RULES OF ASSOCIATION
PEOPLE WITH DISABILITIES (W.A.) Inc

Name of the Association

This body shall be an incorporated Association and shall be known as People With Disabilities (W.A.) Inc. ('the Association').

Objects of the Association

The object of the Association is advocating for the rights and empowering people with disability in WA, in order to relieve individual and systemic disadvantage.

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

associate member means a member with the rights referred to in rule 8(5);

Association means the incorporated association to which these rules apply;

books, of the Association, 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 Association under rule 64;

chairperson means the director holding office as the chairperson of the Association;

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

Board means the management Board of the Association;

Board meeting means a meeting of the Board;

disability in accordance with the Disability Discrimination Act (1992), means, in relation to a person:

(a) total or partial loss of the person's bodily or mental functions; or
(b) total or partial loss of a part of the body; or
(c) the presence in the body of organisms causing disease or illness; or
(d) the presence in the body of organisms capable of causing disease or illness; or
(e) the malfunction, malformation or disfigurement of a part of the person's body; or
(f) a disorder or malfunction that results in the person learning differently from a person without the disorder or malfunction; or
(g) a disorder, illness or disease that affects a person's thought processes, perception of reality, emotions or judgment or that results in disturbed behaviour;

and includes a disability that:
(h) presently exists; or
(i) previously existed but no longer exists; or
(j) may exist in the future (including because of a genetic predisposition to that disability); or
(k) is imputed to a person.
To avoid doubt, a disability that is otherwise covered by this definition includes behaviour that is a symptom or manifestation of the disability;

director means member of the Board;

employee means a person who has received a Letter of Appointment and/or a Contract of Employment.

in writing includes audio, braille, electronic, print or video formats; Auslan or captioning

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

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

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 2;

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 (including a body corporate) who is a full member or an associate member of the Association;

ordinary director means a director who is not an office holder of the Association under rule 27(2);

full member means a member with the rights referred to in rule 8(4);

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 director holding office as the secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

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

subcommittee means a subcommittee appointed by the Board under rule 48(1)(a);

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

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

2. Financial year

(1) The Association's Financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

(1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

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

(3) A payment to a member out of the funds of the Association is authorised if it is —

(a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
(b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
(c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
(d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

(1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.

(2) The Association has four categories of membership, being —

(a) Full members – where the prospective member:
  (i) is an individual;
  (ii) has a disability;
  (iii) is an Australian citizen or permanent resident;
  (iv) ordinarily resides in Western Australia; and
  (v) is over the age of 15.
(b) Associate members – where the prospective member:
  (i) is an individual;
  (ii) is an Australian citizen or permanent resident; and
  (iii) is over the age of 15;
  but who is ineligible to be a full member.
(c) Organisational members – where the prospective member:
  (i) is a body corporate;
  (ii) undertakes activities in Western Australia; and
  (iii) has a membership and/or governing body comprised of at least 75% of persons either:
    A. have a disability;
    B. are the legal guardian of a person with a disability; or
    C. have substantial involvement in representing the interests of persons with a disability from a consumer perspective.
(d) Life/honorary membership – admission to this category will be offered at the sole discretion of the Board, and is reserved for individuals who have demonstrated an exemplary commitment to the objects of the Association.

5. Applying for membership

(1) Applications for membership must be made by —

(a) submitting an online application form via the Association's website;
(b) completing and returning a physical or digital application form obtained from the Association; or
(c) by an alternate method approved by the Board where required for accessibility.

6. Dealing with membership applications

(1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.

(2) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Association.

(3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

(4) The Board must not accept an application unless the applicant —
(a) is eligible under rule 4; and
(b) has applied under rule 5.

(5) The Board may reject an application even if the applicant —
(a) is eligible under rule 4; and
(b) has applied under rule 5.

(6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.

(7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

7. Becoming a member

An applicant for membership of the Association becomes a member when —
(a) the Board accepts the application; and
(b) the applicant pays any membership fees payable to the Association under rule 12.

