

## PART 1 - PRELIMINARY

### 1.1 NAME OF ASSOCIATION

The name of the Incorporated Association is Albany Animal Welfare Incorporated hereafter referred to as 'the Association'.

### 1.2 OBJECTS OF ASSOCIATION

- (1) The Association is established to be a charity with the purpose of preventing or relieving the suffering of animals.
- (2) The objects include to:
  - (a) Rescue and support animals from unnecessary euthanasia;
  - (b) Re-home unwanted pets from private surrenders and local and regional pounds;
  - (c) Support animal welfare education for the public benefit;
  - (d) Encourage and coordinate sterilisation programs; and
  - (e) Work collaboratively with other like-minded groups and organisations.

### 1.3 QUORUM FOR MANAGEMENT COMMITTEE MEETINGS

At a Management Committee meeting 50% plus one of Management Committee Members (or the lowest whole number) constitute a quorum for the conduct of the business of a Management Committee meeting.

### 1.4 QUORUM FOR ANNUAL AND GENERAL MEETINGS

At an Annual and/or General Meeting ten (10) Members and two (2) Management Committee constitute a quorum for the conduct of the business at the Meeting.

### 1.5 FINANCIAL YEAR

The financial year shall commence on 1 January each year and shall conclude on 31 December of that year.

### 1.6 TERMS USED

In these rules, unless the contrary intention appears —

**AAW** means Albany Animal Welfare Incorporated

**Act** means the Associations Incorporation Act 2015 (WA); its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules;

**AGM** means the Annual General Meeting;

**Association** means the Albany Animal Welfare Incorporated to which these rules apply;

**books**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**Charities Act 2013 (Cth)** means the Commonwealth Act which defines the legal requirements of the charity.

**Committee** means the Management Committee which governs Albany Animal Welfare Incorporated;

**By-laws** means the operational guidelines, policies and procedures as determined by the Association;

**Commissioner** means the person for the time being designated as the Commissioner under Section 153 of the Act;

**department** means the government departments with responsibility for administering the Associations Incorporation Act 2015 (WA) and any other relevant department with compliance to the Act.

**financial records** include:

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

**financial statements** mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**financial year** means from 1 January to 31 December of each year;

**General Meeting** of the Association means a meeting that all Members are entitled to receive notice of and to attend. It includes Special General Meetings and Annual General Meetings;

**Member** means a Member of the Albany Animal Welfare Incorporated, entered in the Register;

**register** means the register of Members referred to in Section 53 of the Act;

**rules** mean the Section of this Constitution;

**Special General Meeting** means a meeting convened in accordance with rule 5.10, at which only business that has been described in the notice may be transacted;

**Special resolution** means a resolution passed by three-fourths of the Members present and eligible to vote at a General Meeting in accordance with Section 51 of the Act;

**Sub-Committee** means a sub-committee appointed by the Management Committee under rule 5.7;

**Tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**Tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**Tier 3 association** means an incorporated association to which section 64(3) of the Act applies.

## PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

### 2.1 NOT-FOR-PROFIT BODY

- (1) The property and income of the Association must be applied solely towards the promotion of the objects 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.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised by the Management Committee under subrule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is —
  - (a) 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 course of business; or

(b) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

## 2.2 POWERS OF THE ASSOCIATION

Subject to the Act, the Association may do all things necessary to carry out its objects in a lawful manner, including but not limited to:

- (a) Raise, invest and deal with the money of the Association in such manner as may from time to time be determined;
- (b) Acquire, hold, deal with, lease, exchange, hire or dispose of any real or personal property;
- (c) Maintain, repair and improve all buildings and assets;
- (d) Employ, pay and dismiss employees as deemed necessary to further the objects of the Association;
- (e) Open and operate bank accounts;
- (f) Administer the finances of the Association;
- (g) Fix fees and subscriptions payable by Members and decide such levies and charges and to enforce payment thereof;
- (h) Enter into any contract it considers necessary or desirable;
- (i) Adjudicate on all matters brought before it which in any way affect the Association;
- (j) Make, amend and rescind by-laws, not inconsistent with this Constitution; and
- (k) Do other things necessary or convenient to be done in carrying out the objects.

## PART 3 — MEMBERS

### 3.1 MEMBERSHIP

- (1) The minimum number of Members of the Association is six (6).
- (2) Membership is open to any person who supports the objects of the Association.
- (3) An individual who is aged 16 or older is eligible to apply for Membership that confers full voting rights.
- (4) An individual who is aged under 16 is eligible to apply for a class of Membership that does not confer voting rights.

