



# Rules of Association

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## Table of Contents

1. Terms used .....	3
2. Financial year.....	4
3. Purpose of the Society .....	4
4. Powers of the Association.....	4
PART 2 — NOT FOR PROFIT BODY .....	4
5. Not-for-profit body .....	4
PART 3 — MEMBERS .....	5
6. Eligibility for membership .....	5
7. Applying for membership .....	5
8. Membership applications .....	5
9. Becoming a member.....	5
10. Classes of Membership.....	6
11. When membership ceases .....	6
12. Resignation .....	6
13. Rights not transferable .....	7
14. Membership fees.....	7
15. Register of members .....	7
PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION .....	7
16. Term used: .....	7
17. Disciplinary Action - Suspension or expulsion.....	8
18. Disciplinary Action - Consequences of Suspension .....	8
19. Resolving Disputes - Parties to Attempt to Resolve Dispute .....	8
20. Resolving Disputes - How grievance procedure is started.....	8
21. Resolving Disputes - Determination of dispute by Committee.....	9
22. Mediation - Application.....	9
23. Mediation - Appointment of mediator .....	9
24. Mediation - Process.....	10
25. Mediation - If mediation results in decision to suspend or expel being revoked.....	10
PART 5 — COMMITTEE .....	10
26. Powers of Committee .....	10
27. Committee members .....	10
28. Chairperson (President).....	11
29. Secretary .....	11
30. Treasurer .....	12
31. How members become Committee members .....	12
32. Nomination of Committee members .....	12
33. Election of office holders.....	12
34. Election of ordinary Committee members .....	13
35. Term of office.....	13
36. Resignation and removal from office .....	13
37. When membership of Committee ceases .....	13

38. Filling casual vacancies .....	14
39. Validity of acts .....	14
40. Payments to Committee members .....	14
41. Committee meetings.....	14
42. Notice of Committee meetings.....	14
43. Procedure and order of business .....	15
44. Use of technology to be present at Committee meetings.....	15
45. Quorum for Committee meeting .....	16
46. Voting at Committee meetings.....	16
47. Minutes of Committee meetings .....	16
PART 6 — SUB-COMMITTEES AND SUBSIDIARY OFFICES.....	17
48. Sub-Committees and subsidiary offices .....	17
49. Delegation to Sub-Committees and holders of subsidiary offices.....	17
PART 7 — GENERAL MEETINGS OF ASSOCIATION.....	17
50. Annual General Meeting .....	17
51. Special General Meetings.....	18
52. Notice of General Meetings.....	18
53. Use of Technology to be Present at General Meetings .....	18
54. Presiding Member and Quorum for General Meetings .....	18
55. Adjournment of General Meeting.....	19
56. Voting at General Meetings.....	19
57. When Special Resolutions are required .....	19
58. Determining Whether Resolution Carried .....	19
59. Minutes of General Meeting .....	20
PART 8 — FINANCIAL MATTERS.....	20
60. Source of funds .....	20
61. Control of funds .....	20
62. Financial Statements and Financial Reports.....	21
PART 8 — GENERAL MATTERS.....	21
63. By-laws .....	21
64. Trustees.....	21
65. Executing Documents and Common Seal .....	21
66. Giving notices to members .....	22
67. Custody of books and securities.....	22
68. Record of Office Holders.....	22
69. Inspection of records and documents.....	23
70. Publication by Committee Members of Statements about Society Business Prohibited .....	23
71. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up .....	23
72. Alteration of rules .....	23
73. Alteration of the Name, Objects or Purposes of the Society.....	23

## PART 1 — PRELIMINARY

### 1. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*.

**Books**, of the Society, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information.

**By-laws** means by-laws made by the Society under rule 63.

**Chairperson** means the Committee member holding office as the Chairperson of the Society, and who, by virtue of that office, is deemed to be the President of the Society.

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

**Committee** means the Executive Management Committee of the Society.

**Committee member** means a member of the Committee.

**Financial records** include —

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

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

**Financial year** of the Society is the 1<sup>st</sup> of February in each year to the 31<sup>st</sup> of January in the succeeding year.

**General meeting** means a meeting of the Society that all members are entitled to receive notice of and to attend.

**Member** means a person (including an organisation) who is an ordinary member or an associate member of the Society.

**Membership year** is the 1<sup>st</sup> of February in each year to the 31<sup>st</sup> of January in the succeeding year.