8. Classes of membership

(1) The Association consists of full members and any associate, organisational and life/honorary members.

(2) A person can only be a full member or belong to one class of associate membership.

(3) Full and life/honorary members 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 Board.

(4) An associate member has the rights referred to in subrule (4) other than full voting rights.

(5) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

9. When membership ceases

(1) A person ceases to be a member when any of the following takes place —
- (a) for a member who is an individual, the individual dies;
- (b) for a member who is a body corporate, the body corporate is wound up;
- (c) the person resigns from the Association under rule 10;
- (d) the person is expelled from the Association under rule 15;
- (e) the person ceases to be a member under rule 12(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.

10. Resignation

(1) A member may resign from membership of the Association by giving written or verbal notice of the resignation to the secretary or delegated authority.

(2) The resignation takes effect —
- (a) when the secretary or delegated authority 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.

11. Rights not transferable

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

Division 2 — Membership fees

12. Membership fees

(1) The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.

(2) The fees determined under subrule (1) may be different for different classes of membership.

(3) A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the ***due date***) determined by the Board.

(4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.

(5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —

(a) the Board 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

13. Register of members

(1) The secretary, or another person authorised by the Board, 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 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 securely at the office premises, as determined by the Board.

(4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements, including signing the confidentiality agreement

(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 Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

14. Term used: member

In this Part —

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

Division 2 — Disciplinary action

15. Suspension or expulsion

(1) The Board 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 Board meeting at which the proposal is to be considered by the Board.

(3) The notice given to the member must state —

(a) when and where the Board 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 Board about the proposed suspension or expulsion;

(4) At the Board meeting, the Board 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 Board 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 Board to suspend the member's membership or to expel the member from the Association takes immediate effect.

(6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board 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 Board's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.

(8) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.

16. Consequences of suspension

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

(2) When a member's membership is suspended, the 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

17. 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.

18. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

(a) between members; or

(b) between one or more members and the Association.

19. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20. How grievance procedure is started

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the 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 Board meeting must be convened to consider and determine the dispute.

(3) The secretary must give each party to the dispute written notice of the Board 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 Board 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 Board 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 Board; and

(ii) requests the appointment of a mediator under rule 23,

the Board must not determine the dispute.

21. Determination of dispute by Board

(1) At the Board meeting at which a dispute is to be considered and determined, the Board 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 Board about the dispute; and

(b) give due consideration to any submissions so made; and

(c) determine the dispute.

(2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

(3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.

(4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

22. Application of Division

(1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —

(a) by a member under rule 15(7); or

(b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).

(2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of mediator

(1) The mediator must be a person chosen —

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

(b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.

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

(3) The person appointed as mediator by the Board 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 15(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 Association.

(4) The person appointed as mediator by the Board 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.

24. Mediation process

(1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

(3) In conducting the mediation, the mediator must —
(a) give each party to the mediation every opportunity to be heard; and
(b) allow each party to the mediation to give due consideration to any written statement given by another party; and
(c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

(4) The mediator cannot determine the matter that is the subject of the mediation.

(5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

(6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

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

If —

(a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and

(a) 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 Board meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD

Division 1 — Powers of Board

26. Board

(1) directors, or directors, are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.

(2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.

(3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Board and duties of members

27. Directors

(1) The Association must have at least seven and no more than twelve directors.

(2) A person may be a director if the person is —
(a) an individual who has reached 18 years of age; and
(b) a full member.

28. Chairperson

(1). The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided in these rules.

Division 3 — Election of directors and tenure of office

29. How members become directors

(1) A member becomes a director if the member —
  (a) is elected to the Board at a general meeting; or
  (b) is appointed to the Board by the Board to fill a casual vacancy under rule 38.

30. Nomination of directors

(1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
  (a) calling for nominations for election to the Board; 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 Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.

(3) The written notice must include a statement by another member in support of the nomination.

