

# PADBURY COMMUNITY GARDEN

## Terms of Reference

November 2022

### **The information for the Commissioner:**

- A. The name of the Association is: Padbury Community Garden Inc.
- B. Padbury Community Garden Inc. is established to be a not-for-profit, charity, whose purpose is to advance health/social welfare by operating a community shed:
  - to provide a place(s) and arranging opportunities where individuals are supported to work on meaningful projects and/or activities in the company of others, to relieve isolation and loneliness.
  - to provide a place(s) and arranging opportunities for people with special needs to interact with others, and have the same life experiences as people who do not have special needs, with the aim to advance mental health and prevent/relieve social isolation.
  - and fundraise to ensure the successful functioning of the Association and its work.
  - and undertaking charitable activities for the benefit of the broader community.
  - to strengthen connection to Whadjuk Country and community.
  - to provide opportunities for the community that are accessible by all, no matter what age, ability, gender, sex, religion or cultural background.
- C. As stated under sections 4 and 17 of the *Act*, at least six (6) *members* with full voting rights within the Padbury Community Garden Incorporated present will constitute a quorum for the conduct of business at a general meeting.
- D. Any six (6) Padbury Community Garden Incorporated *committee members* present will constitute a quorum for the conduct of the business of a *committee meeting*.
- E. The Association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

## PART 1 - PRELIMINARY

### 1. Terms used

In these rules, unless the contrary intention appears —

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

**associate member/ship** means a *member* with the rights referred to in rule 8(6);

**Association** means the Incorporated *Association* 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;

**by-laws** means by-laws made by the *Association* under rule 64;

**chair or chairperson** means the *committee member* holding office as the *chairperson* of the *Association*;

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

**committee** means the management *committee* of the *Association*;

**committee meeting** means a meeting of the *committee*;

**committee member** means a *member* of the *committee*;

**community shed** is a not-for-profit organisation that provides a range of activities for their *members* with the purpose of advancing mental health and preventing or relieving social isolation.

**deductible gift recipient** is an organisation that can receive donations that are tax deductible. If a donation is tax deductible, donors can deduct the amount of their donation from their taxable income when they lodge their tax return.

**financial records** includes —

- (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 —
  - (i) the methods by which *financial statements* are prepared; and
  - (ii) adjustments to be made in preparing *financial statements*;

***financial report***, of a *tier 2 association* or a *tier 3 association*, has the meaning given in section 63 of the Act;

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

***financial year***, of the *Association*, has the meaning given in rule 2;

***general meeting***, of the *Association*, means a meeting of the *Association* that all *members* are entitled to receive notice of and to attend;

***member*** means a person (including a body corporate) who is an *ordinary member* or an *associate member* of the *Association*;

***ordinary committee member*** means a *committee member* who is not an office holder of the *Association* under rule 27(3);

***ordinary member*** means a *member* with the rights referred to in rule 8(5);

***register of members*** means the *register of members* referred to in section 53 of the Act;

***rules*** means these rules of the *Association*, as in force for the time being;

***secretary*** means the *committee member* holding office as the *secretary* of the *Association*;

***special general meeting*** means a *general meeting* of the *Association* other than the annual *general meeting*;

***special resolution*** means a resolution passed by the *members* at a *general meeting* in accordance with section 51 of the Act;

***subcommittee*** means a *subcommittee* appointed by the *committee* under rule 48(1)(a);

***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;

***treasurer*** means the *committee member* holding office as the *treasurer* of the *Association*.

## 2. Financial year

- (1) The first *financial year* of the *Association* is to be the period notified to the *Commissioner* under section 7(4)(e) or, if relevant, section 29(5)(e) of the *Act*.
- (2) Each subsequent *financial year* of the *Association* is the period of 12 months commencing at the termination of the first *financial year* or the anniversary of that termination.

## PART 2 – ASSOCIATION TO BE NOT-FOR-PROFIT CHARITABLE BODY

### 3. Not-for-profit charitable body

- (1) Padbury Community Garden Inc. is established to be a not-for-profit, charity, whose purpose is to advance health/social welfare by operating a community shed:
  - (a) to provide a place/places and arranging opportunities where individuals are supported to work on meaningful projects and/or activities in the company of others, to relieve isolation and loneliness.
  - (b) to provide a place/places and arranging opportunities for people with special needs to interact with others, and have the same life experiences as people who do not have special needs, with the aim to advance mental health and prevent/relieve social isolation.
  - (c) and fundraise to ensure the successful functioning of the Association and its work.
  - (d) and undertaking charitable activities for the benefit of the broader community.
  - (e) to strengthen connection to Whadjuk Country and community.
  - (f) to provide opportunities for the community that are accessible by all, no matter what age, ability, gender, sex, religion or cultural background.
- (2) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any *member*, except in good faith in the promotion of those objects or purposes.
- (3) A payment may be made to a *member* out of the funds of the *Association* only if it is authorised under subrule (4).

