



BEAUMARIS NETBALL CLUB INC

CONSTITUTION

October 2016

Contents

- 1. PRELIMINARY 1
- 2. INTERPRETATION 2
- 3. POWERS OF THE ASSOCIATION 3
- 4. NOT FOR PROFIT3
- 5. BECOMING A MEMBER 4
- 6. LIABILITY AND ENTITLEMENTS OF MEMBERS 5
- 7. CEASING TO BE A MEMBER..... 7
- 8. MEMBERSHIP REGISTER 9
- 9. MEMBERSHIP FEES10
- 10. POWERS AND COMPOSITION OF THE COMMITTEE.....11
- 11. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS.....12
- 12. APPOINTING COMMITTEE MEMBERS15
- 13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE17
- 14. COMMITTEE MEETINGS19
- 15. REMUNERATION OF COMMITTEE MEMBERS21
- 16. SUB-COMMITTEES AND DELEGATION22
- 17. GENERAL MEETINGS.....22
- 18. SPECIAL GENERAL MEETINGS.....24
- 19. MAKING DECISIONS AT GENERAL MEETINGS25
- 20. MINUTES OF MEETINGS.....28
- 21. FUNDS AND ACCOUNTS.....29
- 22. FINANCIAL YEAR OF THE ASSOCIATION30
- 23. ANNUAL GENERAL MEETINGS30
- 24. RULES OF THE ASSOCIATION31
- 25. BY-LAWS OF THE ASSOCIATION32
- 26. AUTHORITY REQUIRED TO BIND ASSOCIATION.....32
- 27. THE ASSOCIATION'S BOOKS AND RECORDS33
- 28. RESOLVING DISPUTES.....34
- 29. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY.....36

1. **PRELIMINARY**

1.1 **Name of Association**

The name of the Association is Beaumaris Netball Club Inc.

1.2 **Objects of Association**

The objects and purposes of the Association are:

- To encourage, promote and develop the game of netball;
- To provide the opportunity for players and officials to enjoy the game of netball and to develop and improve their skills;
- To create a club environment that fosters team spirit and enjoyment of the game of netball;
- To promote safety, health and wellbeing of club members and those affiliated with the Association;
- To make a significant contribution to the physical, psychological and social wellbeing of young people.

1.3 **Quorum for Committee Meetings**

Any four committee members constitute a quorum for the conduct of the business at a committee meeting.

1.4 **Quorum for General Meetings**

Any six members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

1.5 **Financial Year**

The Association's Financial Year will be the period of 12 months commencing on 1 October and ending on 30 September of each year.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 2015*;

“AGM” means the annual general meeting convened under rule 23.1;

“Association” means the incorporated association to which these rules apply;

“Books of the Association” includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association.

“By-laws” are additional arrangements or processes adopted by members by ordinary resolution of the Association to supplement these rules. They do not form part of the rules and are not required to be lodged with the Commissioner.

“Commissioner” means the person designated as the “Commissioner” from time to time under the Act;

“committee” means the management committee of the Association;

“committee meeting” means a meeting referred to in rule 14.1;

“Financial Records” includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

“Financial Report” has the meaning given in section 63 of the Act;

“Financial Statements” means the financial statements in relation to the Association required under the Act;

“Financial Year” has the meaning given to it in Rule 1.5;

“general meeting” means a meeting of the association which all members are invited to attend;

“member” means a person who becomes a member of the Association under these rules;

“ordinary committee member” means a committee member who is not an office holder of the Association.

“ordinary resolution” means a resolution to decide a question, matter or resolution at a general meeting that is not a Special Resolution;

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

“rules” mean these rules of the Association as amended from time to time under Rule 24.2;

“Special Resolution” is a resolution of the Association passed in accordance with rule 19.1;

“Surplus Property” has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

“Tier 1 Association” has the meaning given to it in section 64(1) of the Act;

“Tier 2 Association” has the meaning given to it in section 64(2) of the Act;

“Tier 3 Association” has the meaning given to it in section 64(3) of the Act;

2.2 Notices

- (a) A notice or other communication connected with these rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee;
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a member under these rules, must be sent to member’s address as set out in the register referred to in Rule 8.1.

3. POWERS OF THE ASSOCIATION

3.1 Powers of the Association

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

4. NOT FOR PROFIT

The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

5. BECOMING A MEMBER

5.1 Minimum Number of Members

The Association must have at least six members with full voting rights.

5.2 Qualifications for Membership

- (a) Subject to rule 5.2(b) any person who supports the purposes of the Association is eligible to apply for membership.
- (b) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership;
- (c) Any parent or legal guardian, of a current or former junior member, who nominates for, or is nominated for, and is elected to the committee shall be considered a member of the Association;
- (d) All coaches shall be considered members of the Association; and
- (e) A person under the age of 18 years is not to belong to a class of membership that confers voting rights.

