

REBOUND WA INC

CONSTITUTION

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1 NAME OF ASSOCIATION

The name of the Association will be 'Rebound WA Inc'

2 DEFINED TERMS AND INTERPRETATION

2.1 Defined terms

In this document:

Act means the *Associations Incorporation Act 2015 (WA)*;

Annual General Meeting is the meeting convened under rule 18;

Appointed Directors means the persons appointed as directors of the Association in accordance with rule 14.6;

Association means the Association referred to in rule 1;

ATO means the Australian Taxation Office;

Board means the body managing the affairs of the Association referred to in rule 14 and consisting of the Directors;

Chairperson means:

- (a) in relation to the proceedings at a Board meeting or General Meeting, the person presiding at the Board meeting or General Meeting; or
- (b) otherwise in relation to the proceedings at a Board meeting or General Meeting, the chairperson referred to in rule 14.8;

Chief Executive Officer means the chief executive officer referred to in rule 16(c);

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

Deductible Gift Recipient has the meaning given in the Tax Act;

Directors means the Elected Directors and Appointed Directors from time to time;

Elected Directors means the persons elected or appointed as directors of the Association in accordance with rule 14.2;

Financial Records has the meaning given to it in section 62 of the Act and includes:

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

Financial Report has the meaning given in sections 62 and 63 of the Act;

Financial Statements has the meaning given in section 62 of the Act;

Financial Year has the meaning given in rule 28;

General Meeting means any meeting to which all members are invited;

Gift means a donation, contribution, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits and whether inter vivos or by will;

Office Bearers has the meaning given in rule 14.7(a);

Public Gift Fund has the meaning given to it in rule 5.1;

Responsible Person means an individual who is considered to have a degree of responsibility to the community as a whole and is known to a broad section of the community, including an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Securities Exchange;
- (e) has received formal recognition from government for services to the community;
or
- (f) is approved as a Responsible Person by the Commissioner of Taxation;

Rules means these rules;

Secretary means the secretary referred to in rule 14.10;

Special General Meeting means a General Meeting other than an Annual General Meeting;

Special Resolution has the meaning given by section 51(1) of the Act, that is a resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules;

Surplus Property has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association, but does not include books pertaining to the management of the Association;

Tax Act means *Income Tax Assessment Act 1997* (Cth) and the *Income Tax Assessment Act 1936* (Cth);

Tier 1 Association has the meaning given to it in section 62 of the Act;

Tier 2 Association has the meaning given to it in section 62 of the Act;

Tier 3 Association has the meaning given to it in section 62 of the Act;

Treasurer means the treasurer referred to in rule 14.11; and

Vice-Chairperson means the vice-chairperson referred to in rule 14.9.

3 INTERPRETATION

The following rules apply unless the context requires otherwise.

- (a) The singular includes the plural and vice versa.
- (b) A gender includes all genders.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to a rule is a reference to a rule of these Rules.
- (e) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.

4 OBJECTS OF ASSOCIATION

4.1 The objects of the Association will be:

- (a) To enhance the health, wellbeing and interests of people living with physical disabilities in Western Australia, including but not limited to people with spinal cord injury, cerebral palsy and amputees, and their families, and to help them to participate in the mainstream of life.
- (b) To actively pursue the objects of the Association by whatsoever means possible and, without limiting or detracting from the foregoing, with an emphasis on recreation, rehabilitation, research, social engagement and sport.
- (c) To establish and maintain liaison with the Government and its departments, semi-Government organisations, private organisations, associations, corporations, or other groups or individuals in Australia and overseas, in relation to all matters within the objects of the Association.
- (d) To conduct, encourage, promote and co-ordinate either alone or jointly with others any recreational, rehabilitation, social or sporting activities.
- (e) To promote, encourage and organise the attendance at and participation in intrastate, interstate, national, and international competitions by members of the Association.

- (f) To provide and maintain such facilities and equipment as may be required to assist people to participate in recreational, rehabilitation, social and sporting activities.
- (g) To promote and assist in the design and development of any object or instrument whatsoever intended for or adaptable to the use or benefit of people with physical disabilities as may be determined by the Board from time to time.
- (h) To establish and grant for the benefit of members of this Association loans, grants, bursaries or scholarships to be used and applied in the furtherance of all or any of the objects of the Association.
- (i) To promote and encourage public interest in and knowledge of the abilities, limitations, achievements and needs of people with a physical disability in the areas of recreation, rehabilitation, social engagement and sport.
- (j) To print or publish any newspaper, newsletter, leaflet or periodical designed to promote the objects of the Association.
- (k) To establish and maintain affiliation with any relevant sporting, recreational, social or rehabilitative bodies whether in Australia or overseas, to further the aims and objectives of the Association.
- (l) To raise funds by whatever means available whether alone or jointly, and to accept or refuse to accept any bequest, Gift, subscription, donation, endowment or grant offered, given or granted to the Association and whether subject to any condition or trust or not and to use or apply the same in furtherance of all or any of the objects of the Association.
- (m) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4.2 Not for Profit

The property and income of the Association will be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except as bona fide compensation for expenses incurred on behalf of the Association.