- (4) 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 payment of interest, on money borrowed by the *Association* from the *member*, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the *member* for premises leased by the *member* to the *Association*; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the *Association*.
- (5) The *Association* does not operate for the profit, personal gain or other benefit of particular people (for example, its members, the people who run it or their friends or relatives).

## PART 3 - MEMBERS

### Division 1 – Membership

#### 4. Eligibility for membership

- (1) Any person who supports the objects or purposes of the *Association* is eligible to register to become a *member*.
- (2) An individual who has not reached the age of 15 years is not eligible to register for a class of membership that confers full voting rights.

#### 5. Registering for membership

- (1) A person who wants to become a *member* must submit a registration in writing or through the online registrations to the *Association*.
- (2) The applicant must complete all required fields requested in the registration process to ensure they can be contacted for safety and communication purposes.

#### 6. Dealing with membership registrations

- (1) Subject to subrule (6.2), the *committee* must consider applications in the order in which they are received by the *Association*.
- (2) The *committee* may delay its consideration of an application if the *committee* considers that any matter relating to the application needs to be clarified by the

applicant or that the applicant needs to provide further information within the application.

- (3) The *committee* must not accept an application unless the applicant — (a) is eligible under rule 4; and (b) has applied under rule 5.

## 7. Becoming a member

A person registering for membership of the *Association* becomes a *member* when —

- (a) the *committee* receives the application form with all required fields addressed; and
- (b) the applicant pays any membership fees payable to the *Association* under rule 12.

## 8. Classes of membership

- (1) The *Association* consists of *ordinary members* and any *associate members* provided for under subrule (2).
- (2) The *Association* has the following *associate membership* approved by resolution at a *general meeting*, including single membership, family membership (residing in the same residence), organisation membership, honorary membership and life membership.
- (3) An individual who has not reached the age of 15 years is only eligible to be an *associate member*.
- (4) A person can only be an *ordinary member* or belong to one class of *associate membership*.
- (5) An *ordinary member* has full voting rights and any other rights conferred on *members* by these *rules* or approved by resolution at a *general meeting* or determined by the *committee*.
- (6) An *associate member* has the rights referred to in subrule (5) other than full voting rights.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a *general meeting*.

## 9. When membership ceases

- (1) A person ceases to be a *member* when any of the following takes place —
  - (a) for a *member* who is an individual, the individual dies;
  - (b) for a *member* who is a body corporate, the body corporate is wound up;

- (c) the person resigns from the *Association* under rule 10;
  - (d) the person is expelled from the *Association* under rule 15;
  - (e) the person ceases to be a *member* under rule 12(4).
- (2) The *secretary* must keep a record, for at least one year after a person ceases to be a *member*, of —
  - (a) the date on which the person ceased to be a *member*; and
  - (b) the reason why the person ceased to be a *member*.

## 10. Resignation

- (1) A *member* may resign from membership of the *Association* by giving written notice of the resignation to the *secretary*.
- (2) The resignation takes effect —
  - (a) when the *secretary* receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the *Association* remains liable for any fees that are owed to the *Association* (the owed amount) at the time of resignation.
- (4) The owed amount may be recovered by the *Association* in a court of competent jurisdiction as a debt due to the *Association*.

## 11. Rights not transferable

The rights of a *member* are not transferable and end when membership ceases.

# Division 2 – Membership fees

## 12. Membership fees

- (1) The *committee* must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the *Association*.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A *member* must pay the annual membership fee to the *treasurer*, or another person authorised by the *committee* to accept payments, by the date (**31st July**) determined by the *committee*.

- (4) If a *member* has not paid the annual membership fee within the period of 3 months after the due date, the *member* ceases to be a *member* on the expiry of that period.
- (5) If a person who has ceased to be a *member* under subrule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
  - (a) the *committee* may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

### Division 3 – Register of members

#### 13. Register of members

- (1) The *secretary*, or another person authorised by the *committee*, is responsible for the requirements imposed on the *Association* under section 53 of the *Act* to maintain the *register of members* and record in that register any change in the membership of the *Association*.
- (2) In addition to the matters referred to in section 53(2) of the *Act*, the *register of members* must include the class of membership (if applicable) to which each member belongs and the date on which each *member* becomes a *member*.
- (3) The *register of members* must be kept at the *secretary's* place of residence, or at another place determined by the *committee*.
- (4) A *member* who wishes to inspect the *register of members* must contact the *secretary* to make the necessary arrangements.
- (5) If —
  - (a) a *member* inspecting the *register of members* wishes to make a copy of, or take an extract from, the register under section 54(2) of the *Act*; or
  - (b) a *member* makes a written request under section 56(1) of the *Act* to be provided with a copy of the register of *members*, the *committee* may require the *member* to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the *Association*.

## PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 - Term used



#### 14. Term used: member

In this Part —

**member**, in relation to a *member* who is expelled from the *Association*, includes former *members*.

### Division 2 – Disciplinary action

#### 15. Suspension or expulsion

- (1) The *committee* may decide to suspend a *member's* membership or to expel a *member* from the *Association* if —
  - (a) the *member* contravenes any of these *rules*; or
  - (b) the *member* acts detrimental to the interests of the *Association*.
- (2) The *secretary* must give the *member* written notice of the proposed suspension or expulsion at least 28 days before the *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 *committee meeting* is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the *member*, or the *member's* representative, 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 *committee meeting*, the *committee* must —
  - (a) give the *member*, or the *member's* representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the *committee* 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's* membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the *member* from the *Association*.
- (5) A decision of the *committee* to suspend the *member's* membership or to expel the *member* from the *Association* takes immediate effect.
- (6) The *committee* must give the *member* written notice of the *committee's* decision, and the reasons for the decision, within 7 days after the *committee 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 Committee's decision under subrule (6), give written notice to the *secretary* requesting the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the *member* who gives the notice and the *committee* are the parties to the mediation.

## 16. Consequences of suspension

- (1) During the period a *member's* membership 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*.
- (2) When a *member's* membership is suspended, the *secretary* must record in the *register of members* —
  - (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.
- (3) 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.

## Division 3 – Resolving disputes

### 17. Terms used

In this Division —

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a *member* within 6 months before the dispute has come to the attention of each party to the dispute.

### 18. Application of Division

The procedure set out in this Division (the *grievance procedure*) applies to disputes —

- (a) between *members*; or
- (b) between one or more *members* and the *Association*.

## 19. Parties to attempt to resolve dispute

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

## 20. How grievance procedure is started

- (1) If the *parties to a dispute* are unable to resolve the dispute between themselves within the time required by rule 19, any *party to the dispute* may start the *grievance procedure* by giving written notice to the *secretary* of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the *secretary* is given the notice, a *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 *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 *committee meeting* is to be held; and
  - (b) that the party, or the party's representative, 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 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 *committee*; and
    - (ii) requests the appointment of a mediator under rule 23, the *committee* must not determine the dispute.

## 21. Determination of dispute by committee

- (1) At the *committee meeting* at which a dispute is to be considered and determined, the *committee* must —
  - (a) give each *party to the dispute*, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the *committee* about the dispute; and
  - (b) give due consideration to any submissions so made; and

- (c) determine the dispute.
- (2) The *committee* must give each *party to the dispute* written notice of the *committee's* determination, and the reasons for the determination, within 7 days after the *committee meeting* at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the *committee's* determination under subrule (1)(c), give written notice to the *secretary* requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each *party to the dispute* is a party to the mediation.

## Division 4 - Mediation

### 22. Application of Division

- (1) This Division applies if written notice has been given to the *secretary* requesting the appointment of a mediator —
  - (a) by a *member* under rule 15(7); or
  - (b) by a *party to a dispute* under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

### 23. Appointment of mediator

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested by a *member* under rule 15(7) — by agreement between the Member and the *committee*;  
or
  - (b) if the appointment of a mediator was requested by a *party to a dispute* under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to sub rules (3) and (4), the *committee* must appoint the mediator.
- (3) The person appointed as mediator by the *committee* must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a *member* under rule 15(7); or
  - (b) a *party to a dispute* under rule 20(5)(b)(ii); or
  - (c) a *party to a dispute* under rule 21(3) and the dispute is between one or more *members* and the *Association*.

- (4) The person appointed as mediator by the *committee* may be a *member* or former *member* of the *Association* but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## 24. 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 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.

## 25. 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 15(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 *committee meeting* or *general meeting* during the period of suspension or expulsion.

## PART 5 - COMMITTEE

### Division 1 – Powers of Committee

#### 26. Committee

- (1) The *committee members* are the persons who, as the management *committee* of the *Association*, have the power to manage the affairs of the *Association*.
- (2) Subject to the *Act*, these rules, the *by-laws* (if any) and any resolution passed at a *general meeting*, the *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 *committee* must take all reasonable steps to ensure that the *Association* complies with the *Act*, these *rules* and the *by-laws* (if any).

