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**CONSTITUTION
DOGS' REFUGE HOME (W.A.) INC**

Contents

- 1. PRELIMINARY 1
- 2. INTERPRETATION..... 2
- 3. POWERS OF THE ASSOCIATION 4
- 4. BECOMING A MEMBER 4
- 5. LIABILITY AND ENTITLEMENTS OF MEMBERS 5
- 6. CEASING TO BE A MEMBER..... 6
- 7. MEMBERSHIP REGISTER 8
- 8. MEMBERSHIP FEES 9
- 9. POWERS AND COMPOSITION OF THE BOARD..... 10
- 10. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS..... 11
- 11. APPOINTING BOARD MEMBERS 14
- 12. CEASING TO BE A MEMBER OF THE BOARD 16
- 13. BOARD MEETINGS 17
- 14. SUB-COMMITTEES AND DELEGATION..... 19
- 15. GENERAL MEETINGS 20
- 16. SPECIAL GENERAL MEETINGS 22
- 17. MAKING DECISIONS AT GENERAL MEETINGS 22
- 18. MINUTES OF MEETINGS 24
- 19. FUNDS AND ACCOUNTS..... 25
- 20. FINANCIAL YEAR OF THE ASSOCIATION..... 26
- 21. ANNUAL GENERAL MEETINGS 26
- 22. RULES OF THE ASSOCIATION 27
- 23. BY-LAWS OF THE ASSOCIATION 28
- 24. AUTHORITY REQUIRED TO BIND ASSOCIATION 28
- 25. THE ASSOCIATION'S BOOKS AND RECORDS..... 29
- 26. TRUSTEES 29
- 27. RESOLVING DISPUTES 30
- 28. WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY 32

1. **PRELIMINARY**

1.1 **Name of Association**

The name of the Association is Dogs' Refuge Home (W.A.) Inc.

1.2 **Objects of Association**

The objects and purposes of the Association are:

- (1) To provide a temporary home for lost, unwanted or legally impounded dogs;
- (2) To provide short term direct care to dogs that have been lost or mistreated or are without owners and rehabilitating orphaned, sick or injured dogs that have been lost mistreated or are without owners;
- (3) To restore lost dogs to the owners and to find suitable homes for others;
- (4) To secure a humane death for dogs that it is necessary to euthanize;
- (5) To take any lawful action to prevent dogs being used for vivisection or experimentation;
- (6) To provide a depot for dogs seized by any lawful authority and to deal with them according to law;
- (7) To conduct boarding kennels where dogs may be kept for their owners;
- (8) To educate the public in the humane treatment of and welfare of dogs and cooperate with other bodies having similar aims;
- (9) To provide facilities for the training of dogs and the dissemination of information on animal care;
- (10) To provide facilities for the burial of companion animals;
- (11) To take any action conducive to the attainment of these objects;
- (12) The Association is established for charitable objects and purposes only.

1.3 **Quorum for Board Meetings**

Quorums for Board Meetings shall be a majority of Board members of which there must be at least one office holder and two members who have been elected at an AGM pursuant to rule 11.1(a) or appointed to fill a casual vacancy under rule 12.1(b).

1.4 **Quorum for General Meetings**

Eight (8) 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 July and ending on 30 June of each year.

1.6 **Pro Life Policy**

No animal in the care of the Home shall be euthanized other than on the advice of a veterinary surgeon employed or engaged by the Association, with the approval of the Board or a person authorized by the Board.

1.7 **Continuity of Board Positions Following Adoption of this Constitution**

The adoption of this Constitution shall not affect the appointment of members of the Board or Officers who were appointed or elected prior to the adoption of this Constitution and whose term of office continues beyond the adoption of this Constitution, however, this provision shall not operate to extend that term.