5 PUBLIC GIFT FUND

5.1 Establishment of Public Gift Funds

The Association may establish and maintain one or more gift funds (each a **Public Gift Fund**) to which Gifts to the Association are to be made subject to the following:

- (a) the objects of a Public Gift Fund will comprise some or all of the objects of the Association set out in rule 4;
- (b) the Association will invite members of the public to make Gifts to each Public Gift Fund;
- (c) any Gifts received by the Association under rule 5.1(b) will be accepted by the Association and receipts under the name of the Association will be issued to the person who made the Gift to the Association and will state:

- (i) the Australian Business Number of the Association;
 - (ii) the name of the Public Gift Fund to which the Gift has been credited; and
 - (iii) any other information which is required under the Tax Act;
- (d) all Gifts made to a Public Gift Fund must be separately identified from any other funds of the Association;
- (e) the Public Gift Fund must be managed by a committee appointed under rule 16 (a majority of whom must be Responsible Persons);
- (f) the Public Gift Fund must operate on a non-profit basis and money must not be distributed to members of the committee appointed under 5.1(e) or the Association, except as reimbursement for out-of-pocket expenses incurred on behalf of the Public Gift Fund, or as proper remuneration for administrative services performed in satisfaction of the objects of the Public Gift Fund; and
- (g) the Public Gift Fund must operate otherwise in accordance with any applicable requirements of the Tax Act.

5.2 Accumulation of Income

If the Association considers it necessary, desirable, appropriate or prudent to do so in furtherance of the objects of a Public Gift Fund at any time, the income of the whole or any part of the Public Gift Fund may be accumulated and any income so accumulated must be added to and will form part of the Public Gift Fund.

5.3 Winding Up

For the Public Gift Fund, upon whichever is the first to occur of:

- (a) the winding up of the Public Gift Fund;
- (b) the revocation of the endorsement of the Public Gift Fund, or institution for which the Public Gift Fund has been established, as a Deductible Gift Recipient; and
- (c) the winding up of the Association in accordance with rule **Error! Reference source not found.**,

any surplus assets of the Public Gift Fund must be transferred to such other funds, authorities or institutions having objects as similar as reasonably practicable (in the opinion of the Board) to the purpose of the Public Gift Fund, or institution for which the Public Gift Fund was established, and which are Deductible Gift Recipients, and if more than one, in such amounts as the Board determines.

5.4 Accounting Policies

The Association must establish and maintain internal accounting policies exclusively for money, property and benefits received for the Public Gift Fund.

5.5 Books of Account

The Association must ensure that proper books of account and other records are kept in respect of all receipts and payments and otherwise in relation to the Public Gift Fund.

5.6 Notice to ATO

The Association must notify the ATO of any changes to the rules governing the Public Gift Fund.

6 POWERS OF ASSOCIATION

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner, and in particular may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest funds not immediately required:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by these Rules;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any contract it considers necessary or desirable; and
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or these Rules.

7 MINIMUM NUMBER OF MEMBERS

The Association must have at least six (6) members with full voting rights at a General Meeting under these Rules.

8 QUALIFICATION FOR MEMBERSHIP OF ASSOCIATION

- (a) Any person will be eligible to apply for membership of the Association.
- (b) A person who wishes to become a member must apply for membership in writing by completing and submitting a membership application form.
- (c) The Board must consider each application made under rule 8(b) at a Board meeting and must either accept or reject the application at that meeting.
- (d) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of a person for membership.
- (e) An applicant whose application for membership of the Association is rejected under rule 8(c) must be advised in writing and if the applicant wishes to appeal against that decision, must give written notice to the Secretary of his or her intention to do so within a period of 14 days from the date the applicant is advised of the rejection.

- (f) When notice is given under rule 8(d), the members in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.

9 SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- (a) The Board may from time to time determine the amount of the subscription to be paid by each category of member and, at the discretion of the Board, any other participation costs or fees that may be required from members.
- (b) Each member must pay to the Association annually on or before 1 January or such other date as the Board from time to time determines, the amount of the subscription determined under rule 9(a). A membership year will be the 12 calendar month period from 1 January to 31 December (subject to the membership being terminated earlier in accordance with these Rules).
- (c) Subject to rule 9(d), a member whose subscription money is not paid within 3 months of the date specified or determined under rule 9(b) ceases to be a member, with effect from the date which is 3 months after the date specified or determined under rule 9(b) unless the Board decides otherwise.
- (d) Subject to rule 9(e), a person may exercise all the rights, and carries all of the obligations of a member (as provided for in rule 13) for the purposes of these Rules if the member's subscription is paid on or before the relevant date fixed by or under rule 9(b) or within 3 months after that date, or such other time as the Board allows.
- (e) Notwithstanding any other rule, a member is not entitled to vote at a General Meeting unless the member has paid the amount of subscription determined to be paid by that member (if any) under rule 9(a) prior to the commencement of the General Meeting.

10 REGISTER OF MEMBERS OF ASSOCIATION

10.1 Register of members

- (a) The Secretary, on behalf of the Association, must maintain a register of members of the Association and make sure that the register is up to date.
- (b) The register must contain:
 - (i) the full name of each member;
 - (ii) a contact postal, residential or email address of each member;
 - (iii) the class of membership held by the member; and
 - (iv) the date on which the person became a member.
- (c) Any change in membership of the Association must be recorded in the register within 28 days after the change occurs.

10.2 Inspection of the register

- (a) The Secretary must upon the request of a member of the Association, make available the records and registers referred to in rule 10.1 for the inspection of the member and the member may make a copy of or take an extract from the record or register but will have no right to remove the record or register for that purpose.
- (b) The register referred to in this rule 10 must be so kept and maintained at the registered office of the Association or at such other place as the members at a General Meeting decide.

10.3 Copy of the register

- (a) A member may make a request in writing for a copy of the register.
- (b) The Board may require a member who requests a copy of the register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (c) The Association may charge a reasonable fee to the member for providing a copy of the register, the amount to be determined by the Board from time to time.

