

**ADOPTED ON 22 JUNE 1990
INCLUDING AMENDMENTS TO 7 AUGUST 2010**

**RULES UNDER THE ASSOCIATIONS INCORPORATION ACT 1984
FOR THE
COUNCIL OF LJ HOOKER FRANCHISE OWNERS INC.**

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COUNCIL OF LJ HOOKER FRANCHISE OWNERS INC.
RULES UNDER THE
ASSOCIATIONS INCORPORATION ACT

PART I – PRELIMINARY

1. Interpretation

(1) In these rules, except in so far as the context or subject-matter

Otherwise indicates or requires -

“**The Act**” means the Associations Incorporation Act 1984 as amended from time to time (NSW);

“**Commercial**” means the class of members comprising LJ Hooker Commercial Franchisees throughout Australia;

“**Commercial Council**” means the sub-committee formed by the Committee pursuant to Rule 13 (1A);

“**Commissioner**” means the Commissioner for Consumer Affairs;

“**Committee**” means the committee of management of the association;

“**Committee member**” means a member of the Committee;

“**Council**” means the Council of LJ Hooker Franchise Owners Inc.;

“**Franchisee**” means those persons conducting a real estate agency business involved primarily in residential real estate who are party to a real estate agency franchise agreement from time to time with the Franchisor;

“**Franchisor**” means any party who is from time to time a party to the LJ Hooker real estate agency franchises as a franchisor;

“**LJ Hooker Business Broking Franchisee**” means those people providing a specialist business broking service who are party to a franchise agreement from time to time with the Franchisor.

“**LJ Hooker Commercial Franchisee**” means those persons conducting a real estate agency business involved primarily in commercial real estate who are party to a real estate agency franchise agreement from time to time with the Franchisor;

“**LJ Hooker Financial Services Franchisee**” means those person providing financial service under LJ Hooker Financial Services and Loan Plan and who are party to franchise agreement from time to time with the Franchisor.

“**New South Wales Metropolitan**” means within the geographic area of the State of New South Wales, those Franchisees who conduct a real estate agency in an office or offices encompassing the area from Palm Beach south west to Richmond, Richmond south to Penrith, Penrith south to Camden,

Camden east to Helensburg, Helensburg east to the Coast of New South Wales;

“New Zealand” means within the geographic area of New Zealand, and in relation to a Franchisee, those Franchisee who conduct a real estate agency in an office or offices throughout New Zealand;

“New Zealand Advisory Committee” means the advisory committee formed in New Zealand by the Franchisor;

“Northern New South Wales” means within the geographic area of the State of New South Wales, those Franchisees who conduct a real estate agency in an office or offices situated north of the line of latitude which bi-sects the Sydney Harbour Bridge but excluding those Franchisees who fall within the geographic area known as “New South Wales Metropolitan”;

“Northern Queensland” means within the geographic area of the State of Queensland, those Franchisees who conduct a real estate agency in an office or offices situated in or north of the town of Tannum Sands;

“The Regulations” means the Associations Incorporation Regulation, 1994, No 404;

“Secretary” means –

- (a) the person holding office under these rules as secretary of the association; or
- (b) where no such person holds that office – the public officer of the association;

“Southern New South Wales” means within the geographic area of the State of New South Wales, those Franchisees who conduct a real estate agency in an office or offices situated south of the line of latitude which bi-sects the Sydney Harbour Bridge but excluding those Franchisees who fall within the geographic area known as “New South Wales Metropolitan”.

“Southern Queensland” means within the geographic area of the State of Queensland, those Franchisees who conduct a real estate agency in an office or offices situated south of the town of Tannum Sands;

“Special Business” means the class of members comprising the LJ Hooker Financial Services Franchisees and the LJ Hooker Business Broking Franchisees or other specialist franchisees or licensees throughout Australia that are not involved in residential or commercial real estate agency business;

“Special Businesses Council” means the sub-committee formed by the Committee pursuant to Rule 13 (1B).