### Division 2 – Composition of Committee and duties of members

#### 27. Committee members

- (1) The *committee members* consist of —
  - (a) the office holders of the *Association*; and
  - (b) at least one ordinary *committee member*.
- (2) The *committee* must determine the maximum number of *members* who may be ordinary *committee members*.
- (3) The following are the office holders of the *Association* —
  - (a) the *chairperson*;
  - (b) the vice *chairperson*;
  - (c) the *secretary*;
  - (d) the *treasurer*;
- (4) A person may be a *committee member* if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) an *ordinary member*.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

## 28. Chairperson and Vice Chairperson

- (1) The *chairperson* is responsible for the leadership, direction and coordination of the activities of the *Association*. The vice *chairperson* is responsible for the coordination of the activities of the *Association*.
- (2) It is the duty of the *chairperson* to consult with the *secretary* regarding the business to be conducted at each *committee meeting* and *general meeting*, including preparation of the agenda.
- (3) The *chairperson* has the powers and duties relating to convening and presiding at *committee meetings* and presiding at *general meetings* provided for in these rules. The *chairperson* should:
  - (a) determine that a quorum is present at all meetings;
  - (b) follow the *meeting agenda*, keep *members* on track and control debates;
  - (c) seek to promote orderly, timely and relevant discussion;
  - (d) sum up both sides of any debate, taking care that no personal bias is introduced;
  - (e) ensure motions/amendments are clearly understood by all *members* before voting;
  - (f) open and close *meetings*.

## 29. Secretary

The Secretary has the following duties —

- (a) dealing with the *Association's* correspondence;
- (b) consulting with the *chairperson* or vice *chairperson* regarding the business to be conducted at each *committee meeting* and *general meeting*;
- (c) preparing the notices required for *meetings* and for the business to be conducted at *meetings*;
- (d) unless another *member* is authorised by the *committee* to do so, maintaining on behalf of the *Association* the register of *members*, and recording in the register any changes in the membership, as required under section 53(1) of the *Act*;
- (e) maintaining on behalf of the *Association* an up-to-date copy of these *rules*, as required under section 35(1) of the *Act*;
- (f) unless another *member* is authorised by the *committee* to do so, maintaining on behalf of the *Association* a record of *committee members* and other persons authorised to act on behalf of the *Association*, as required under section 58(2) of the *Act*;
- (g) ensuring the safe custody of the *books* of the *Association*, other than the *financial records*, *financial statements* and *financial reports*, as applicable to the *Association*;
- (h) maintaining full and accurate minutes of *committee meetings* and *general meetings*;

- (i) carrying out any other duty given to the *secretary* under these *rules* or by the *committee*.

### 30. Treasurer

The *treasurer* has the following duties —

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

## Division 3 – Election of *committee members* and tenure of office

### 31. How members become committee member

A *member* becomes a *committee member* if the *member* —

- (a) is elected to the *committee* at a *general meeting*; or
- (b) is appointed to the *committee* by the *committee* to fill a casual vacancy under rule 38.

### 32. Nomination of committee members

- (1) At least 28 days before an annual *general meeting*, the *secretary* must send written notice to all the *members* —
  - (a) calling for nominations for election to the *committee*; and



- (b) stating the date by which nominations must be received by the *secretary* to comply with subrule (2).
- (2) A *member* who wishes to be considered for election to the *committee* at the annual *general meeting* must nominate for election by sending written notice of the nomination to the *secretary* at least 7 days before the annual *general meeting*.
- (3) A *member* may nominate for one specified position of office holder of the *Association* or to be an ordinary *committee member*.
- (4) A *member* whose nomination does not comply with this rule is not eligible for election to the *committee* unless the *member* is nominated under rule 33(2) or 34(2)(b).

### 33. Election of office holders

- (1) At the annual *general meeting*, a separate election must be held for each position of office holder of the *Association*.
- (2) If there is no nomination for a position, the *chairperson* of the meeting may call for nominations from the *ordinary members* at the meeting.
- (3) If only one *member* is nominated for a position, the *chairperson* of the meeting must declare the *member* elected to the position.
- (4) If more than one *member* is nominated for a position, the *ordinary members* at the meeting must vote in accordance with procedures that have been determined by the *committee* to decide who is to be elected to the position.
- (5) Each *ordinary member* present at the meeting may vote for one *member* who has nominated for the position.
- (6) A *member* who has nominated for the position may vote for himself or herself.
- (7) On the *member's* election, the new *chairperson* of the *Association* may take over as the *chairperson* of the meeting.

### 34. Election of ordinary committee members

- (1) At the annual *general meeting*, the *Association* must decide by resolution the number of ordinary *committee members* (if any) to hold office for the next year.

- (2) If the number of *members* nominating for the position of *ordinary committee member* is not greater than the number to be elected, the *chairperson* of the meeting —
  - (a) must declare each of those *members* to be elected to the position; and
  - (b) may call for further nominations from the *ordinary members* at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —
  - (a) the number of *members* nominating for the position of *ordinary committee member* is greater than the number to be elected; or
  - (b) the number of *members* nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,
- (4) The *ordinary members* at the meeting must vote in accordance with procedures that have been determined by the *committee* to decide the *members* who are to be elected to the position of *ordinary committee member*.
- (5) A *member* who has nominated for the position of *ordinary committee member* may vote in accordance with that nomination.