2. **INTERPRETATION**

2.1 **Definitions**

In these Rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1987* (WA) (as amended from time to time) and includes such legislation which may be enacted which supersedes the *Associations Incorporation Act 1987*;

"AGM" means the annual general meeting convened under rule 21.1;

"Association" means the Dogs' Refuge Home (W.A.) Inc;

"Board" means the management committee required by the Act which is the body responsible for the management of the affairs of the Association;

"Board Members" means persons who are members of the Board;

"Books of the Association" means the books and records of the Association and includes:

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

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

"Co-opted Members" means Board members appointed pursuant to rule 11.6;

“Financial Records” means all financial records of the Association and 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” means financial statements reports and other information required to be produced by law;

“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;

“Office Holders” means the President, Vice-President, Secretary and Treasurer;

“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” and **“Constitution”** means these rules of the Association as amended from time to time under Rule 22.2 ;

“Special Resolution” has the meaning given by section 24 of the Act, as follows:

A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the Members of the Association who are entitled under the rules of the Association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Association by proxy or postal vote, at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

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 (subject to this not being inconsistent with the provisions of the Act and any relevant law).

- (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 7.1 or to the nominated electronic address as provided in this rule 2.2.

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.

3.2 **Not for Profit**

The property and income of the Association must be applied solely towards promoting 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 promoting those objects.

4. **BECOMING A MEMBER**

4.1 **Minimum Number of Members**

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

4.2 **Qualifications for Membership**

- (a) Subject to rule 4.2(b) any person who supports the purposes of the Association is eligible to apply for membership.
- (b) A person must be at least 18 years of age in order to become a Member.

4.3 **Applying for Membership**

- (a) A person who wants to become a Member (**Applicant**) must apply in writing to the Association:
- (b) All application forms must be signed by the Applicant.
- (c) If the Association has more than one class of membership, the application form must specify the applicable class of membership.

4.4 **Deciding Membership Applications**

- (a) The Board will consider and decide whether to approve or reject any membership application.
- (b) Subject to rule 4.4(c) applications will be considered and decided in the order they are received by the Association.
- (c) When considering a membership application, the Board 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 Board must not approve a membership application unless the Applicant:
 - (i) meets all the eligibility requirements under rule 4.2; and

- (ii) applies under rule 4.3.
- (e) The Board may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under rule 4.2.
- (f) As soon as is practicable after the Board has made a decision under rule 4.4(a), the Board must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

4.5 Becoming a Member

- (a) An Applicant becomes a Member if:
 - (i) the Applicant is eligible for membership under rule 4.2;
 - (ii) the Applicant applies in writing to the Association under rule 4.3;
 - (iii) the Board approves the Applicant's application for membership; and
 - (iv) the Applicant pays any fees due under rules 8.1 and 8.2.
- (b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when rule 4.5(a) has been fulfilled.

4.6 Recording Membership in the Register

The Secretary must enter a person's name and details in the Register in accordance with rule 7.1 within 28 days after the person becomes a Member.

5. LIABILITY AND ENTITLEMENTS OF MEMBERS

5.1 Categories of Membership

There shall be the following categories of membership of the Association:

- (a) Patron;
- (b) Life;
- (c) Ordinary.

5.2 Rights of Members

The Board will from time to time determine the rights and obligations attaching to each category of membership, including levels of membership subscription.

5.3 Voting

Life Members and Ordinary Members shall have a right to vote.

5.4 Liability of Members

- (a) A Member is only liable for their outstanding membership fees payable under rules 8.1 and 8.2, if any.

- (b) Subject to rule 5.4(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.

5.5 Payment to Members

No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members provided that this does not prevent reimbursement of expenses properly incurred on behalf of the Association where this is not prohibited by the Act or relevant law.

5.6 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.

6. CEASING TO BE A MEMBER

6.1 Ending Membership

- (a) A person's membership ends, if the person:
 - (i) dies;
 - (ii) ceases to be a Member under rule 8.2(d);
 - (iii) resigns as a Member under rule 6.2; or
 - (iv) is expelled from the Association under rule 6.3.
- (b) For a period of one year after a person's membership ends, the Secretary must keep a record of:
 - (i) the date on which a person ceases to be a Member under rule 6.1(a); and
 - (ii) the reason why the person ceases to be a Member.

6.2 Resigning as a Member

- (a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
 - (i) at the time the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member.