“Special general meeting” means a general meeting of the association other than an annual general meeting;

“State Advisory Committees” means the advisory committees formed in each State and Territory by the Franchisor and “State Advisory Committee” means any of them; and

“State Councils” means the sub-committees formed by the Committee pursuant to Rule 13(1).

- (2) In these rules –
- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1897 (NSW) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II – MEMBERSHIP

2. Membership Qualifications

A person is qualified to be a member of the association if, but only if, the person is a natural person who:

- (1) either:-
 - (a) alone or jointly holds a current valid franchise agreement; or
 - (b) alone or jointly effectively controls a company or partnership which holds a current franchise agreement; and
- (2) pays to the association the first monthly installment of the annual membership fee payable under rule 8,

PROVIDED that only one natural person may be nominated as a qualified person from time to time by the holder of a franchise agreement.

2A. Classes of Membership

- (1) There shall be three classes of members of the association for the purpose of elections and voting only:
 - (a) ordinary members;
 - (b) reinstated members; and
 - (c) non-financial members.
- (2) A reinstated member is a member who:

- (a) ceased to be a member pursuant to rule 4(e); and
 - (b) is re-entered in the register of members by the secretary pursuant to rule 3(2).
- (3) Reinstated members shall have no right to nominate or to be a candidate for election as a Committee member of the association.
- (4) A person automatically cease to be a reinstated member of the association and automatically becomes an ordinary member of the association at the expiration of three months from the date on which the person becomes a reinstated member, PROVIDED that the person does not owe any outstanding monthly installments of the annual membership fee payable under rule 8.
- (5) A non-financial member is a member who on the date of closing of nominations for any election, owes to the association two outstanding monthly installments of the annual membership fee payable under rule 8.
- (6) Non-financial members shall have no right to nominate or to be a candidate for election as a Committee member of the association.
- (7) Non-financial members shall also have no right to vote in any election of the Committee, of any State Council, or of the association.

3. Nomination for Membership

- (1) Upon receipt by the association of the first monthly installment of the annual membership fee payable under rule 8 from a person who is qualified to be a member under rule 2, the secretary, treasurer or public officer shall enter the person's name in the register of members and, upon the name being so entered, the person becomes a member of the association.
- (2) Where a member has ceased to be a member pursuant to rule 4(e), upon receipt of the full outstanding amount of monthly installments and the current monthly installment of the annual membership fee payable under rule 8 from that person, the secretary, treasurer or public officer shall re-enter the person's name in the register of members, and upon the name being so re-entered, the person becomes a reinstated member of the association.

4. Cessation of Membership

A person automatically ceases to be a member of the association if the person –

- (a) dies;
- (b) ceases to be a:
 - (I) Franchisee;
 - (II) LJ Hooker Commercial Franchisee;
 - (III) LJ Hooker Business Broking Franchisee; or
 - (IV) LJ Hooker Financial Service Franchisee;
- (a) resigns that membership;
- (b) is expelled from the association; or

- (c) fails to pay to the treasurer the monthly installments of the annual membership fee payable under rule 8 for three consecutive months, or owes more than three outstanding monthly installments of the annual membership fee to the association.

5. Membership Entitlements not Transferable

A right, privilege or obligation which a person has by reason of being a member of the association –

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

6. Resignation of Membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the Committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceased to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause (2) and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of Members

- (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person (and where nominated by the member a facsimile number and or electronic address) together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

8. Fees, Subscriptions, etc.

- (1) A member of the association shall not pay to the association any joining fee unless otherwise determined by the Committee.
- (2) Each member of the association shall pay to the association an annual membership fee of \$120.00 or, where some other amount is determined by the Committee, that other amount, Such fee shall be payable to the treasurer in equal twelve monthly installment in advance, or in such other manner or at such other times as the Committee shall from time to time determine.

9. Member's Liabilities and Representation

- (1) The liability of a 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 member in respect of membership of the association as required by rule 8.
- (2) By agreeing to become members of the association, the members acknowledge that the association is the sole representative of the members as a collective body and agree to be bound by any decisions made by the association from time to time in accordance with the statement of objects.

