



Australian Council for Health, Physical  
Education and Recreation WA Branch  
Inc (ACHPER WA)

# The Rules

Accepted at a Special General Meeting held  
31 July 2018.

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## RULES

### 1. Name

- 1.1. The name of the incorporated association is Australian Council for Health, Physical Education and Recreation WA Branch Inc (**the association**). The association is a member of ACHPER Australia also known as ACHPER National.

### 2. Definitions

- 2.1. **'the Act'** means the Associations Incorporation Act 2015 (WA).
- 2.2. **'the Board'** is the management committee under the Act.
- 2.3. **'Executive Officer'** means the employee of the association so designated.
- 2.4. **'General Meeting'** means an Annual General Meeting under clause 44 or General Meeting under clause 47 and includes a disciplinary meeting or disciplinary appeal meeting unless otherwise stated.

### 3. Objects and Purposes of the Association

- 3.1. The objects and purposes of the association are:
  - 3.1.1. support and promote healthier, safer and more active living to the people of Western Australia;
  - 3.1.2. inspire, demonstrate and advocate excellence in the teaching and learning of health and physical education and other related learning in schools and communities; and
  - 3.1.3. engage and partner with members, teachers, schools, communities, peak bodies and likeminded associations.
- 3.2. 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 of the association, except in good faith in the promotion of those objects or purposes.

### 4. Powers of the Association

- 4.1. For achieving its objects and purposes, the association has the powers conferred by the Act and has the powers of an individual.
- 4.2. Subject to the Act, the association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
  - 4.2.1. acquire, hold and dispose of real or personal property;
  - 4.2.2. open and operate accounts with financial institutions;
  - 4.2.3. invest its money in any security in which trust monies may lawfully be invested;
  - 4.2.4. raise and borrow money on the terms and in the manner it considers appropriate;
  - 4.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - 4.2.6. make charges for services and facilities it supplies;
  - 4.2.7. appoint agents to transact business on its behalf;
  - 4.2.8. enter into any other contract it considers necessary or desirable; and
  - 4.2.9. do other things necessary or desirable to be done in carrying out its affairs.

## Membership

### 5. Categories of Membership

- 5.1. The membership of the association consists of membership categories set and defined by ACHPER National and these are:
  - 5.1.1. full member;
  - 5.1.2. graduate member;
  - 5.1.3. student member;
  - 5.1.4. non-working/retired member; and
  - 5.1.5. corporate member.
- 5.2. The number of members is to be no less than six but otherwise unlimited.
- 5.3. No member can belong to more than one class of membership.

### 6. Eligibility for Membership

- 6.1. A person is eligible to be a member of the association if:
  - 6.1.1. the person supports the purposes of the association;
  - 6.1.2. the person is a natural person;
  - 6.1.3. the person has been accepted as a member of the Australian Council for Health, Physical Education and Recreation Incorporated (ACHPER National), a body corporate incorporated under the Associations Incorporations Act (1985), South Australia;
  - 6.1.4. the person has paid all fees required to be accepted for and maintain membership of ACHPER National;
  - 6.1.5. the person has not resigned from or been expelled from ACHPER National; and
  - 6.1.6. the person resides in Western Australia.

### 7. Application for Membership

- 7.1. To apply to become a member of the association a person must submit a written application for membership to ACHPER National.

### 8. Rights and obligations of Members

- 8.1. The rights of a member are not transferable and end when membership ceases.
- 8.2. A member of the association who is entitled to vote has the right:
  - 8.2.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - 8.2.2. to submit items of business for consideration at a general meeting;
  - 8.2.3. to attend and be heard at general meetings;
  - 8.2.4. to vote at a general meeting;
  - 8.2.5. to have access to the minutes of general meetings and other documents of the association as provided under clause 63; and
  - 8.2.6. to inspect the register of members.
- 8.3. A member is entitled to vote if:
  - 8.3.1. the member is a member, other than a student member or a corporate member;
  - 8.3.2. more than 10 business days have passed since the member became a member of the association; and

- 8.3.3. the member's membership rights are not suspended for any reason.
- 8.4. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 6.1.
- 8.5. A member is only liable for their outstanding membership fees payable under clause 6.1, if any.

