



## **RULES OF ASSOCIATION**

**TOODYAY FRIENDS OF THE RIVER INC.**

**2020**

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## PART 1 — PRELIMINARY

### 1. Name of Association

The name of the Association is the Toodyay Friends of the River Inc.

### 2. Objects of Association

The objects of the Association are:

- (1) to provide an organisation in Toodyay, to be known as the Toodyay Friends of the River Inc., that will work towards the conservation and rehabilitation of the Avon River and its environs;
- (2) to help enhance the river environment for the enjoyment of local residents and visitors to the area;
- (3) To provide facilities along the river for the enjoyment of the community that will not compromise the integrity of the river and its environs;
- (4) to work on River Recovery Plans aimed at rehabilitation of the riverine environment;
- (5) to work with the Shire of Toodyay in preparing landscape and amenity plans for the Avon River;
- (6) to encourage group participation by the community in River Recovery projects
- (7) to publish or assist with the publication of news articles, film, literature or electronic presentations that will further the objects of The Friends;
- (8) to encourage partnerships with other environmental groups along the river;
- (9) to work with government and non-government agencies and other environmental groups on projects to enhance the river; and
- (10) to encourage the collection of historical data and to recognise and promote the heritage values of the Avon River and its environs

### 3. Quorum at general meetings

Any five members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

### 4. Quorum at committee meetings

Any four committee members constitute a quorum for the conduct of the business of a committee meeting

### 5. Financial year

The Association's financial year will be the period of 12 months commencing on the first day of July in each year and ending on the last day of June in the following year.

### 6. Powers of Association

Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes.

### 7. Terms used

In these rules, unless the contrary intention appears —

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

**Association** means the Inc. association to which these rules apply;

**books**, of the Association, includes the following —

a register; financial records, financial statements or financial reports, however compiled, recorded or stored; a document; any other record of information;

**by laws** means by-laws made by the Association under 71;

**circulating resolution** is a resolution circulated by electronic means to facilitate decision-making

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

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

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

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

**executive** means the group comprising the president, vice president, secretary and treasurer;

**executive member** means any one of the president, vice president, secretary or treasurer;

**financial records** includes -

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, direct deposits, 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** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**financial year**, of the Association, has the meaning given in rule 5;

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

**member** means a person who is an ordinary member of the Association;

**ordinary committee member** means a committee member who is not an office holder of the Association under rule 28(1)(c);

**ordinary member** means a member with the rights referred to in rule 13(5);

**president** means the committee 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;

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

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

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

**subcommittee** means a subcommittee appointed by the committee under rule 55(1);

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

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

**vice president** means the committee member holding office as the vice president of the Association

**working bee** is an activity of the Association organised for a specific purpose

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

### 8. 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 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, provided that these expenses are authorised by the treasurer (or in the case of expenses incurred by the treasurer, by another member of the Executive) prior to expenditure by the member.

## **PART 3 — MEMBERS**

### **Division 1 — Membership**

#### **9. Eligibility for membership**

- (1) Any person who supports the purposes of the Association is eligible to apply for membership.
- (2) The By-laws of the Association made under rule 71 may require members to hold specified educational, trade or professional qualifications;
- (3) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership; and
- (4) A person under the age of 16 years is not to belong to a class of membership that confers voting rights

#### **10. Applying for membership**

- (1) A person who wants to become a Member must apply in writing to the Association on the application form prescribed in the by-laws of the Association;
- (2) All application forms must be signed by the Applicant; and
- (3) The application form must specify the applicable class of membership

#### **11. Deciding Membership Applications**

- (1) The committee will consider and decide whether to approve or reject any membership application.
- (2) Subject to subrule (3) applications will be considered and decided in the order they are received by the Association.
- (3) When considering a membership application, the committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (4) The committee must not approve a membership application unless the Applicant:
  - (a) meets all the eligibility requirements under rule 9; and
  - (b) applies under rule 10.
- (5) The committee may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under rule 9.
- (6) As soon as is practicable after the committee has made a decision under subrule (1), the committee must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision
- (7) To expedite applications for membership the Secretary may canvass the committee members by electronic mail in accordance with rule 50(3) as to their endorsement or otherwise of an applicant, or may delay the decision to the next management committee meeting of the Association.