### 3.2 CATEGORIES OF MEMBERSHIP

- (1) The Members of the Association shall consist of the following
  - (a) **Ordinary** Members and
  - (b) **Associate** Members.
- (2) **Ordinary** Members shall consist of:
  - (a) **Full Members** – any person who is a financial Member and aged sixteen (16) or over. Full Members shall have one vote at General Meetings, including the AGM and are entitled to hold any office and enjoy all the privileges of the Association;
  - (b) **Life Members** – a Life Member is a Member of long standing, who has rendered meritorious service and who has been recommended to an Annual General Meeting by the Management Committee and elected by a three quarters majority of Ordinary Members present. Life Members shall enjoy all the privileges of Ordinary Membership and are not subject to an annual Membership fee;
  - (c) **Patron** – the Association, may at its discretion elect a patron for such period as may be deemed necessary. Patrons shall not be eligible to vote or hold any office and are not subject to an annual Membership fee.
- (3) **Associate Members** consist of:
  - (a) **Junior Members** – any person who is a financial Member and aged under sixteen (16) Junior Members may attend General Meetings, including the AGM but do not have

voting rights. Junior members may at the discretion of the Management Committee, sit on sub-committees with non-voting right;

(b) Any other class of Associate member, as set out in subrule (4)

- (4) The Management Committee has the right and power from time to time to create new categories of **Associate Members** and determine the rights, privileges and obligations to those Associate Members.
- (5) Subject to the Act, and without derogating from the rights of the existing Members, the Association may by special resolution at the AGM create additional classes of Ordinary Membership.
- (6) No Member can belong to more than one class of Membership.
- (7) The number of Members of any class may be limited, as determined by the Management Committee from time to time.

### 3.3 LIFE MEMBERS

- (1) To be eligible for Membership as a Life Member, an individual must have provided outstanding and continuous service (for at least 10 years) to the Association in promoting the objects.
- (2) Any Full or Life Member may submit nominations in writing, for consideration for Life Members, with details of the nominee's contribution, to the Management Committee at least two months prior to the AGM.
- (3) The Management Committee shall recommend Life Member nominations to the Annual General Meeting for approval.
- (4) A resolution of the Annual General Meeting to confer Life Membership must be passed by a special resolution, with at least three-fourths of present and voting Members approving the nomination.

### 3.4 DEEMING PROVISION

- (1) All Members who were Members or Life Members of the Association, prior to the time of approval of this Constitution, under the Act shall continue to be acknowledged as Members and Life Members and will be entitled to such benefits as was conferred on them by the Association.

### 3.5 DEALING WITH MEMBERSHIP APPLICATIONS

- (1) Every application for Membership must:
  - (a) be on a written form, approved by the Management Committee for that purpose and signed by the applicant;
  - (b) nominated and endorsed by a current Full Member;
  - (c) be submitted to the Secretary or in any other way approved by the Management Committee;
  - (d) specify the type of membership to which the applicant applies; and
  - (e) be accompanied by the appropriate fee.
- (2) The Management Committee must consider each application for Membership to the Association and decide whether to accept or reject the application, without giving reason.
- (3) The Secretary must notify the applicant of the outcome of their application within a reasonable time period.
- (4) Where the Management Committee rejects an application, the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.
- (5) If the Management Committee approves the Membership application, the Secretary must:

- (a) notify the applicant; and
- (b) within 28 days after becoming a Member, enter the Members name in the register.

### 3.6 MEMBERSHIP OBLIGATIONS AND RIGHTS

- (1) An applicant for Membership of the Association becomes a Member when;
  - (a) the Management Committee accepts the application; and
  - (b) the applicant pays any Membership fees payable to the Association; and
  - (c) signs the Code of Conduct; and
  - (d) 28 days after payment, the Member is eligible to vote (if the Membership class makes them eligible for voting)
- (2) Every Member undertakes to the best of their ability to:
  - (a) comply with this constitution and any by-laws of the Association in force from time to time; and
  - (b) abide by the Code of Conduct; and
  - (c) be bound by all resolutions passed at a General Meeting, whether they are present or not at the meeting; and
  - (d) promote the objects and interests of the Association.
- (3) Ordinary Members have all the rights provided to Members under this constitution, including (but not limited to) the right to:
  - (a) receive notices from the Association;
  - (b) attend, request the convening of and vote at all General Meetings of the Association;
  - (c) provided with a copy of the Associations constitution or directed to where this can be viewed; and
  - (d) be elected or appointed to the Management Committee or any sub-committee of the Association.
- (4) Any class of Associate Membership created will have the rights given to them in accordance with rule 3.2.

### 3.7 WHEN MEMBERSHIP CEASES

- (1) A Member ceases to be a Member when any of the following takes place —
  - (a) the Member dies;
  - (b) the Member resigns from the Association under rule 3.8;
  - (c) the Member is expelled from the Association under rule 6.1;
  - (d) the Member is un-financial.

### 3.8 RESIGNATION

- (1) A Member may resign from the Association by giving written notice to the Management Committee of such intention to withdraw or resign;
- (2) Upon the date the notice is received by the Secretary or President, the Member shall cease to be a Member.
- (3) The Secretary must keep a record, for at least one year after Membership ceases, of —
  - (a) the date on which the Membership ceased; and
  - (b) the reason the Membership ceased.
- (4) The person who has resigned from Membership remains liable for any fees that are owned to the Association at the time of resignation.

### 3.9 RIGHTS NOT TRANSFERABLE

- (1) The rights of a Member are not transferable and end when Membership ceases.

### 3.10 MEMBERSHIP FEES AND SUBSCRIPTION

- (1) Membership fees may consist of any fees determined by the Management Committee from time to time.
- (2) The Management Committee may:
  - (a) set different Membership fees for different categories of Members; and
  - (b) in its absolute discretion may waive all or part of a Membership fee payable by any particular Member.
- (3) Each Member must pay the Membership subscription, fees and any levies payable to the Treasurer, or another person authorised by the Management Committee to receive payments, as and when set by the Management Committee and as set out in the by-laws.