## **9. Cessation of Membership**

- 9.1. A person ceases to be a member of the association if the person:
  - 9.1.1. dies or their whereabouts is unknown, or
  - 9.1.2. resigns membership, or
  - 9.1.3. is expelled from the association, or
  - 9.1.4. fails to pay the annual membership fee under clause 6.1 within 3 months after the fee is due.
- 9.2. A member of the association may resign from membership of the association by first giving to the Executive Officer written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 9.3. 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.
- 9.4. If a member of the association ceases to be a member under clause 9.1, and in every other case where a member ceases to hold membership, the Executive Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member and the reason why the person ceases to be a member.
- 9.5. If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

## **10. Suspension or expulsion of Members**

- 10.1. The association may take disciplinary action against a member in accordance with this clause if it is determined that the member:
  - 10.1.1. is convicted of an indictable offence; or
  - 10.1.2. has failed to comply with these Rules; or
  - 10.1.3. refuses to support the purposes of the association; or
  - 10.1.4. has engaged in conduct prejudicial to the association.
- 10.2. If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 10.3. The members of the disciplinary subcommittee:
  - 10.3.1. may be Board members, members of the association or anyone else; but
  - 10.3.2. must not be biased against, or in favour of, the member concerned.
- 10.4. Before disciplinary action is taken against a member, the Executive Officer must give written notice to the member:
  - 10.4.1. stating that the association proposes to take disciplinary action against the member; and
  - 10.4.2. stating the grounds for the proposed disciplinary action; and

- 10.4.3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- 10.4.4. advising the member that he or she may do one or both of the following:
  - 10.4.4.1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - 10.4.4.2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- 10.4.5. setting out the member's appeal rights under clause 11.
- 10.5. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- 10.6. At the disciplinary meeting, the disciplinary subcommittee must:
  - 10.6.1. give the member an opportunity to be heard; and
  - 10.6.2. consider any written statement submitted by the member.
- 10.7. After complying with clause 10.6, the disciplinary subcommittee may:
  - 10.7.1. take no further action against the member; or
  - 10.7.2. subject to clause 10.8:
    - 10.7.2.1. reprimand the member; or
    - 10.7.2.2. suspend the membership rights of the member for a specified period; or
    - 10.7.2.3. expel the member from the association.
- 10.8. The disciplinary subcommittee may not fine the member.
- 10.9. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- 10.10. The Executive Officer must inform the member in writing of the decision of the disciplinary subcommittee and the reasons for the decision, within 7 days of the disciplinary meeting referred to in clause 10.6.
- 10.11. If a member's membership is suspended under clause 10.7, the Executive Officer must record in the Register:
  - 10.11.1. the name of the member that has been suspended from membership;
  - 10.11.2. the date on which the suspension takes effect; and
  - 10.11.3. the length of the suspension as determined by the disciplinary subcommittee under clause 10.7.
- 10.12. A member who has been suspended under clause 10.7 cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership. Upon the expiry of the period of a member's suspension, the Executive Officer must record in the Register that the member is no longer suspended.

## **11. Appeals against suspension or expulsion**

- 11.1. A person whose membership rights have been suspended or who has been expelled from the association under clause 10 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 11.2. The notice must be in writing and given:
  - 11.2.1. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - 11.2.2. to the Executive Officer not later than 48 hours after the vote.

- 11.3. If a person has given notice under clause 11.1, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days after the notice is received.
- 11.4. Notice of the disciplinary appeal meeting must be given to each member of the association who is entitled to vote as soon as practicable and must:
  - 11.4.1. specify the date, time and place of the meeting; and
  - 11.4.2. state:
    - 11.4.2.1. the name of the person against whom the disciplinary action has been taken; and
    - 11.4.2.2. the grounds for taking that action; and
    - 11.4.2.3. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- 11.5. At a disciplinary appeal meeting:
  - 11.5.1. no business other than the question of the appeal may be conducted; and
  - 11.5.2. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - 11.5.3. the person whose membership has been suspended, or who has been expelled, must be given an opportunity to be heard.
- 11.6. After complying with clause 11.5, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 11.7. A member may not vote by proxy at the meeting.
- 11.8. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
- 11.9. If the disciplinary subcommittee'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 clause 10.7, is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

## **12. Register of Members**

- 12.1. 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.
- 12.2. The Register must contain:
  - 12.2.1. the full name of each member;
  - 12.2.2. a contact postal, residential or email address of each member;
  - 12.2.3. the class of membership held by the member; and
  - 12.2.4. the date on which the person became a member.
- 12.3. Any change in membership of the association must be recorded in the Register within 28 days after the change occurs.
- 12.4. The Register must be kept and maintained at such place as the Board decides.

## **13. Inspecting the Register**

- 13.1. 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.
- 13.2. A member must contact the Executive Officer to request to inspect the Register.



- 13.3. The member may make a copy of details from the Register but has no right to remove the Register for that purpose.
- 13.4. A member may make a request in writing for a copy of the Register.
- 13.5. 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.
- 13.6. 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.