#### **12. Becoming a member**

- (1) An Applicant becomes a Member if:
  - (a) the Applicant is eligible for membership under rule 9;
  - (b) the Applicant applies in writing to the Association under rule 10;
  - (c) the Committee approves the Applicant's application for membership under rule (1)); and
  - (d) the Applicant pays any fees due under rule 17.
- (2) The Applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when subrule (1) has been fulfilled.

#### **13. Classes of membership**

- (1) The Association consists of ordinary members provided for in subrule (2) and associate members provided for in subrule (3). A person or group can only belong to one class and category of membership.
- (2) Ordinary members include:
  - (a) Individual members;
  - (b) Family members, that is three or more members of the one family, including children;
  - (c) Honorary Life Members, being persons who have rendered valuable services in furthering the Association's Objects and have been appointed according to procedures outlined in subrule (3);
  - (d) Life Members, being Ordinary Members who have already joined as financial life members prior to 1 July 2020, when this option ceased;

- (3) The Association may have any class of associate membership approved by resolution at a general meeting, including:
  - (a) Junior members, being those members under the age of sixteen; Junior members must be accompanied by a parent or guardian when attending TFOR activities.
  - (b) Body Corporate Members, being any business, firm or corporate organisation.
- (4) To become an Honorary Life Member, a person must first be nominated by resolution of not less than three quarters (75%) of the Members present at a committee meeting to which notice of the proposal has been given as an item of Special Business, then be recommended to the next annual general meeting for election as an Honorary Life Member. The election will be decided by a majority of those Members present at the annual general meeting.
- (5) An ordinary member is entitled to hold office and has full voting rights and any other rights conferred on members by these rules or approved by resolution at general meeting or determined by the committee. All adults covered by a family membership have the rights of individual ordinary members.
- (6) An associate member shall not be entitled to hold office, to vote at general meetings or in any other way take part in the business of the Association, but has all other rights provided to a Member as referred to in subrule (5). All children under the age of sixteen covered by family membership have the rights of associate members.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

#### 14. When membership ceases

- (1) A person ceases to be a member when any of the following takes place:
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) resigns as a Member under rule 15;
  - (d) ceases to be a Member under rule 17(3); or
  - (e) is expelled from the Association under rule 20.
- (2) For a period of one year after a person's membership ends, the secretary must keep a record of:
  - (a) the date on which a person ceases to be a Member under subrule (1); and
  - (b) the reason why the person ceases to be a Member

#### 15. Resignation

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

#### 16. Rights not transferable

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

### Division 2 — Membership fees

#### 17. Membership fees

- (1) The Association at a general meeting must determine the annual membership fee to be paid for membership of the Association.
- (2) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- (3) If a member has not paid the annual membership fee within the period of six months after the due date, the member ceases to be a member on the expiry of that period.
- (4) If a person who has ceased to be a member under subrule (3) offers to pay the annual membership fee after the period referred to in that subrule has expired -
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.



## Division 3 — Register of members

### 18. Register of members

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

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term used

#### 19. Term used: member, and Application of Division

In this Part -

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

### Division 2 — Disciplinary action

#### 20. Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if -
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state -
  - (a) when and where the committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must -
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide -
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 25.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

#### 21. Consequences of suspension

- (1) During the period a member's membership is suspended, the member -
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members -
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

### Division 3 — Resolving disputes

#### 22. Terms used

In this Division -

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

***party to a dispute*** includes a person -

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

### **23. 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.

### **24. 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.

### **25. 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 24, any party to the dispute may start the grievance procedure by giving written notice to the secretary of -
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state -
  - (a) when and where the committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If -
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under rule 28,the committee must not determine the dispute.

### **26. Determination of dispute by committee**

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must -
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 28.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## Division 4 — Mediation

### 27. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator -
  - (a) by a member under rule 20(7); or
  - (b) by a party to a dispute under rule 25(5)(b)(ii) or 26(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 28.

### 28. Appointment of mediator

- (1) The mediator must be a person chosen -
  - (a) if the appointment of a mediator was requested by a member under rule 20(7) - by agreement between the Member and the committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 25(5)(b)(ii) or 26(3) - by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by -
  - (a) a member under rule 20(7); or
  - (b) a party to a dispute under rule 25(5)(b)(ii); or
  - (c) a party to a dispute under rule 26(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not -
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### 29. 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.
- (7) Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

### 30. 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 20(7); and
  - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — COMMITTEE**

### **Division 1 — Powers of committee**

#### **31. Committee**

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.