**Ordinary Committee member** means a Committee member who is not an office holder of the Society under rule 27(3).

**Ordinary Member** means a member with the rights referred to in rule 9

**President** is the Committee member holding the office of Chairperson of the Society; **Vice President** is the person holding the office of Deputy Chairperson of the Society; **Immediate Past President** is the person who last held the position of Chairperson/President of the Society.

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

**Rules** means these rules of the Society “The Constitution” as in force for the time being.

**Secretary** means the Committee member holding office as the Secretary of the Society.

**Society** means “*The Albany Agricultural Society Incorporated*”.

**Special General Meeting** means a General Meeting of the Society other than the Annual General Meeting.

**Special resolution** means a resolution passed by the members at a General Meeting in accordance with section 51 of the Act.

**Sub-Committee** means a Sub-Committee appointed by the Committee under rule 48(1)~~(a)~~.

**Tier 1, tier 2 and tier 3 associations** mean incorporated associations to which sections 64(1), 64(2) or 64(3) of the Act applies.

**Treasurer** means the Committee member holding office as the Treasurer of the Society.

**The name of the association** is the Albany Agricultural Society Incorporated (“the Society”).

**Trustees:** means three (3) persons appointed from time to time to be Trustees of the Society.

## 2. Financial year

- (1) The financial year of the Society runs from 1<sup>st</sup> February in each year to the 31<sup>st</sup> January in the succeeding year.

## 3. Purpose of the Society

- (1) To promote, encourage and assist the development of the resources of Albany and the Great Southern Region with emphasis on Agriculture.
- (2) To conduct, hold and promote shows, exhibitions and activities which encourage and recognise excellence in agriculture and related industries through competitions, displays and educational opportunities, in doing so, promoting the health and wellbeing of the Community.
- (3) To bring economic and social benefit to the Great Southern Region and community by attracting visitors and providing opportunities for the local community to come together to celebrate the district's lifestyle, heritage and culture.
- (4) To work in collaboration with the Regional local governments, local service clubs and other relevant stakeholders to provide a showground facility that is safe and accessible.
- (5) To develop young leaders who work to promote regional development and any other activities that provide opportunities to rural youth.
- (6) To recognise the importance of local volunteers and provide support to the community.
- (7) To do all such things as are incidental or conducive to the attainment of its objects

## 4. Powers of the Association

- (1) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for any of the purposes aforesaid.
- (2) To borrow or raise or secure the payment of money for any of the purposes aforesaid in such manner as the Society thinks fit.
- (3) To sell, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the society.
- (4) To accept subscriptions and donations whether real or personal estate and devises and bequests for any of the purposes aforesaid.
- (5) To invest and deal with the moneys of the Society not immediately required in such manner as may from time to time be determined.
- (6) It is the intention that each and all of the powers specified in the preceding sub-clauses shall be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or of the main object as first mentioned.

## PART 2 — NOT FOR PROFIT BODY

### 5. Not-for-profit body

- (1) The property and income of the Society must be applied solely towards the promotion of the objects or purposes of the Society 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 Society only if it is authorised under rule 5(3).
- (3) A payment to a member out of the funds of the Society is authorised if it is preauthorised and—
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business; or
  - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society.

#### Note for this rule-

Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

**Act Requirements – Powers of Incorporated Association** - Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes. Section 14(1)(a)-(g) provides particular examples.

## PART 3 — MEMBERS

**Act Requirements - Membership** - Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

*Act Requirements – Liabilities of the association* - Under section 19 of the Act a member of the management committee, trustee or a member of the association is not liable in respect of the liabilities of the association. This does not apply to liabilities incurred by or on behalf of the association prior to incorporation.

*Guidance Note – Liability of Members* - A member is only liable for their own outstanding membership fees (if any) payable under rule 12.

### 6. Eligibility for membership

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

**Guidance Note – Eligibility for membership**

- *The by-laws may require members to hold specified educational, trade or professional qualifications.*
- *The association must comply with all legal and regulatory obligations that may apply to the association under any other law when assessing eligibility of an applicant for membership.*

### 7. Applying for membership

- (1) A person or organisation who wants to become a member must apply in writing to the Society.
- (2) An organisation must nominate, in writing, a representative to exercise the rights of membership, which includes the rights to be elected to any office, if permitted by the membership class.
- (3) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- (4) At the time of application, the person becoming the member must agree to comply with the terms and conditions of membership and pay all applicable membership fees.