### 35. Term of office

- (1) The term of office of a *committee member* begins when the *member* —
  - (a) is elected at an annual *general meeting* or under subrule 36(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 38.
- (2) Subject to rule 37, a *committee member* holds office until the positions on the *committee* are declared vacant at the next annual *general meeting*.
- (3) A *committee member* may be re-elected.

### 36. Resignation and removal from office

- (1) A *committee member* may resign from the *committee* by written notice given to the *secretary* or, if the resigning *member* is the *secretary*, given to the *chairperson*.
- (2) The resignation takes effect —
  - (a) when the notice is received by the *secretary* or *chairperson*; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a *general meeting*, the *Association* may by resolution —
  - (a) remove a *committee member* from office; and
  - (b) elect a *member* who is eligible under rule 27(4) to fill the vacant position.

- (4) A *committee member* who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the *secretary* or *chairperson* and may ask that the representations be provided to the *members*.
- (5) The *secretary* or *chairperson* may give a copy of the representations to each *member* or, if they are not so given, the *committee member* may require them to be read out at the *general meeting* at which the resolution is to be considered.

### 37. When membership of committee ceases

A person ceases to be a *committee member* if the person —

- (a) dies or otherwise ceases to be a *member*; or
- (b) resigns from the *committee* or is removed from office under rule 36; or
- (c) becomes ineligible to accept an appointment or act as a *committee member* under section 39 of the *Act*;
- (d) becomes permanently unable to act as a *committee member* because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

### 38. Filling casual vacancies

- (1) The committee may appoint a *member* who is eligible under rule 27(4) to fill a position on the *committee* that —
  - (a) has become vacant under rule 37; or
  - (b) was not filled by election at the most recent annual *general meeting* or under rule 36(3)(b).
- (2) If the position of *secretary* becomes vacant, the *committee* must appoint a *member* who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 45, the *committee* may continue to act despite any vacancy in its membership.
- (4) If there are fewer *committee members* than required for a quorum under rule 45, the *committee* may act only for the purpose of —
  - (a) appointing *committee members* under this rule; or
  - (b) convening a *general meeting*.

### 39. Validity of acts

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

#### 40. Payments to committee members

- (1) In this rule —  
***committee member*** includes a *member* of a *subcommittee*;  
***committee meeting*** includes a meeting of a *subcommittee*.
- (2) A *committee member* is entitled to be paid out of the funds of the *Association* for any out-of-pocket expenses for travel and accommodation properly incurred —
  - (a) in attending a *committee meeting* or
  - (b) in attending a *general meeting*; or
  - (c) otherwise in connection with the *Association's* business.

### Division 4 – Committee meetings

#### 41. Committee meetings

- (1) The *committee* must meet at least 3 times in each year on the dates and at the times and places determined by the *committee*.
- (2) The date, time and place of the first *committee meeting* must be determined by the *committee members* as soon as practicable after the annual *general meeting* at which the *committee members* are elected.
- (3) Special *committee meetings* may be convened by the *chairperson* or any 2 *committee members*.

#### 42. Notice of committee meetings

- (1) Notice of each *committee meeting* must be given to each *committee member* at least 48 hours 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 *committee members* at the meeting unanimously agree to treat that business as urgent.

#### 43. Procedure and order of business

- (1) The *chairperson* or, in the *chairperson's* absence, the vice *chairperson* must preside as *chairperson* of each *committee meeting*.
- (2) If the *chairperson* and vice *chairperson* are absent or are unwilling to act as *chairperson* of a meeting, the *committee members* at the meeting must choose one of them to act as *chairperson* of the meeting.
- (3) The procedure to be followed at a *committee meeting* must be determined from time to time by the *committee*.
- (4) The order of business at a *committee meeting* may be determined by the *committee members* at the meeting.
- (5) A *member* or other person who is not a *committee member* may attend a *committee meeting* if invited to do so by the *committee*.
- (6) A person invited under subrule (5) to attend a *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 *committee* to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### 44. Use of technology to be present at committee meetings

- (1) The presence of a *committee member* at a *committee meeting* need not be by attendance in person but may be by that *committee member* and each other *committee member* at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A *member* who participates in a *committee meeting* as allowed under subrule (1) is taken to be present at the meeting and, if the *member* votes at the meeting, the *member* is taken to have voted in person.

#### 45. Quorum for committee meetings

- (1) Subject to rule 38(4), no business is to be conducted at a *committee meeting* unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a *committee meeting* —

- (a) in the case of a *special general meeting* — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a *committee meeting* held under subrule (2)(b); and
  - (b) at least 2 *committee members* are present at the meeting, those *members* present are taken to constitute a quorum.

#### 46. Voting at committee meetings

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

#### 47. Minutes of committee meetings

- (1) The *committee* must ensure that minutes are taken and kept of each *committee meeting*.
- (2) The minutes must record the following —
  - (a) the names of the *committee members* present at the meeting;
  - (b) the name of any person attending the meeting under rule 43(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.
- (3) The minutes of a *committee meeting* must be entered in the *Association's* minute book within 30 days after the meeting is held.