### 3.11 REGISTER OF MEMBERS AND MANAGEMENT COMMITTEE

- (1) The Secretary, or another person authorised by the Management Committee, is responsible to maintain the register of Members and record in that register any change in the Membership of the Association within 28 days of the change occurring.
- (2) The register must include each Member's name and —
  - (a) a contact, postal, residential or email address of each Member,
  - (b) the class of Membership held by the Member, and
  - (c) the date on which the person became a Member.
- (3) A record of Management Committee Members and other persons authorised to act on behalf of the Association is required to be maintained by the Secretary.

### 3.12 INSPECTION OF REGISTER

- (1) Any Member can inspect the register free of charge, at a time and place mutually convenient to the Association and Member.
- (2) A Member must contact the Secretary and President to request the inspection.
- (3) The Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (4) The Management Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring the purpose is connected to the affairs of the Association.
- (5) A Member must not use or disclose any information in the register for any purpose other than a purpose that:
  - (a) is directly connected to the affairs of the Association; or
  - (b) relates to the administration of the Act.

## PART 4 — GOVERNING MANAGEMENT COMMITTEE

### 4.1 GOVERNING MANAGEMENT COMMITTEE POWERS

- (1) The Governing Management Committee of the Association, hereafter referred as the 'Management Committee' has the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws and any resolution passed at a General Meeting, the Management Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Management Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.

### 4.2 MANAGEMENT COMMITTEE MEMBERS

- (1) The business and affairs of the Association will be managed exclusively by a Management Committee consisting of;
  - (a) Four (4) Office Holders of President, Secretary, Treasurer and Vice President; and
  - (b) Up to two (2) AAW Op Shop Delegates; and
  - (c) Up to two (2) Rescue Delegates; and

- (d) One (1) Grants and Fundraising Delegate.
- (2) The maximum number of Management Committee Members shall not exceed nine (9) Members.
- (3) No person shall be entitled to hold more than one Management Committee position at any one time.

#### 4.3 RESPONSIBILITIES OF MANAGEMENT COMMITTEE MEMBERS

- (1) A Management Committee Member must exercise their powers and discharge their duties:
  - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
  - (b) in good faith in the best interests of the Association and for a proper purpose.
- (2) A Management Committee Member or former Management Committee Member must not improperly use information obtained because they are a Committee Member to:
  - (a) gain an advantage for themselves or another person; or
  - (b) cause detriment to the Association.
- (3) A Management Committee Member having any material personal interest in a matter being considered at a Meeting must:
  - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Management Committee; and
  - (b) agree with the Management Committee on the most appropriate manner to handle the disclosure of interest as set out in the by-laws; and
  - (c) must not be present when the matter is being considered at the meeting or vote on the matter; and
  - (d) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- (4) The Secretary must record every disclosure made by a Management Committee Member under subrule (3) in the minutes of the Management Committee Meeting at which the disclosure is made.
- (5) No Management 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 by the Management Committee to do so and such authority is recorded in the minutes of the Management Committee Meeting.
- (6) Under Section 39 of the Act, no person shall be entitled to hold a position on the Management Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 (the duties of officer's provisions) or Section 127 (the duty with respect to incurring of debt) of the Act; unless the person has obtained the consent of the Commissioner.
- (7) Under Section 39 of the Act, no person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act Section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

#### 4.4 PAYMENT TO MANAGEMENT COMMITTEE MEMBERS

- (1) In this rule – Committee member includes a member of a sub-committee.
- (2) The Association must not pay fees to a Management Committee Member for acting as a Management Committee Member.
- (3) The Management Committee may, by resolution of the Management Committee:
  - (a) consider and reimburse a Committee member for out-of-pocket expenses properly incurred in connection with the Associations business; and
  - (b) such payments must be supported by appropriate documentation; and
  - (c) as set out in the by-laws.

#### 4.5 DUTY OF PRESIDENT

- (1) It is the duty of the President, or in the absence of the President, then the Vice President to
  - (a) represent the Association;
  - (b) consult with the Secretary regarding the business to be conducted at each Management Committee meeting and any General Meeting;
  - (c) convene and preside at Management Committee meetings and preside at Special and General Meetings provided for in these rules;
  - (d) ensure that the minutes of all meeting are reviewed and signed as correct;
  - (e) report activities to the Members at the AGM;
  - (f) carry out any other duty under these rules or as requested by the Committee.
- (2) In the absence of the President from a Management Committee or General Meeting, the Vice President will chair the meeting.

#### 4.6 DUTY OF SECRETARY

- (1) The Secretary has the following duties -
  - (a) maintain on behalf of the Association the register of Members, and record in the register any changes in the Membership;
  - (b) co-ordinate the Associations correspondence;
  - (c) consult with the President regarding the business to be conducted at each Management Committee meeting and General Meeting;
  - (d) prepare the notices required for meetings and for the business to be conducted at meetings;
  - (e) recording in the minutes, any disclosures of material personal interest of Management Committee Members made at Management Committee meeting and General Meetings;
  - (f) maintain on behalf of the Association an up-to-date copy of these rules;
  - (g) maintain on behalf of the Association a record of Management Committee Members and other persons authorised to act on behalf of the Association;
  - (h) ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports;
  - (i) maintain full and accurate minutes of Management Committee meetings and General Meetings; and
  - (j) carry out any other duty given to the Secretary under these rules or by the Management Committee.