10. Disciplining of Members

- (1) Where the Committee is of the opinion that a member of the association –
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the association; or
 - (c) having been given written notice of his failure to pay any levy under these rules, has not remedied such failure within 21 days from the issue of such notice,

The Committee may, by resolution –

- (d) expel the member from the association; or
 - (e) Suspend the member from membership of the association for a specified period.
- (2) A resolution of the Committee under clause (1) is no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
 - (3) Where the Committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member –
 - (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and later than 28 days after service of notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

- (4) At a meeting of the Committee held as referred to in clause (3), the Committee shall-

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

(5) Where the committee confirms a resolution under clause (4), its decision shall be conclusive and final and the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the confirmation.

PART III- THE COMMITTEE

11. Powers, etc., of the Committee

The Committee shall be called the Committee of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting –

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

12. Constitution and Membership

(1) The Committee shall consist of 12 Council members each of whom shall be elected pursuant to rule 13. The 12 Council members shall consist of a representative from each of the following areas or classes of member as defined either in rule 1 or according to State or geographical borders:

- (a) Northern Queensland;
- (b) Southern Queensland;
- (c) Northern New South Wales;
- (d) Southern New South Wales;
- (e) New South Wales Metropolitan;
- (f) Victoria;

- (g) South Australia
- (h) Western Australia
- (i) Tasmania;
- (j) Commercial;
- (k) Special Businesses; and
- (l) New Zealand

(2) The office-bearers of the association shall be-

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary;

(3) Each member of the Committee shall, subject to these rules, hold office for a term of two years following his appointment, but be eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the State Council, Commercial Council, Special Businesses Council or the Committee appointing the retiring or absent member shall appoint another member of the association in the State or Territory or throughout Australia, as the case may be, to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the original term of the retiring member.

(5) Deleted

(6) Immediately following each annual general meeting the committee shall nominate two of its members to the Board of Directors of the national company of the Franchisor.

(7) Each Committee member shall also be appointed to the State Advisory Committee in his State or Territory and, in the New Zealand Committee member, to the New Zealand Advisory Committee, as a representative of the Committee.

13. Election of Members

- (1) In the case of Franchisees, the Committee may set up a sub-committee in:
 - (a) Each State and Territory of Australia; and
 - (b) New Zealand,

To whom it may delegate the responsibility for conducting the elections of the Committee in each State or Territory of Australia or New Zealand (as applicable), If

the Committee does not set up a State Council in any State or Territory of Australia for New Zealand (as applicable).

- (1A) In the case of LJ Hooker Commercial Franchisees, the Committee may set up a sub-committee for Australia to whom it may delegate the responsibility for conducting the election of the Committee representative. If the Committee does not set up such a Commercial Council, the Committee shall be responsible for conducting the election of the Committee representative for the LJ Hooker Commercial Franchisees.
- (1B) In the case of Special Businesses, the Committee may set up a sub – committee for Australia to whom it may delegate the responsibility for conducting the election of the Committee representative for the Special Businesses.
- (2) Each State Council, the Commercial Council and the Special Businesses Council shall conduct elections pursuant to which the members of the association in its State or Territory or throughout Australia or New Zealand, as appropriate, shall elect one Committee member to the Committee in accordance with this rules.
- (3) Nominations of candidates for election as members of the Committee:
 - (a) Shall be made in writing in the form attached as Appendix 2, signed by 5 ordinary members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination). For the purposes of this clause (3)(a), member s in the Northern Territory shall be deemed to be South Australian members; and
 - (b) Shall be delivered to the secretary of the State Council in the State or Territory of Australia of the nominee or to the secretary of the State Council in New Zealand or to the secretary of the Commercial Council or to the secretary of the Special Businesses Council (as the case may be) not less than one month prior to the next annual general meeting of the association.
- (4) If less than one nomination is received by any State Council or by the Special Businesses Council in any year, the resulting vacant position on the Committee shall be deemed to be a casual vacancy of such State or Territory, Commercial or Special Business class of member.
- (5) If only one nomination is received by a State Council, Commercial Council or by the Special Businesses Council in any year, the person nominated shall be deemed to be elected.
- (6) If the number of nominations received by the State Council equals two, a ballot shall be held in that State or Territory of Australia or New Zealand (as applicable).