#### **14. When using the information in the Register is prohibited**

- 14.1. A member must not use or disclose the information on the Register:
  - 14.1.1. 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);
  - 14.1.2. to contact, send material to the association or a member for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - 14.1.3. for any other purpose unless the use of the information is approved by the Board and for a purpose:
    - 14.1.3.1. that is directly connected with the affairs of the association; or
    - 14.1.3.2. related to the provision of the information in accordance with a requirement of the Act.

### **Board**

#### **15. Powers of the Board**

- 15.1. The business of the association must be managed by, or under, the direction of a Board.
- 15.2. The Board may exercise all the powers of the association except those matters that the Act or these Rules require the association to determine through a General Meeting of members.
- 15.3. The Board may appoint and remove staff and determine their remuneration, including:
  - 15.3.1. an Executive Officer; and
  - 15.3.2. any other staff necessary for the operation of the association.
- 15.4. The Board may establish one or more subcommittees consisting of the members of the association the Board considers appropriate.
- 15.5. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

#### **16. Composition of the Board**

- 16.1. The Board is to consist of:
  - 16.1.1. the office-bearers of the association; and
  - 16.1.2. at least 6 ordinary Board members, each of whom is to be elected at the Annual General Meeting of the association under clause 44.
- 16.2. The total number of Board members is to be not less than 6.
- 16.3. A Board member must be:
  - 16.3.1. a natural person;
  - 16.3.2. over 18 years in age; and
  - 16.3.3. a member.

- 16.4. The office-bearers of the association are as follows:
  - 16.4.1. the President; and
  - 16.4.2. the Vice-President.
- 16.5. Each member of the Board is, subject to these Rules, to hold office until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 16.6. At the second Annual General Meeting following the date of the members' election, the members of the Board must retire from office, but are eligible, on nomination, for re-election.
- 16.7. A member is not eligible to be elected to serve more than two consecutive two-year terms on the Board without the prior approval of the Board.
- 16.8. A member of the association may be appointed to a casual vacancy on the Board under rule 21.

#### **17. Election of office-bearers and Board members**

- 17.1. The Executive Officer must send a notice calling for nominations for the election of office bearers and Board members and specifying the date for the close of nominations to all members at least 14 days before the date for the close of nominations.
- 17.2. Nominations of candidates for election as office-bearers of the association or as Board members:
  - 17.2.1. must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - 17.2.2. must be delivered to the Executive Officer of the association at least 28 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 17.3. Notice of all persons seeking election to the Board shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

#### **18. Eligibility for nomination**

- 18.1. A person nominated as a candidate for election as an office-bearer or as a Board member of the association must be a member of the association who is entitled to vote.
- 18.2. A person who is eligible for election or re-election under this clause may:
  - 18.2.1. propose or second himself or herself for election or re-election; and
  - 18.2.2. vote for himself or herself.
- 18.3. A person may be a candidate only if the person:
  - 18.3.1. is an adult; and
  - 18.3.2. is not ineligible to be elected as a member under the Act.
- 18.4. 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:
  - 18.4.1. an indictable offence in relation to the promotion, formation or management of a body corporate;
  - 18.4.2. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
  - 18.4.3. an offence under Part 4 Division 3 or section 127 of the Act unless the person has obtained the consent of the Commissioner.
- 18.5. No person shall be entitled to hold a position on the Board if the person is a bankrupt or a person whose affairs are under insolvency laws.

- 18.6. A nomination is considered to be on its face valid unless contested at the Annual General Meeting.

## **19. How elections are conducted**

- 19.1. At least 42 days prior to the Annual General Meeting, the Board must resolve to conduct the election by post, electronically or in-person at the Annual General Meeting and determine:
  - 19.1.1. fair procedures to be followed for the conduct of the election to enable members to vote in the election; and
  - 19.1.2. the person to be appointed as returning officer for the election.
- 19.2. Separate elections must be held for each of the following positions:
  - 19.2.1. President;
  - 19.2.2. Vice-President; and
  - 19.2.3. Board members.
- 19.3. In the absence of a resolution by the Board under clause 19.1, the election is to be conducted in-person at the Annual General Meeting in accordance with clauses 19.4 to 19.8 and 20.
- 19.4. If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 19.5. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 19.6. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 19.7. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.8. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

## **20. Ballot**

- 20.1. The ballot for the election of office-bearers and Board members is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- 20.2. The members chosen by ballot must be declared by the President to be duly elected as members of the Board.
- 20.3. Each member of the association present and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board.

## **21. Casual Vacancies**

- 21.1. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 21.2. If a vacancy remains on the Board after the application of clause 20.1 or if the office of a Board member becomes vacant under clause 22, the Board may appoint any member of the association to fill that vacancy.
- 21.3. The continuing members of the Board may act despite a casual vacancy on the Board.
- 21.4. However, if the number of Board members is less than the number fixed under clause 38 as a quorum of the Board, the continuing members may act only to:
  - 21.4.1. increase the number of Board members to the number required for a quorum; or
  - 21.4.2. call a General Meeting of the association.