#### 4.7 DUTY OF TREASURER

- (1) The Treasurer has the following duties -
  - (a) unless another person is authorised by the Management Committee, manage the Association's financial affairs;
  - (b) ensure any amounts payable to the Association are collected and issuing receipts for those amounts in the Associations name;

- (c) ensure the payment of all monies into such account or accounts of the Association, as the Management Committee from time to time direct;
- (d) oversee the payments from the funds of the Association by cheque or Electronic Funds Transfer (EFT) on the authority of two Management Committee Members (as set out in rule 7.3);
- (e) ensure that the Association complies with the relevant requirements of Part 5 of the Act as described in rule 7.5;
- (f) submit a financial status and performance report to the Management Committee at each scheduled Management Committee meeting;
- (g) ensure the safe custody of the financial records, financial statements and financial reports;
- (h) coordinate the preparation of the Association's financial statements before their submission to the Annual General Meeting;
- (i) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial reports; and
- (j) carry out any other duty given to the Treasurer under these rules or by the Management Committee.

#### 4.8 DUTY OF VICE PRESIDENT

- (1) The Vice President has the following duties -
  - (a) ensure all sub-committees are responsible and accountable;
  - (b) provide support and assistance to the President;
  - (c) in the absence of the President, undertake all the roles and responsibilities of the Chairperson;
  - (d) in the absence of the President, Chair the meetings;
  - (e) carry out any other duty given to the Vice President under these rules or by the Management Committee.

#### 4.9 ELIGIBILITY FOR THE MANAGEMENT COMMITTEE

- (1) Any person may become a Management Committee Member either:
  - (a) by election at an Annual General Meeting; or
  - (b) by appointment of the Management Committee to fill a casual vacancy under rule 4.15.
- (2) A person is eligible for election to the Management Committee if they:
  - (a) are aged 16 or over; and
  - (b) are a Full Member; and
  - (c) are not disqualified from being an Office Holder of the Management Committee under Sections 39 and 40 of the Act (as set out in rules 4.3 (6), 4.3 (7)); and
  - (d) satisfy any other eligibility requirements determined by the Management Committee from time to time.

#### 4.10 NOMINATION OF MANAGEMENT COMMITTEE MEMBERS

- (1) A Member who wishes to be elected to the Management Committee must complete a nomination form, prior to or at the AGM, indicating whether they wish to nominate for an Office Holder position or Delegate Member position.
- (2) A nomination must be in writing in such form as is approved by the Management Committee from time to time and signed by the Member.
- (3) In the nomination form the Member must certify that they are eligible to be elected to the Management Committee in accordance with rule 4.9(2).

#### 4.11 ELECTION OF MANAGEMENT COMMITTEE

- (1) At the Annual General Meeting, each Management Committee Member's term of office ends and all positions on the Management Committee, whether as Office Holder or Delegate are open for election.
- (2) There must be a separate election for each position on the Management Committee, whether as Office Holder or Delegate Management Committee Member.
- (3) If the number of nominations received for the Management Committee is equal to the number of vacancies to be filled, the Chairperson must declare the Member/s elected to the position.
- (4) If the number of nominations received for the Management Committee is less than the vacancies to be filled, the meeting may call for nominations from the Members attending the AGM.
- (5) If the number of nominations received for the Management Committee is greater than the vacancies to be filled, the meeting must vote in accordance with procedures that have been determined by the Management Committee to decide who is to be elected to the position.
- (6) A Member who has nominated for a position may vote for themselves.
- (7) On the Member's election, the new President of the Association may take over as the Chairperson of the meeting.
- (8) Any person elected to the Management Committee who has not completed a nomination form in accordance with rule 4.10(3) must within 14 days confirm in writing to the Management Committee their eligibility under rule 4.9 (2).
- (9) If the person is not eligible, their appointment to the Management Committee is deemed not to have taken place.

#### 4.12 TERM OF OFFICE

- (1) A Member becomes a Management Committee Member if the Member —
  - (a) is elected to the Management Committee at an Annual General Meeting; or
  - (b) is appointed to the Management Committee to fill a casual vacancy, under rule 4.15.
- (2) The term of office of a Management Committee Member ends at the conclusion of the next Annual General Meeting.
- (3) All positions shall be eligible for re-election for up to four (4) consecutive terms.
- (4) Any Office Holder or Delegate Management Committee Member serving four (4) consecutive terms in a position, must have a minimum one term break before being eligible for re-election.

#### 4.13 VACANCY ON THE MANAGEMENT COMMITTEE

- (1) A Management Committee Member's term of office ends and that office becomes vacant if the Management Committee Member:
  - (a) resigns from the Management Committee by giving written notice to the Secretary or Chairperson; or
  - (b) dies; or
  - (c) is, or becomes ineligible to act as a Management Committee Member under rules 4.3(6) or 4.3(7); or
  - (d) becomes physically or mentally incapable of performing the duties and the Management Committee resolves that their office be vacated for that reason; or
  - (e) is absent for more than three (3) consecutive meetings without leave of absence; or
  - (f) ceases to be a Full Member; or
  - (g) is the subject of a special resolution passed by Members to terminate their appointment as a Management Committee Member.