- (7) The election of Committee shall be conducted by ballot in such usual and proper manner as each State Council, Commercial Council and the Special Businesses Council or the Committee (as the case may be) shall for the time being prescribe.
- (8) All ballots shall be completed in advance of the annual general meeting in each year, with all appointments pursuant to that election taking effect from the close of the meeting.
- (9) The office-bearers of the association shall be appointed by the Committee following their appointment.

14. Secretary

- (1) The Secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the Duty of the Secretary to keep minutes of –
 - (a) All appointments of office-bearers and members of the Committee;
 - (a) The names of members of the Committee present at a Committee meeting or general Meeting; and
 - (b) All proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15. Treasurer

It is the duty of the treasurer of the association to ensure that-

- (a) All money due to the association is collected and received and that all payments authorized by the association are made; and
- (b) Correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

16. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member

- (a) Dies;
- (b) Ceases to be a member of the association;
- (c) Becomes an insolvent under administration within the meaning of the Corporations Act 2001;
- (d) Resigns office by notice in writing given to the secretary;

- (e) Is removed from office under rule 17;
- (f) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) Is absent without the consent of the Committee from all meetings of the committee held during a period of 6 months.

17. Removal of Member

- (1) 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 resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they 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.

18. Meetings and Quorum

- (1) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine
- (2) Additional meetings of the Committee may be convened by the president or by any 2 members of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the secretary to each member of the Committee at least 48 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.
- (4) Notice of meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the day in the following week..
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Committee –
 - (a) The president or, in the president's absence, the vice –president shall preside; or
 - (b) If the president and the vice –president are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.
- (9) Delegation by Committee to Sub- Committee
 - (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the associations as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than-
 - (a) This power of delegation; and
 - (b) A function which is a duty imposed on the Committee by any other law.
 - (2) A function the exercise of which has been delegated to a sub-Committee under this rule- may, while the delegation remains unrevoked, be exercised from time to time by the sub- Committee in accordance with the terms of the delegation.
 - (4) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a sub- committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
 - (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under rule.
 - (7) A sub- committee may meet and adjourn as it thinks proper.

20. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub- committee appointed by the committee shall be determined by a majority of the votes of members of the Committee or sub- committee present at the meeting.

- (2) Each member present a meeting of the Committee or of any sub- committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 18(5). The Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub- committee.

Part IV- GENERAL MEETING

21. Annual General Meetings- Holding Of

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting-
 - (a) Within the period of 18 months after its incorporation under the act;
and
 - (b) Within the period of 2 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

22. Annual General Meetings- Calling Of and Business At

- (1) The annual general meeting of the association shall, subject to the Act and to rule 21, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of annual general meeting held since that meeting;
 - (a) To confirm the minutes of the last proceeding annual meeting and of any special general meeting held since that meeting;
 - (b) To receive from the Committee reports upon the activities of the association during the last proceeding financial year; and

- (c) To receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.

23. Special General Meeting- Calling Of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the association.
 - (2) The Committee shall, on the requisition in writing of not less than 10 percent of the total number of members, convene a special general meeting of the association.
 - (3) A requisition of members for a special general meeting-
 - (a) Shall state the purpose or purposes of the meeting;
 - (b) Shall be signed by the members making the requisition;
 - (c) Shall be lodged with the secretary; and
 - (d) May consist of several documents in a similar form, each signed by one or more members making the requisition.
 - (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
 - (5) A special general meeting convened by a member or members as referred to in clause
- (4) Shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

24. Notice

- (1) Except where the nature of the business proposed to be dealt with at general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by either pre-paid post, facsimile or nominated electronic address to each member at the members address appearing in the register of members, a notice

specifying the place, date and time of meeting and the nature of the business proposed to be transacted at the meeting.