6.3 **Suspending or Expelling Members**

- (a) The Board 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 Board must hold a Board Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Board Meeting referred to in rule 6.3(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 Board Meeting;
 - (iii) that the Member, or the Member's representative, may attend the Board Meeting; and
 - (iv) that the Member, or the Member's representative, may address the Board 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 Board Meeting referred to in rule 6.3(b) the Board must:
 - (i) give the Member, or the Member's representative, 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 Board has decided to suspend or expel a Member under rule 6.3(d), the Member is immediately suspended or expelled from membership.
- (f) The Secretary must inform the Member in writing of the decision of the Board, within 7 days of the Board Meeting referred to in rule 6.3(b).

6.4 **Right of Appeal of against Suspension or Expulsion**

- (a) If a Member is suspended or expelled under rule 6.3, the person may appeal the Board's decision by giving written notice to the Secretary within 14 days of receiving notice of the Board's decision under rule 6.3(f) requesting the appointment of a mediator under rule 27.2(c).

6.5 Reinstatement of a Member

If the Board's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Board or Members in General Meeting during the period that the Member was suspended or expelled from Membership under rule 6.3(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.

6.6 When a Member is Suspended

- (a) If a Member's membership is suspended under rule 6.3(e), the Secretary 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 Board under 6.3(d)(iii)B.
- (b) A Member that has been suspended under rule 6.3(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 Secretary must record in the Register that the Member is no longer suspended.

7. MEMBERSHIP REGISTER

7.1 Register of Members

- (a) The Secretary or a person authorised by the Board from time to time must maintain a 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 or residential 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 Secretary's place of residence, or at such other place as the Board decides.

7.2 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 must contact the Secretary to request to inspect the Register.

- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

7.3 **Copy of the Register**

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Board may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request 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 Board from time to time.
- (d) If the Board denies a Member's request for a copy of the Register, a Member may appeal the decision under rule 27.1(a).

7.4 **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, or
- (c) for any other purpose unless the use of the information is approved by the Board and for a purpose that is:
 - (i) directly connected with the affairs of the Association; or
 - (ii) related to administering the Act.

8. **MEMBERSHIP FEES**

8.1 **Entrance Fee**

The Board may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of Members upon becoming a Member.

8.2 **Annual Membership Fee**

- (a) The Board 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 8.2(a) to the Treasurer, or a person authorised by the Board to receive payments, as and when decided by the Board.
- (c) If a Member pays the annual membership fee within 3 months after the due date, the Member retains all the rights and privileges of a Member

for the purposes of these Rules during that time, including the right to vote.

- (d) Subject to rule 8.2(e), if a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member.
- (e) If a person ceases to be a Member under rule 8.2(d), he or she may apply to the Board for reinstatement as a Member, which shall be subject to Board approval or may re-apply for Membership.

9. **POWERS AND COMPOSITION OF THE BOARD**

9.1 **Powers of the Board**

- (a) The governing body of the Association is to be called the Board and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Board:
 - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of the Association.

9.2 **Board Members**

The Board is to consist of:

- (a) the Office Holders who are;
 - (i) the President
 - (ii) the Vice President;
 - (iii) the Secretary; and
 - (iv) the Treasurer;
- (b) up to 5 additional Members elected or appointed pursuant to rule 11;
- (c) Co-Opted Members;
- (d) The maximum number of Members of the Board is not to exceed 9 (being the Office Holders as referred to in paragraph (a) above and the additional Board Members referred to paragraph (b) above) (excluding Co-Opted Members) unless approved by the Members in General Meeting.
- (e) A Board Member must:
 - (i) be a natural person;

- (ii) be at least 18 years in age; and
- (iii) be and have been a Member for not less than 6 months except that the Treasurer need not be a Member (but nothing shall prohibit a Member becoming Treasurer) and although a Co-Opted Member must be a Member he or she does not have to have been a Member for 6 months;
- (f) No person shall be entitled to hold more than one of the positions set out in rule 9.2(a) at any time.
- (g) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
 - (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;
 - (iii) an offence which the Act specifies will lead to disqualification.
- (h) No person shall be entitled to hold a position on the Board if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws.

9.3 Election of Office Holders

Office Holders shall be elected annually at each AGM and shall hold office for one year. Where a casual vacancy occurs in relation to an Office Holder between AGMs the casual vacancy may be filled by the Board. The person who is appointed to fill the casual vacancy must retire at the next AGM.

10. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS

10.1 Obligations of the Board

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

10.2 Responsibilities of Board Members

- (a) A Board 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 in the circumstances.
- (b) A Board 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 Board Member or former Board Member must not improperly use information obtained because he or she is a Board Member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A Board Member or former Board 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 Board Member having any material personal interest in a matter being considered at a Board 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 Board;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association and
 - (iii) must not be present while the matter is being considered at the Board Meeting or vote on the matter.
- (f) Subject to this not being inconsistent with the Act or other relevant law, Rule 10.2(e) does not apply in respect of a material personal interest that:
- (i) exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Board 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 Board Member under rule 10.2(e) in the minutes of the Board Meeting at which the disclosure is made.
- (h) No Board 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 Board to do so and such authority is recorded in the minutes of the Board Meeting.

10.3 **President**

The President:

- (a) must consult with the Secretary regarding the business to be conducted at each Board Meeting and each General Meeting;
- (b) may convene special meetings of the Board under rule 13.1(c);
- (c) may preside over Board Meetings under rule 13.3;
- (d) may preside over General Meetings under rule 15.4; and
- (e) must ensure that the minutes of a General Meeting or Board Meeting are reviewed and signed as correct under rule 18.1(c).

10.4 **Secretary**

The Secretary must:

- (a) co-ordinate the correspondence of the Association;

- (b) convene General Meetings and Board Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the Chairperson;
- (c) keep and maintain in an up to date condition the rules of the Association as required by rule 22.1 and any by-laws of the Association made in accordance with rule 23.1 and required otherwise by the Act;
- (d) maintain the register of the Members, referred to in rule 7.1;
- (e) maintain the record of office holders of the Association, referred to in rule 10.7;
- (f) ensure the safe custody of the Books (with the exception of the Financial Records) of the Association under rule 25.1;
- (g) keep full and correct minutes of Board Meetings and General Meetings; and
- (h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

10.5 **Treasurer**

The Treasurer must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in rule 10.5(a) into the account or accounts of the Association as the Board may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Board;
- (d) ensure that the Association complies with the account keeping requirements in the Act and other legislation which applies to the Association;
- (e) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- (f) assist the reviewer or auditor (if any) in performing their functions; and
- (g) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

10.6 **Remuneration of Treasurer**

If the Treasurer is not a Member of the Association and the Act does not provide otherwise, the Treasurer may receive such reasonable remuneration as Members approve in General Meeting.

10.7 **Record of Office Holders**

- (a) The Secretary or a person authorised by the Board from time to time 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 contact postal and residential address of each office holder.
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Board decides.

10.8 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.

11. APPOINTING BOARD MEMBERS

11.1 Appointment to the Board

Board Members are appointed to the Board by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 12.1(b);
- (c) by an appointment pursuant to rule 11.6.

11.2 Nominating for Membership of the Board

- (a) A Member who wishes to be a Board Member must be nominated by a Member as a candidate for election.
- (b) The Secretary must send a notice calling for nominations for election to the Board and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.
- (c) The nomination for election must be either:
 - (i) made from the floor at the AGM; or
 - (ii) in writing delivered to the Secretary before the date of the meeting (as provided in Rule 11.2(b)).
- (d) A Member may only be nominated for more than one position on the Board at or prior to the AGM but may only be appointed to one position.
- (e) If a nomination for election to the Board is not made in accordance with Rules 11.2(a)-(d) the nomination is to be deemed invalid and the Member will not be eligible for election unless rule 11.3(c) takes effect.

- (f) Notwithstanding any other provision in these Rules, the Treasurer need not be a Member of the Association.

11.3 Electing Board Members

- (a) If the number of valid nominations received under rule 11.2 is equal to the number of vacancies to be filled for the relevant position on the Board, the candidate nominated shall be deemed to be elected at the AGM.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Board, elections for the positions must be conducted at the AGM.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Board, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Board that remain, each relevant position on the Board is declared vacant by the person presiding at the AGM and rule 12.1(b) applies.
- (f) The elections for office holders or ordinary Board Member are to be conducted at the AGM in the manner directed by the Board.
- (g) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

11.4 Voting in Elections for Membership of the Board

- (a) Subject to rule 17.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Board.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

11.5 Term of Office of Board Members

- (a) At each AGM of the Association, the appointment of the Board Members elected other than Office Holders at the AGM will be for a term of two years.
- (b) A Board 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 12.1(b); or
 - (iii) on his or her appointment if they are a Co-Opted Member;

- (c) All retiring Board Members are eligible, on nomination under rule 11.2, for re-election.