### 8. Membership applications

- (1) Membership applications will be processed after a written application and applicable fees have been received by an officer of the Society.
- (2) An applicant becomes a member upon issue of a receipt indicating that the application has been accepted.
- (3) The committee must not accept an application unless the applicant —
  - (a) is eligible under rule 7(3); and
  - (b) has applied under rule 7(4).
- (4) The committee may reject an application even if the applicant —
  - (a) is eligible under rule 7(3); and
  - (b) has applied under rule 7(4).
- (5) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (6) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

### 9. Becoming a member

- An applicant for membership of the Association becomes a member when —
- (a) the committee accepts the application; and
  - (b) the applicant pays any membership fees payable to the Association under rule 14.

**Guidance Note – Becoming a member** - The applicant immediately becomes a member, when rule 7 has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules.

**Act requirement – Member to receive rules** – section 36(1)(b) of the Act provides that the association must give each person who become a member of the association of copy of the rules in force at the time their membership commences.

**Guidance note – Format of rules provided** - It is acceptable for the association to provide a copy of the rules to new members by electronic transmission or providing the details for the website whether the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.

## 10. Classes of Membership

- (1) The Society consists of ordinary members and associate members provided for under rule 10(2).
- (2) The Society may have any class of membership approved by resolution at a General Meeting as set out in the Society's by-laws.
- (3) **Life Members.** A person who is recommended to the committee prior to and for endorsement at the Annual General Meeting may be appointed an honorary Life Member of the Society in recognition of meritorious service rendered to the Society. A life member, while his or her name is in the Register, is not to pay an annual subscription, but in every other respect shall be deemed to be an ordinary member. If a Life Member ceases by reason of expulsion, he or she shall cease to be a Life Member and shall be removed from the Register as a Life Member.
- (4) **Financial Life Members.** An individual who has prepaid the appropriate fee is an ordinary member with no ongoing annual fee and receives the benefits agreed to at the time of purchase.
- (5) An individual who has not reached the age of 15 years is only eligible to be an associate member.
- (6) A person can only be an ordinary member or belong to one class of associate membership.
- (7) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a General Meeting or determined by the Committee.
- (8) An associate member has the rights referred to in rule 10(2) other than full voting rights.
- (9) The number of members of any class is not limited unless otherwise approved by resolution at a General Meeting.

## 11. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) the person resigns from the Society under rule 12;
  - (d) the person is expelled from the Society under rule 17;
  - (e) the person ceases to be a member under rule 14(4).
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of—
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## 12. Resignation

- (1) A member may resign from membership of the Society 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 Society remains liable for any fees that are owed to the Society (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Society in a court of competent jurisdiction as a debt due to the Society.

### 13. Rights not transferable

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

### 14. Membership fees

- (1) The Committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Society.
- (2) The fees determined under rule 14(1) may be different for different classes of membership.
- (3) The Society's membership year runs from 1<sup>st</sup> February to 31<sup>st</sup> January in the succeeding year. A member must pay the annual membership fee to the Treasurer or another person authorised by the Committee to accept payments by 1<sup>st</sup> February, or the due date determined by the Committee.
- (4) If a member has not paid the annual membership fee within three months after the due date, the member ceases to be a member on the expiry of that period.

### 15. Register of members

#### **Act Requirements – Register of members**

*Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.*

*Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.*

*Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.*

*Under section 56 of the Act the management committee is authorised by to determine a reasonable charge for providing a copy of the register.*

- (1) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Society under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Society.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the office of the Society.
- (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.
  - (c) in reference to rule 15(5)(a) or rule 15(5)(b), 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 relates to the affairs of the Society.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### 16. Term used:

In this part -

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

**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

## 17. Disciplinary Action - Suspension or expulsion

- (1) The Committee may decide to suspend a member's membership or to expel a member from the Society if —
  - (a) the member contravenes any of these rules or conditions of membership; or
  - (b) the member acts detrimentally to the interests of the Society.
- (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 and/or 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 and/or 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 Society
- (5) A decision of the Committee to suspend the member's membership or to expel the member from the Society 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 Society may, within 14 days after receiving notice of the Committee's decision under rule 17(6), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under rule 17(7), the member who gives the notice and the Committee are the parties to the mediation.