5.3 Applying for Membership

- (a) A person who wants to become a member must apply in writing to the Association.
- (b) All application forms must be signed by the applicant, or the parent/legal guardian of a junior member.
- (c) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

5.4 Deciding Membership Applications

- (a) The committee will consider and decide whether to accept or reject any membership application.
- (b) Subject to rule 5.4(c) applications will be considered and decided in the order they are received by the Association.
- (c) When considering a membership application, the committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (d) The committee must not accept a membership application unless the applicant:
 - (i) meets all the eligibility requirements under rule 5.2; and
 - (ii) applies under rule 5.3.
- (e) The committee may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under rule 5.2.

- (f) As soon as is practicable after the committee has made a decision under rule 5.4(a), the committee must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

5.5 **Becoming a Member**

- (a) An applicant becomes a member if:
 - (i) the applicant is eligible for membership under rule 5.2;
 - (ii) the applicant applies in writing to the Association under rule 5.3;
 - (iii) the committee approves the applicant's application for membership; and
 - (iv) the applicant pays any fees due under rule 9.1.

5.6 **Recording Membership in the Register**

The Registrar must enter a person's name in the register within 28 days after the person becomes a member.

6. **LIABILITY AND ENTITLEMENTS OF MEMBERS**

6.1 **Classes of Members**

- (a) The membership of the Association consists of:
 - (i) **Ordinary Member** – any person over 18 years of age may become an Ordinary Member;
 - (ii) **Junior Member** – any person under the age of 18 may become a Junior Member;
 - (iii) **Life Member** – any current or former member who has given outstanding service to the Association may be elected by the committee as a life member. Any member may nominate a person for life membership; and
 - (iv) **Honorary Member** – membership that may be granted to Club patrons, sponsors, selected government officers and any other persons as the committee may decide from time to time.
- (b) If the Association has two or more classes of members, no member can belong to more than one class of membership.
- (c) An Ordinary Member has all rights provided to members under these rules, including the right to vote, and other rights and benefits as determined by the committee or by resolution of members at a general meeting.
- (d) A Junior Member, Life Member or Honorary Member has no right to vote, but has all other rights provided to a member under the rules and other rights and benefits as determined by the committee or by resolution of members at a general meeting.

- (e) The maximum number of Ordinary Members is unlimited unless the Association in a general meeting decides otherwise.

6.2 Membership Voting Rights of Members

- (a) Each Ordinary Member of the Association has one vote at a general meeting of the Association.

6.3 Liability of Members

- (a) A member is only liable for their outstanding membership fees payable under rule 9.1, if any.
- (b) Subject to rule 6.3(a), a member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.
- (c) Rule 6.3(b) does not apply to liabilities incurred by or on behalf of the Association by the member before incorporation.

6.4 Payment to Members

- (a) A payment may be made to a member out of the funds of the Association only if it is authorised under rule 6.4(b).
- (b) A payment to a member out of funds of the Association is authorised if it is:
 - (i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary and usual course of business;
 - (ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published by the Reserve Bank of Australia;
 - (iii) the payment of reasonable and proper rent by the Association to a member for premises leased by the member to the Association; or
 - (iv) the reimbursement of reasonable expenses properly incurred by any member or any committee member on behalf of the Association.

6.5 Membership Entitlements not Transferable

A right, privilege or obligation that a person has because he or she is a member of the Association:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person's membership ceases.

7. CEASING TO BE A MEMBER

7.1 Ending Membership

- (a) A person ceases to be a member when any of the following takes place:
 - (i) the individual dies;
 - (ii) the person ceases to be a member under rule 9.2(d);
 - (iii) the person resigns as a member under rule 7.2; or
 - (iv) the person is expelled from the Association under rule 7.3.
- (b) For a period of one year after a person's membership ends, the Registrar must keep a record of:
 - (i) the date on which a person ceased to be a member under rule 7.1(a); and
 - (ii) the reason why the person ceased to be a member.

7.2 Resigning as a Member

- (a) A member may resign from membership of the Association by giving written notice of their resignation to the Registrar.
- (b) The member resigns:
 - (i) at the time the Registrar receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) Any member who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- (d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

7.3 Suspending or Expelling Members

- (a) The committee may, by resolution, suspend or expel a member from membership if:
 - (i) the member refuses or neglects to comply with these rules; or
 - (ii) the member's conduct or behaviour is detrimental to the interests of the Association.
- (b) The committee must hold a committee meeting to decide whether to suspend or expel a member.
- (c) The Secretary must, not less than 28 days before the committee meeting referred to in rule 7.3(b), give written notice to the member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based;

- (ii) of the date, place and time of the committee meeting;
 - (iii) that the member, or parent/legal guardian of a Junior Member, may attend the committee meeting; and
 - (iv) that the member, or parent/legal guardian of a Junior Member, may address the committee at the meeting and will be given a full and fair opportunity to state the member's case orally, or in writing, or both.
- (d) At the committee meeting referred to in rule 7.3(b) the committee must:
- (i) give the member, or parent/legal guardian of a Junior Member, a full and fair opportunity to state the member's case orally;
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine whether or not the member should be:
 - A. expelled from the Association; or
 - B. suspended from membership, and if so, the period that the member should be suspended from membership.
- (e) Once the committee has decided to suspend or expel a member under rule 7.3(d), the member is immediately suspended or expelled from membership.
- (f) The Secretary must inform the member in writing of the decision of the committee and the reasons for the decision, within 7 days of the committee meeting referred to in rule 7.3(d).

