



**UNIVERSITY OF THE THIRD AGE**  
**THE UNIVERSITY OF WESTERN AUSTRALIA INCORPORATED**

**RULES**  
**OF**  
**ASSOCIATION**

U3A (UWA) Rules of Association Version 3 May 2022

<b>Version</b>	<b>Date</b>	<b>Comments</b>
1	Nov 2017	New Rules of Association in compliance with Associations Incorporation Act 2015
2	April 2019	Amendment of Rule 12 (4) three months becomes one month
3	May 2022	Amendment of Rule 35 1(c) Amendment to Part 1—Preliminary 1

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**Information for the Commissioner under section 29(5) of the Act–**

A. The name of the Association is

The University of the Third Age, The University of Western Australia Incorporated and permitted abbreviation U3A (UWA)

B. The objects and purposes of the Association are:

- i. To offer its members opportunities to interact through learning and teaching, without distinction between those who learn and those who teach, and thereby to foster the intellectual, cultural and creative abilities of its members.
- ii. To develop in its members, the confidence and ability to exchange knowledge, ideas and experience.
- iii. To develop contacts for the exchange of ideas, information and resources with other universities of the third age and organisations, whether national or worldwide, with similar or related aims and intentions and, where appropriate, affiliate with them.
- iv. To extend acceptance of the aims and ideal of the Association throughout Western Australia and consider offering affiliation to emergent groups with similar or related aims and intentions.
- v. To foster a continuing constructive relationship with The University of Western Australia.
- vi. To foster cooperation with like-minded community organisations by the individual branches.
- vii. The Association shall be non-political, provided that nothing shall impede the discussion or study of political matters.
- viii. The Association shall offer no form of qualification or mark of achievement and shall require no educational, technical, professional or other formal qualification as a condition of membership.

C. Any 100 members personally present or, if total membership is less than 1000, then 10% of the total membership (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting - Rule 56(4).

D. At least 50% of Council members entitled to vote constitute a quorum for the conduct of the business of a Council meeting- Rule 46(2).

E. The association's financial year will be the period of 12 months commencing on January 1<sup>st</sup> and ending on December 31<sup>st</sup> of each year - Rule 2.

## PART 1 — PRELIMINARY

### 1. Terms Used

In these rules, unless the contrary intention appears —

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

**Association** means the incorporated association to which these rules apply;

**Books**, of the Association, include 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;

**Branch** means a branch being a division of the Association as determined in accordance with Rule 62.

**By laws** means by-laws made by the Association under rule 66;

**Chairperson** means President, Deputy President or other person elected to lead a meeting of the Association - Rule 43 (1) & (2)

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

**Committee** means the management committee of a Branch;

**Committee meeting** means a meeting of a Branch Committee

**Committee member** means a member of a Branch Committee

**Council** means the management Committee of the Association;

**Council meeting** means a meeting of the Council;

**Council member** means a member of the Council;

**Delegate** means a member duly elected by a branch committee to represent that branch on the Council

**Due Date** means the date by which membership fees become due as determined by the Council

**Financial records** include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and

- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

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

**Financial year**, 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;

**General secretary** means the Council member holding office as the general secretary of the Association;

**General treasurer** means the Council member holding office as the general treasurer of the Association.

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

**Ordinary Council member** means a Council 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(2);

**Patron** means the honorary member referred to in rule 67

**President** means the Council member holding office as the president of the Association;

**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;

**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 by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting, in accordance with section 51 of the Act;

**Subcommittee** means a subcommittee appointed by the Council under rule 49(1)(a);

**Trustee** means the person referred to in rule 68

**"third age"** means the whole phase of a person's life when occupational and domestic demands have decreased leaving more time for the leisurely acquisition and enjoyment of learning

**"University"** in the title means an association for the exchange and furtherance of knowledge which is valued for its own sake, rather than the usual quotation of a structured, degree granting tertiary-level educational institution.

"**affiliation**" refers to a co-operative association between autonomous bodies, which have analogous membership criteria, aims and intentions

## **2. Financial Year**

The association's financial year is the period of 12 months commencing on January 1st. and ending on December 31st of each year.