(4) A member may nominate to be an ordinary director.

(5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 34(1)(b).

31. Election of Executive

(1) Immediately following each annual general meeting, or when a vacancy arises, the directors must elect persons from amongst themselves to serve as —
  (a) A Chair
  (b) A Deputy Chair
  (c) Chairs of any Board committees which the Board may choose to establish from time to time.

(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 more than one member has nominated for a position, the directors 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.

(4) Each director present at the meeting may vote for one member who has nominated for the position.

(5) A member who has nominated for the position may vote for himself or herself.

(6) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

32. Election of ordinary directors

(1) If the number of members nominating for the position of ordinary director 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 full members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

(2) If —

(a) the number of members nominating for the position of ordinary director 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 full and life/honorary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the members who are to be elected to the position of ordinary director.

(3) A member who has nominated for the position of ordinary director may vote in accordance with that nomination.

33. Term of office

(1) The term of office of a director begins when the member is elected at an annual general meeting or under subrule 34(3)(b).

(2) Subject to subrule (3) and rule 35, a director holds office for two years.

(3) At each annual general meeting, any director that —

(a) was appointed to fill a casual vacancy; or
(b) has completed, or will complete within the following six months, a term of office must retire.

(4) A director may be re-elected, however must not serve for more than six consecutive years, except in accordance with subrule (6).

(5) A director who serves for six consecutive years must wait twelve months before re-nominating for election.

(6) A director who has held office for a continuous period of six years or more may be re-appointed for one further year by a special resolution.

34. Resignation and removal from office

(1) A director may resign from the Board 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 Association may by resolution —

(a) remove a director from office; and

(b) elect a member who is eligible under rule 27(2) to fill the vacant position.

(4) A director who is the subject of a proposed resolution under sub-rule (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 director may require them to be read out at the general meeting at which the resolution is to be considered.

35. When membership of Board ceases

A person ceases to be a director if the person —

(a) dies or otherwise ceases to be a member; or

(b) resigns from the Board or is removed from office under rule 36; or

(c) becomes ineligible to accept an appointment or act as a director under section 39 of the Act;

(d) becomes permanently unable to act as a director because of a mental or physical disability; or

(e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

36. Filling casual vacancies

(1) The Board may appoint a member who is eligible under rule 27(4) to fill a position on the Board that —

(a) has become vacant under rule 34; or

(b) was not filled by election at the most recent annual general meeting or under rule 33(3)(b).

(2) In the event of a casual vacancy in the office of any director, the Board may appoint another eligible person as an ordinary director until the Annual General Meeting immediately following the appointment. The director appointed to fill the vacancy will be required to re-nominate at the next Annual General Meeting. The office must then be filled in accordance with clause 31.

(3) Subject to the requirement for a quorum under rule 42, the Board may continue to act despite any vacancy in its membership.

(4) If there are fewer directors than required for a quorum under rule 45, the Board may act only for the purpose of —
    (a) appointing directors under this rule; or
    (b) convening a general meeting.

37. Validity of acts

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

38. Payments to directors

(1) In this rule —
    director includes a member of a subcommittee;
    Board meeting includes a meeting of a subcommittee.

(2) A director may be entitled to be paid an honorarium out of the funds of the Association for the attendance at a Board meeting provided that
    (a) There are available funds in the budget.
    (b) This only applies where the member attends meetings.
    (c) The amount of the honorarium shall be determined annually based on current sector rates to be approved at the annual general meeting.
    (d) directors may accept or decline the honorarium

(3) A director is entitled to be paid for any out-of-pocket expenses for travel and accommodation properly incurred —
    (a) in attending a Board meeting or
    (b) in attending a general meeting; or
    (c) otherwise in connection with the Association's business.

Division 4 — Board meetings

39. Board meetings

(1) The Board must meet at least every second month in each year on the dates and at the times and places determined by the Board.