7.4 Right of Appeal of against Suspension or Expulsion

- (a) If a member is suspended or expelled under rule 7.3, the person may appeal the committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the committee's decision under rule 7.3(f) requesting the appointment of a mediator under rule 28.2(c)

7.5 Reinstatement of a Member

If the committee's decision to suspend or expel a member is revoked under these rules, any act performed by the committee or members in general meeting during the period that the member was suspended or expelled from membership under rule 7.3(e), is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

7.6 When a Member is Suspended

- (a) If a member's membership is suspended under rule 7.3(e), the Registrar must record in the register:
 - (i) the name of the member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the committee under 7.3(d)(iii)B.
- (b) A member that has been suspended under rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a member's suspension, the Registrar must record in the register that the member is no longer suspended.

8. MEMBERSHIP REGISTER

8.1 Register of Members

- (a) The Registrar or another person authorised by the committee, is responsible for the requirements imposed on the Association under the Act to maintain the register of members and make sure that the register is up to date.
- (b) The register must contain:
 - (i) the full name of each member;
 - (ii) a contact postal, residential or email address of each member;
 - (iii) the class of membership held by the member; and
 - (iv) the date on which the person became a member;
- (c) Any change in membership of the Association must be recorded in the register within 28 days after the change occurs.
- (d) The register must be kept and maintained at the Registrar's place of residence, or at another place determined by the committee.

8.2 Inspecting the Register

- (a) Any member is able to inspect the register free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) A member who wishes to inspect the register of members must contact the Registrar to make the necessary arrangements.
- (c) The member may make a copy of details from the register but has no right to remove the register for that purpose.

8.3 Copy of the Register

- (a) A member may make a request in writing for a copy of the register.
- (b) The committee may require a member who requests a copy of the register to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- (c) The Association may charge a reasonable fee to the member for providing a copy of the register, the amount to be determined by the committee from time to time.

8.4 When Using the Information in the Register is Prohibited

A member must not use or disclose the information on the Register:

- (a) to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the committee, or
- (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP FEES

9.1 Annual Membership Fee

- (a) The committee may from time to time determine the amount of the annual membership fee, if any, to be paid by each member or each class of members.
- (b) Each member must pay the member's annual membership fee determined under rule 9.1(a) to the Treasurer, or another person authorised by the committee to receive payments, by the date (the due date) determined by the committee.
- (c) Subject to rule 9.1(d), if a member fails to pay the annual membership fee, prior to or on the annual registration day, the person ceases to be a member.
- (d) If a person who has ceased to be a member under rule 9.1(c), offers to pay the outstanding annual membership, the committee may, at its discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

10. POWERS AND COMPOSITION OF THE COMMITTEE

10.1 Powers of the Committee

- (a) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (b) Subject to the Act, these rules, the by-laws or any resolution passed at a general meeting, the committee:
 - (i) has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association; and
 - (ii) must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

10.2 Committee Members

- (a) The committee is to consist of:
 - (i) the office holders of the Association; and
 - (ii) at least one ordinary committee member.
- (b) The committee must determine the maximum number of members who may be ordinary committee members.
- (c) The office holders of the Association are:
 - (i) the Chairperson (President);
 - (ii) the Deputy-Chairperson (Vice – President);
 - (iii) the Secretary;
 - (iv) the Treasurer; and
 - (v) the Registrar.
- (d) A committee member must be:
 - (i) an individual who has reached 18 years of age; and
 - (ii) a current member or the parent or legal guardian of a current or former Junior Member.
- (e) No person shall be entitled to hold more than one of the positions set out in rule 10.2(c) at any time.
- (f) No person shall be entitled to hold a position on the committee if the person has been convicted (in the previous five years), within or outside the State, of:

- (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
- (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- (iii) an offence under Part 4 Division 3 or section 127 of the Act;

unless the person has obtained the consent of the Commissioner.

- (g) No person shall be entitled to hold a position on the committee if the person is, according to the *Interpretation Act 1984* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

11. **ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS**

11.1 **Obligations of the Committee**

- (a) The committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these rules.