- (4) The *chairperson* must ensure that the minutes of a *committee meeting* are reviewed and signed as correct by —
  - (a) the *chairperson* of the meeting; or
  - (b) the *chairperson* of the next *committee meeting*.
- (5) When the minutes of a *committee meeting* have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## Division 5 - Subcommittees and subsidiary offices

### 48. Subcommittees and subsidiary offices

- (1) To help the *committee* in the conduct of the *Association's* business, the *committee* may, in writing, do either or both of the following —
  - (a) appoint one or more *subcommittees*;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A *subcommittee* may consist of the number of people, whether or not *members*, that the *committee* considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a *member*.
- (4) Subject to any directions given by the *committee* —
  - (a) a *subcommittee* 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 the holder considers appropriate.

### 49. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —  
***non-delegable duty*** means a duty imposed on the *committee* by the *Act* or another written law.
- (2) The *committee* may, in writing, delegate to a *subcommittee* or the holder of a subsidiary office the exercise of any power or the performance of any duty of the *committee* other than —
  - (a) the power to delegate; and

(b) a *non-delegable duty*.

- (3) A power or duty, the exercise or performance of which has been delegated to a *subcommittee* or the holder of a subsidiary office under this rule, may be exercised or performed by the *subcommittee* 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 *committee* specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the *committee* from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a *subcommittee* 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 *committee*.
- (7) The *committee* may, in writing, amend or revoke the delegation.

## PART 6 - GENERAL MEETINGS OF ASSOCIATION

### 50. Annual general meeting

- (1) The *committee* must determine the date, time and place of the annual *general meeting*.
- (2) If it is proposed to hold the annual *general meeting* more than 6 months after the end of the *Association's financial year*, the *secretary* must apply to the *Commissioner* for permission under section 50(3)(b) of the *Act* within 4 months after the end of the *financial year*.
- (3) The ordinary business of the annual *general meeting* is as follows —
  - (a) to confirm the minutes of the previous annual *general meeting* 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 *committee's* annual report on the *Association's* activities during the preceding *financial year*; and
    - (ii) if the *Association* is a *tier 1 association*, the *financial statements* of the *Association* for the preceding *financial year* presented under Part 5 of the *Act*; and
    - (iii) 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*;



- (c) to elect the office holders of the *Association* and other *committee members*;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the *Association* in accordance with the *Act*;
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by *members*.
- (4) Any other business of which notice has been given in accordance with these *rules* may be conducted at the annual *general meeting*.

## 51. Special general meetings

- (1) The *committee* may convene a special *general meeting*.
- (2) The *committee* must convene a *special general meeting* if at least 20% of the *members* require a *special general meeting* to be convened.
- (3) The *members* requiring a special *general meeting* to be convened must —
  - (a) make the requirement by written notice given to the *secretary*; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The *special general meeting* must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the *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 *members* under subrule (5) —
  - (a) must be held within 3 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) The *Association* must reimburse any reasonable expenses incurred by the *members* convening a *special general meeting* under subrule (5).

## 52. Notice of general meetings

- (1) The *secretary* or, in the case of a *special general meeting* convened under rule 51(5), 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.

- (2) 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 the meeting is the annual *general meeting*, include the names of the *members* who have nominated for election to the *committee* under rule 32(2); and
  - (d) 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) comply with rule 53(7).

### 53. Proxies

- (1) Subject to subrule (2), an *ordinary member* may appoint an individual who is an *ordinary member* as his or her proxy to vote and speak on his or her behalf at a *general meeting*.
- (2) An *ordinary member* may be appointed the proxy for not more than 2 other *members*.
- (3) The appointment of a proxy must be in writing and signed by the *member* making the appointment.
- (4) The *member* appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the *member* in any matter as the proxy sees fit.
- (6) If the *committee* has approved a form for the appointment of a proxy, the *member* may use that form or any other form —
  - (a) that clearly identifies the person appointed as the *member's* proxy; and
  - (b) that has been signed by the *member*.
- (7) Notice of a *general meeting* given to an *ordinary member* under rule 52 must —
  - (a) state that the *member* may appoint an individual who is an *ordinary member* as a proxy for the meeting; and
  - (b) include a copy of any form that the *committee* has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the *secretary* before the commencement of the *general meeting* for which the proxy is appointed.

- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the *Association* not later than 24 hours before the commencement of the meeting.

#### 54. Use of technology to be present at general meetings

- (1) The presence of a *member* at a *general meeting* need not be by attendance in person but may be by that *member* and each other *member* at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A *member* who participates in a *general meeting* as allowed under subrule (1) is taken to be present at the meeting and, if the *member* votes at the meeting, the *member* is taken to have voted in person.