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

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

- (1) 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.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
  - (a) the payment is 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.



## **PART 3 — MEMBERS**

### **DIVISION 1 – MEMBERSHIP**

#### **4. Eligibility for membership**

- (1) Any person over the age of 50 years and a resident of Western Australia shall be eligible for ordinary membership of the Association.
- (2) Subject to formal approval of the Council residents of Western Australia who are younger than 50 years may be admitted to ordinary membership

#### **5. Applying for membership**

A person who wants to become a member must complete the application form.

#### **6. Dealing with membership applications**

- (1) The Council may reject an application even if the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (2) The Council must notify the applicant of the Council's decision to accept or reject the application as soon as practicable after making the decision.
- (3) If the Council rejects the application, the Council is not required to give the applicant its reasons for doing so.

#### **7. Becoming a member**

- (1) An applicant for membership of the Association becomes a member when the applicant pays any membership fees payable to the Association under rule 12.
- (2) The applicant immediately becomes a member, when rule 5 and rule 7.1 have been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules
- (3) each person who becomes a member of the association shall receive a copy of the rules in force at the time their membership commences
- (4) The Association may provide a copy of the rules to new members by electronic transmission or providing the details for the website where the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.
- (5) On enrolment Members shall be assigned to a Branch according to their normal place of residence unless the applicant specifically requests assignment to a different Branch
- (6) A member may transfer from one Branch to another on giving written notice to the General secretary

## **8. Classes of membership**

- (1) The classes of membership to other than ordinary membership shall be determined by the Council and shall be subject to confirmation at the next following annual general meeting by a majority of those members present and eligible to vote.
- (2) 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 Council.
- (3) 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) the person resigns from the Association under rule 10;
  - (c) the person is expelled from the Association under rule 15;
  - (d) the person ceases to be a member under rule 12(4).
- (2) The general 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 general secretary.
- (2) The resignation takes effect —
  - (a) when the general secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.

## **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 Council shall determine 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 Association, by the date (the **due date**) determined by the Council.
- (4) If a member has not paid the annual membership fee within the period of one month 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 subrule has expired —
  - (a) the Council may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated.

## **DIVISION 3 – REGISTER OF MEMBERS**

### **13. Register of members**

- (1) The general secretary, or another person authorised by the Council, 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) The register of members must include
  - (a) names and addresses of members and office bearers
  - (b) the type of membership (if applicable) held by each member;
  - (c) the date of admission of each member
  - (d) the Branch to which that member is assigned
  - (e) the date of appointment or election to offices held
- (3) The register of members must be kept at the registered office of the Association, or at another place determined by the Council.
- (4) A member who wishes to inspect the register of members must contact the general secretary to make the necessary arrangements.
- (5) If a member inspecting the register of members wishes to make a copy of, or take an extract from, the register; or
- (6) 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 Council 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 member.

### **DIVISION 2 – DISCIPLINARY ACTION**

#### **15. Suspension or expulsion**

- (1) The Council 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 detrimentally to the interests of the Association.
- (2) The general secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Council meeting at which the proposal is to be considered by the Council.
- (3) The notice given to the member must state —
  - (a) when and where the Council 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 Council about the proposed suspension or expulsion;
- (4) At the Council meeting, the Council 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 Council 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 Council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Council must give the member written notice of the Council's decision, and the reasons for the decision, within 7 days after the Council 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 Council's decision under subrule (6), give written notice to the general 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 Council 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 general 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 general 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 resolving disputes**

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 general 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 general secretary is given the notice, a Council meeting must be convened to consider and determine the dispute.
- (3) The general secretary must give each party to the dispute written notice of the Council 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 Council 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 Council 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 general secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Council; and
    - (ii) requests the appointment of a mediator under rule 23,

the Council must not determine the dispute.

## **21. Determination of dispute by Council**

- (1) At the Council meeting at which a dispute is to be considered and determined, the Council 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 Council about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Council must give each party to the dispute written notice of the Council's determination, and the reasons for the determination, within 7 days after the Council meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Council's determination under subrule (1)(c), give written notice to the general 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 general 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**

The mediator must be a person chosen —

- if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the Council; or
- 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.