11.2 **Responsibilities of Committee Members**

- (a) A committee member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person were an officer of the association in the association's circumstances.
- (b) A committee member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A committee member or former committee member must not improperly use information obtained because he or she is a committee member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A committee member or former committee member must not improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (e) A committee member having any material personal interest in a matter being considered at a committee meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee;
 - (ii) disclose the nature and extent of the interest at the next general meeting of the Association; and

- (iii) not be present while the matter is being considered at the committee meeting or vote on the matter.
- (f) Rule 11.2(e) does not apply in respect of a material personal interest that:
 - (i) exists only because the committee member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) the committee member has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Secretary must record every disclosure made by a committee member under rule 11.2(e) in the minutes of the committee meeting at which the disclosure is made.
- (h) No committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised to do so at a committee meeting and such authority is recorded in the minutes of the committee meeting at which it was given.

11.3 Chairperson

- 1) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each meeting and general meeting.
- 2) The Chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

11.4 Secretary

The Secretary has the following duties:

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each committee and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) maintaining on behalf of the Association an up-to-date copy of these rules, as required under the Act;
- (e) ensure the safe custody of the books (with the exception of the Accounting Records) as applicable to the Association;
- (f) maintaining full and accurate minutes of committee meetings and general meetings; and
- (g) carrying out any other duty given to the Secretary under these rules or by the committee.

11.5 **Treasurer**

The Treasurer has the following duties:

- (a) Ensuring that any amounts payable to the Association are collected, and that receipts are issued for those amounts in the name of the Association;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a Tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the annual general meeting of the Association;
- (g) if the Association is a Tier 2 association or Tier 3 association, coordinating the preparation of the Association's financial report before its submission to the annual general meeting of the Association;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (i) carrying out any other duty given to the Treasurer under these rules or by the committee.

11.6 **Registrar**

The Registrar has the following duties:

- (a) maintaining on behalf of the Association the register of members, and recording any changes in the membership, as required under the Act;
- (b) maintain the record of office holders of the Association, referred to in rule 11.7
- (c) maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under the Act.

11.7 Record of Office Holders

- (a) The Registrar or another person authorised by the committee must maintain a record of office holders.
- (b) The record of office holders must include:
 - (i) the full name of each office holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current contact postal, residential or email address of each office holder.
- (c) The record of office holders must be kept and maintained at the Registrar's place of residence, or at another place determined by the committee.

11.8 Inspecting the Record of Office Holders

- (a) Any member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) The member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

12. APPOINTING COMMITTEE MEMBERS

12.1 Appointment to the Committee

Committee members are appointed to the committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 13.1(b).

12.2 Nominating for Membership of the Committee

- (a) A member who wishes to be considered for election to the committee at the AGM must nominate, or be nominated by another member, for election by sending a written notice of nomination to the Secretary. The written notice must include a statement by another member in support of the nomination.
- (b) Nominations for election to the committee shall close at least 7 days before the AGM.
- (c) The Secretary must send a notice calling for nominations for election to the committee and specifying the date for the close of nominations to all members at least 14 days before the date for the close of nominations.

- (d) The nomination for election must be:
 - (i) in writing; and
 - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (e) A member may only be nominated for one position on the committee prior to the AGM.
- (f) If a nomination for election to the committee is not made in accordance with Rules 12.2(a)-(e) the nomination is to be deemed invalid and the member will not be eligible for election unless rule 12.3(d) takes effect.

12.3 Electing Committee Members

- (a) At the AGM, a separate election must be held for each position of office holder of the Association.
- (b) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Ordinary Members at the meeting.
- (c) If only one member has nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (d) If more than one member has nominated for a position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (e) Where the number of nominations from the floor exceeds the remaining number of vacancies on the committee, elections for those positions must be conducted.
- (f) If an insufficient number of nominations are received from the floor for the number of vacancies on the committee that remain, each relevant position on the committee is declared vacant by the person presiding at the AGM and rule 13.1(b) applies.
- (g) On the member's election, the new Chairperson of the Association may take over as the Chairperson of the meeting.

12.4 Voting in Elections for Membership of the Committee

- (a) Subject to rule 19.3(e), each member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the committee.
- (b) A member who nominates for election or re-election may vote for himself or herself.

12.5 Term of Office of Committee Members

- (a) At each AGM of the Association, the appointment of the committee members at the AGM will be for a term of one year.
- (b) A committee member's term will commence on the date of his or her:
 - (i) election at an AGM; or
 - (ii) appointment to fill a casual vacancy that arises under rule 13.1(b).
- (c) All retiring committee members are eligible, on nomination under rule 12.2, for re-election.

12.6 Election of ordinary committee members

- (a) At the AGM, the association must decide by resolution the number of ordinary committee members to hold office for the next year.
- (b) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the Chairperson of the meeting –
 - (i) must declare each of those members to be elected to the position; and
 - (ii) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the election under paragraph (i)
- (c) If –
 - (i) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (ii) the number of members nominating under subrule (b)(ii) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee.