10.4 When using the information in the register is prohibited

A member must not use or disclose the information on the register:

- (a) to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board, or
- (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

11 TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

Membership of the Association will be terminated upon:

- (a) receipt by the Chief Executive Officer, Secretary or another Board member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association all subscription monies due and payable by that person to the Association at the date of termination;
- (b) non-payment by a member of his or her subscription monies within 3 months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 9(c); or
- (c) expulsion of a member in accordance with rule 12.

12 SUSPENSION OR EXPULSION OF MEMBERS OF THE ASSOCIATION

- (a) The Board may consider that a member should be suspended or expelled from membership of the Association if, in the sole and unfettered opinion of the Board, the member's conduct is:
- (i) contrary to the spirit of the objects of the Association;
 - (ii) contrary to or in breach of these Rules or the Act; or
 - (iii) detrimental to the interests of the Association.
- (b) If the Board considers that a member should be suspended or expelled from membership of the Association in accordance with rule 12(a), it must give, in writing to the member:
- (i) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided;
 - (ii) particulars of that conduct,
- not less than 7 days before the date on which the Board meeting to consider the suspension or expulsion is to be held.
- (c) At the Board meeting referred to in a notice communicated under rule 12(a), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel the member, on terms as the Board sees fit, if it is satisfied (in its discretion) that the particulars of the conduct have been proved and the expulsion or suspension is warranted in the circumstances and must, as soon as reasonably practicable after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (d) A member must not be suspended or expelled unless so decided by a majority of two-thirds of those members of the Board present and entitled to vote at the Board meeting.
- (e) A member has its membership suspended or ceases to be a member on the day on which the decision to suspend or expel a member is communicated to him under rule 12(c).
- (f) A member who is dissatisfied with the Board's decision to suspend or expel it under rule 12(c) may elect to initiate the dispute resolution procedures set out in rule 26.3.

13 MEMBERSHIP CATEGORIES

13.1 Categories

There will be seven categories of membership:

- (a) Full Membership;
- (b) Junior Membership;

- (c) Family Membership;
- (d) Corporate Membership;
- (e) Life Membership;
- (f) Honorary Membership; and
- (g) Affiliate Membership.

13.2 Full Membership

Subject to rules 9(d) and 9(e), every Full Member of the Association will:

- (a) be eligible to hold office in the Association;
- (b) be entitled to vote at any General Meeting of the members; and
- (c) be entitled to fully participate in the activities of the Association.

13.3 Junior Membership

Any member who is under the age of 18 years on 1 January each year will for the whole of that membership year be designated a Junior Member. Subject to rule 9(d), a Junior Member will:

- (a) not be eligible to hold office in the Association;
- (b) not be entitled to vote at any General Meeting of the members;
- (c) for the avoidance of doubt, be eligible for appointment or secondment to any committee or sub-committee as provided in rule 16 and will within such committee or sub-committee be eligible to hold office and to vote; and
- (d) otherwise be entitled to fully participate in the activities of the Association.

13.4 Family Membership

A Family Membership will consist of 1 or 2 adults and their dependent children, or an adult couple living at the same address. The Family Member must nominate, at the time of joining the Association, one of the adults to be the representative of the Family Membership. Subject to rules 9(d) and 9(e), a Family Member will, through its nominated representative:

- (a) be eligible to hold office in the Association; and
- (b) be entitled to vote at any General Meeting of the members.

All persons covered by the Family Membership will be entitled to participate in the Association's events and activities. However, for certain of the Association's events and activities where a discounted fee is payable for activity participation by reason of membership, the Board may limit the number of people per Family Membership able to participate at the discounted cost.

13.5 Corporate Membership

The Board may grant Corporate Membership to any entity or organisation which is not a natural person. The Corporate Member must nominate, at the time of joining the Association, a natural person who is an adult to be the representative of the Corporate Member and may nominate a replacement of its representative from time to time. Subject to rules 9(d) and 9(e), a Corporate Member will:

- (a) be eligible to hold office in the Association (through its nominated representative);
- (b) be entitled to vote at any General Meeting of the members (through a person appointed in accordance with clause 23(b)); and
- (c) otherwise be able to fully participate in the activities of the Association (through its nominated representative).

13.6 Life Membership

Subject to rule 9(d), any member of the Association will be eligible for appointment as a Life Member. Any Full, Family or Life Member may recommend to the Board in writing that another member of the Association be nominated for Life Membership. The Board will determine which members are awarded Life Membership in its discretion. Subject to rules 9(d) and 9(e), a Life Member will:

- (a) be eligible to hold office in the Association;
- (b) be entitled to vote at any General Meeting of the members; and
- (c) be entitled to fully participate in the activities of the Association.

13.7 Honorary Membership

The Board may grant Honorary Membership to any person, entity or organisation which it considers to have made a substantial contribution to the Association, either financially or in kind, but who is not eligible for Life Membership. Honorary Membership may be awarded for any period of time which is determined as appropriate by the Board. Subject to rules 9(d) and 9(e), an Honorary Member will:

- (a) be eligible to hold office in the Association;
- (b) be entitled to vote at any General Meeting of the members; and
- (c) be able to fully participate in the activities of the Association.

If Honorary Membership is granted to an entity or an organisation which is not a natural person, the Honorary Member must nominate, at the time of joining the Association, one natural person who is an adult to be the representative of the Honorary Member, and only that representative is eligible to hold office in the Association and entitled to participate in each of the Association's activities as representative of the Honorary Member. The Honorary Member may nominate a replacement of its representative from time to time.