### **Division 2 — Composition of committee and duties of members**

#### **32. Committee members**

- (1) The committee members consist of —
  - (a) the office holders of the Association;
  - (b) the subsidiary office holders; and
  - (c) at least one ordinary committee member.
- (2) The committee must determine the maximum number of members who may be ordinary committee members and the roles of the subsidiary office holders for the following year.
- (3) The following are the office holders of the Association -
  - (a) the president;
  - (b) the vice-president;
  - (c) the secretary;
  - (d) the treasurer.
- (4) The subsidiary office holders of the Association will include the seed orchard coordinator and may include-
  - (a) the project officer;
  - (b) the publications officer;
  - (c) the information technology officer
  - (d) any other position deemed appropriate by the committee
- (5) A person may be a committee member if the person -
  - (a) is an ordinary member of the Association
  - (b) has completed and signed the appropriate Nomination Form as specified in the by-laws
- (6) The office holders may also be a subsidiary office holder; and
- (7) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

#### **33. President**

The president has the following duties -

- (1) provide leadership and encourage members to progress within the guidelines of the rules of the Association;
- (2) promote the image of the Association, to ensure the support of the local community;
- (3) consult with the secretary regarding the business to be conducted at each committee meeting and general meeting;
- (4) make public statements or comments on behalf of the Association; and
- (5) execute the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules;

#### **34. Vice president**

The vice president has the following duties -

- (1) may, on the direction of the president or, in the absence of that direction the committee, resume the role of president of the Association to undertake those duties outlined in rule 33, until such time as the president is again able to resume that role;
- (2) ensure working bees are appropriately organised and resourced
- (3) may be allocated specific duties by the president or by the committee, and shall take responsibility for ensuring such duties are carried out; and
- (4)

### 35. Secretary

The secretary has the following duties -

- (1) dealing with the Association's correspondence;
- (1) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (2) preparing the notices required for meetings and for the business to be conducted at meetings;
- (3) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (4) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (5) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (6) 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;
- (7) maintaining full and accurate minutes of committee meetings and general meetings;
- (8) carrying out any other duty given to the secretary under these rules or by the committee.

### 36. Treasurer

The treasurer has the following duties -

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

### 37. Subsidiary Officers

The subsidiary officers roles shall be described in the by-laws of the Association.

## Division 3 — Election of committee members and tenure of office

### 38. How members become committee members

A member becomes a committee member if the member -

- (a) is elected to the committee at a general meeting; or
  - (b) is appointed to the committee by the committee to fill a casual vacancy under rule 44. Nomination of committee members
- (1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members -
    - (a) calling for nominations for election to the committee; and
    - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
  - (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting
  - (3) A member may nominate for more than one specified position.
  - (4) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 39(2) or 40(2)(b).

### **39. Election of office holders**

- (1) At the annual general meeting, a separate election must be held for each position of office holder and the subsidiary office holders of the Association.
- (2) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (3) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (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 committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) The president shall only be eligible for election for three (3) consecutive years, after which they shall stand aside. They shall be eligible to stand for any other committee position, including vice-president. After a period of one (1) year out from presidency they shall again be eligible to be elected as president.
- (7) A member who has nominated for the position may vote for himself or herself.
- (8) On the member's election, the new president of the Association may take over as the chairperson of the meeting.

### **40. Election of ordinary committee members**

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

### **41. Term of office**

- (1) The term of office of a committee member begins when the member -
  - (a) is elected at an annual general meeting or under subrule 42(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 44.
- (2) Subject to rule 43, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) Committee members may be re-elected; except
- (4) The president shall only be eligible for election for a term of three (3) consecutive years, after which time that member must stand down. After a term of one (1) year out of that position that member shall again be eligible to stand for the position  
After standing down from the position of president that member is eligible for election to any other position on the committee that is declared vacant.

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

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect -
  - (a) when the notice is received by the secretary or president; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution -
  - (a) remove a committee member from office; and
  - (b) elect a member who is eligible under rule 32(5) to fill the vacant position.

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

#### 43. When membership of committee ceases

A person ceases to be a committee member if the person -

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 42; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the president or secretary that the person will be unable to attend.