**22. What causes a casual vacancy**

- 22.1. A casual vacancy in the office of a member of the Board occurs if the member:
  - 22.1.1. dies; or
  - 22.1.2. ceases to be a member of the association; or
  - 22.1.3. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
  - 22.1.4. resigns office by notice in writing given to the Executive Officer; or
  - 22.1.5. is removed from office under clause 28; or
  - 22.1.6. becomes permanently incapacitated by mental or physical ill-health; or
  - 22.1.7. is absent without the consent of the Board from 3 consecutive meetings of the Board; or
  - 22.1.8. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - 22.1.9. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

**Role of Board Members and Executive Officer**

**23. President and Vice-President**

- 23.1. Subject to clauses 23.2 and 23.3, the President must preside at all General Meetings and Board meetings.
- 23.2. If the President is absent from a meeting, the Vice-President must preside at the meeting.
- 23.3. If the President and the Vice-President are both absent, the presiding member for that meeting must be:
  - 23.3.1. a member elected by the other members present if it is a General Meeting; or
  - 23.3.2. a Board member elected by the other Board members present if it is a Board meeting.
- 23.4. The President:
  - 23.4.1. must consult with the Executive Officer regarding the business to be conducted at each Board meeting and each General Meeting;
  - 23.4.2. may convene special meetings of the Board under clause 35; and
  - 23.4.3. ensure that the minutes of a Board meeting or General Meeting are reviewed and signed as correct under clauses 40 and 56 respectively.

**24. Executive Officer**

- 24.1. The Executive Officer must:
  - 24.1.1. coordinate the correspondence of the association;
  - 24.1.2. ensure minutes of all proceedings of General Meetings and of Board meetings are kept in accordance with the Act;
  - 24.1.3. maintain the register of members in accordance with the Act;
  - 24.1.4. unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the association;
  - 24.1.5. keep and maintain in an up to date condition the rules of the association as required by clause 24.4; and
  - 24.1.6. perform any other duties imposed by these Rules on the Executive Officer.

- 24.2. The Executive Officer must perform any duty or function required under the Act to be performed by the Executive Officer of an incorporated association.
- 24.3. The Executive Officer must keep a current copy of the Rules of the association.
- 24.4. The Executive Officer of the association must, as soon as practicable after being appointed as the Executive Officer, lodge notice with the association of his or her address.

## **25. General responsibilities of Board members**

- 25.1. As soon as practicable after being elected to the Board, each Board member must become familiar with the Act and regulations made under the Act.
- 25.2. The Board is collectively responsible for ensuring the association complies with the Act and regulations made under the Act.
- 25.3. Board members must exercise their powers and discharge their duties:
  - 25.3.1. in good faith in the best interests of the association;
  - 25.3.2. with reasonable care and diligence; and
  - 25.3.3. for a proper purpose.
- 25.4. Board members and former Board members must not make improper use of:
  - 25.4.1. their position; or
  - 25.4.2. information acquired by virtue of holding their position; or
  - 25.4.3. so as to gain an advantage for themselves or any other person or to cause detriment to the association.
- 25.5. 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.

## **26. Conflict of Interest**

- 26.1. A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the association must disclose the nature and extent of the interest to the Board in accordance with any requirements of the Act.
- 26.2. The Executive Officer must record the disclosure in the minutes of the meeting.
- 26.3. The President must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with the Act.
- 26.4. The member:
  - 26.4.1. must not be present while the matter is being considered at the meeting; and
  - 26.4.2. must not vote on the matter.

## **27. Leave of absence**

- 27.1. The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- 27.2. The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

## **28. Removal of Board members**

- 28.1. The association in General Meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- 28.2. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 28.3. A member has no right of appeal against the member's removal from office under this clause.
- 28.4. 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.

### **29. Delegation**

- 29.1. The Board may delegate to a subcommittee or staff any of its powers and functions other than:
  - 29.1.1. this power of delegation; or
  - 29.1.2. a duty imposed on the Board by the Act or any other law.
- 29.2. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 29.3. The Board may, in writing, revoke wholly or in part the delegation.
- 29.4. Despite any delegation under this rule, the Board may continue to exercise all its functions, including any function that has been delegated to a subcommittee and remains responsible for the exercise of those functions at all times.

### **30. Board meetings**

- 30.1. Subject to this clause, the Board may meet and conduct its proceedings as it considers appropriate.
- 30.2. The President, or at least half the Board members, may at any time convene a special meeting of the Board.
- 30.3. The Board shall meet together for the dispatch of business at least 6 times per year.