13.8 Affiliate Membership

The Board may grant Affiliate Membership to any person, entity or organisation which it considers to have given valued service to the Association. Subject to rule 9(d), an Affiliate Member will:

- (a) be eligible for renewal of membership;
- (b) not be eligible to hold office as an Elected Director within the Association or be entitled to vote at any General Meeting of the members; and
- (c) be eligible for appointment or secondment to any committee or sub-committee as provided in rule 16 and will within such committee or sub-committee be eligible to hold office and to vote.

If Affiliate Membership is granted to an entity or an organisation which is not a natural person, the Affiliate Member must nominate, at the time of joining the Association, one natural person who is an adult to be the representative of the Affiliate Member, and only that representative may participate in each of the Association's activities as representative of the Affiliate Member. The Affiliate Member may nominate a replacement of its representative from time to time.

14 BOARD

14.1 Composition of the Board

Subject to rule 16, the affairs of the Association will be managed exclusively by a Board consisting of:

- (a) not less than 4 and not more than 6 Elected Directors, all of whom must be in a class of members of the Association who are eligible to hold office as an Elected Director of the Association and who must be elected or appointed under rule 14.5; and
- (b) not more than 2 Appointed Directors who must be appointed under rule 14.6 and need not be members of the Association.

14.2 Obligations of the Board

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

14.3 Qualification of Directors

- (a) No person will be entitled to be a Director if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act,unless the person has obtained the consent of the Commissioner.

- (b) No person will be entitled to a Director if the person is, according to the *Interpretation Act 1984 (WA)* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

14.4 Responsibilities of Directors

- (a) A Director must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Director must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A Director or former Director must not improperly use information obtained because he or she is a Director to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A Director or former Director must not improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (e) A Director having any material personal interest in a matter being considered at a Board meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (iii) not be present while the matter is being considered at the Board meeting or vote on the matter.
- (f) Rule 14.4(e) does not apply in respect of a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
 - (ii) the Director has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Secretary must record every disclosure made by a Director under rule 14.4(e) in the minutes of the Board meeting at which the disclosure is made.
- (h) No Director must 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.

14.5 Elected Directors

- (a) Elected Directors must be elected to the membership of the Board at an Annual General Meeting of members unless appointed under rules 14.5(n).
- (b) A person is not eligible for election to the position of Elected Director at an Annual General Meeting unless:
 - (i) subject to rule 14.5(m), the person is an Elected Director retiring who seeks re-election; or
 - (ii) a member has nominated the person for election by preparing a notice in writing of that nomination, signed by:
 - (A) the nominator; and
 - (B) the nominee to signify his or her willingness to stand for election and accept the position for which he or she is nominated,and delivering such notice to the Secretary not less than 25 days before the day on which the Annual General Meeting concerned is to be held.
- (c) If the number of persons seeking re-election or nominated for election under rule 14.5(b), is equal to or less than the number of vacancies in the positions of Elected Directors on the Board to be filled, then those nominated will be declared elected only if approved by the majority of Members entitled to vote.
- (d) If there are insufficient persons seeking re-election or nominated for election under rule 14.5(b) to fill all vacancies in the positions of Elected Directors on the Board, or if a person is not approved by the majority of Members under rule 14.5(c), the positions will be deemed casual vacancies under rule 14.5(n).
- (e) If the number of persons seeking re-election or nominated for election under rule 14.5(b) exceeds the number of vacancies in the positions of Elected Directors on the Board to be filled, preferential voting papers will be prepared containing the names of the candidates in alphabetical order for each vacancy of Elected Directors on the Board, to be completed by the members in the manner as determined by the Chairperson.
- (f) Subject to these Rules, voting will be conducted in such a manner and by such a method as determined from the Chairperson from time to time.
- (g) Subject to rule 15, Elected Directors elected under 14.5(c) and 14.5(e) will remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following the election.
- (h) At each Annual General Meeting one-half of the Elected Directors or, if their number is not a multiple of two, then the number nearest to but not more than one-half of the Elected Directors must retire from office.
- (i) The Elected Directors to retire by rotation at an Annual General Meeting are those Elected Directors who have been longest in office since their last election or re-election.

- (j) Elected Directors elected on the same day may agree among themselves or, failing agreement, determine by lot which of them must retire.
- (k) An Elected Director must retire from office at the conclusion of the second Annual General Meeting after the Elected Director was elected, even if his or her retirement results in more than one-half of the Elected Directors retiring from office.
- (l) Subject to rule 14.5(m), a retiring Elected Director will be eligible for re-election.
- (m) No person who has served as an Elected Director and/or Appointed Director for a period of four consecutive terms will be eligible for election as an Elected Director until the next Annual General Meeting following the date of conclusion of his or her last term as an elected Director.
- (n) If a vacancy in the position of Elected Director remains in accordance with rule 14.5(d), or when a casual vacancy in the position of Elected Directors within the meaning of rule 15 occurs:
 - (i) the Board may appoint a member to fill that vacancy; and
 - (ii) a member appointed under this rule 14.5(n) will:
 - (A) hold office as an Elected Director until the conclusion of the next Annual General Meeting following their appointment under rule 14.5(n)(i); and
 - (B) be eligible for election to membership of the Board as an Elected Director at the next Annual General Meeting following their appointment under rule 14.5(n)(i).
- (o) An Elected or Appointed Director who has been in office for four or more consecutive terms will be eligible for election as an Elected Director or appointed as an Appointed Director provided that the members of the association in general meeting, by ordinary resolution, authorise that Elected or Appointed Director to serve an additional term of two years.
- (p) The power to authorise an Elected or Appointed Director to serve an additional term of two years pursuant to rule 14.5(o) may only be exercised prior to 31 December 2016.