#### 55. Presiding member and quorum for general meetings

- (1) The *chairperson* or, in the *chairperson's* absence, the vice *chairperson* must preside as *chairperson* of each *general meeting*.
- (2) If the *chairperson* and vice *chairperson* are absent or are unwilling to act as *chairperson* of a *general meeting*, the *committee members* at the meeting must choose one of them to act as *chairperson* of the meeting.
- (3) No business is to be conducted at a *general meeting* unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a *general meeting* —
- (a) in the case of a *special general meeting* — the meeting lapses; or
  - (b) in the case of the annual *general meeting* — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the *chairperson* specifies another place at the time of the adjournment or written notice of another place is given to the *members* before the day to which the meeting is adjourned.
- (5) If —
- (a) a quorum is not present within 30 minutes after the commencement time of an annual *general meeting* held under subrule (4)(b); and
  - (b) at least 2 ordinary *members* are present at the meeting, those *members* present are taken to constitute a quorum.

## 56. 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 ordinary *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.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

## 57. Voting at general meeting

- (1) On any question arising at a *general meeting* —
  - (a) subject to subrule (6), each *ordinary member* has one vote unless the *member* may also vote on behalf of a body corporate under subrule (2); and
  - (b) *ordinary members* may vote personally or by proxy.
- (2) An *ordinary member* that is a body corporate may, in writing, appoint an individual, whether or not the individual is a *member*, to vote on behalf of the body corporate on any question at a particular *general meeting* or at any *general meeting*, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the *secretary* before any *general meeting* to which the appointment applies.
- (4) The appointment has effect until —
  - (a) the end of any *general meeting* to which the appointment applies; or
  - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the *secretary*.
- (5) Except in the case of a *special resolution*, a motion is carried if a majority of the *ordinary members* present at a *general meeting* vote in favour of the motion.
- (6) If votes are divided equally on a question, the *chairperson* of the meeting has a second or casting vote.

- (7) If the question is whether or not to confirm the minutes of a previous *general meeting*, only *members* who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a *general meeting* as an *ordinary member*, or on behalf of an *ordinary member* that is a body corporate under subrule (2), the *ordinary member* —
  - (a) must have been an *ordinary member* at the time notice of the meeting was given under rule 52; and
  - (b) must have paid any fee or other money payable to the *Association* by the *member*.

## 58. 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.

## 59. Determining whether resolution carried

- (1) In this rule —  
***poll*** means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the *chairperson* of a *general meeting* may, on the basis of a general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a *special resolution*, the declaration under subrule (2) must identify the resolution as a *special resolution*.
- (4) 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 or by proxy —
  - (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*.

- (5) If a *poll* is demanded on the election of the *chairperson* or on a question of an adjournment, the poll must be taken immediately.
- (6) If a *poll* is demanded on any other question, the *poll* must be taken before the close of the meeting at a time determined by the *chairperson*.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 60. Minutes of general meeting

- (1) The *secretary*, or a person authorised by the *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) In addition, the minutes of each annual *general meeting* must record —
  - (a) the names of the *ordinary members* attending the meeting; and
  - (b) any proxy forms given to the *chairperson* of the meeting under rule 53(8); and
  - (c) the *financial statements* or *financial report* presented at the meeting, as referred to in rule 50(3)(b)(ii); and
  - (d) any report of the review or auditor's report on the *financial statements* or *financial report* presented at the meeting, as referred to in rule 50(3)(b)(iii).
- (4) The minutes of a *general meeting* must be entered in the *Association's* minute book within 30 days after the meeting is held.
- (5) The *chairperson* must ensure that the minutes of a *general meeting* are reviewed and signed as correct by —
  - (a) the *chairperson* of the meeting; or
  - (b) the *chairperson* of the next *general meeting*.
- (6) When the minutes of a *general meeting* have been signed 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.

## PART 7 – FINANCIAL MATTERS

### 61. Source of funds

The funds of the *Association* may be derived from entrance fees, membership fees, donations, fundraising activities, grants, interest and any other sources approved by the *committee*.

### 62. Control of funds

- (1) The *Association* must open an account in the name of the *Association* with a financial institution from which all expenditure of the *Association* is made and into which all funds received by the *Association* are deposited.
- (2) Subject to any restrictions imposed at a *general meeting*, the *committee* may approve expenditure on behalf of the *Association*.
- (3) The *committee* may authorise the *treasurer* to expend funds on behalf of the *Association* up to a specified limit without requiring approval from the *committee* for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the *Association* must be signed by —
  - (a) 2 *committee members*; or
  - (b) one *committee member* and a person authorised by the *committee*.
- (5) All funds of the *Association* must be deposited into the *Association's* account within 5 working days after their receipt.