If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Council must appoint the mediator.

The person appointed as mediator by the Council must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- a member under rule 15(7); or
- a party to a dispute under rule 20(5)(b)(ii); or
- a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.

The person appointed as mediator by the Council may be a member or former member of the Association but must not —

- have a personal interest in the matter that is the subject of the mediation; or
- be biased in favour of or against any party to the mediation.

### **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 Council meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — COUNCIL**

### **Division 1 — Powers of Council**

#### **26. Council**

- (1) The Council 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 and any resolution passed at a general meeting, the Council has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association and with the wishes of a majority of members as represented through their elected delegates.
- (3) The Council must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.



## **DIVISION 2 – COMPOSITION OF COUNCIL AND DUTIES OF MEMBERS**

### **27. Council members**

- (1) The voting members of the Council consist of —
  - (a) the office holders of the Association; and
  - (b) branch delegates.
- (2) The Council may from time to time co-opt such other officers as it sees fit but unless these appointees are branch delegates, the General treasurer or General Secretary they shall have no vote within the Council. Co-opted members shall serve as Councillors until the next following Annual General Meeting
- (3) The following are the office holders of the Association —
  - (a) The Association's President
  - (b) The Deputy President
  - (c) the General Secretary
  - (d) the General treasurer.
- (4) A person may be a Council member if the person is an ordinary member
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.
- (6) Persons who are not to be members of Council  
Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:
  - a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
  - b) a person who has been convicted, within or outside the State, of-
    - i. an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - iii. an offence under Part 4 Division 3 or section 127 of the Act
- (7) Subrule (6) only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

### **28. President**

- (1) It is the duty of the president to consult with the general secretary regarding the business to be conducted at each Council meeting and general meeting.
- (2) The president has the powers and duties relating to convening and presiding at Council meetings and presiding at general meetings provided for in these rules.
- (3) upon election shall be ineligible to hold office at branch level

### **29. Deputy President**

The deputy president will assume the duties and responsibilities of the president on any occasion when the president is not available to represent the Association at any meeting, function or event.

### **30. General Secretary**

The general secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the president regarding the business to be conducted at each Council 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 Council to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, maintaining on behalf of the Association an up-to-date copy of these rules,
- (e) unless another member is authorised by the Council to do so, maintaining on behalf of the Association a record of Council members and other persons authorised to act on behalf of the Association,
- (f) 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;
- (g) maintaining full and accurate minutes of Council meetings and general meetings;
- (h) carrying out any other duty given to the general secretary under these rules or by the Council.

### **31. General Treasurer**

The general 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 Council;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Council 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;
- (h) carrying out any other duty given to the general treasurer under these rules or by the Council.

## **DIVISION 3 – ELECTION OF COUNCIL MEMBERS AND TENURE OF OFFICE**

### **32. How members become Council members**

A member becomes a Council member if the member —

- (a) is elected to the Council at a general meeting; or
- (b) Is a branch delegate elected at a branch general meeting under rule 62(3)
- (c) is appointed to the Council by the Council to fill a casual vacancy under rule 38.

### **33. Nomination of Council members**

- (1) At least 42 days before an annual general meeting, the general secretary must send written notice to all the members —
  - (a) calling for nominations for election to the Council; and
  - (b) stating the date by which nominations must be received by the general secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the Council at the annual general meeting must nominate for election by sending written notice of the nomination to the general secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Council unless the member is nominated under rule 34(2)

### **34. 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 has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Council 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.

### **35. Term of office**

- (1) The term of office of a Council 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.
  - (c) In the case of Branch delegates, at the at the February Council Meeting following the Branch AGM at which the delegates were elected.
- (2) The President shall be elected for a term between two successive Annual General Meetings. No member may occupy the position of President for more than two years consecutively.
- (3) Subject to rule 37, a Council member holds office until the positions on the Council are declared vacant at the next annual general meeting.
- (4) A Council member may be re-elected.