14.6 Appointed Directors

- (a) The Elected Directors may appoint up to 2 Appointed Directors.
- (b) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business in general, or such other skills which complement the Board composition and/or objects of the Association. They do not need to be members of the Association.
- (c) An Appointed Director appointed under rule 14.6 will hold term from the date of his or her appointment for a period that expires at the conclusion of the second Annual General Meeting following his or her appointment.
- (d) Subject to rule 14.6(c), Appointed Directors may be appointed at such time as the Elected Directors think fit.

- (e) No person who has served as an Appointed Director and/or Elected Director for a period of four consecutive terms will be eligible for appointment as an Appointed Director until the next Annual General Meeting following the date of conclusion of his or her last term as an Appointed Director.
- (f) Except as otherwise provided in these Rules, Appointed Directors will have all the rights and obligations of an Elected Director who has been elected by the members at an Annual General Meeting.

14.7 Office Bearers

- (a) The Elected Directors must decide at the next Board meeting following each Annual General Meeting which Elected Directors will act as Chairperson, Vice-Chairperson, Secretary and Treasurer (**Office Bearers**). Appointed Directors will not be eligible to hold office as an Office Bearer or vote on the appointment of Office Bearers.
- (b) The term of office for the Office Bearers will be from their appointment until the conclusion of the next Annual General Meeting following their appointment.
- (c) In the event one or more the Office Bearers resigns or vacates office for any reason, the Elected Directors must at the next Board meeting appoint a replacement Office Bearer for each vacant office.

14.8 Chairperson

- (a) The Chairperson of the Association will:
 - (i) attend all General Meetings and all meetings of the Board except where otherwise excused from attendance with the consent of the Board;
 - (ii) subject to this rule, preside as chair at all General Meetings and meetings of the Board; and
 - (iii) be an ex officio member of every committee and sub-committee of the Association and will be entitled to act as chairman of all meetings attended by him or be entitled to appoint any other member of the Association as chairman.
- (b) If a General Meeting is held and the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chair of the meeting (in order of precedence):
 - (i) the Vice-Chairperson;
 - (ii) an Elected Director chosen by a majority of the Elected Directors present;
 - (iii) the only Director present; or
 - (iv) a member chosen by a majority of the members present in person or by proxy.
- (c) If a Directors' meeting is held and the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chair of the meeting (in order of precedence):

- (i) the Vice-Chairperson; or
- (ii) an Elected Director chosen by the majority of Elected Directors present.

14.9 Vice-Chairperson

The Vice-Chairperson of the Association will:

- (a) attend all General Meetings and all meetings of the Board except where otherwise excused from attendance with the consent of the Chairperson;
- (b) in the absence of the Chairperson or at the request of the Chairperson, act as chairman at any General Meeting or at any meeting of the Board; and
- (c) at the direction of the Chairperson, attend any meeting of a committee or sub-committee of the Association, and act as chair at that meeting if the Chairperson would act as chair if present. He will not however be an ex officio member of every committee or sub-committee of the Association.

14.10 Secretary

The Secretary of the Association will, in addition to the requirements under rule 10:

- (a) attend all General Meetings and meetings of the Board except where otherwise excused from attendance with the consent of the Chairperson;
- (b) co-ordinate the correspondence of the Association;
- (c) keep full and correct minutes of General Meetings and the meetings of the Board;
- (d) maintain:
 - (i) in an up to date condition the rules of the Association as required by rule 29(c);
 - (ii) maintain the register of the members, referred to in rule 10.1(a);
 - (iii) maintain the record of office holders of the Association, referred to in rule 14.12(a);
 - (iv) ensure the safe custody of the books and records (with the exception of the Financial Records) of the Association;
- (e) on behalf of the Association, will also keep and maintain minutes of meetings held and other records as appropriate, lease agreements and other appropriate records.
- (f) cause members of any committees or sub-committees of the Association to be notified of their appointment and duties;
- (g) be the public officer of the Association and as such sign all official documents as authorised or required;
- (h) carry out all lawful instructions or directions of the Board.

- (i) perform such other duties as are imposed by these Rules on the Secretary.

14.11 Treasurer

The Treasurer of the Association will:

- (a) attend all General Meetings and meetings of the Board except where otherwise excused from attendance with the consent of the Chairperson;
- (b) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (c) ensure the payment of all moneys referred to in rule 14.11(b) into the account or accounts of the Association as the Board may from time to time direct;
- (d) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Board;
- (e) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (f) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- (g) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the Annual General Meeting of the Association;
- (h) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the Annual General Meeting of the Association;
- (i) assist the reviewer or auditor (if any) in performing their functions;
- (j) be responsible to deposit all moneys received by or on behalf of the Association in an authorised account with a savings institution or as otherwise directed from time to time by the Board;
- (k) ensure that deposits made on behalf of the Association are made as soon as possible, and where practicable within 24 hours of receipt of such moneys;
- (l) be responsible for the presentation of accounts to the Board and the payment of such accounts as may be authorised by the Board from time to time;
- (m) not without the prior authority of the Board disburse any sum in excess of such sum as may be prescribed by the Board from time to time; and
- (n) comply on behalf of the Association with the Act with respect to the accounting records of the Association by:
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time; and

- (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;
- (o) carry out such other duties from time to time as may be required or directed by the Board.

14.12 Record of office holders

- (a) The Secretary, on behalf of the Association, must maintain a record of office holders (e.g. the Board, and Office Bearers).
- (b) The record of office holders must include:
 - (i) the full name of each office holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current contact postal, residential or email address of each office holder.
- (c) The record of office holders referred to in this rule 14.12 must be so kept and maintained at the registered office of the Association or at such other place as the Board decides.
- (d) 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. 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.
- (e) A person must not use or disclose information in the record maintained under this rule 14.12 except for a purpose:
 - (i) that is directly connected with the affairs of the Association; or
 - (ii) that is related to the administration of the Act.