**Guidance Note – Suspension or expulsion of a Member** - *Once the committee has decided to suspend or expel a member under rule 17(5) the member is immediately suspended or expelled.*

## 18. Disciplinary Action - Consequences of Suspension

- (1) During the period a member's membership is suspended, the member:
  - (a) loses any rights (including voting rights) arising because of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Society.
- (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.

## 19. Resolving Disputes - Parties to Attempt to Resolve Dispute

- (1) The procedure set out in this part (the grievance procedure) applies to disputes:
  - (a) between members; or
  - (b) between one or more members and the Society.
- (2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

## 20. Resolving Disputes - How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - (a) the parties to the dispute; and



- (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the Committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (5) If —
  - (a) the dispute is between one or more members and the Society; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Committee; and
    - (ii) requests the appointment of a mediator under rule 23, the Committee must not determine the dispute.

## 21. Resolving Disputes - 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 and/or 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 rule 21(1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under rule 21(3), each party to the dispute is a party to the mediation.

## 22. Mediation - Application

- (1) Mediation applies if written notice has been given to the Secretary requesting the appointment of a mediator —
  - (a) by a member under rule 17(7); or
  - (b) by a party to a dispute under rule 20(5)(b)(ii) or rule 21(3).
- (2) If this applies, a mediator must be chosen or appointed under rule 23.

## 23. Mediation - 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 17(7) — by agreement between the Member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or rule 20(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of rule 23(1)(a) or rule 23(1)(b), then, subject to rule 23(3) and rule 23(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 17(7); or
  - (b) a party to a dispute under rule 20(5)(b)(ii); or
  - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Society.
- (4) The person appointed as mediator by the Committee may be a member or former member of the Society but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## 24. Mediation - Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (7) If the dispute has not been resolved under the procedure provided for, then an application may be made to the State Administrative Tribunal to have a dispute determined.

## 25. Mediation - If mediation results in decision to suspend or expel being revoked

If mediation takes place because a member whose membership is suspended or who is expelled from the Society gives notice under rule 17(7), and 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

### 26. Powers of Committee

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

### 27. Committee members

- (1) The Committee members consist of —
  - (a) the office holders of the Society;
  - (b) the immediate past Chairperson/President of the Society;
  - (c) at least three (3) ordinary Committee members
  - (d) Secretary - staff appointments by virtue of their office as ex-officio members non-voting
  - (e) Treasurer – staff appointment by virtue of their office as ex-officio members non-voting
- (2) The Committee must determine the maximum number of members who may be ordinary Committee members.
- (3) The following are the office holders of the Society —
  - (a) the Chairperson (a Chairman is, by virtue of that office, deemed to be the President of the Society and the Executive Management Committee);
  - (b) the Deputy Chairperson (a Deputy Chairman is, by virtue of that office, deemed to be the Senior Vice President of the Society and the Executive Management Committee);
  - (c) Junior Vice President
  - (d) the Secretary; (non-voting)
  - (e) the Treasurer. (non-voting)
- (4) A person may be a Committee member if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) an ordinary member, or
  - (c) a staff appointment, in an ex-officio capacity.
- (5) A person must not hold two or more of the offices mentioned in rule 27(3) at the same time.

**Act Requirements – Persons who are not to be members of Committee**

*Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:*

*a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;*

*a person who has been convicted, within or outside the State, of-  
an indictable offence in relation to the promotion, formation or management of a body corporate; or  
an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or*

*an offence under Part 4 Division 3 or section 127 of the Act*

*Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.*

**Act Requirements - Duties of Committee Members and Officers**

*Section 3 of the Act provides a definition of "officer". The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position*

*Under section 44 of the Act an officer of an association 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 if that person-*

*were an officer of the association in the association's circumstances; and  
occupied the office held by, and had the same responsibilities within the association as, the officer.*

*Under section 45 of the Act an officer of an association 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.*

*Under section 46 an officer of an association must not improperly use his or her position to-  
gain an advantage for the officer or another person; or*

*cause detriment to the Association.*

*Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-*

*gain an advantage for the person or another person; or*

*cause detriment to the Association.*

**28. Chairperson (President)**

- (1) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Committee meeting and General Meeting.
- (2) The Chairperson has the powers and duties relating to convening and presiding at Committee meetings and presiding at General Meetings provided for in these rules.