11.6 **Co-Opted Members**

The Board may appoint up to two (2) additional Board Members for such period as the Board determines (“**Co-Opted Members**”) provided that the term of the appointment of the Co-Opted Members shall terminate at the next AGM. It is intended that Co-Opted Members shall be appointed because of their particular expertise or experience. Co-Opted Members shall have a right to vote and take part in all deliberations of the Board. The Board may remove Co-Opted Members.

12. **CEASING TO BE A MEMBER OF THE BOARD**

12.1 **Vacant Positions on the Board**

- (a) A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
 - (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes disqualified from holding a position under rule 9.2 (g) or (h) as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office under rule 12.2;
 - (vi) is removed from office under rule 12.3; or
 - (vii) is absent from more than:
 - A. three consecutive Board Meetings without being granted leave of absence; or
 - B. four Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings,(unless the person is a Co-Opted Member) where the Member received notice of the meetings, and the Board has resolved to declare the office vacant.
- (b) If a position on the Board is declared vacant under rule 11.3(e), or there is a casual vacancy within the meaning of rule 12.1(a), the continuing Board Members may:
 - (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - (ii) subject to rule 12.1(c), act despite the vacant position on the Board.
- (c) If the number of Board Members is less than the number fixed under rule 1.3 as the quorum for Board Meetings, the continuing Board Members may act only to:

- (i) increase the number of Members on the Board to the number required for a quorum; or
- (ii) convene a General Meeting of the Association.

12.2 Resigning from the Board

- (a) A Board Member may resign from the Board by giving written notice of resignation to the Secretary, or if the Board Member is the Secretary, to the Chairperson.
- (b) The Board Member resigns:
 - (i) at the time the notice is received by the Secretary or Chairperson under rule 12.2(a); or
 - (ii) if a later time is stated in the notice, at the later time.

12.3 Removal from Board

- (a) Subject to rule 12.1(a)(vii) and clause 11.6 (in the case of Co-Opted Members), a Board Member may only be removed from his or her position on the Board 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 Board Member who faces removal from the Board 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 Board.
- (c) If all Board Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Board. The interim Board must, within two months, convene a General Meeting of the Association for the purpose of electing a new Board.

13. BOARD MEETINGS

13.1 Meetings of the Board

- (a) The Board must meet at least four times in each year.
- (b) The Board is to determine the place and time of all Board Meetings.
- (c) Special meetings of the Board may be convened under rule 13.2 by:
 - (i) the President; or
 - (ii) any two Board Members.

13.2 Notice of Board Meetings

- (a) The Secretary must give each Board Member at least 48 hours' notice of each Board Meeting before the time appointed for holding the meeting.
- (b) Notice of a Board Meeting must specify the general nature of the business to be transacted at the meeting.

- (c) Subject to rule 13.2(d), only the business specified on the notice of the Board Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Board Meetings if the Board Members present at a Board Meeting unanimously agree to treat the business as urgent.

13.3 **Chairing at Board Meetings**

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each Board Meeting.
- (b) If the President and the Vice-President are absent or unwilling to act, the remaining Board Members must choose one of their number to preside as chairperson at the Board Meeting.

13.4 **Procedure of the Board Meeting**

- (a) The quorum for a Board Meeting is specified at clause 1.3. The Board 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 13.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Board Members personally present will constitute a quorum.
- (d) Board Meetings may take place:
 - (i) where the Board Members are physically present together; or
 - (ii) where the Board Members are able to communicate by using any technology that reasonably allows the Board Member to participate fully in discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the Member in the Board Meeting must be made known to all other Members.
- (e) A Board Member who participates in a meeting as set out in rule 13.4(d)(ii):
 - (i) is deemed to be present at the Board Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the Board Member notifies the other Board Members that he or she is no longer taking part in the Board Meeting.