### **31. Calling Board meetings**

- 31.1. The Board must decide how a meeting is to be called.
- 31.2. Notice of a meeting is to be given in the way decided by the Board.

### **32. Use of technology**

- 32.1. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- 32.2. For the purposes of this clause, a Board member participating in a Board meeting as permitted under clause 32.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **33. Procedure and order of business**

- 33.1. The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 33.2. The order of business may be determined by the members present at the meeting.

### **34. Quorum**

- 34.1. For a Board meeting, one-half of the Board members plus one constitutes a quorum unless otherwise provided in the Act.

34.2. No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and place chosen by those present on a simple majority vote.

34.2.1. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

### **35. Special or urgent meetings**

35.1. Oral or written notice of a special or urgent meeting of the Board must be given by the Executive Officer to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

35.2. Special Board meetings may be convened under clause 30.2.

35.3. The notice must include the general nature of the business to be conducted.

35.4. The only business that may be conducted at the meeting is the business for which the meeting is convened.

### **36. Voting and decisions**

36.1. Questions arising at a meeting of the Board or of any subcommittee appointed by the Board are to be determined by a majority of the votes of members of the Board or subcommittee present at the meeting.

36.2. Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

36.3. Clause 36.1 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

36.4. Voting by proxy is not permitted.

36.5. Decisions may be made by general agreement or a show of hands.

36.6. 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.

### **37. Acts not affected by defects or disqualifications**

37.1. An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.

37.2. Clause 41.1 applies even if the act was performed when:

37.2.1. there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or

37.2.2. a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

### **38. Resolutions of Board without meeting**

38.1. A written resolution signed by each member of the Board, or approved by each member of the Board in writing, is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.

38.2. A resolution mentioned in clause 38.1 may consist of several documents in like form, each signed by 1 or more members of the Board.

### **39. Subcommittees**

39.1. The Board may appoint a subcommittee consisting of members of the association considered appropriate by the Board to help with the conduct of the association's operations.

- 39.2. A subcommittee may elect a chairperson of its meetings.
- 39.3. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 39.4. A subcommittee may meet and adjourn as it considers appropriate.
- 39.5. Subject to these Rules, the subcommittee members present at the subcommittee meeting are to determine the procedure and order of business to be followed at the subcommittee meeting.
- 39.6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided under clause 36.2.
- 39.7. A quorum for the transaction of the business of a meeting of the subcommittee is 2 appointed members entitled to vote.

#### **40. Minutes of Board meetings**

- 40.1. The Executive Officer must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- 40.2. To ensure the accuracy of the minutes, the minutes of each Board meeting must be adopted at a subsequent Board meeting and signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.
- 40.3. The minutes must record the following:
  - 40.3.1. the names of the members in attendance at the meeting;
  - 40.3.2. the business considered at the meeting;
  - 40.3.3. any resolution on which a vote is taken and the result of the vote; and
  - 40.3.4. any interest disclosed under clause 26.
- 40.4. When minutes have been entered and signed as correct under this clause, they are, until the contrary is proved, evidence that:
  - 40.4.1. the Board Meeting to which they relate was duly convened and held;
  - 40.4.2. all proceedings recorded as having taken place at the Board Meeting did in fact take place at the meeting; and
  - 40.4.3. all appointments or elections purporting to have been made at the meeting have been validly made.

#### **41. Record of Office Holders**

- 41.1. The Executive Officer or a person authorised by the Board from time to time must maintain a record of office holders. The record of office holders must include:
  - 41.1.1. the full name of each office holder;
  - 41.1.2. the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - 41.1.3. a current contact email address of each office holder.
- 41.2. The record of office holders must be kept and maintained at the Executive Officer's place of residence, or at such other place as the Board decides.

#### **42. Inspecting the Record of Office Holders**

- 42.1. 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.
- 42.2. 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.



**43. Remuneration of Board Members**

- 43.1. The association may by resolution pay a Board member's travelling and other expenses as properly incurred:
  - 43.1.1. in attending Board meetings or subcommittee meetings;
  - 43.1.2. in attending any General Meetings of the association; and
  - 43.1.3. in connection with the association's business.
- 43.2. Board members must not receive any remuneration for their services as Board Members other than as described at clause 43.1.

**AGM/General Meetings etc**

**44. Annual General Meetings - holding of**

- 44.1. The Board shall call an Annual General Meeting in accordance with the Act and these Rules.
- 44.2. The first Annual General Meeting shall be held within 18 months after the incorporation of the association, and thereafter within six months after the end of its financial year.