#### 4.14 RETURN OF BOOKS AND RECORDS

- (1) Under Section 41 of the Act, the Management Committee Member, as soon as practicable after their term of office ends, must deliver to the Management Committee all the relevant documents and records
- (2) These documents and records shall include (but not limited to) any Associations electronic equipment, books, records, databases, account details they hold pertaining to the management of the Association's affairs.
- (3) The Management Committee may require the outgoing Management Committee Member to certify in writing that, having complied with subrule (1) and (2) and that they have destroyed any remaining books, records and documents of the Association.

#### 4.15 FILLING CASUAL VACANCIES

- (1) The Management Committee may appoint a Member who is eligible under rule 4.9(2) to fill a position on the Management Committee that —
  - (a) has become vacant under rule 4.13; or
  - (b) was not filled by election at the most recent Annual General Meeting.
- (2) The vacancy shall be filled until the next AGM.
- (3) Subject to the requirement for a quorum under rule 1.3, the Management Committee may continue to act despite any vacancy in its Membership.
- (4) If there are fewer Management Committee Members than required for a quorum under rule 1.3, the Management Committee may act only for the purpose of:
  - (a) appointing Management Committee Members under this rule; or
  - (b) convening a General Meeting.

#### 4.16 VALIDITY OF ACTS

The acts of a Management Committee or Sub-Committee, or of a Management Committee Member or Member of a Sub-Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Management Committee Member or Member of a subcommittee.

### PART 5 - MEETINGS

#### 5.1 MANAGEMENT COMMITTEE MEETINGS

- (1) The Management Committee must meet at least six (6) times in each year on the dates and at the times and places determined by the Management Committee.
- (2) The date, time and place of the first Management Committee meeting must be determined by Management Committee as soon as practicable after the AGM at which the Management Committee are elected.
- (3) Special Management Committee meetings may be convened by the President or any three (3) Management Committee Members.

#### 5.2 NOTICE OF MANAGEMENT COMMITTEE MEETINGS

- (1) Notice of each Management Committee meeting must be given to each Management Committee Member at least one week before the time of the meeting.
- (2) 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.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Management Committee Members at the meeting unanimously agree to treat that business as urgent.

#### 5.3 PROCEDURE AND ORDER OF BUSINESS

- (1) The President or, in the President's absence, the Vice President must preside as Chairperson of the Management Committee meeting.
- (2) If they are absent or unwilling to act as Chairperson of a meeting the remaining Management Committee Members must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Management Committee meeting will be determined from time to time by the Management Committee.
- (4) The order of business at a Management Committee meeting may be determined by the Management Committee Members at the meeting.
- (5) A Member or other person who is not a Management Committee Member may attend a Management Committee meeting if invited to do so by the Management Committee.
- (6) A person invited under subrule (5) to attend a Management Committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Management Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### 5.4 QUORUM FOR MANAGEMENT COMMITTEE MEETINGS

- (1) Subject to rule 4.15(4), no business is to be conducted at a Management Committee meeting unless a quorum is present.
- (2) At a Management Committee meeting 50% plus one (or the lower whole number) of Management Committee Members constitute a quorum for the conduct of the business of a Management Committee meeting as set out in rule 1.3.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Management Committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Management Committee meeting held under subrule (4)(b); and
  - (b) at least 3 Management Committee Members are present at the meeting,
 those Members present are taken to constitute a quorum.

#### 5.5 VOTING AT MANAGEMENT COMMITTEE MEETINGS

- (1) Each Management Committee Member present at a Management Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Management Committee Members present at the Management Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the President has a second or casting vote.
- (4) A vote may take place by the Management Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Management Committee decides that a secret ballot is needed to determine a decision.
- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

#### 5.6 MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (1) The Management Committee must ensure that minutes are taken and kept of each Management Committee meeting.

- (2) The minutes must record the following —
  - (a) the names of the Management Committee Members present at the meeting;
  - (b) the name of any person attending the meeting under rule 5.3(5);
  - (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;
  - (e) the disclosure of a Management Committee Member’s material personal interest in a matter being considered at a Management Committee meeting.
- (3) The President must ensure that the minutes of a Management Committee meeting are reviewed and passed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next Management Committee meeting.
- (4) When the minutes of a Management Committee meeting have been passed 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.

#### 5.7 SUB-COMMITTEES

- (1) To help the Management Committee in the conduct of the Association’s business the Management Committee may, in writing, do either or both of the following —
  - (a) appoint one or more Sub-Committees;
  - (b) create a special working group to complete a specific task or tasks; or
  - (c) create one or more subsidiary offices and appoint people to those offices;
  - (d) and may offer remuneration under written agreement to such person/s as set out in the bylaws.
- (2) In each case referred to in subrule (1), the Management Committee shall provide the person or group with written terms of reference specifying the purpose, outcomes, scope of works, operating guidelines, financial support and accountability, method of reporting and any other relevant matters to provide support.
- (3) A Sub-Committee may consist of the number of Members, that the Management Committee considers appropriate.
- (4) Subject to any directions given by the Management Committee —
  - (a) a Sub-Committee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as determined in the by-laws.

#### 5.8 DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES

- (1) In this rule —
 

**non-delegable duty** means a duty imposed on the Management Committee by the Act or another written law.
- (2) The Management Committee may, in writing, delegate to a Sub-Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Management Committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a Sub-Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Sub-Committee or holder in accordance with the terms of the delegation.

- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Management Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Management Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Sub-Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Management Committee.
- (7) The Management Committee may, in writing, amend or revoke the delegation.

#### 5.9 ANNUAL GENERAL MEETING (AGM)

- (1) The Management Committee must determine the date, time and place of the Annual General Meeting.
- (2) The Annual General Meeting must be held within six months of the end of the Association’s financial year.
- (3) A notice convening the Annual General Meeting shall be sent to all Members.
- (4) The ordinary business of the Annual General Meeting is as follows —
  - (a) to confirm the minutes of the previous AGM and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider
    - (i) the Annual Report on the activities during the preceding financial year; and
    - (ii) if a Tier 1 Association, receive the financial statements of the Association for the preceding financial year;
    - (iii) if a Tier 2 Association or a Tier 3 Association, receive the financial report for the preceding financial year under Part 5 of the Act;
  - (c) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor’s report on the financial statements or financial report;
  - (d) elect the Office Holders and Management Committee Members of the Association (as required in rule 4.12);
  - (e) vote on any Life Membership nominations; and
  - (f) to appoint or remove an auditor of the Association, in accordance with the Act.
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

#### 5.10 SPECIAL GENERAL MEETINGS

- (1) The Management Committee may convene a Special General Meeting.
- (2) The Management Committee must convene a Special General Meeting if at least 20% of the Ordinary Members require a Special General Meeting to be convened.
- (3) The Ordinary 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 special resolution to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under subrule (3).
- (5) If the Management Committee does not convene a Special General Meeting within that 28-day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (6) A Special General Meeting convened by Ordinary Members under subrule (5) —
  - (a) must be held within 2 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) A special resolution may be moved either at a Special General Meeting or at an AGM, but all Members must be given not less than 21 days notice of the meeting in which a special resolution is to be proposed.

- (8) The auditor is entitled to receive all notices of and any other communications relating to the meeting.
- (9) The special resolution must be passed by not less than three-quarters of the Ordinary Members of the Association who attend and are eligible to cast a vote at the meeting.

#### 5.11 NOTICE OF GENERAL MEETINGS

- (1) A General Meeting may be held on the dates and at the times and places determined by the Management Committee.
- (2) The Secretary or, in the case of a Special General Meeting convened under rule 5.10(3), the Members convening the meeting, must give to each Member —
  - (a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General Meeting in any other case.
- (3) Notice of every General Meeting must be given in the manner set out in rule 8.1, to every Member and Management Committee Member; and to any reviewer or auditor of the Association.
- (4) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by Section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) be passed by not less than three-fourths of the voting Members who cast a vote at the meeting.

#### 5.12 PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS

- (1) The President or, in their absence, the Vice President will preside as Chairperson of any General Meeting.
- (2) No business is to be conducted at a General Meeting unless a quorum is present.
- (3) At a General Meeting, any ten (10) Members and two (2) Management Committee who are eligible to vote will constitute a quorum for the conduct of the business at a General Meeting (as set out in rule 1.4).
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
  - (a) Where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; and
  - (b) in any other case:
    - (i) the meeting stands adjourned to a day, time and place as the Management Committee decides, or at the same time and day in the following week; and
    - (ii) if no quorum is present at the resumed meeting within 30 minutes after the appointed time, provided at least 8 Members are present at the resumed meeting, they will be taken to constitute a quorum.

#### 5.13 PROXIES

- (1) No proxy votes will be considered for General Meetings, Special General Meetings or Annual General Meetings.

#### 5.14 ADJOURNMENT OF GENERAL MEETING

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

#### 5.15 VOTING AT GENERAL MEETING

- (1) On any question arising at a General Meeting each eligible voting Member has one vote.
- (2) If votes are divided equally on a question, the President (or in their absence, the Vice President) has a second or casting vote.

#### 5.16 MINUTES OF GENERAL MEETING

- (1) The Secretary, or a person authorised by the Management Committee from time to time, must take and keep minutes of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) The President must ensure that the minutes of a General Meeting are reviewed and passed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next General Meeting.
- (4) When the minutes of a General Meeting have been passed as correct they are, in the absence of evidence to the contrary, taken to be proof 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 election or appointment purportedly made at the meeting was validly made.
- (5) The minutes of a General Meeting must be entered into a minute book or in an electronic format within 30 days after the meeting is held.

#### 5.17 WHEN SPECIAL RESOLUTIONS ARE REQUIRED

- (1) A special resolution is required if it is proposed at a General Meeting —
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under Section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- (3) Under the Act, a special resolution is required if an Incorporated Association proposes to do any of the following —
  - (a) to alter its rules, including changing the name of the Association;
  - (b) to approve the terms of an amalgamation with one or more other Associations;
  - (c) to be wound up voluntarily; or
  - (d) to cancel its incorporation.

#### 5.18 DETERMINING WHETHER RESOLUTION CARRIED

- (1) At a General Meeting:
  - (a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
  - (b) A special resolution put to the vote will be decided in accordance with Section 24 of the Act, and if a poll is demanded, in accordance with subrule (2).
- (2) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Ordinary Members present in person —
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson;
  - (b) the Chairperson must declare the determination of the resolution on the basis of the poll;
  - (c) the poll must be taken immediately.