### **36. Resignation and removal from office**

- (1) A Council member may resign from the Council by written notice given to the general secretary or, if the resigning member is the general secretary, given to the chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the general 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 Council member from office; and
  - (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
- (4) A Council member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the general secretary or chairperson and may ask that the representations be provided to the members.
- (5) The general secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Council member may require them to be read out at the general meeting at which the resolution is to be considered.

### **37. When membership of Council ceases**

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

### **38. Filling casual vacancies**

- (1) The Council may appoint a member who is eligible under rule 27(4) to fill a position on the Council 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 general secretary becomes vacant, the Council 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 46, the Council may continue to act despite any vacancy in its membership.
- (4) If there are fewer Council members than required for a quorum under rule 46, the Council may act only for the purpose of —
  - (a) appointing Council members under this rule; or
  - (b) convening a general meeting.

### **39. Validity of acts**

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

### **40. Payments to Council members**

- (1) In this rule —
  - Council member** includes a member of a subcommittee
  - Council meeting** includes a meeting of a subcommittee
- (2) A Council 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 Council meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

## **DIVISION 4 – COUNCIL MEETINGS**

### **41. Council meetings**

- (1) The Council must meet not less than 7 times between Annual General Meetings and there shall be not more than 2 months between meetings on the dates and at the times and places determined by the Council.

- (2) The date, time and place of the first Council meeting must be determined by the Council members as soon as practicable after the annual general meeting at which the Council members are elected.
- (3) Special Council meetings may be convened by the chairperson or any 2 Council members.

#### **42. Notice of Council meetings**

- (1) Notice of each Council meeting must be given to each Council 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) Additional business that has not been described in the notice may be conducted at the meeting if the Council members at the meeting unanimously agree to conduct that business.

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

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

#### **44. Material Personal interests**

- (1) a member of the Council who has a material personal interest in a matter being considered at a Council meeting must:
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council;
  - (b) disclose the nature and extent of the interest at the next general meeting of the association
- (2) Under section 42(3) of the Act this rule does not apply in respect of a material personal interest
  - (a) that exists only because the member-
    - (i) is an employee of the incorporated association; or
    - (ii) is a member of a class of persons for whose benefit the association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (3) Under section 43 of the Act a member of the management Council who has a material personal interest in a matter being considered at a meeting of the management Council must not be present while the matter is being considered at the meeting or vote on the matter.
- (4) Under section 42(6) of the Act the association must record every disclosure made by a Council member of a material personal interest in the minutes of the Council meeting at which the disclosure is made.

#### **45. Use of technology to be present at Council meetings**

- (1) The presence of a Council member at a Council meeting need not be by attendance in person but may be by that Council member and each other Council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Council 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.

#### **46. Quorum for Council meetings**

- (1) Subject to rule 38(4), no business is to be conducted at a Council meeting unless a quorum is present.
- (2) At least 50% of Council members constitute a quorum for the conduct of the business of a Council meeting.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to a time, day and place decide by members present.
- (4) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Council meeting held under subrule (3)(b); and
  - (b) at least 2 Council members are present at the meeting,

those members present are taken to constitute a quorum.

#### **47. Voting at Council meetings**

- (1) Each Council delegate, chairperson, general secretary and general treasurer present at a Council meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Council members present and eligible to vote at the Council 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 Council members present indicating their agreement or disagreement or by a show of hands, unless the Council 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.

#### **48. Minutes of Council meetings**

- (1) The Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following —
  - (a) the names of the Council 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 Council 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 Council meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Council meeting.



- (5) When the minutes of a Council 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**

### **49. Subcommittees and subsidiary offices**

- (1) To help the Council in the conduct of the Association’s business, the Council 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 Council 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 Council —
  - (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.

### **50. Delegation to subcommittees and holders of subsidiary offices**

- (1) In this rule —  
***non-delegable duty*** means a duty imposed on the Council by the Act or another written law.
- (2) The Council 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 Council 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 Council specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Council 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 Council.
- (7) The Council may, in writing, amend or revoke the delegation.