- (f) Subject to these Rules, the Board Members present at the Board Meeting are to determine the procedure and order of business to be followed at a Board Meeting.
- (g) All Board Members have the right to attend and vote at Board Meetings.
- (h) All Members, or other guests, may attend Board Meetings if invited by the Board 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 Secretary or a person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all Board Meetings together with a record of the names of persons present at each meeting.

13.5 Voting at Board Meetings

- (a) Each Board Member present at a Board Meeting has a deliberate vote.
- (b) A question arising at a Board Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Board Meeting as set out in rule 13.3 is entitled to exercise a second or casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot may be used if the Board prefers to determine a matter in this way and the person presiding over the Board Meeting is to oversee the ballot.

14. SUB-COMMITTEES AND DELEGATION

14.1 Appointment of Sub-Committee

- (a) The Board may appoint one or more sub-committees as considered appropriate by the Board from time to time to assist with the conduct of the Association's operations.
- (b) Sub-committees may comprise (in such numbers as the Board determines) Members and non-members.
- (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.

14.2 Delegation by Board to Sub-Committee

- (a) The Board may delegate, in writing, to any or all of the sub-committee, any authority, power or functions and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (b) Despite any delegation under this rule, the Board may continue to exercise all its functions, including any function that has been delegated to a sub-Board and remains responsible for the exercise of those functions at all times.

14.3 Delegation to Subsidiary Offices

- (a) The Board may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Board may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Board sees fit from time to time.

- (c) Despite any delegation under this rule, the Board may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

15. GENERAL MEETINGS

15.1 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 (subject to this not being inconsistent with the Act).
- (b) A Member who participates in a meeting as set out in rule 15.1(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.

15.2 Quorum for General Meetings

- (a) The Quorum for General Meetings is specified in rule 1.4.
- (b) Subject to rules 15.2(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 President or the other person who is the chairperson of the meeting in accordance with these Rules 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.

15.3 **Notice of General Meetings and Motions**

- (a) The Secretary must give at least:
 - (i) 14 days' notice of a General Meeting to each Member, or
 - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
 - (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 2.2.

15.4 **Presiding Member**

- (a) Subject as provided in this rule 15, the President or, in the President's absence, the Vice-President (if any) is to preside as chairperson of each General Meeting.
- (b) Subject as provided in Rule 15.4(c) if the President and the Vice-President are absent or unwilling to act, the remaining Board Members must choose one of their number to preside as chairperson at the General Meeting.
- (c) If the President (or in his or her absence the Vice-President) proposes that another person proposed by the President (or in his or her absence the Vice-President) act as chairperson of the General Meeting, that person ("**the Nominated Chair**") may with the consent of a majority of Members present at the General Meeting act as chairperson of and preside over the General Meeting. The Nominated Chair need not be a Member and if he or she is not a Member has not vote and in any event has no second or casting vote and this provision shall prevail over Rule 17.3(c).

15.5 **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 may 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 15.1 as if that General Meeting was a new General Meeting.

16. **SPECIAL GENERAL MEETINGS**

16.1 **Special General Meeting**

- (a) The Board 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.

16.2 **Request for Special General Meeting**

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of Members making the request as specified in rule 16.1(b); and
- (c) be lodged with the Secretary.

16.3 **Failure to Convene Special General Meeting**

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in rule 16.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Board.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Board and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

17. **MAKING DECISIONS AT GENERAL MEETINGS**

17.1 **Special Resolutions**

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 17.1(c).
- (b) A Special Resolution of the Association is required to:
 - (i) amend the name of the Association;
 - (ii) altering these Rules or the objects of the Association;
 - (iii) transfer the incorporation of the Association;
 - (iv) voluntarily wind up the Association; or
 - (v) deal with any other matter which the Act provides requires approval by a Special Resolution.
- (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;
 - (v) be given in accordance with rule 2.2; and
 - (vi) comply with the Act in all respects.
- (d) If notice is not given in accordance with rule 17.1(c), the Special Resolution will have no effect.

17.2 **Ordinary Resolutions**

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

17.3 **Voting at meetings**

- (a) Subject to these Rules, each Ordinary Member and Life 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 15.1(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 except as provided in Rule 15.4(c).
- (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 rules 8.1 and 8.2.
- (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 15.

17.4 **Proxies**

- (a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.
- (b) Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- (c) No Member may hold more than five proxies.