15 CASUAL VACANCIES IN MEMBERSHIP OF BOARD

A casual vacancy occurs in the office of a Director and that office becomes vacant if the Director:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Director is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act or a serious crime;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) 3 consecutive Board meetings; or

- (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings,

of which meetings the Director received notice, and the Board has resolved to declare the office vacant;

- (f) in the case of an Elected Director, ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a General Meeting of members terminating his or her appointment as a Director.

16 DELEGATION POWERS OF BOARD

- (a) The Board will have the power to establish, create or appoint any other committee or sub-committee in such manner and for such purposes as it deems fit and will have the power to appoint, accept or co-opt any person as a member of such committee or sub-committee whether such person is a member of the Association or not, provided that a non-member of the Association, other than an employee and/or staff member, must not be so appointed, accepted or co-opted unless the Board is of the opinion that his or her presence on a particular committee or sub-committee is in the best interests of the Association, or is in furtherance of the objects of the Association.
- (b) The Board may delegate any of its powers and authority to any committee, sub-committee, officer of a committee or sub-committee, employee, staff member or member but despite such delegation will remain ultimately responsible to the members of the Association for the control, use and safe keeping of the property of the Association.
- (c) The Board may employ or engage a Chief Executive Officer upon such terms and conditions as it may deem appropriate. Subject to the terms and conditions of the Chief Executive Officer's employment or engagement, the Chief Executive Officer will:
 - (i) manage and administer the affairs of the Association in accordance with these Rules and the Act and with the procedures prescribed by the Board from time to time;
 - (ii) carry out such duties and do all such things as he or she may be directed by the Board;
 - (iii) carry out specific tasks or duties which may be delegated to him by a member of the Board;
 - (iv) attend all General Meetings and all meetings of the Board except where otherwise excused from attendance with the consent of the Chairperson.

17 MEETINGS OF THE BOARD

17.1 Quorum and proceeds at meetings of the Board

- (a) The Board must meet at such regular intervals as they may from time to time determine (and at least as often as is required under the Act) and at any other time in accordance with rule 17.1(f).

- (b) The quorum for any meeting of the Board will be not less than one half of the Directors from time to time.
- (c) Subject to rule 14.4(e), each Director will have one deliberative vote.
- (d) Unless all Directors agree to hold a meeting at shorter notice, not less than 7 days' written notice of the meeting of the Board must be given to each Director, such notice to include an agenda.
- (e) Subject to these Rules, a question arising at a Board meeting must be decided by a majority of votes cast by those present and eligible to vote, but, if there is no majority, the Chairperson will have a casting vote in addition to his or her deliberative vote.
- (f) If at least one-third of the members from time to time of the Board sign a requisition calling for a meeting of the Board and stating the purpose of such meeting and deliver the same to the Chairperson or Secretary of the Association, then the recipient must call a meeting of the Board to be held on a date not later than 30 days after receipt of such requisition.
- (g) Subject to these Rules, the procedure and order of business to be followed at a Board meeting must be determined by the Directors present at the Board meeting.
- (h) Each Director, by becoming a member of the Board in terms of these Rules (or by reason of the adoption of these Rules), consents to the use of each of the following technologies for holding a meeting of the Board:
 - (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Board member to communicate with every other Board member; or
 - (v) any combination of these technologies.

A Director may withdraw the consent given under this rule by written notice to the other Directors.

- (i) Where the Directors are not all in attendance at one place and are holding a Board meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors are, for the purpose of every provision of these Rules concerning meetings of the Board, taken to be assembled together at a Board meeting and to be present at that Board meeting; and
 - (ii) all proceedings of those Board meetings conducted in that manner are as valid and effective as if conducted at a Board meeting at which all of them are physically present in the one location.

17.2 Circulating resolutions

- (a) A resolution in writing signed by all of the Directors for the time being, excluding those Directors who would not be permitted, by virtue of rule **Error! Reference source not found.**, to vote were the resolution to be put to a meeting of the Directors, will, be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution:
- (i) may consist of several documents in like form each signed by one or more Directors;
 - (ii) will be effective from the date the last of the relevant Directors has signed the resolution;
 - (iii) must be entered into the books provided for the purpose of recording, amongst other things, resolutions of Directors, as soon as practicable; and
 - (iv) must be notified by the Secretary to all Directors as soon as practicable after the resolution is passed.
- (b) A fax, electronic mail or such similar means of communication addressed to or received by the Association and purporting to be signed by a Director is for the purpose of rule 17.2(a) deemed to be writing signed by such Director.

18 ANNUAL GENERAL MEETING

- (a) Subject to rule 18(b) the Association must convene an Annual General Meeting each calendar year:
- (i) within 6 months after the end of the Association's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its Annual General Meeting within a longer period under rule 18(a)(ii), the Secretary must apply to the Commissioner no later than four months after the end of the Association's Financial Year.
- (c) Subject to rule 20, the Secretary must give to all members not less than 21 days' notice of an Annual General Meeting and that notice must specify:
- (i) that it is the Annual General Meeting of the Association;
 - (ii) when and where the Annual General Meeting is to be held; and
 - (iii) the particulars and order of the business to be transacted at the Annual General Meeting, as follows:
 - (A) first, the consideration of the accounts and reports of the Board;
 - (B) second, the election of Elected Directors; and
 - (C) third, any other business requiring consideration by the Association at the Annual General Meeting, provided the

particulars of such business have been included in the notice given to members in accordance with this rule 18(c).