## **PART 6 — GENERAL MEETINGS OF ASSOCIATION**

### **51. Annual general meeting**

- (1) The Council 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 general 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 Council's annual report on the Association's activities during the preceding financial year; and
    - (ii) 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
  - (d) to name and ratify delegates (previously elected by their branch committees) to Council;
  - (e) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (f) to confirm or vary the membership fees 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.

### **52. Special general meetings**

- (1) The Council may convene a special general meeting.
- (2) The Council must convene a special general meeting if at least 10% 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 general 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 Council 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).

### **53. Notice of general meetings**

- (1) The general secretary or, in the case of a special general meeting, 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 Council under rule 33(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 54(7).

### **54. 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 5 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 Council 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 53 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 Council has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the general 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.

#### **55. 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.

#### **56. Presiding member and quorum for general meetings**

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the 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) Any 100 members personally present or deemed to be present under rule 55, or if total membership is less than 1000, then 10% of the total membership (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- (5) 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 within the following 4 weeks
  - (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.
- (6) If —
- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
  - (b) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

### **57. 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 53.

### **58. Voting at general meeting**

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (3), each ordinary member has one vote and
  - (b) ordinary members may vote personally or by proxy.
- (2) 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.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) 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.
- (5) For a person to be eligible to vote at a general meeting as an ordinary member, they —
  - (a) must have been an ordinary member at the time notice of the meeting was given under rule 53; and
  - (b) must have paid any fee or other money payable to the Association by the member.

## 59. 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.
  - (c) to alter its rules, including changing the name of the association
  - (d) to approve the terms of an amalgamation with one or more other incorporated associations
  - (e) to be wound up voluntarily or by the Supreme Court
  - (f) to cancel its incorporation
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 60. 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 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.

## **61. Minutes of general meeting**

- (1) The general secretary, or a person authorised by the Council 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 54(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 51(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 51(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.

## **62. Branches**

- (1) A Branch is a division of the Association located within a geographical area defined by the Council from time to time for the convenience of members resident within that area. Such other members as are not resident in that area but who choose to be assigned to that Branch shall be included in that Branch's membership roll.
- (2) Branch General Meetings
  - (a) Each Branch shall hold an annual general meeting to be called the branch annual general meeting by the 31st December in the same year.
  - (b) Branch special general meetings shall be convened by: resolution of the branchcommittee; or
  - (c) by requisition of 20 members or 20% of the Ordinary Members assigned to the Branch, whichever is the less at the date of deposit of the requisition.
  - (d) Notices of branch annual or special general meetings shall be issued in the manner specified in rule 53 to Ordinary Members assigned to the Branch on a date on which the meeting was convened.

- (e) The quorum for a branch general meeting shall be 20 members or 20% of the Ordinary Members assigned to the Branch whichever is the less.
- (f) If within 30 minutes of the time appointed for a general meeting no quorum shall be present the meeting may be adjourned until the same day at the same time of the following week at which adjourned meeting no quorum shall be necessary and the agenda shall be unaltered.

(3) Branch Committees and Branch Delegates

- (a) At its branch annual general meeting the branch shall elect a branch committee and one branch delegate to Council, voting being restricted to ordinary members shown on the Register as being assigned to that Branch 21 days prior to the advertised date of the meeting.
- (b) Members of the branch committee shall, subject to these rules, serve for a term between successive branch annual general meetings.

(4) Branch Officers

Officers of the branch committee shall be:

- (a) a chairman
- (b) a vice-chairman
- (c) a secretary
- (d) a treasurer
- (e) a programme coordinator
- (f) not less than two other elected members assigned to the Branch.
- (g) No member may hold the office of chairman for more than two years consecutively.