**45. Annual General Meetings - calling of and business at**

- 45.1. The Annual General Meeting of the association is, subject to the Act and to clause 44.2, to be convened on such date and at such place and time as the Board thinks fit.
- 45.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - 45.2.1. to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
  - 45.2.2. to receive from the Board reports on the activities of the association during the last preceding financial year;
  - 45.2.3. to elect office-bearers of the association and ordinary Board members;
  - 45.2.4. to appoint the auditor; and
  - 45.2.5. to receive and consider any financial statement or report required to be submitted to members under the Act.
- 45.3. An Annual General Meeting must be specified as such in the notice convening it.

**46. Annual general meeting - notice**

- 46.1. The Executive Officer must give to all members not less than 30 days' notice of an Annual General Meeting.
- 46.2. The notice must specify:
  - 46.2.1. when and where the meeting is to be held; and
  - 46.2.2. the particulars of and the order in which business is to be transacted.

**47. General Meetings - calling of**

- 47.1. This clause applies to all General Meetings except Annual General Meetings, disciplinary meetings and disciplinary appeal meetings.
- 47.2. The Board may, whenever it thinks fit, convene a General Meeting of the association.
- 47.3. The Board must, on the requisition in writing of at least 10 per cent of the total number of members, convene a General Meeting of the association.
- 47.4. A requisition of members for a General Meeting:
  - 47.4.1. must state the purpose or purposes of the meeting;
  - 47.4.2. must be signed by the members making the requisition;

- 47.4.3. must be lodged with the Executive Officer; and
- 47.4.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 47.5. If the Board fails to convene a General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Executive Officer, any one or more of the members who made the requisition may convene a General Meeting to be held not later than 3 months after that date.
- 47.6. A General Meeting convened by a member or members as referred to in clause 47.3 must be convened as early as is practicable in the same manner as General Meetings are convened by the Board.
- 47.7. If a General Meeting is convened under clause 47.3, the association must meet any reasonable expenses of convening and holding the General Meeting.

**48. Notice**

- 48.1. Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Executive Officer must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 48.2. If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the association, the Executive Officer must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 48.1, the intention to propose the resolution as a special resolution.
- 48.3. No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting.
- 48.4. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Executive Officer who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.
- 48.5. This clause does not apply to a disciplinary appeal meeting or Annual General Meeting.

**49. Quorum for General Meetings**

- 49.1. No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 49.2. The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 50.1) of 20 members entitled to vote.
- 49.3. If, within half an hour of the time appointed for the commencement of a General Meeting a quorum is not present:
  - 49.3.1. in the case of a General Meeting that is not a disciplinary appeal meeting or Annual General Meeting, the meeting lapses; or
  - 49.3.2. for a meeting convened under clause 11 the members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
  - 49.3.3. in the case of an Annual General Meeting, the meeting is to stand adjourned to:
    - 49.3.3.1. the same time and day in the following week; and
    - 49.3.3.2. the same place unless another place is specified by the President at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned.
- 49.4. 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.

- 49.5. The President may, with the consent of a General Meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that General Meeting from time to time and from place to place.
- 49.6. There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 49.7. The Executive Officer is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

#### **50. Procedure at General Meetings**

- 50.1. A member may take part and vote in a General Meeting or special general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 50.2. A member who participates in a meeting as mentioned in clause 50.1 is taken to be present at the meeting.

#### **51. Voting at General Meeting**

- 51.1. On any question arising at a General Meeting:
  - 51.1.1. subject to clause 55.1, each member who is entitled to vote has one vote; and
  - 51.1.2. members may vote personally or by proxy; and
  - 51.1.3. except in the case of a special resolution, the question must be decided on a majority of votes.
- 51.2. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 51.3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 51.4. This rule 52 does not apply to a vote at a disciplinary appeal meeting conducted under clause 14.
- 51.5. 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 48.

#### **52. Making of Decisions**

- 52.1. At a General Meeting a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- 52.2. A poll may be demanded by the chairperson or by 3 or more members present in person or by proxy.
- 52.3. If demanded, a poll must be taken immediately and in the manner the chairperson directs.
- 52.4. A declaration by the chairperson that a resolution has been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the association, is evidence of that fact unless a poll is demanded on or before that declaration.

#### **53. Postal ballots**

- 53.1. The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14).

#### **54. Special Resolutions**

- 54.1. A special resolution of the association is required to:
  - 54.1.1. amend the name of the association; or

- 54.1.2. amend the Rules, under clause 75; or
- 54.1.3. affiliate the association with another body; or
- 54.1.4. transfer the incorporation of the association; or
- 54.1.5. amalgamate the association with one or more other incorporated associations; or
- 54.1.6. voluntarily wind up the association; or
- 54.1.7. cancel incorporation; or
- 54.1.8. request that a statutory manager be appointed.