- (2) 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 member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 22(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25. Procedure

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting is convened upon the requisition of a member shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

26. Presiding Member

- (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their member to preside as chairperson at the meeting.

27. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the member present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjourned took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clause (1) and (2), notice of an adjourned of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of Decisions

- (1) A question arising at a general meeting of the association shall be determined on show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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 favor of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or nit less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general ,meeting, the poll shall be taken-
 - (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

- (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to the resolution of the meeting on that matter.

29. Special Resolution

A resolution of the association is a special resolution if –

- (a) It is passed by a majority which comprises not less than three- quarters of such members of the association as, being entitled under these rules so to do , vote person or by proxy at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) Where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commissioner.\

30. Voting

- (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 10 proxies.
- (3) In the case of an equality of voted on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the current year.

31. Appointment of Proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy appointed.

- (2) The notice appointing the proxy shall be in the form set out in Appendix 3 to these rules.

PART V- MISCELLANEOUS

32. Expenses

The association will reimburse each ordinary member of the Committee for those reasonable travelling, hotel and other out-of-pocket expenses incurred by that member in or about the performance of the duties as such member, subject to the production by such member of such evidence of expenditures as the association may require.

33. Insurance

- (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

34. Funds-Source

- (1) The funds of the association shall be derived from annual subscriptions of members, donations, and, subject to any resolution passed by the association in general meeting, such other sources as the Committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt. Receipts for payments of the annual membership fee shall only be issued annually and at the request of individual members as soon as practicable after the financial year end.

35. Funds – Management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the Committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or employees of the associations, being members or employees authorized to do so by the Committee.

36. Common Seal

- (1) The common seal of the association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or secretary.

38. Custody of Books, etc.

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

39. Inspection of Books, etc.

The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

40. Service of Notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it to the member's address shown in the register of members. For the purposes of this Rule the member's address shown in the register of members shall include the facsimile address or other electronic address (if any) nominated by the member.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to

have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

- (3) Where the document is sent by way of Facsimile transmission or by other electronic means (including email), the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person receipt, (by the party giving the notice) of:
 - (a) In the case of notice by facsimile an error free transmission confirmation report;
 - (b) In the case of notice by email a sent confirmation report showing the correct email address of the recipient.”

Appendix 1
[INTENTIONALLY DELETED]

Appendix 2

(Rule 13(3)(a))

**NOMINATION OF CANDIDATE FOR ELECTION AS MEMBER
OF THE COMMITTEE**

**Council of LJ Hooker Franchise Owners Inc. Incorporated under the Associations
Incorporation Act. 1984)**

I,.....
(Full name of applicant)

Of.....
(Address)

Hereby apply to become a member of the Committee of the above named incorporated association. In the event of my admission as a member of the Committee, I agree to be bound by rules of the association for the time being in force.

(Signature of Applicant)

Date: _____

We, the undersigned, each being members of the association, nominate the applicant, who is personally known to each of us, for membership of the committee of the association.

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Full Name of Proposer

Appendix 3

(Rule 31(2))

FORM OF APPOINTMENT OF PROXY

I,.....

(Full name of applicant)

of.....

(Address)

being a member Of The Council Of L j Hooker Franchise Owners Inc.

Hereby AppointOf.....

(Full name Of Proxy)

(Address)

- ❖ Being a member of that incorporated association, as my Proxy To Vote For Me On my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) To Be Held On Theday of20 and at any adjournment of that meeting.
- ❖ My proxy is authorized to vote in favour of/against(delete as appropriate) the resolution (insert details)
- ❖
- ❖ To be inserted if desired

.....

Signature of Member Appointing Proxy

Date:

Note: A proxy vote may not be given to a person who is not a member of the association.