#### 44. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 32(5) to fill a position on the committee that -
  - (a) has become vacant under rule 43; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 42(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 32(5) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 51, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 51, the committee may act only for the purpose of -
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

#### 45. Validity of acts

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

#### 46. Payments to committee members

- (1) In this rule -
  - committee member** includes a member of a subcommittee;
  - committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred in connection with the Association's business other than for committee or general meetings or working bees. Payments must be approved in advance in accordance with Rule 8(3)(d)
  - (a) .

### Division 4 — Committee meetings

#### 47. Committee meetings

- (1) The committee must meet at least 4 times in each year on the dates and at the times and places determined by the committee.
- (2) Special committee meetings may be convened by the president or any 2 committee members.

#### 48. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.



- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

#### 49. Procedure and order of business

- (1) The president or, in the president's absence, the vice-president must preside as chairperson of each committee meeting.
- (2) If the president and vice-president are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee meeting -
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

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

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (3) In the case of approving or rejecting applications for membership, the secretary may contact committee members by electronic means and the committee member be asked to either accept or reject an application. Any committee member may ask for the decision to be deferred to the next management committee meeting.
- (4) Where it is necessary to make decisions without being simultaneously in contact, electronic mail is a viable means for the committee to communicate and to make decisions about the Association's activities.
- (5) Where a formal resolution is needed this shall be made through a circulating resolution, whereas:
  - (a) the circulating resolution requires that the proposed resolution be sent (along with any other information or documentation that relates to the matter) to all members;
  - (b) the secretary shall outline a process for the members to communicate with each other about the resolution and a time frame for proposing any amendments and for voting on the resolution;
  - (c) after the deadline has passed the votes will be counted and the decision made as per usual decision-making rules; people who have not responded will be counted as abstaining from the vote;
  - (d) the secretary or president will communicate the decision to committee members and the secretary will file the individual forms;
  - (e) if a committee member does not have appropriate electronic communication the secretary shall make alternative arrangements so that the committee member can participate in the decision-making.
- (6) Special resolutions may not be decided by a circulating resolution unless legislation permits this to happen.

#### 51. Quorum and frequency for committee meetings

- (1) Subject to rule 44(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting -
  - (a) in the case of a special meeting - the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to within the following week.
- (3) If -
  - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
  - (b) at least 2 committee members are present at the meeting,
 those members present are taken to constitute a quorum.

- (4) Committee meetings shall be held at least four times in each year

## 52. Voting at committee meetings

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

## 53. Solvency statement

- (1) The committee must pass a solvency statement by resolution not more than 30 days before each annual general meeting.
- (2) The solvency statement must:
  - (a) state that the committee has examined the affairs of the Association; and
  - (b) show whether or not the committee is of the opinion there are reasonable grounds for believing that the Association will be able to pay or meet its debts and liabilities as and when they become payable

## 54. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following -
  - (a) the names of the committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 49(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The president must ensure that the minutes of a committee meeting are reviewed and signed as correct by -
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that -
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## Division 5 — Subcommittees and subsidiary offices

### 55. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following -
  - (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee shall include at least one member of the committee and may consist of any number of people, whether or not members, that the committee considers appropriate.
- (3) Subject to any directions given by the committee -
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

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

- (1) In this rule -

**non-delegable duty** means a duty imposed on the committee by the Act or another written law.

- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than -

- (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
  - (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
  - (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
  - (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
  - (7) The committee may, in writing, amend or revoke the delegation.

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

### **57. Annual general meeting**

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows -
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider -
    - (i) the committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) 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 and ancillary office holders of the Association and other committee members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **58. Special general meetings**

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must -
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) -
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

### **59. Notice, business and frequency of general meetings**

- (1) The secretary or, in the case of a special general meeting convened under rule 58(5), the members convening the meeting, must give to each member -
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

- (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must -
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule (b)(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 58(7)
- (3) The business of an ordinary general meeting is as follows -
  - (a) to confirm the minutes of the previous general meeting and of any sub-committee meeting held since then;
  - (b) deal with any business arising from the previous minutes
  - (c) to receive and consider -
    - (i) correspondence of the Association referred to the general meeting by the committee;
    - (ii) the financial summary from the Treasurer;
    - (iii) the project officer's report;
    - (iv) any other reports;
    - (v) any general business for which notice has been given; and
    - (vi) any other business of an urgent nature
- (4) The Association shall conduct ordinary General meetings at least two times in each financial year.