## **55. Proxies**

- 55.1. No member may hold more than five proxies.
- 55.2. An instrument appointing a proxy must be in writing and be in the form in Schedule 1 or similar form.
- 55.3. The instrument appointing a proxy must, if the appointor is an individual, be signed by the appointor or the attorney of the appointor, who is properly authorised in writing.
- 55.4. A proxy may be a member of the association or another person.
- 55.5. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 55.6. Each instrument appointing a proxy must be given to the Executive Officer before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 55.7. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 55.8. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form in Schedule 2 or similar form.
- 55.9. Notice of a General Meeting given to a member under clause 48 must:
  - 55.9.1. state that the member may appoint another member as a proxy for the meeting; and
  - 55.9.2. include a copy of Schedules 1 and 2.
- 55.10. A form appointing a proxy must be given to the chairperson of the meeting by the Executive Officer before or at the commencement of the meeting.
- 55.11. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the association no later than 24 hours before the commencement of the meeting.

## **56. Minutes of General Meetings**

- 56.1. The Board must ensure that minutes are taken and kept of each General Meeting.
- 56.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 56.3. In addition, the minutes of each Annual General Meeting must include:
  - 56.3.1. the names of the members attending the meeting;
  - 56.3.2. proxy forms given to the chairperson of the meeting under clause 55.10;
  - 56.3.3. the financial statements submitted to the members in accordance with clause 45.2.5;
  - 56.3.4. the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the association; and
  - 56.3.5. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

- 56.4. The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- 56.5. The chairperson must ensure that the minutes of a General Meeting under clause 56.1 are reviewed and signed as correct by:
  - 56.5.1. the chairperson of the General Meeting to which those minutes relate; or
  - 56.5.2. the chairperson of the next succeeding General Meeting.
- 56.6. When minutes have been entered and signed as correct under this clause, they are, until the contrary is proved, evidence that:
  - 56.6.1. the General Meeting to which they relate was duly convened and held;
  - 56.6.2. all proceedings recorded as having taken place at the General Meeting did in fact take place at the meeting; and
  - 56.6.3. all appointments or elections purporting to have been made at the meeting have been validly made.

## **Financial Matters**

### **57. Insurance**

- 57.1. The association may effect and maintain insurance.

### **58. Financial Year**

- 58.1. The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

### **59. Source of Funds**

- 59.1. The funds of the association are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in a General Meeting, such other sources as the Board determines.
- 59.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 59.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **60. Funds and accounts**

- 60.1. The association must open an account with a financial institution from which all expenditure of the association is made and into which all of the association's revenue is deposited.
- 60.2. Subject to any resolution passed by the association in a General Meeting, the funds of the association are to be used in pursuance of the objects and purposes of the association in such manner as the Board determines.
- 60.3. Subject to any restrictions imposed by the association at a General Meeting, the Board may approve expenditure on behalf of the association within the limits of the budget.
- 60.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Executive Officer and one Board member.
- 60.5. All funds of the association must be deposited into the financial account of the association no later than 5 working days after receipt or as soon as practicable after that day.
- 60.6. With the approval of the Board, the Executive Officer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

- 60.7. The Board may authorise the Executive Officer to expend funds on behalf of the association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 60.8. The Board may;
  - 60.8.1. receive from an authorised deposit-taking institution a cheque drawn by the association on any of the association's accounts with the authorised deposit-taking institution; and
  - 60.8.2. release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

#### **61. Financial Records**

- 61.1. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- 61.2. The association must keep financial records that:
  - 61.2.1. correctly record and explain its transactions, financial position and performance; and
  - 61.2.2. enable financial statements to be prepared as required by the Act.
- 61.3. The association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 61.4. The Executive Officer must keep in his or her custody, or under his or her control:
  - 61.4.1. the financial records for the current financial year; and
  - 61.4.2. any other financial records as authorised by the Board.

#### **62. Financial Reporting**

- 62.1. On behalf of the Board, the Executive Officer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 62.2. For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the association are met.

#### **63. Inspection of books etc**

- 63.1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - 63.1.1. records, books and other financial documents of the association; and
  - 63.1.2. these Rules; and
  - 63.1.3. minutes of all Board meetings and General Meetings of the association.

#### **64. Auditor**

- 64.1. At each Annual General Meeting, the members of the association present at the meeting are to appoint a person as the auditor of the association.
- 64.2. If an auditor is not appointed at an Annual General Meeting under clause 64.1, the Board is to appoint a person as the auditor of the association as soon as practicable after that Annual General Meeting.
- 64.3. The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- 64.4. The auditor may only be removed from office by special resolution.

- 64.5. If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the next Annual General Meeting.