13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

13.1 Vacant Positions on the Committee

- (a) A casual vacancy occurs in the office of a committee member and that office becomes vacant if the committee member:
 - (i) dies;
 - (ii) ceases to be a member;
 - (iii) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - (iv) becomes permanently unable to act as a committee member because of a mental or physical disability;

- (v) resigns from office under rule 13.2;
 - (vi) is removed from office under rule 13.3; or
 - (vii) fails to attend three consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
- (b) If a position on the committee is declared vacant under rule 12.3(f), or there is a casual vacancy within the meaning of rule 13.1(a), the continuing committee members may:
- (i) appoint a member who is eligible to fill that vacancy until the conclusion of the next AGM; and
 - (ii) subject to rule 13.1(c), act despite the vacant position on the committee.
 - (iii) if the position of Secretary becomes vacant, the committee must appoint a member who is eligible to fill the position within 14 days after the vacancy arises.
- (c) If the number of committee members is less than the number fixed under rule 1.3 as the quorum for committee meetings, the continuing committee members may act only to:
- (i) increase the number of members on the committee to the number required for a quorum; or
 - (ii) convene a general meeting of the Association.

13.2 Resigning from the Committee

- (a) A committee member may resign from the committee by giving written notice of resignation to the Secretary, or if the resigning member is the Secretary, to the Chairperson.
- (b) The resignation take effect:
 - (i) when the notice is received by the Secretary or Chairperson; or
 - (ii) if a later time is stated in the notice, at the later time.

13.3 Removal from Committee

- (a) Subject to rule 13.1(a)(vii), a committee member may only be removed from his or her position on the committee by resolution at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The committee member who faces removal from the committee must be given a full and fair opportunity at the general meeting to decide the proposed resolution, to state his or her case as to why the member should not be removed from his or her position on the Committee.

- (c) If all committee members are removed by resolution at a general meeting, the members must, at the same general meeting, elect an interim committee. The interim committee must, within two months, convene a general meeting of the Association for the purpose of electing a new committee.

14. COMMITTEE MEETINGS

14.1 Meetings of the Committee

- (a) The committee must meet at least three times in each year.
- (b) The committee is to determine the place and time of all committee meetings.
- (c) Special meetings of the committee may be convened under rule 14.2 by:
 - (i) the Chairperson; or
 - (ii) any two committee members.

14.2 Notice of Committee Meetings

- (a) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (c) Unless rule 14.2(d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (d) Urgent business that has not been described in the notice may be conducted at committee meetings if the committee members at the meeting unanimously agree to treat that business as urgent.

14.3 Chairing at Committee Meetings

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson must preside as Chairperson of each committee meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act as Chairperson of a meeting, the committee members at the meeting must choose one of them to act as Chairperson of the meeting.

14.4 Procedure of the Committee Meeting

- (a) The quorum for a committee meeting is specified at clause 1.3. The committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.

- (c) If at a meeting adjourned under rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, and at least two members are present at the meeting, those members present will constitute a quorum.
- (d) Committee meetings may take place:
 - (i) where the committee members are physically present together; or
 - (ii) where the committee members are able to communicate by using any technology that reasonably allows the committee member to participate fully in discussions as they happen in the committee meeting and in making decisions, provided that the participation of the member in the committee meeting must be made known to all other members.
- (e) A committee member who participates in a committee meeting as set out in rule 14.4(d)(ii) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (f) Subject to these rules, the committee members present at the committee meeting are to determine the procedure and order of business to be followed at a committee meeting.
- (g) All committee members have the right to attend and vote at committee meetings.
- (h) All members, or other guests, may attend committee meetings if invited by the committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (i) The committee must ensure that minutes are taken and kept of each committee meeting.
 - (i) The minutes must record the following:
 - a) the names of the committee members present at the meeting;
 - b) the name of any person attending the meeting under rule 14.4(h);
 - c) the business considered at the meeting;
 - d) any motion on which a vote is taken at the meeting and the result of the vote.
 - (ii) The minutes of the committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
 - (iii) The Chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
 - a) the Chairperson of the meeting; or
 - b) the Chairperson of the next committee meeting.

- (iv) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) Any appointment purportedly made at the meeting was validly made.

14.5 Voting at Committee Meetings

- (a) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (b) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (c) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (d) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides a secret ballot is needed to determine a particular question.
- (e) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

14.6 Acts not Affected by Defects or Disqualifications

The acts of a committee or subcommittee, or a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member or a subcommittee.

15. REMUNERATION OF COMMITTEE MEMBERS

- (a) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and other expenses as properly incurred:
 - (i) in attending a committee meeting or sub-committee meeting;
 - (ii) in attending a general meeting; or
 - (iii) otherwise in connection with the Association's business.
- (b) Committee members must not receive any remuneration for their services as committee members other than as described at rule 15(a).