- (d) Subject to rule 18(a) to 18(b), the Annual General Meeting of the Association is to be convened on a date, time and place as the Board decides.
- (e) At each Annual General Meeting of the Association, the Association:
 - (i) if the Association is a Tier 1 Association, must receive the Financial Statements of the Association for the preceding Financial Year;
 - (ii) if the Association is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of the Association for the preceding Financial Year;
 - (iii) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
 - (iv) if applicable, must present a copy of the report of the review or the auditor's report to the Association; and
 - (v) must elect or appoint the Directors (in accordance with these rules).

19 SPECIAL GENERAL MEETINGS

- (a) The Board:
 - (i) may at any time convene a Special General Meeting;
 - (ii) must convene a Special General Meeting within 28 days of receiving a request in writing do so, for the purpose specified in that request, from 5 per cent of the total number of members entitled to vote, from time to time; or
 - (iii) must, after receiving a notice under rule 8(d), convene a general meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Board's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Board.
- (b) The members making a request referred to in rule **Error! Reference source not found.** must:
 - (i) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (ii) sign that request.
- (c) If a Special General Meeting is not convened within the relevant period of 30 days referred to in rule **Error! Reference source not found.**, the members who made the request concerned may themselves convene a Special General Meeting as if they were the Board. In this circumstance, the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

- (d) Subject to rule 20, the Secretary must give to all members not less than 21 days' notice of a Special General Meeting and that notice must specify:
 - (i) when and where the Special General Meeting is to be held; and
 - (ii) particulars and order of the business to be transacted at the Special General Meeting.

20 SPECIAL RESOLUTIONS

A Special Resolution may be considered (and if thought fit, passed) at either a Special General Meeting or Annual General Meeting, however the Secretary must give to all members not less than 21 days' notice of the meeting at which a Special Resolution is to be proposed and include the particulars of the Special Resolution in that notice.

21 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- (a) The quorum for any General Meeting of members must be the lesser of:
 - (i) two thirds of the total number of members entitled to vote; or
 - (ii) 10 members entitled to vote.
- (b) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 19(d) or **Error! Reference source not found.:**
 - (i) as a result of a request or notice referred to in rule 19(a)(ii) or 19(a)(iii) or as a result of action taken under rule 19(c), a quorum is not present, the General Meeting lapses; or
 - (ii) otherwise than as a result of a request, notice or action referred to in rule 21(b)(i), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (c) If within 30 minutes of the time appointed by rule 21(b)(ii) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (d) The Chairperson may with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (e) 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.
- (f) When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 18 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- (g) Unless these Rules specify otherwise, a matter to be decided or voted on in a General Meeting will be decided or voted on by way of ordinary resolution.
- (h) At a General Meeting:

- (i) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 21(j); and
 - (ii) a Special Resolution put to the vote will be decided in accordance with section 24 of the Act, and if a poll is demanded, in accordance with rules 21(j) and 21(l).
- (i) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with rule 21(j).
 - (j) At a General Meeting, a poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy and, if so demanded, must be taken in such a manner as the Chairperson directs.
 - (k) If a poll is demanded and taken under rule 21(j) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
 - (l) A poll demanded under rule 21(j) must be taken immediately on that demand being made.
 - (m) The Chairperson will have a vote and in the event of an equality of votes will have an additional casting vote.
 - (n) The following technologies may be used for holding a General Meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each member to communicate with every other member; or
 - (v) any combination of these technologies.
 - (o) Where the members are not all in attendance at one place and are holding a meeting using technology and each member can communicate with the other members:
 - (i) the participating members are, for the purpose of every provision of these Rules concerning meetings of the members, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those meetings conducted in that manner are as valid and effective as if conducted at a meeting at which all of them are physically present in the one location.

22 MINUTES OF MEETING OF ASSOCIATION

- (a) The Secretary must cause proper minutes of all proceedings of all General Meetings and Board meetings to be taken and then to be entered within 30 days

after the holding of each General Meeting or Board meeting as the case requires, in a minute book kept for that purpose.

- (b) The Chairperson must ensure that the minutes taken of a General Meeting or Board meeting under rule 22(a) are checked and signed or noted as correct by the Chairperson of the General Meeting or Board meeting to which those minutes relate, or by the Chairperson of the next succeeding General Meeting or Board meeting, as the case requires.
- (c) When the minutes have been entered and signed or noted as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Board meeting to which they relate (in this rule called 'the meeting') was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

23 VOTING RIGHTS OF MEMBERS

- (a) Subject to these Rules, each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (b) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular General Meeting or at all General Meetings.
- (c) An appointment made under rule 23(b) must be made by resolution of the board or other governing body of the body corporate concerned, a copy of which is lodged with the Secretary prior to the commencement of the General Meeting concerned.
- (d) A person appointed under rule 23(b) to represent a member which is a body corporate is deemed for all purposes to be a member until:
 - (i) that appointment is revoked by the body corporate; or
 - (ii) in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

24 PROXIES OF MEMBERS OF ASSOCIATION

A member (in this rule, called the 'appointing member') may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any General Meeting.

25 RETURNING THE BOOKS OF THE ASSOCIATION

Outgoing Board members are responsible for transferring all relevant assets and books of the Association to the new Board within 14 days of ceasing to be a Board member.

26 RESOLVING DISPUTES

26.1 Application

- (a) The procedure set out in this rule applies to disputes under these Rules between:
 - (i) a member and another member;
 - (ii) a member or members and the Association; and
 - (iii) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association,but not to disputes or complaints which are specifically dealt with under any policy or by-law as may exist from time to time.
- (b) In this rule, member includes any organisation/person who has ceased to be a member of the Association not more than 6 months before written notice is given under rule 26.2.