#### **65. Audit of accounts**

- 65.1. The auditor is to audit the financial affairs of the association at least once in each financial year of the association.
- 65.2. The auditor, after auditing the financial affairs of the association for a particular financial year of the association, is to:
- 65.2.1. certify as to the correctness of the accounts of the association; and
  - 65.2.2. at the next Annual General Meeting, provide a written report to the members of the association present at that meeting.
- 65.3. In the report and in certifying to the accounts, the auditor is to:
- 65.3.1. specify the information, if any, that he or she has required under clause 65.5 and obtained; and
  - 65.3.2. state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the association according to the information at his or her disposal; and
  - 65.3.3. state whether the rules relating to the administration of the funds of the association have been observed.
- 65.4. The Executive Officer of the association is to deliver to the auditor a list of all the accounting records, books and accounts of the association.
- 65.5. The auditor may
- 65.5.1. have access to the accounting records, books and accounts of the association; and
  - 65.5.2. require from any servant of the association any information the auditor considers necessary for the performance of his or her duties; and
  - 65.5.3. employ any person to assist in auditing the financial affairs of the association; and
  - 65.5.4. examine any member of the Board, or any servant of the association, in relation to the accounting records, books and accounts of the association.

#### **66. Executing Documents**

- 66.1. The association does not have a common seal.
- 66.2. The association may execute a document if the document is signed by:
- 66.2.1. any two Board members; or
  - 66.2.2. one Board Member and a person authorised by the Board.

#### **Resolution of Disputes**

#### **67. Application**

- 67.1. The grievance procedure set out in this clause applies to disputes under these Rules between:
- 67.1.1. a member and another member;
  - 67.1.2. a member and the Board; and
  - 67.1.3. a member and the association.
- 67.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 67.3. In this rule 67 "member" includes any former member whose membership ceased not more than six months before the dispute occurred.

**68. Parties must attempt to resolve the dispute**

- 68.1. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

**69. Appointment of mediator**

- 69.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 68.1, the parties must within 10 days:
- 69.1.1. notify the Board of the dispute; and
  - 69.1.2. agree to, or request, the appointment of a mediator; and
  - 69.1.3. attempt in good faith to settle the dispute by mediation.
- 69.2. The mediator must be:
- 69.2.1. a person chosen by agreement between the parties; or
  - 69.2.2. in the absence of agreement:
    - 69.2.2.1. if the dispute is between a member and another member—a person appointed by the Board; or
    - 69.2.2.2. if the dispute is between a member and the Board or the association—a person appointed or employed by the Resolution Institute.
- 69.3. A mediator appointed by the Board may be a member or former member of the association but in any case, must not be a person who:
- 69.3.1. has a personal interest in the dispute; or
  - 69.3.2. is biased in favour of or against any party.

**70. Mediation process**

- 70.1. The mediator to the dispute, in conducting the mediation, must:
- 70.1.1. give each party every opportunity to be heard;
  - 70.1.2. allow due consideration by all parties of any written statement submitted by any party; and
  - 70.1.3. ensure that natural justice is accorded to the parties throughout the mediation process.
- 70.2. The mediator must not determine the dispute.

**71. Failure to resolve dispute by mediation**

- 71.1. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**72. Winding Up**

- 72.1. The association may be wound up in the manner provided for in the Act.

**73. Application of surplus assets**

- 73.1. If, after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 73.2. The association may determine to distribute surplus assets to nominated charities.
- 73.3. Such organisation or organisations shall be identified and determined by a resolution of members in General Meeting.



## **Miscellaneous**

### **74. Service of notices**

- 74.1. For the purpose of these Rules, a notice may be served on or given to a person:
  - 74.1.1. by delivering it to the person personally; or
  - 74.1.2. by sending it by pre-paid post to the address of the person; or
  - 74.1.3. by sending it by to an address specified by the person for giving or serving the notice.
- 74.2. For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - 74.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - 74.2.2. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - 74.2.3. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **75. Alteration of Rules**

- 75.1. These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- 75.2. The alteration shall be registered as required by the Act.

### **76. Effect of Constitution**

- 76.1. These Rules bind every member and the association and each member agrees to comply with these Rules.

### **77. Inconsistency between Rules and Act; Model Rules**

- 77.1. If there is any inconsistency between these Rules and the Act, the Act prevails.
- 77.2. The Model Rules are expressly displaced in their entirety by these Rules.

**SCHEDULE 1**

**FORM OF PROXY**

[Name of association]:

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the association, appoint

\_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to  
be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

Signature

**SCHEDULE 2**

**WHERE PROXY IS DIRECTED TO VOTE A CERTAIN WAY**

[Name of association]:

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the association, appoint

\_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) general meeting of  
the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

Signature

This form is to be used \*in favour of/\*against [strike out whichever is not wanted] the following  
resolutions—

[List relevant resolutions]