(5) Quorum and Procedures

- (a) A branch committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (b) The branch committee shall meet not less than four times between consecutive branch annual general meetings.
- (c) A quorum for a branch committee shall comprise not less than four of its elected members
- (d) On leaving office any committee member must as soon as practical deliver to a member of the committee all of the relevant documents and records they hold relevant to the management of the associations affairs.
- (e) A member of the committee who has a material personal interest in a matter being considered at a committee meeting must as soon as they become aware of that interest, disclose the nature and extent of their interest to the committee and to members at the next general meeting. This rule does not apply if
  - (i) the interest exists only because the member is an employee of the incorporated association or
  - (ii) is a member of a class of persons for whose benefit the association is established or
  - (iii) the member has in common with a substantial proportion of the members of the association.
- (f) A member of the committee who has a material interest in a matter being discussed must not be present while the matter is considered. Any disclosure made must be recorded in the minutes..



## **PART 7 – FINANCIAL MATTERS**

### **63. Source of funds**

The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

### **64. 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 Council may approve expenditure on behalf of the Association.
- (3) The Council may authorise the general treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques, electronic transfers, drafts, bills of exchange, promissory notes, and other negotiable instruments of the Association must be signed by any two of President, Secretary, Treasurer and one other person authorised by Council.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### **65. Financial statements and financial reports**

- (1) For each financial year, the Council 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) 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 statements or financial report.

## **PART 8 — GENERAL MATTERS**

### **66. 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(1); and
  - (b) impose restrictions on the Council'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.

### **67. Patron**

- (1) On recommendation of the Council and ratification by the members in general meeting distinguished citizens may be invited to be patron or vice-patron of the Association on any such terms as the Council thinks fit.
- (2) A patron does not have to be a member of the Association.
- (3) A patron will have no official responsibility but shall assist the Association to the best of their ability.
- (4) The patron is entitled to receive notice of and may attend any of the Association's general meetings and may, at the absolute discretion of the President, be entitled to speak at a general meeting, but shall not be entitled to vote at any general meeting unless the person is a member of the Association.
- (5) The Council shall have the power at its absolute discretion to revoke the appointment of a patron at any time.

## **68. Trustee**

- (1) One or more trustees may be appointed by resolution of a general meeting of the Association for a specific purpose such as keeper of the common seal.
- (2) Appointment as a trustee shall not preclude an Ordinary Member from election to office within the Association, nor shall the holding of an office disbar a member from appointment as a trustee.
- (3) A trustee need not be a member of the Association.

## **69. 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 Council members; or
  - (b) one Council member and a person authorised by the Council.
- (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 President or Secretary at the direction of the Council.
- (3) The general 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 general secretary or another Council member authorised by the Council.

## **70. 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.

## **71. Custody of books and securities**

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the general secretary's custody or under the general secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the general treasurer's custody or under the general treasurer's control.

(3) Subrules (1) and (2) have effect except as otherwise decided by the Council.

(4) The books of the Association must be retained for at least 7 years.

## **72. Record of office holders**

The Association must maintain a record of —

- (1) the names and addresses of the persons who are members of the Council; or hold other offices of the association provided for by its rules;
- (2) the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and
- (3) the name and address of any person who is appointed or acts as trustee on behalf of the association.

## **73. 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 Council 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 general 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 Council meeting, the right to inspect that document is subject to any decision the Council has made about minutes of Council meetings generally, or the minutes of a specific Council 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.

## **74. Publication by Council members of statements about Association business prohibited**

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

- (a) the Council member has been authorised to do so at a Council meeting; and

- (b) the authority given to the Council member has been recorded in the minutes of the Council meeting at which it was given.

## **75. Dissolution**

- (1) Subject to the approval of the Council, the Association may be dissolved with the consent of not less than 75% of members voting at a meeting to dissolve the Association.
- (2) Upon the dissolution of the Association, no money or property of the Association remaining after satisfaction of all its debts and liabilities (Surplus Property) shall be paid or distributed among the members.

## **76. Distribution of surplus property on cancellation of incorporation or winding up**

- (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 be distributed as determined by special resolution to one or more of the following:
  - (a) an incorporated association;
  - (b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
  - (c) a company holding a licence that continues in force under the Corporations Act section 151;
  - (d) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
  - (e) a body corporate that —
    - i. is a member or former member of the incorporated association; and
    - ii. at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
  - (f) a trustee for a body corporate referred to in paragraph (e);
  - (g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

## **77. 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.