26.2 Board Decision

- (a) A member wishing to initiate the procedure under this rule must give written notice to the Chief Executive Officer of the parties to, and the details of, the dispute.
- (b) The Chief Executive Officer must convene a Board meeting within 28 days after the Chief Executive Officer receives notice of the dispute under rule 26.2 for the Board to determine the dispute.
- (c) At the Board meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, or in writing, or both.
- (d) The Chief Executive Officer must inform the parties to the dispute of the Board's decision within 7 days after the Board meeting referred to in rule 26.2(b).
- (e) If a party to the dispute is dissatisfied with the Board's decision and is a member of the Association, they may elect to initiate further dispute resolution procedures as set out in these Rules.
- (f) If there is no Chief Executive Officer, the Secretary will perform the role of the Chief Executive Officer under this rule.

26.3 Mediation

- (a) This rule only applies if a member is dissatisfied with the decision made by the Board under rule 12(c) or 26.2.
- (b) A member wishing to initiate this appeal procedure must give written notice to the Chief Executive Officer of the parties to, and the details of, the dispute within 21 days of being informed of:
 - (i) the outcome of the Board decision under rule 12(c); or
 - (ii) the outcome of the dispute by the Chief Executive Officer under 26.2(d).

- (c) The Chief Executive Officer must arrange the mediation within 21 days of receiving a notice under rule 26.3(b).
- (d) If there is no Chief Executive Officer, the Secretary will perform the role of the Chief Executive Officer under this rule.
- (e) The party seeking mediation is to pay the costs of the mediation.
- (f) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (g) A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- (h) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (i) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (j) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (k) The mediator must not determine the dispute.
- (l) The mediation must be confidential and without prejudice.

26.4 Inability to resolve disputes

If a dispute cannot be resolved under the procedures set out in rules 26.2 and 26.3, any party to the dispute may seek to resolve the dispute by applying to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

27 FUNDS AND ACCOUNTS

27.1 Financial Records

- (a) The Association must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and

- (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

27.2 Financial Statements and Financial Reports

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting 27.2(a), those requirements include—
 - (i) if the Association is a Tier 1 Association, the preparation of the Financial Statements;
 - (ii) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
 - (iii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
 - (iv) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the Annual General Meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
 - (v) if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the Annual General Meeting of the Association (and a copy of the report of the review or auditor's report, whichever is applicable); and
 - (vi) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

27.3 Review or audit of Financial Statements or Financial Report

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (a) the Association is a Tier 2 or Tier 3 Association;
- (b) the by-laws of the Association require a review or audit;
- (c) the members require a review or audit by resolution at a General Meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

28 FINANCIAL YEAR OF THE ASSOCIATION

The Association's financial year, will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

29 RULES

- (a) These Rules bind every member of and the Association to the same extent as if every member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.
- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time membership commences, to each person who becomes a member under these Rules.
- (c) The Association must keep a current copy of the Rules.
- (d) The Rules of the Association may only be added to, varied or repealed in accordance with the procedure set out in the Act.
- (e) Should any dispute arise between the Association, the Board, a committee or sub-committee, and/or any member as to the correct interpretation of the Rules or any regulations or by-laws made thereunder, such dispute will be determined once and for all by the decision of the Board.

30 BY-LAWS

The Board has the power to make, vary, enforce and rescind any by-laws, regulations or policies that it considers necessary for the effective administration of the Association, provided that no by-law, regulation or policy may be inconsistent with these Rules.

31 SEAL

- (a) If the Association has a common seal on which its corporate name appears in legible characters, the safe keeping of such seal will be the responsibility of the Chief Executive Officer. If at any time there is no Chief Executive Officer, the Secretary will be responsible for the safe keeping of the common seal.
- (b) The common seal must only be affixed to any document by authority of the Board. The Chief Executive Officer of the Association and any member of the Board or two members of the Board must countersign every document to which the seal is affixed.
- (c) The Secretary must keep a register of all documents to which the seal is affixed.

32 CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) The Association must be wound up under rule 32(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:

- (i) an incorporated association under the Act;
- (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
- (iii) a company limited by guarantee that is registered as mentioned in section 150 of *the Corporations Act 2001* (Cth);
- (iv) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001*(Cth);
- (v) a body corporate that:
 - (A) is a member or former member of the Association; and
 - (B) at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- (vi) a trustee for a body corporate referred to in rule 32(c)(v); or
- (vii) a co-operative registered under the *Co-operatives Act 2009* (WA) that, at the time of the distribution, is a non-distributing co-operative as defined in that act.

33 NOTICES

- (a) Any notice or other communication to be given or made under these Rules may be given or made:
 - (i) to the recipient personally;
 - (ii) by sending it by post to the recipient or leaving it at the address of the recipient shown in the register of members or supplied by the recipient for the giving of notices;
 - (iii) by sending it to the fax number shown in the register of members or supplied by the recipient for the giving of notices; or
 - (iv) by sending it electronically to the email address shown in the register of members or supplied by the recipient for the giving of notices.
- (b) Any notice or other communication given or made under rule (1) will be taken to be duly given or made:
 - (i) in the case of personal delivery or being left at the address of the recipient, when delivered;
 - (ii) in the case of delivery by post, one business day after the date of posting;
 - (iii) in the case of fax, on receipt by the sender of a transmission control report from the despatching machine showing the relevant number of pages and the correct destination fax number or name of recipient and indicating that the transmission has been made without error; and
 - (iv) in the case of email, when the transmission has been sent.