**29. Secretary**

The Secretary has the following duties —

- (1) dealing with the Society's correspondence;
- (2) consulting with the Chairperson regarding the business to be conducted at each Committee meeting and General Meeting;
- (3) preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) unless another member is authorised by the Committee to do so, maintaining on behalf of the Society the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (5) maintaining on behalf of the Society an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (6) unless another member is authorised by the Committee to do so, maintaining on behalf of the Society a record of Committee members and other persons authorised to act on behalf of the Society, as required under section 58(2) of the Act;
- (7) ensuring the safe custody of the books of the Society, other than the financial records, financial statements and financial reports, as applicable to the Society;
- (8) maintaining full and accurate minutes of Committee meetings and General Meetings;

- (9) maintaining a separate register of meeting resolutions which give binding direction to the Committee until such time they are revoked at a duly convened meeting or lapse due to time expiry;
- (10) carrying out any other duty given to the Secretary under these rules or by the Committee.

**Guidance note – Record of Office Holders** - detailed information about what must be included in the record of office holders is included under rule 68.

### 30. Treasurer

The Treasurer has the following duties —

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

### 31. How members become Committee members

A member becomes a Committee member if the member —

- (1) is elected to the Committee at a General Meeting; or
- (2) is appointed to the Committee by the Committee to fill a casual vacancy under rule 38.

### 32. Nomination of Committee members

- (1) At least 14 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;
  - (b) and stating the date by which nominations must be received by the Secretary to comply with rule 32(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 3 days before the Annual General Meeting.
- (3) The written notice must include a signature by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Society and/or to be an ordinary Committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Committee unless the member is nominated under rule 33(2) or rule 34(2)(b).

### 33. Election of office holders

- (1) At the Annual General Meeting, a separate election must be held for each position of office holder of the Society, which is not a designated staff position. Elected office holders are eligible for re-election for a maximum term of three consecutive years.
- (2) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one (1) member has nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one (1) 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 (1) member who has nominated for the position.

- (6) A member who has nominated for the position may vote for himself or herself.
- (7) Existing office holders shall hold office until the close of the meeting at which their successors are appointed.

#### 34. Election of ordinary Committee members

- (1) At the Annual General Meeting, the Society must decide by resolution the number of ordinary Committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary Committee member is not greater than the number to be elected, the Chairperson of the meeting —
  - (a) must declare each of those members to be elected to the position; and
  - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under rule 34(2)(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 rule 34(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.

#### 35. Term of office

- (1) The term of office of a Committee member begins when the member —
  - (a) is elected at an Annual General Meeting or under rule 36(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 38.
- (2) Subject to rule 37, a Committee member holds office for a 1-year term until the positions on the Committee are declared vacant at the relevant Annual General Meeting.
- (3) A Committee member is eligible for re-election and may be re-elected.

**Guidance Note – Committee members upon incorporation** - *The committee members appointed on incorporation of the association will hold office until the conclusion of the first annual general meeting of the association and will be eligible for re-election.*

#### 36. Resignation and removal from office

- (1) A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the Secretary or Chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a General Meeting, the Society may by resolution —
  - (a) remove a Committee member from office; and
  - (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
- (4) A Committee member who is the subject of a proposed resolution under rule 36(3)(a) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the members.
- (5) The Secretary or Chairperson may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the General Meeting at which the resolution is to be considered.

#### 37. When membership of Committee ceases

- (1) A person ceases to be a Committee member if the person —
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the Committee or is removed from office under rule 36; or
  - (c) ceases to be employed as an officer holder or Committee staff appointment; or
  - (d) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;

- (e) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
  - (f) fails to attend five consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- (2) Where a person ceases to be a Committee member, that person as soon as practicable, must deliver all the relevant documents and records they hold pertaining to the management of the Society's affairs to a Committee member.

Note for this rule:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

**Act requirements – handing over documents and records** – where a person ceases to be a member of the association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the association's affairs.