17.5 **Manner of Determining Whether Resolution Carried**

- (a) Unless a Poll is demanded under rule 17.6, 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 unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to rule 18.1(c), the declaration should state that a Special Resolution has been determined.
 - (c) The declaration made under rule 17.5(a) must be entered into the minute book of the Association.
 - (d) The entry in the minute book of the Association under rule 17.5(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.

17.6 **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.

18. **MINUTES OF MEETINGS**

18.1 **Minutes of Meetings**

- (a) The Secretary or a person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Board Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then to be entered within 20 days of them being approved, into a minute book kept for that purpose.
- (c) The President must ensure that the minutes of a General Meeting or Board Meeting under rule 18.1(a) are reviewed and signed as correct by:

- (i) the chairperson of the General Meeting or Board Meeting to which those minutes relate; or
 - (ii) the chairperson of the next succeeding General Meeting or Board Meeting.
- (d) 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 Board Meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting or Board Meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of General Meetings may be inspected by a Member under rule 25.2.
- (f) The minutes of Board Meetings may be inspected by a Member under rule 25.2 unless the Board determines that the minutes of Board Meetings generally, or the minutes of a specific Board Meeting are not to be available for inspection.

19. FUNDS AND ACCOUNTS

19.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Board.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed or in the case of electronic transactions authorised by:
 - (i) any two Board Members; or
 - (ii) one Board Member and a person authorised by the Board.
- (d) All expenditure above the maximum amount set by the Board from time to time must be approved or ratified at a Board Meeting.

19.2 Source of Association Funds

- (a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, legacies, interest, and any other sources approved by the Board.
- (b) The Association must, as soon as practicable:
 - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and

- (ii) after receiving any money, issue an appropriate receipt.

19.3 **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 as required by law.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

19.4 **Financial Statements and Financial Reports**

For each financial year, the Association must ensure that all requirements relating to the preparation of Financial Statements and Financial Reports are complied with.

19.5 **Review or Audit of Financial Statements or Financial Report**

The Association must ensure that an audit is undertaken of the Financial Statements or Financial Report of the Association.

20. **FINANCIAL YEAR OF THE ASSOCIATION**

The financial year of the Association is specified at rule 1.5.

21. **ANNUAL GENERAL MEETINGS**

21.1 **Annual General Meeting**

- (a) Subject to rule 21.1(b), the Association must convene an AGM each calendar year:
 - (i) within 4 months after the end of the Association's Financial Year, or such longer period as the Act may allow ; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 21.1(a)(ii), the Secretary must apply to the Commissioner within the time limit stipulated by the Act.

21.2 **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 16.3 (as applicable).

21.3 **Business to be Conducted at AGM**

- (a) Subject to rule 21.1, the AGM of the Association is to be convened on a date, time and place as the Board decides.
- (b) At each AGM of the Association, the Association:

- (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
- (ii) must receive the Financial Report of the Association for the preceding Financial Year;
- (iii) if required by the Act , appoint or remove a reviewer or auditor in accordance with the Act;
- (iv) if applicable, must present a copy of the report of the review or the auditor's report to the Association; and
- (v) must elect or appoint the Office Holders and ordinary Board Members other than Co-Opted Members.

22. **RULES OF THE ASSOCIATION**

22.1 **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 4.5.
- (c) The Association must keep a current copy of the Rules.

22.2 **Amendment of Rules, Name and Objects**

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 18.1 and the Act 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 pursuant to the Act;
 - (iii) and in any event within the time specified in the Act.
- (c) Subject to rule 22.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 22.2(b) and as otherwise required by the Act.
- (d) An amendment to the Rules that changes or has the effect of changing:
 - (i) the name of the Association; or
 - (ii) one or more rules or the objects or purposes of the Association,

does not take effect until the required documents are lodged with the Commissioner under rule 22.2(b) and the approval of the Commissioner is given in writing.

23. BY-LAWS OF THE ASSOCIATION

- 23.1 The Members of the Association may make, amend and repeal by-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.
- 23.2 The by-laws made under rule 23.1:
- (a) Do not form part of the Rules; and
 - (b) May make provision for:
 - (i) classes of Membership and the rights and obligations that apply to each class of Membership;
 - (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (iii) restrictions on the powers of the Board including the power to dispose of assets;
 - (iv) a requirement for members to hold specified educational, trade or professional qualification; and
 - (v) any other matter that the Association considers necessary or appropriate.