### 63. Financial statements and financial reports

- (1) For each *financial year*, the *committee* must ensure that the requirements imposed on the *Association* under Part 5 of the *Act* relating to the *financial statements* or *financial report* of the *Association* are met.
- (2) Without limiting subrule (1), those requirements include —
  - (a) if the *Association* is a *tier 1 association*, the preparation of the *financial statements*; and
  - (b) if required, the review or auditing of the *financial statements* or *financial report*, as applicable; and
  - (c) the presentation to the annual *general meeting* of the *financial statements* or *financial report*, as applicable; and

- (d) if required, the presentation to the annual *general meeting* of the copy of the report of the review or auditor's report, as applicable, on the *financial statements* or *financial report*.

## PART 8 – GENERAL MATTERS

### 64. By-laws

- (1) The *Association* may, by resolution at a *general meeting*, make, amend, or revoke *by-laws*.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of *associate membership* approved under rule 8(2); and
  - (b) impose restrictions on the *committee's* powers, including the power to dispose of the *Association's* assets; and
  - (c) impose requirements relating to the *financial reporting* and financial accountability of the *Association* and the auditing of the *Association's* accounts; and
  - (d) provide for any other matter the *Association* considers necessary or convenient to be dealt with in the *by-laws*.
- (3) A by-law is of no effect to the extent that it is inconsistent with the *Act*, the regulations or these *rules*.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the *Association* that are additional to, and do not restrict, a requirement imposed on the *Association* under Part 5 of the *Act*.
- (5) At the request of a *member*, the *Association* must make a copy of the *by-laws* available for inspection by the *member*.

### 65. Executing documents and common seal

- (1) The *Association* may execute a document without using a common seal if the document is signed by —
  - (a) 2 *committee members*; or
  - (b) one *committee member* and a person authorised by the *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 *committee* and in the presence of —
    - (i) 2 *committee members*; or



- (ii) one *committee member* and a person authorised by the *committee*, and each of them is to sign the document to attest that the document was sealed in their presence.
- (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 *committee member* authorised by the *committee*.

## 66. Giving notices to members

- (1) In this rule —  
***recorded*** means recorded in the register of *members*.
- (2) 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 prepaid post to the *recorded* postal address of the *member*;  
or
  - (c) sent by facsimile or electronic transmission to an appropriate *recorded* number or *recorded* electronic address of the *member*.

## 67. 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 *committee*.
- (4) The *books* of the *Association* must be retained for at least 7 years.

## 68. Record of office holders

The record of *committee members* and other persons authorised to act on behalf of the *Association* that is required to be maintained under section 58(2) of the *Act* must be kept in the *secretary's* custody or under the *secretary's* control.

## 69. Inspection of records and documents

- (1) Subrule (2) applies to a *member* who wants to inspect —
  - (a) the *register of members* under *section 54(1)* of the *Act*; or
  - (b) the record of the names and addresses of *committee members*, and other persons authorised to act on behalf of the *Association*, under *section 58(3)* of the *Act*; or
  - (c) any other record or document of the *Association*.
- (2) The *member* must contact the *secretary* to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the *member* wants to inspect a document that records the minutes of a *committee meeting*, the right to inspect that document is subject to any decision the *committee* has made about minutes of *committee meetings* generally, or the minutes of a specific *committee meeting*, being available for inspection by *members*.
- (5) The *member* may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The *member* must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the *Association*; or
  - (b) that is related to complying with a requirement of the *Act*.

## **70. Publication by committee members of statements about Association business prohibited**

A *committee member* must not publish, or cause to be published, any statement about the business conducted by the *Association* at a *general meeting* or *committee meeting* unless —

- (a) the *committee member* has been authorised to do so at a *committee meeting*; and
- (b) the authority given to the *committee member* has been recorded in the minutes of the *committee meeting* at which it was given.

## **71. Distribution of surplus property on cancellation of incorporation or winding up (whichever occurs first)**

- (1) In this rule —

**surplus property**, in relation to the *Association*, means property remaining after satisfaction of —

- (a) the debts and liabilities of the *Association*; and
  - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the *Association*, but does not include *books* relating to the management of the *Association*.
- (2) On the cancellation of the incorporation or the winding up of the *Association*, its *surplus property* must —
- (a) be distributed as determined by *special resolution* by reference to the persons mentioned in section 24(1) of the *Act*.

## **72. Distribution of surplus property on cancellation of deductible gift recipient endorsement or winding up (whichever occurs first)**

- (1) In this rule —
- If the organisation is wound up or its endorsement as a *deductible gift recipient* is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made —
- (a) gifts of money or property for the principal purpose of the organisation;
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
  - (c) money received by the organisation because of such gifts and contributions.

## **73. Alteration of rules**

If the *Association* wants to alter or rescind any of these *rules*, or to make additional *rules*, the *Association* may do so only by *special resolution* and by otherwise complying with Part 3 Division 2 of the *Act*.