16. SUB-COMMITTEES AND DELEGATION

16.1 Appointment of Sub-Committee

- (a) To help the committee in the conduct of the Association's business, the committee may, appoint one or more sub-committees as considered appropriate by the committee.
- (b) A sub-committee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (c) Subject to these rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

16.2 Delegation by Committee to Sub-Committee

- (a) In this rule –
 - non-delegable duty** means a duty imposed on the committee by the Act or another written law.
- (b) The committee may, in writing, delegate to a sub-committee the exercise of any power or the performance of any duty of the committee other than:
 - a) the power to delegate; and
 - b) a non-delegable duty
- (c) A power of duty, the exercise or performance of which has been delegated to a subcommittee may be exercised or performed by the subcommittee in accordance with the terms of the delegation.
- (d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (e) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (f) Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the committee.
- (g) The committee may, in writing, amend or revoke the delegation.

17. GENERAL MEETINGS

17.1 Procedure for General Meetings

- (a) General meetings may take place:
 - (i) where the members are physically present together; or
 - (ii) where the members are able to communicate by using any technology that reasonably allows the member to participate fully in discussions as they happen in the general meeting and in making any decisions, provided that the participation of the member in the general meeting must be made known to all other members.

- (b) A member who participates in a meeting as set out in rule 17.1(a)(ii):
 - (i) is deemed to be present at the general meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the member notifies the other members that he or she is no longer taking part in the general meeting.

17.2 Quorum for General Meetings

- (a) The quorum for general meetings is specified in rule 1.4.
- (b) Subject to rules 17.2(c) and (d), no business is to be conducted at a general meeting unless a quorum of members entitled to vote under these rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a general meeting, a quorum is not present:
 - (i) in the case of a special general meeting, the meeting lapses; or
 - (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

17.3 Notice of General Meetings and Motions

- (a) The Secretary or, in the case of a special general meeting convened under rule 18.3(a), the members convening the meeting, must give to each member:
 - (i) at least 14 days' notice of a general meeting, or
 - (ii) at least 21 days' notice of a general meeting if a special resolution is proposed meeting.
- (b) The notice convening a general meeting must:
 - (i) specify the place, date and time of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is proposed set out the wording of the proposed resolution as required under section 51(4) of the Act and state that the resolution is intended to be proposed as a special resolution.

- (c) The notice convening a general meeting or any notice of motion must be issued in the manner prescribed by rule 2.2.

17.4 Presiding Member

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as Chairperson of each general meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining committee members must choose one of their number to preside as Chairperson at the general meeting.

17.5 Adjournment of General Meetings

- (a) The person presiding over a general meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a general meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 2.2 and 17.1 as if that general meeting was a new general meeting.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meeting

- (a) The committee may at any time convene a special general meeting of the Association.
- (b) The Secretary must convene a special general meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of members.

18.2 Request for Special General Meeting

The members requiring a special general meeting to be convened must:

- (a) make the requirement by written notice given to the Secretary; and
- (b) state in the notice the business to be considered at the meeting; and
- (c) each sign the notice.

18.3 Failure to Convene Special General Meeting

- (a) If the committee does not convene a special general meeting within the 28 day period, the members making the requirement may convene the special general meeting.
- (b) A special general meeting convened by members under rule 18.3(a) must be held within 3 months after the date the original requirement was made and may only consider the business stated in the notice by which the requirement was made.

19. MAKING DECISIONS AT GENERAL MEETINGS

19.1 Special Resolutions

- (a) A special resolution must be moved at a general meeting where notice of the special resolution has been given under rule 19.1(c).
- (b) A special resolution of the Association is required to:
 - (i) amend the name of the Association;
 - (ii) amend the rules, under rule 24.2;
 - (iii) affiliate the Association with another body;
 - (iv) transfer the incorporation of the Association;
 - (v) amalgamate the Association with one or more other incorporated associations;
 - (vi) voluntarily wind up the association;
 - (vii) cancel incorporation; or
 - (viii) request the Commissioner to apply to the State Administrative Tribunal for the appointment of a statutory manager.
- (c) Notice of a Special Resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;
 - (iv) set out the wording of the proposed Special Resolution; and
 - (v) be given in accordance with rule 2.2.
- (d) If notice is not given in accordance with rule 19.1(c), the special resolution will have no effect.
- (e) A special resolution must be passed at a general meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the members present, in person or by proxy, and eligible to cast a vote at the meeting.

19.2 Ordinary Resolutions

Subject to these rules, a majority of votes will determine an ordinary resolution.