24. AUTHORITY REQUIRED TO BIND ASSOCIATION

24.1 Executing Documents

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

24.2 Use of the Common Seal

- (a) If the Association has a common seal on which its corporate name appears in legible characters:
 - (i) the Secretary or any other person as the Board from time to time decides must provide for its safe custody; and
 - (ii) it must only be used under resolution of the Board.
- (b) The Association executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (i) any two office Holders; or
 - (ii) one Office Holder and a Trustee.
- (c) Every use of the common seal must be recorded in the Board's minute book.

25. **THE ASSOCIATION'S BOOKS AND RECORDS**

25.1 **Custody of the Books of the Association**

- (a) Except as otherwise decided by the Board 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 Board 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.

25.2 **Inspecting the Books of the Association**

- (a) Subject to these rules, and in particular rule 18.1(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.

25.3 **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 that:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) is related to administering the Act.

25.4 **Returning the Books of the Association**

Outgoing Board Members are responsible for transferring all relevant assets and Books of the Association to the new Board within 14 days of ceasing to be a Board Member.

26. **TRUSTEES**

26.1 There may be up to four Trustees of the Association each of whom shall hold office for three years and they shall be eligible for re-election at an annual general meeting. The Trustees may act by a majority decision. Trustees may be removed from office by a two-thirds majority vote of members present and voting at an annual or special meeting of the Association or as otherwise disqualified by the operation of the next succeeding clause. A Trustee may be appointed at an AGM or a Special General Meeting of the Association and is eligible to hold any other office (subject as provided in these Rules).

26.2 In the event of a Trustee dying or becoming bankrupt or committing any act of bankruptcy or residing outside the limits of the State of Western Australia for more than twelve consecutive months or from any cause becoming incapable of acting or being desirous of ceasing to be a Trustee, the office shall be deemed to be vacant and a new Trustee may be appointed by the Board as a casual vacancy or by the members at an AGM or Special General Meeting of the Association.

26.3 It is intended that Trustees be appointed to provide counsel to the Board. It is intended that Trustees will be drawn from former Office-holders or Board Members or other persons who it is considered may have suitable expertise.

26.4 Trustees may attend Board Meetings on invitation but shall not have a vote.

27. **RESOLVING DISPUTES**

27.1 **Disputes Arising under the Rules**

(a) This rule applies to:

- (i) Disputes between Members; and
- (ii) Disputes between the Association and one or more Members

that 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 28 days of the dispute coming to the attention of each party.

(d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.

(e) The Secretary must convene a Board Meeting within 28 days after the Secretary receives notice of the dispute under rule 27.1(d) for the Board to determine the dispute.

(f) At the Board 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.

(g) The Secretary must inform the parties to the dispute of the Board’s decision within 7 days after the Board Meeting referred to in rule 27.1(e).

(h) If any party to the dispute is dissatisfied with the decision of the Board they may elect to initiate further dispute resolution procedures as set out in the Rules.

27.2 **Mediation**

(a) This rule applies:

- (i) where a person is dissatisfied with a decision made by the Board under rule 27.1; 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 Board.

- (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 6.3 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 27.1(c), or a party to the dispute is dissatisfied with a decision made by the Board under rule 27.1(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 party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - A. if the dispute is between a Member and another Member – a person appointed by the Board; or
 - B. if the dispute is between a Member or more than one Member and the Association, the Board or a Board Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) 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.
- (i) 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.
- (j) 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. **WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY**

If upon the winding up or dissolution of the Association after satisfaction of all its debts and liabilities there remains any property or assets ("**the Surplus**"), the Surplus must not be paid or distributed to its members or former members. The Surplus must be given or transferred to another organisation which satisfies the following conditions and which is approved by a resolution of members: (a) is another association incorporated under the Act or for charitable purposes which has similar objects; (b) which is not carried out for the purposes of profit or gain to its members; and (c) which is a Deductible Gift Recipient as defined in the Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997 or any other legislation replacing or amending the same.