## PART 6 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### 6.1 DISCIPLINARY ACTION

- (1) Where the Management Committee is advised or considers that a Member has allegedly:
  - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the by-laws, the Code of Conduct or any resolution or determination of the Committee; or
  - (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association; or
  - (c) brought the Association into disrepute;the Management Committee may commence or cause to be commenced disciplinary proceedings against that Member.
- (2) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before a Disputes Committee meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the Member must state —
  - (a) when and where the Disputes Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the Member may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
- (4) At the Disputes Committee meeting, the Committee must —
  - (a) give the Member a reasonable opportunity to make written or oral (or both written and oral) submissions about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - i. whether or not to suspend the Member and, if the decision is to suspend the Member, the period of suspension; or
    - ii. whether or not to expel the Member from the Association.
- (5) A decision of the Management Committee to suspend the Member or to expel the Member from the Association takes immediate effect.
- (6) The Management Committee must give the Member written notice of the decision, and the reasons for the decision, within 7 days after the meeting at which the decision is made.
- (7) A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Disputes Committee's decision, give written notice to the Secretary requesting the appointment of a mediator under rule 6.8.
- (8) If notice is given under subrule (7), the Member who gives the notice and the Committee are the parties to the mediation.

### 6.2 CONSEQUENCES OF SUSPENSION

- (1) A Member whose Membership is suspended or expelled from the Association will be given written notice of the outcome
- (2) During the period a Member is suspended, the Member —
  - (a) loses any rights (including voting rights) arising as a result of Membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for Membership fees paid, or payable, to the Association.
- (3) When a Member is suspended, the Secretary must record in the register —
  - (a) that the Member's Membership is suspended; and

- (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (4) When the period of the suspension ends, the Secretary must record in the register of Members that the Member's Membership is no longer suspended.

### 6.3 RESOLVING DISPUTES

- (1) The disputes procedure set out in this clause applies to disputes under or relating to this constitution between:
  - (a) a Member and another Member or Members; or
  - (b) a Member or Members and the Association.

### 6.4 PARTIES TO ATTEMPT TO RESOLVE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.

### 6.5 HOW GRIEVANCE PROCEDURE IS STARTED

- (1) If the parties are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the Secretary —
  - (a) of the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 7 days after the Secretary is given the notice, a Management Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Management Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the Management Committee meeting is to be held; and
  - (b) that the party may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute.
- (5) If —
  - (a) the dispute is between one or more Members and the Association; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Management Committee; and
    - (ii) requests the appointment of a mediator under rule 6.8,the Management Committee must not determine the dispute.

### 6.6 DETERMINATION OF DISPUTE BY THE MANAGEMENT COMMITTEE

- (1) At the Management Committee meeting at which a dispute is to be considered and determined, the Management Committee must —
  - (a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Management Committee must give each party to the dispute written notice of the Management Committee's determination, and the reasons for the determination, within 7 days after the Management Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 7 days after receiving notice of the Management Committee's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 6.8.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## 6.7 APPLICATION OF MEDIATION RULE

- (1) This Section applies if written notice has been given to the Secretary requesting the appointment of a mediator —
  - (a) by a Member under rule 6.1(7); or
  - (b) by a party to a dispute under rule 6.5(5)(b)(ii) or rule 6.6(3).
- (2) If this Section applies, a mediator must be chosen or appointed under rule 6.8.

## 6.8 APPOINTMENT OF A MEDIATOR

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested; and
  - (b) by agreement between the Member and the Management Committee; or
  - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Management Committee must appoint the mediator.
- (3) The person appointed as mediator by the Management Committee must be
  - (a) a person who acts as a mediator for a similar not-for-profit body; or
  - (b) is recommended by a key stakeholder agency; and
  - (c) must not have a personal interest in the matter that is subject of the mediation; or
  - (d) be biased in favour of or against any party of the mediation.

## 6.9 MEDIATION PROCESS

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
  - a) give each party to the mediation every opportunity to be heard; and
  - b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 6.10 IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED

If —

- (a) mediation takes place because a Member whose Membership is suspended or who is expelled from the Association gives notice under rule 6.1(7); and
- (b) as the result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked,

that revocation does not affect the validity of any decision made at a Management Committee meeting or General Meeting during the period of suspension or expulsion.

## PART 7 — FINANCIAL MATTERS

## 7.1 FINANCIAL YEAR

The Association's financial year will be the period of 12 months commencing on 1 January and ending on 31 December of that year, as set out in rule 1.5.

## 7.2 SOURCE OF FUNDS

The Association may derive funds in any way permitted within the Act.

## 7.3 CONTROL OF FUNDS

- (1) The funds of the Association must be kept in an account or accounts in the name of the Association in a financial institution determined by the Management Committee.
- (2) The Management Committee is responsible for expenditure of the funds of the Association and may authorise the Treasurer or any other person or persons to expend the funds of the Association within specified limits, and subject to appropriate supervision.
- (3) All expenditure above the specified limit, as established in subrule (2) shall be established by the Management Committee and approved at a Management Committee meeting.
- (4) The funds of the Association are to be used to do:
  - (a) anything which it considers will advance or achieve the objects; and
  - (b) all other things that are incidental to carrying out the objects.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association are to be executed by:
  - (a) any 2 Management Committee Members; or
  - (b) any person or persons authorised by the Management Committee, within the expenditure limits specified by the Management Committee.
- (6) All electronic payments by the Association are to be made or authorised by:
  - (a) any 2 Management Committee Members; or
  - (b) any person or persons authorised by the Management Committee, within the expenditure limits specified by the Management Committee.
- (7) All funds of the Association must be deposited into the Association account within ten (10) days after their receipt.