19.3 Voting at meetings

- (a) Subject to these rules, each ordinary member has one vote at a general meeting of the Association.
- (b) A person casts a vote at a meeting either by:
 - (i) voting at the meeting either in person or through the use of technology as under rule 17.1(a)(ii); or
 - (ii) by proxy.
- (c) In the case of an equality of votes at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or their proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or their proxy to the Association has been paid in accordance with rule 9.1.
- (e) A member is only entitled to vote at a general meeting if the member's name is recorded in the Register as at the date the notice of the general meeting was sent out under rule 17.3.

19.4 Proxies

- (a) Each member is entitled to appoint in writing, an individual who is also a member of the Association to be his or her proxy, and to attend and vote on his or her behalf at any general meeting of the Association.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment of the proxy
- (c) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- (d) No member may hold more than five proxies.
- (e) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (f) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

19.5 **Manner of Determining Whether Resolution Carried**

- (a) Unless a Poll is demanded under rule 19.6, if a question arising at a general meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the general meeting that the resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost.
- (b) If the declaration relates to a special resolution, then subject to rule 19.1(c), the declaration should state that a special resolution has been determined.
- (c) The declaration made under rule 19.5(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under rule 19.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19.6 **Poll at General Meetings**

- (a) At a general meeting, a Poll on any question may be demanded by either:
 - (i) the Chairperson of the meeting; or
 - (ii) at least three members present in person or by proxy.
- (b) If a Poll is demanded at a general meeting, the Poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a general meeting, the Poll must be taken:
 - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
 - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
 - (iii) in any other case, in the manner and time before the close of the meeting as the Chairperson directs.

20. MINUTES OF MEETINGS

20.1 Minutes of Meetings

- (a) The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting and committee meeting.
- (b) The minutes must record the following:
 - (i) the names of the members attending the meeting;
 - (ii) the name of any person attending the meeting under these rules;
 - (iii) any proxy forms given to the Chairperson of the meeting;
 - (iv) the business considered at the meeting;
 - (v) any resolution on which a vote is taken and the result of the vote.
 - (vi) the financial statements or financial report presented at the meeting.
- (c) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (d) The Chairperson must ensure that the minutes of a general meeting or committee meeting under rule 20.1(a) are reviewed and signed as correct by:
 - (i) the Chairperson of the general meeting or committee meeting to which those minutes relate; or
 - (ii) the Chairperson of the next succeeding general meeting or committee meeting.
- (e) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the general meeting or committee meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the general meeting or committee meeting did in fact take place at the meeting; and
 - (iii) any appointment or election purportedly made at the meeting was validly made.
- (f) The minutes of general meetings may be inspected by a member under rule 27.2.
- (g) The minutes of committee meetings may be inspected by a member under rule 27.2 unless the committee determines that the minutes of committee meetings generally, or the minutes of a specific committee meeting are not to be available for inspection.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds

- (a) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (b) Subject to any restriction imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (c) The committee may authorise the Treasurer to expend funds of behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (i) any two committee members; or
 - (ii) one committee member and a person authorised by the committee.
- (e) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

21.2 Source of Association Funds

- (a) The funds of the Association may be derived from annual membership fees of members, donations, fund raising activities, grants, interest, and any other sources approved by the committee.

21.3 Financial Records

- (a) The Association must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

21.4 Financial Statements and Financial Reports

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

- (b) Without limiting subrule (a), those requirements include—
 - (i) if the Association is a Tier 1 Association, the preparation of the Financial Statements;
 - (ii) If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
 - (iii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
 - (iv) the presentation to the AGM of the financial statements or financial report, as applicable; and
 - (v) if required, the presentation to the AGM of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial reports.

21.5 Review or Audit of Financial Statements or Financial Report

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (a) the Association is a Tier 2 or Tier 3 Association;
- (b) the by-laws of the Association require a review or audit;
- (c) the Members require a review or audit by resolution at a general meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

22. FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the association is at rule 1.5.

23. ANNUAL GENERAL MEETINGS

23.1 Annual General Meeting

- (a) The committee must determine the date, time and place of the annual general meeting
- (b) If it is proposed to hold the AGM more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.

23.2 Notice of AGM

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rules 2.2 and 17.3 (as applicable).

23.3 Business to be Conducted at AGM

- (a) The ordinary business of the AGM is as follows:
 - (i) to confirm the minutes of the previous AGM and of any special general meeting held since that meeting if the minutes of that meeting have not yet been confirmed;
 - (ii) to receive and consider –
 - a) the committee’s annual report on the Association’s activities during the preceding financial year; and
 - b) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
 - c) if the Association is a tier 2 or tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act.
 - (iii) to elect the office holders of the Association and other committee members;
 - (iv) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (v) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.

24. RULES OF THE ASSOCIATION

24.1 Rules of the Association

- (a) These rules bind every member and the Association and each member agrees to comply with these Rules.
- (b) The Association must provide, free of charge, a copy of the rules in force, at the time membership commences, to each person who becomes a member under rule 5.5.
- (c) The Association must keep a current copy of the rules.