### 38. Filling casual vacancies

- (1) The Committee may appoint a member who is eligible under rule 27(4) to fill a position on the Committee that —
  - (a) has become vacant under rule 37; or
  - (b) was not filled by election at the most recent Annual General Meeting or under rule 36(3)(b).
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 27(4) to fill the position or to make a staff appointment within 28 days after the vacancy arises, or
- (3) Subject to the requirement for a quorum under rule 45, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee members than required for a quorum under rule 45, the Committee may act only for the purpose of:
  - (a) appointing Committee members under this rule; or
  - (b) convening a General Meeting.

### 39. Validity of acts

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

### 40. Payments to Committee members

In this rule —

**committee member** includes a member of a subcommittee;

**committee meeting** includes a meeting of a subcommittee.

- (1) A Committee or Sub-Committee member is entitled to be paid out of the funds of the Society for any out-of-pocket expenses properly incurred in connection with the Society's business only if the payment made in accordance with rule 5(3) and is pre authorised by a resolution of the Society.
- (2) Committee staff appointments are remunerated in accordance with their employment contract.

### 41. Committee meetings

- (1) The Committee must meet at least four times and as often as necessary for the transaction of businesses in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the Annual General Meeting at which the Committee members are elected.
- (3) Special Committee meetings may be convened by the Chairperson or any two (2) Committee members.

### 42. Notice of Committee meetings

- (1) Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting. Notice need not be given for any meeting which is fixed by any resolution of the Committee as a day whereon meetings are to be regularly held.

- (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 rule 42(4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) 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 consider that business.

#### 43. Procedure and order of business

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Committee meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- (5) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under rule 43(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.

*Act Requirements -Material Personal Interests of Committee Members*

*Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:*

*as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;*

*disclose the nature and extent of the interest at the next general meeting of the association*

*Under section 42(3) of the Act this rule does not apply in respect of a material personal interest that exists only because the member-*

*is an employee of the incorporated association; or*

*is a member of a class of persons for whose benefit the association is established; or*

*that the member has in common with all, or a substantial proportion of, the members of the Association.*

*Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.*

*Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.*

- (7) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of their interest to the Committee as soon as they become aware of that interest. The nature of the material personal interest must be recorded in the minutes of the meeting at which the disclosure is made and reported on at the next General Meeting of the Society.
- (8) A member of the Committee who has a material personal interest in a matter must not be present while the matter is being considered at the meeting or vote on the matter.
- (9) Rule 43(7) above does not apply in respect of a material personal interest that exists only because the member is an employee of the Society or is a member of a class of persons for whose benefit the Society is established, or that the member has in common with all, or a substantial proportion of, the members of the Society.

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

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

- (2) A member who participates in a Committee meeting as allowed rule 44(1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### 45. Quorum for Committee meeting

- (1) Subject to rule 38(4), no business is to be conducted at a Committee meeting unless a quorum is present.
- (2) Five (5) members or 50% + 1 (whichever is the lesser) shall form a quorum. 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 the same time, day and place in the following week.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under rule 45(2)(b); and
  - (b) at least four (4) Committee members are present at the meeting, those members present are taken to constitute a quorum.

#### 46. Voting at Committee meetings

- (1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) Ex-officio staff Committee members are not entitled to a vote at Committee meetings.
- (3) A motion is carried if a majority (51%) of the Committee members present at the Committee meeting vote in favour of the motion.
- (4) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) 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.
- (6) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

#### 47. Minutes of Committee meetings

- (1) The Chairperson must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 43(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee meeting must be entered in the Society's minute book within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next Committee meeting.
- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and (c) any appointment purportedly made at the meeting was validly made.

Note for this rule:

Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.



## PART 6 — SUB-COMMITTEES AND SUBSIDIARY OFFICES

### 48. Sub-Committees and subsidiary offices

- (1) To help the Executive Management Committee in the conduct of the Society's business, the Committee may, in writing elect or appoint:
  - (a) one or more Sub-Committees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A Sub-Committee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Committee —
  - (a) a Sub-Committee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 49. Delegation to Sub-Committees 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 Sub-Committee 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, as imposed by the Act or another written law.
- (3) A power or duty, the exercise or performance of which has been delegated to a Sub-Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Sub-Committee 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 Sub-Committee 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 7 — GENERAL MEETINGS OF ASSOCIATION