## 7.4 FINANCIAL RECORDS

- (1) The Association must keep Financial Records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.
- (2) The Association must allow the Management Committee Members and the auditor to inspect those accounts at all reasonable times.
- (3) The Association must retain its financial records for at least seven (7) years after the transactions are completed.

## 7.5 FINANCIAL REPORTING, AUDIT AND REVIEW

- (1) The Management Committee must cause the Association to comply with all financial reporting obligations imposed on it under the Act or any other applicable legislation.
- (2) Without limiting subrule (1), the Management Committee must cause the Association to:
  - (a) if it is a Tier 1 Association, prepare annual Financial Statements, presented under Part 5 of the Act;
  - (b) if it is a Tier 2 Association or Tier 3 Association, prepare an annual Financial Report, presented under Part 5 of the Act;
  - (c) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:

- (i) it is required under the Act or under any other law or regulatory requirement applicable to the Association;
  - (ii) it is directed by the Commissioner; or
  - (iii) the Members pass a resolution requiring it; and
- (d) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable) to the Annual General Meeting.

#### 7.6 AUDITOR

- (1) At the AGM, the Members shall appoint an auditor/s, at such remuneration as they determine.
- (2) The auditor shall examine the books, accounts, receipts and other financial records of the Association for the year in which they are appointed, and report to the following AGM.

### PART 8 — GENERAL MATTERS

#### 8.1 GIVING NOTICES TO MEMBERS

- (1) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the Member; or
  - (b) sent by post to the recorded postal address of the Member; or
  - (c) sent by electronic transmission to an appropriate recorded address or number nominated by the Member.

#### 8.2 RECORD OF OFFICE HOLDERS

- (1) Under Section 58 of the Act the Association must maintain:
  - (a) the names and address of Management Committee Members and Office Holders of the Association provided for by its rules;
  - (b) the names and addresses of any person who is authorised to use the common seal (if it has a common seal);
  - (c) the name and addresses of any person who is appointed or acts as trustee on behalf of the Association;
- (2) The Association must, upon request of a Member, make available the record for the inspection of the Member.
- (3) The Member may make a copy or take an extract but does not have the right to remove the record.

#### 8.3 CUSTODY OF BOOKS AND SECURITIES

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Management Committee.
- (4) The books and securities of the Association must be retained for at least seven (7) years.

#### 8.4 INSPECTION OF RECORDS

- (1) Subject to the Act and to this Constitution, the Management Committee must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members other than Management Committee Members.

- (2) A Member other than a Management Committee Member does not have the right to inspect any document of the Association, except as provided by the Act, or otherwise as authorised by the Management Committee.

#### 8.5 EXECUTING DOCUMENTS AND COMMON SEAL

- (1) The Association may execute a document without using a common seal if the document is signed by:
  - (a) the President, and
  - (b) at least one Management Committee Member or person authorised by the Management Committee.
- (2) If the Association has a common seal —
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Management Committee and in the presence of —
    - (i) 2 Management Committee Members; or
    - (ii) one Management Committee Member and a person authorised by the Management Committee.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Management Committee Member authorised by the Management Committee.

#### 8.6 INDEMNIFICATION

The Association will indemnify any person who is a Management Committee Member, officer, or agent or who is or was servicing in another capacity at the request of the Association to the extent authorised by law and may purchase and maintain liability insurance on behalf of such persons or to protect itself against liability for such indemnification to the extent authorised by law.

#### 8.7 DISSOLUTION OF THE ASSOCIATION

- (1) 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:
  - (a) apply to the Commissioner for cancellation of its incorporation; or
  - (b) appoint a liquidator to wind up its affairs.
- (2) The Association must be wound up under Section 30(a) 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.
- (3) Upon the winding up or cancellation of the Association, any Surplus Property will not be paid to or distributed among the members but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the objects of the Association.
- (4) In the event the endorsement of the Association as a deductible gift recipient is revoked or the organisation is wound up, any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable by law, to which income tax deductible gifts can be made:
  - (a) Gifts of money or property for the principal purpose of the Association
  - (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the Association
  - (c) Money received by the Association because of such gifts and contributions.
- (5) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

#### 8.8 BY-LAWS

- (1) The Management Committee may formulate, issue, adopt, interpret and amend by-laws, including policies, procedures and guidelines for the proper advancement, management and administration of the Association, the advancement of the objects and as it thinks necessary or desirable from time to time.
- (2) Such by-laws must be consistent with the Act, the regulations and these rules.
- (3) All by-laws made under sub-clause (1) shall be binding on the Members of the Association.
- (4) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

#### 8.9 ALTERATION OF RULES

- (1) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of Members present and with voting rights at the Annual General Meeting or Special General Meeting.
- (2) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (3) Within one month after the making of any amendment or addition to the rules of the Association, passed by special resolution, the Committee shall send or deliver the required documents and a certified copy of the amendment or alteration to all relevant departments. No effect will be given to the amendments without the approval of these department.

END