committee within 14 days after the AGM being completed;
 - (c) Ensures that regular corporate governance compliance checks are undertaken by the Committee and that results of these checks are addressed at monthly Committee Meetings;
 - (d) Ensures that the Management Plan is complied with and addressed by the Committee at monthly Committee Meetings, and
 - (e) Ensures that feedback is provided to the Members on the status of the Management Plan and Corporate Governance System quarterly by the Committee.

19. INSPECTION OF ADMINISTRATION RECORDS

- 19.1. The administration records, books and other documents of the Association shall, upon payment of the fee prescribed from time to time under s.70 of the Strata Titles Act, 1973 (or any replacement thereof) for the inspection of the Association records be open to inspection by an Association member or a person authorised in writing by an Association member of the Association at any reasonable hour.

20. ASSOCIATE MEMBERS

- 20.1. Where a person is the lessee of an allotment of an Association member and the name and address of that person has been given to the Secretary by such Association member and shall be known as an "associate member".
- 20.2. An associate member shall, unless the right to do so has been suspended by the committee under these rules, be entitled to use the common areas in accordance with the rules and Local Rules including the right to invite guests onto the common areas.
- 20.3. Where the committee is of the opinion that an associate member has persistently refused or neglected to comply with a provision or provisions of these rules or the TPA Local Rules hereunder or has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the committee may by resolution suspend the associate member from all privileges of the Association for a specified period or indefinitely. In this regard, all of the provisions of Clause 8 of these rules shall, with the necessary changes, apply as if the reference therein to a member was a reference to an associate member.
- 20.4. An Association member who grants a lease of an allotment shall furnish the lessee with a copy of this Constitution and of the Local Rules of the Association and shall include a covenant on the part of the lessee to observe the Constitution and the Local Rules.

21. OCCUPIERS AND GUESTS

- 21.1. A person who usually resides on an allotment who is not an Association member or an associate member shall be termed an occupier. An occupier shall be deemed to be the guest of the Association member or associate member with whom the occupant usually resides and may, subject to these rules, be upon and use the land.
- 21.2. A member and an associate member have the duty to ensure that an occupier usually residing with that Association member or associate member complies with all of the Local Rules of the Association while the occupier is upon the land.
- 21.3. A member and an associate member have the duty to ensure that a guest of the Association member or associate member complies with all of the Local Rules of the Association when the guest or invitee is upon the land.
- 21.4. A breach of the Local Rules by a guest shall be regarded as a breach of the Local Rules by the member or of the associate member who is the inviter of the guest.

22. MORTGAGEES

- 22.1. A first mortgagee of an estate or interest in a residential lot may, where the mortgagor is in default under the mortgage, elect to vote either personally or by proxy in place of the Association member at any general meeting of the Association where not less than 24 hours before the time of the meeting in respect of which the mortgagee intends to vote and notice of proxy shall be given by them to the secretary. Where notice has been given by a mortgagee of an election to vote under this clause, any vote cast by or on behalf of an Association member other than by the mortgagee or the proxy of the mortgagee shall not be counted.
- 22.2. If the mortgagee referred to in clause 22.1 takes possession of the lots pursuant to their rights under the mortgage they shall become Association members as defined in clause 4.3 of the Constitution.

23. BOUNDARY ADJUSTMENTS AND ROADS

- 23.1. Notwithstanding any other provision of these rules it is acknowledged that it may be necessary for minor boundary adjustments to be made to the common areas and proposed roads from time to time which may increase or decrease the area of the common areas and the shape and location of its boundaries. The references herein to "common areas" shall include the common areas as so altered from time to time.
- 23.2. Apart from the minor boundary adjustments any disposition of the common areas or any additions thereto may only be entered into pursuant to a special resolution of the Association.

24. LAND OF THE ASSOCIATION

- 24.1. The land of the Association shall be deemed to be the common areas. Association members shall have the right to use the common areas and the access roads to the common areas pursuant to documents registered on the Title of the common areas pursuant to Section 88B of the Conveyancing Act 1919 but subject in all respects to the conditions that the Association member be a financial member of the Association and comply with the Local Rules of the Association.

25. MANAGING AGENT AND CARETAKER

- 25.1. The Association may in general meeting and by subsequent instrument in writing appoint a person to be a managing agent or an employee of the Association for the purposes of exercising all or some of its powers, duties, authorities or functions except:
- (a) Those relating to the determination of levies
 - (b) The power to further delegate any authorised powers, duties, authorities or functions and
 - (c) Any other matter which may be determined by the Association at a general meeting from time to time.
- 25.2. The power of delegation shall, unless reserved in the delegation, or subsequently withdrawn, include the power to hold and maintain the register of members, the administration records, books and other documents of the Association.
- 25.3. The Managing Agent Employees or their authorised representative shall have the power to enter upon any allotment for the purpose of association business at any time between 7.00am and 7.00pm or in the event of an emergency at any time.
- 25.4. The Association may grant certain of its employees Associate Member status and in so doing those employees are bound by all rules set down in this Constitution and its Local Rules applying to Associate Members.

26. CORPORATE GOVERNANCE SYSTEM

- 26.1. Our Constitution and Tallong Park Association Local Rules are the corner stone of our Corporate Governance system. These provide the framework of the Tallong Park Association. However, these documents do not provide the necessary administrative guidance to ensure that the Constitutional Objects are effectively or efficiently managed for all Members. Hence, the need for further administrative management processes and procedures to meet these needs. These will consist of:
- (a) Annual General Meetings,
 - (b) Committee Meetings,
 - (c) Management Plan,
 - (d) Work Instructions,
 - (e) Duty Statements,
 - (f) Asset Register,
 - (g) Audit controls.



Tallong Park Association Inc.

Application For Membership

I/Weof do hereby apply for membership of Tallong Park Association Incorporated (The Association) and acknowledge that membership of the Association is subject to members abiding by the Rules of the Association as set out in the Constitution a copy of which has been produced to me/us prior to me/us making this application:

1. I/We also agree to be bound by the said Rules of the Association and the Local Rules thereof as promulgated from time to time by the Association.
2. I/We acknowledge that by the Rules of the Association a member shall not resign membership from the Association and shall continue to be bound by each of its Rules until I/we cease to be or entitled to be, a registered proprietor of an allotment in the subdivision of Tallong Park which is referred to in the said Rules and I/we do acknowledge and agree that any contract of sale for my/our allotment shall have included therein a condition requiring the purchaser to become a member of Tallong Park Association Incorporated upon being registered, or entitled to be registered as the purchaser of the allotment and shall further require them to execute a form for Application for Membership of the Association as prescribed by the Association.
3. I/we acknowledge that any levy imposed by the Association during my membership thereof arising from my/our proprietorship of an allotment in the said subdivision shall be a continuing obligation upon me notwithstanding that I may sell my allotment and I acknowledge that if levies imposed upon me are unpaid at the time and transfer my allotment then they may be sued for by The Association in a court of competent jurisdiction.

Applicant Signature

Date

Lot No: _____

For and on behalf of Tallong Park Association
Incorporated

Date

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