### 50. Annual General Meeting

- (1) The Committee must determine the date, time and place of the Annual General Meeting.
- (2) If it is proposed to hold the Annual General Meeting more than six months after the end of the Society's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four 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 Society's activities during the preceding financial year; and
    - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
    - (iv) 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 Patron, Vice Patrons and Trustees of the Society
  - (d) to elect the office holders and other Committee members of the Society;
  - (e) to appoint or remove a reviewer or auditor of the Society in accordance with the Act;
- (4) Any other general business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

Note for this rule:

Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

## 51. Special General Meetings

- (1) The Committee may convene a Special General Meeting.
- (2) The Committee must convene a Special General Meeting if at least 20% of the members require a Special General Meeting to be convened.
- (3) The members requiring a Special General Meeting to be convened must —
  - (a) make the requirement by written notice given to the Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under rule 51(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 rule 51(5) —
  - (a) must be held within three 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 Society must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under rule 51(5).

## 52. Notice of General Meetings

- (1) The Secretary or, in the case of a Special General Meeting convened under rule 51(5), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Committee under rule 32(2); and
  - (d) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution.
- (3) All notices or demands which by these rules are required to be served upon a member shall be deemed served when it is in writing and:
  - (a) Delivered by hand or post to the recorded address of the member; or
  - (b) Sent by facsimile or electronic transmission to the recorded number or electronic address of the member; or
  - (c) by notice published in the local newspaper 14 days prior to the meeting or 21 days prior in the case of a Special General Meeting
  - (d) and the method and date recorded in the register of member.
- (4) The Society's reviewer or auditor is entitled to receive all notices and other communications related to any General Meetings of the Society.

## 53. 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 rule 53(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.

## 54. Presiding Member and Quorum for General Meetings

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.

- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) At any General Meeting, ten (10) members or 50% (whichever is the lesser) present personally shall form a quorum. No business is to be conducted at a General Meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
  - (a) in the case of a Special General Meeting — the meeting lapses; or
  - (b) in the case of the Annual General Meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under rule 54(4)(b); and
  - (b) at least five (5) ordinary members are present at the meeting, those members present are taken to constitute a quorum.

### 55. 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 rule 55(1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

### 56. Voting at General Meetings

- (1) On any question arising at a General Meeting —
  - (a) subject to rule 56(6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under rule 56(2); and
  - (b) ordinary members may vote personally.
- (2) An organisation member must nominate a representative as the ordinary member to vote on behalf of the organisation.
- (3) Except in the case of a special resolution, a motion is carried if a majority (51%) of the ordinary members present at a General Meeting vote in favour of the motion.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) 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.
- (6) For a person to be eligible to vote at a General Meeting as an ordinary member, or as the nominated representative of an organisation under rule 56(2), he or she must have been a financial ordinary member at the time notice of the meeting was given under rule 52.

### 57. When Special Resolutions are required

- (1) A special resolution is required if it is proposed at a General Meeting:
  - (a) to affiliate the Society with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
  - (c) to alter its rules, including changing of the name or objects of the association
  - (d) to be wound up voluntarily or by the Supreme Court
  - (e) to cancel its incorporation.
- (2) Rule 57(1) does not limit the matters in relation to which a special resolution may be proposed.

### 58. Determining Whether Resolution Carried

- (1) Subject to rule 58(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.
- (2) If the resolution is a Special Resolution, the declaration under rule 58(1) must identify the resolution as a Special Resolution and be passed by the votes of not less than three-fourths (75%) of the members who cast a vote at the meeting.
  - (3) If a poll (voting to be conducted in writing) is demanded on any question by the Chairperson of the meeting or by at least three (3) other ordinary members present in person—
    - (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.
  - (4) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
  - (5) 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.
  - (6) A declaration under rule 58(1) or rule 58(3) 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.

## 59. 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 report presented at the meeting, as referred to in rule 50(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 50(3)(b)(iii).
- (4) The minutes of a General Meeting must be entered in the Society's minute book within 30 days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next General Meeting.
- (6) When the minutes of a General Meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 8 — FINANCIAL MATTERS

### 60. Source of funds

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

### 61. Control of funds

- (1) The Society must open an account in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Society.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Society up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, electronic transfers and other negotiable instruments of the Society must be signed or electronically authorised by —
  - (a) two (2) nominated Committee members; or
  - (b) one (1) Committee member and a person authorised by the Committee.
- (5) All funds of the Society must be deposited into the Society's account within five working days after their receipt.