## 60. Proxies

- (1) Proxies are not permitted at any general or committee meeting.

## 61. 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.
- (3) Where it is necessary to make decisions without being simultaneously in contact, electronic mail is a viable means for the committee to communicate and to make decisions about the Association's activities.
- (4) Where a formal resolution is needed this shall be made through a circulating resolution, whereas:
  - (f) the circulating resolution requires that the proposed resolution be sent (along with any other information or documentation that relates to the matter) to all members;
  - (g) the secretary shall outline a process for the members to communicate with each other about the resolution and a time frame for proposing any amendments and for voting on the resolution;
  - (h) after the deadline has passed the votes will be counted and the decision made as per usual decision-making rules; people who have not responded will be counted as abstaining from the vote;
  - (i) the secretary or president will communicate the decision to committee members and the secretary will file the individual forms;
  - (j) if a committee member does not have appropriate electronic communication the secretary shall make alternative arrangements so that the committee member can participate in the decision-making.
- (5) Special resolutions may not be decided by a circulating resolution unless legislation permits this to happen.

## 62. Presiding member and quorum for general meetings

- (1) The president or, in the president's absence, the vice-president must preside as chairperson of each general meeting.
- (2) If the president and vice-president are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The quorum for general meetings is five (5) (Rule (3))
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (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 in the following week; and

(ii) the same place, unless the president 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.

### 63. 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 59.

### 64. Voting at general meeting

- (1) On any question arising at a general meeting -
  - (a) subject to subrule (6), each ordinary member has one vote
- (2) Deleted
- (3) Deleted
- (4) Deleted
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) In the case of a special resolution the resolution is carried if at least 75% of the members present vote in favour of the motion.
- (7) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (8) 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.
- (9) For a person to be eligible to vote at a general meeting as an ordinary member,
  - (a) must have been an ordinary member at the time notice of the meeting was given under rule 59; and
  - (b) must have paid any fee or other money payable to the Association by the member.

### 65. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting -
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) A special resolution is required if the intention is to change the Rules of Association as per Rule 80
- (3) Subrules (1) & (2) do not limit the matters in relation to which a special resolution may be proposed.

### 66. 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.

## **67. Minutes of general meeting**

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record -
  - (a) the names of the ordinary members attending the meeting; and
  - (b) the financial statements or financial report presented at the meeting, as referred to in rule 57(3)(b)(ii); and
  - (c) 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 57(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 president must ensure that the minutes of a general meeting are reviewed and signed as correct by -
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that -
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 68. Source of funds

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

### 69. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to make payments from the funds of the Association using electronic means, subject to sub rule (5);
- (4) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (5) All cheques, electronic funds transfers, direct deposits, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by -
  - (a) 2 committee members; or
  - (b) one committee member and a person authorised by the committee
  - (c) in the case of an electronic funds transfer, two or more committee members approved by the committee must digitally sign each and every transaction.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### 70. Financial statements and financial reports

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

## PART 8 — GENERAL MATTERS

### 71. By-laws

- (1) The Association may, by resolution at a committee meeting, make, amend or revoke by-laws.
- (2) By-laws may -
  - (a) provide for the rights and obligations that apply to the membership approved under rule 13(3); and
  - (b) impose restrictions on the committee's powers, including the power to dispose of the Association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
  - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws;
  - (e) include forms to be used by the Association such as membership application and committee nominations
  - (f) include role descriptions for the subsidiary office holder.
- (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

### 72. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by -
  - (a) 2 committee members; or
  - (b) one committee member and a person authorised by the committee.
- (2) If the Association has a common seal -
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of -
    - (i) 2 committee members; or
    - (ii) one committee member and a person authorised by the committee,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

### 73. 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.

### 74. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years, and then forwarded to the Toodyay Historical Society Inc. for archiving.



## 75. Record of office holders

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

## 76. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect -
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) If a member requests the Association provide them with a copy of the records, the Association may charge the member a reasonable amount for that provision.
- (7) The Secretary shall record in the minutes of the next committee or general meeting each request for inspection under this rule or the provision of a copy under subrule (6)
- (8) 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.

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

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

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

## 78. 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 with reference to 24(1) of the Act, outlined in subrule 3.
  - (3) surplus property can only be distributed 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.

## **79. 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.

## **SCHEDULE 1**

### **Forms**

**Relevant forms are included in the by-laws**