24.2 Amendment of Rules, Name and Objects

- (a) The Association may alter, rescind or add to these rules by special resolution in accordance with rule 19.1 and not otherwise.
- (b) When a special resolution amending the rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the special resolution is passed; or
 - (ii) a longer period as the Commissioner may allow.

- (c) Subject to rule 24.2(d), an amendment to the rules does not take effect until the required documents are lodged with the Commissioner under rule 24.2(b).
- (d) An amendment to the rules that changes or has the effect of changing:
 - (i) the name of the Association; or
 - (ii) the objects or purposes of the Association,does not take effect until the required documents are lodged with the Commissioner under rule 24.2(b) and the approval of the Commissioner is given in writing.

25. BY-LAWS OF THE ASSOCIATION

- (a) The Association may, by resolution at a general meeting, make amend or revoke by-laws.
- (b) By-laws may:
 - (i) Provide for the rights and obligations that apply to any class of membership; and
 - (ii) Impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (iii) Impose restrictions on the committee's powers, including the power to dispose of the Association's assets; and
 - (iv) Provide for any other matter that the Association considers necessary or convenient to be dealt with in the by-laws.
- (c) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (d) At the request of a member, the Association must make a copy of the by-laws available for inspection by the members.

26. AUTHORITY REQUIRED TO BIND ASSOCIATION

26.1 Executing Documents

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) any two committee members; or
 - (ii) one committee member and a person authorised by the committee.

26.2 Use of the Common Seal

- (a) If the Association has a common seal the name of the Association must appear in legible characters on the common seal; and
- (b) The Association executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (i) any two committee members; or
 - (ii) one committee member and a person authorised by the committee.
- (c) Every use of the common seal must be recorded in the committee's minute book.
- (d) The common seal must be kept in the custody of the Secretary or another committee member authorised by the committee.

27. THE ASSOCIATION'S BOOKS AND RECORDS

27.1 Custody of the Books of the Association

- (a) Except as otherwise decided by the committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the financial records which, except as otherwise directed by the committee from time to time, are to be kept under the custody or control of the Treasurer.
- (b) The Books of the Association must be retained for at least 7 years.

27.2 Inspecting the Books of the Association

- (a) Subject to these rules, and in particular rule 20.1(f), a member is able to inspect the books of the Association free of charge at such time and place as is mutually convenient to the Association and the member.
- (b) A member must contact the Secretary to request to inspect the books of the Association.
- (c) The member may copy details from the books of the Association but has no right to remove the books of the Association for that purpose.
- (d) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

27.3 Prohibition on Use of Information in the Books of the Association

- (a) A member must not use or disclose information in the books of the Association except for a purpose:
 - (i) that is directly connected with the affairs of the Association; or
 - (ii) that is related to complying with a requirement of the Act.

27.4 Returning the Books of the Association

- (a) Outgoing committee members are responsible for transferring all relevant assets and books of the Association to the new committee within 14 days of ceasing to be a committee member.

28. RESOLVING DISPUTES

28.1 Disputes Arising under the Rules

- (a) This rule applies to:
 - (i) disputes between members; and
 - (ii) disputes between the Association and one or more membersthat arise under the rules or relate to the rules of the Association.
- (b) In this rule “member” includes any former member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties to a dispute are unable to resolve the dispute, any party to the dispute may initiate a grievance procedure under this rule by giving written notice to the Secretary of the parties to the dispute; and the matters that are the subject of the dispute.
- (e) The Secretary must convene a committee meeting within 28 days after the Secretary receives notice of the dispute under rule 28.1(d) for the committee to determine the dispute.
- (f) The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (g) At the committee meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (h) The committee must give each party to the dispute written notice of the committee’s determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

- (i) A party to the dispute may, within 14 days after receiving notice of the committee's determination give written notice to the Secretary requesting the appointment of a mediator.

28.2 **Mediation**

- (a) This rule applies:
 - (i) where a person is dissatisfied with a decision made by the committee under rule 28.1; or
 - (ii) where a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the committee.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a member this rule does not apply until the procedure under rule 7.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28.1(c), or a party to the dispute is dissatisfied with a decision made by the committee under rule 28.1(g) a party to a dispute may:
 - (i) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - (ii) Agree to, or request the appointment of, a mediator.
- (d) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties to the dispute; or
 - (ii) in the absence of agreement for the purposes of subrule (e)(i) the committee must appoint the mediator.
- (f) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by a member or a party to a dispute.
- (g) The person appointed as mediator by the committee may be a former member of the Association but must not have a personal interest in the matter that is the subject of the mediation or be biased in favour of or against any party to the mediation.
- (h) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (i) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (j) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (k) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

28.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

29. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by special resolution that the association will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) The association must be wound up under rule 29(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of the Association, the surplus property must only be distributed to an incorporated association under the Act that has similar objects and purposes to the Association.