## 62. Financial Statements and Financial Reports

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Society under Part 5 of the Act relating to the financial statements or financial report of the Society are met.
- (2) Without limiting rule 62(1), those requirements include —
  - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
  - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (d) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
  - (e) the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

Notes for this rule:

Under section 66 of the Act, an incorporated association must keep financial records that: - correctly record and explain its transactions and financial position and performance; and enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

## PART 8 — GENERAL MATTERS

**Guidance Note – Status of By-laws** - A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

## 63. By-laws

- (1) The Society may, by resolution at a General Meeting, make, amend or revoke by-laws.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
  - (b) impose restrictions on the Committee's powers, including the power to dispose of the Society's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Society and the auditing of the Society's accounts; and
  - (d) provide for any other matter the Society considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting rule 63(3), a by-law made for the purposes of rule 63(2)(c) may only impose requirements on the Society that are additional to, and do not restrict, a requirement imposed on the Society under Part 5 of the Act.
- (5) At the request of a member, the Society must make a copy of the by-laws available for inspection by the member.

## 64. Trustees

- (1) There shall be three (3) persons appointed from time to time to be Trustees of the Society.
- (2) Such Trustees shall retain office so long as they shall continue to reside in the Albany District until death or resignation or removal from office by vote of the majority of the members present at any general meeting.
- (3) The Trustees shall be authorised to exercise the powers conferred upon them by the Associations Incorporation Act and/or such other rights powers and authorities as may from time to time be conferred upon them by the committee and names recorded at each Annual General Meeting.

## 65. Executing Documents and Common Seal

- (1) The Association may execute a document without using a common seal if the document is authorised by the committee for signing by —
  - (a) two (2) committee members; or
  - (b) one (1) 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) the three (3) persons authorised to use the Common Seal shall be the President, Senior Vice President and the Junior Vice President.
  - (c) the seal shall not be used or affixed to any deed except pursuant to a resolution of committee and in the presence of the President or a Vice President and two (2) Trustees, both of whom shall subscribe their name as witnesses to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

#### 66. Giving notices to members

- (1) In this rule —  
**recorded** means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member; or
  - (d) advertised in the local newspaper.

#### 67. Custody of books and securities

- (1) Subject to rule 67(2), the books and any securities of the Society must be kept in the Secretary's custody or under the Secretary's control at a location approved by the Committee.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Society must be kept in the Treasurer's custody or under the Treasurer's control at a location approved by the Committee.
- (3) The books of the Society must be retained for at least seven years.

#### 68. Record of Office Holders

##### **Act Requirements – Record of office holders**

*Under section 58 of the Act an association must maintain a record of —*

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

*Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.*

The record of Committee members and other persons authorised to act on behalf of the Society 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 at a location approved by the Committee.

#### Note for this rule

##### Section 58 of the Act —

sets out the details of the record that an incorporated association must maintain of the committee members and certain others; and provides for members to inspect, make a copy of or take an extract from the record; and prohibits a person from disclosing information in the record except for authorised purposes

## 69. Inspection of records and documents

- (1) Rule 69(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 Society, under section 58(3) of the Act; or
  - (c) any other record or document of the Society.
- (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 rule 69(1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in rule 69(1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Society; or
  - (b) that is related to complying with a requirement of the Act.

## 70. Publication by Committee Members of Statements about Society Business Prohibited

- A Committee member must not publish, or cause to be published, any statement about the business conducted by the Society at a General Meeting or Committee meeting unless —
- (a) the Committee member has been authorised to do so at a Committee meeting; and
  - (b) the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

## 71. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up

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

## 72. Alteration of rules

If the Society wants to alter or rescind any of these rules, or to make additional rules, the Society may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act. The alteration of the rules does not take effect until the required documents are lodged with the Commissioner within one month after the Special Resolution is passed.

## 73. Alteration of the Name, Objects or Purposes of the Society

If the Society wants to change its name, objects or purposes, then it may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act. The alteration does not take effect until the required documents are lodged with the Commissioner within one month after the special resolution is passed and the Commissioner has given approval to the changes.