(2) The date, time and place of the first Board meeting must be determined by the directors as soon as practicable after the annual general meeting at which the directors are elected.

(3) Special Board meetings may be convened by the chairperson or any two directors.

40. Notice of Board meetings

(1) Notice of each Board meeting must be given to each director 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 directors at the meeting unanimously agree to treat that business as urgent.

41. Procedure and order of business

(1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board meeting.

(2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.

(3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.

(4) The order of business at a Board meeting may be determined by the directors at the meeting.

(5) A member or other person who is not a director may attend a Board meeting if invited to do so by the Board.

(6) A person invited under subrule (5) to attend a Board 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 Board to do so; and
(c) cannot vote on any matter that is to be decided at the meeting.

42. Use of technology to be present at Board meetings

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

(2) A member who participates in a Board 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.

43. Quorum for Board meetings

(1) Subject to rule 35(4), no business is to be conducted at a Board meeting unless a quorum is present.

(2) Any four directors constitute a quorum for the conduct of the business of a Board meeting.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a Board 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.

44. Voting at Board meetings

(1) Each director present at a Board meeting has one vote on any question arising at the meeting.

(2) A motion is carried if a majority of the directors present at the Board 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 directors present indicating their agreement or disagreement or by a show of hands, unless the Board 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.

45. Minutes of Board meetings

(1) The Board must ensure that minutes are taken and kept of each Board meeting.

(2) The minutes must record the following —
- (a) the names of the directors present at the meeting;
- (b) the name of any person attending the meeting under rule 41(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) When the minutes of a Board 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 — Subcommittee and subsidiary offices

46. Subcommittees and subsidiary offices

(1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
- (a) appoint one or more subcommittees;
- (b) create one or more subsidiary offices and appoint people to those offices.

(2) A subcommittee may consist of the number of people, whether or not members, that the Board 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 Board —
- (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.

47. Delegation to subcommittees and holders of subsidiary offices

(1) In this rule —

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

(2) The Board 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 Board 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 Board specifies in the document by which the delegation is made.

(5) The delegation does not prevent the Board 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 Board.

(7) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

48. Annual general meeting

(1) The Board 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 Board's annual report on the Association'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 directors;

(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.

49. Special general meetings

(1) The Board may convene a special general meeting.

(2) The Board 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 Board 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).

50. Notice of special general meetings

(1) The secretary, or delegated authority, or, in the case of a special general meeting convened under rule 49(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 Board under rule 29(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 50(7).

51. Proxies

(1) Subject to subrule (2), a full or life/honorary member may appoint an individual who is a full or life/honorary member as his or her proxy to vote and speak on his or her behalf at a general meeting.

(2) A full or life/honorary member may be appointed the proxy for not more than 5 other members.

(3) The appointment of a proxy may be verbal or in writing

(4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

(5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

(6) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
(a) that clearly identifies the person appointed as the member's proxy; and
(b) that has been signed by the member.

(7) Notice of a general meeting given to member under rule 49 must —
(a) state that the member may appoint an individual who is a member as a proxy for the meeting; and
(b) include a copy of any form that the Board has approved for the appointment of a proxy.

(8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.

(9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

52. 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) The presence of a director at a Board meeting need not be by attendance in person but may be by that director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

53. 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 directors at the meeting must choose one of them to act as chairperson of the meeting.

(3) No business is to be conducted at a general meeting unless a quorum is present.

(4) Any 15 members personally or electronically 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.

(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 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.

54. 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 full and life/honorary 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 49.

55. Voting at general meeting

(1) On any question arising at a general meeting —
(a) subject to subrule (6), each full and life/honorary member has one vote; and
(b) full and life/honorary members may vote personally or by proxy.

(2) Except in the case of a special resolution, a motion is carried if a majority of the full and life/honorary members present at a general meeting vote in favour of the motion.

(3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

(4) If the question is whether or not to confirm the minutes of a previous general meeting, only full and life/honorary members who were present at that meeting may vote.

(5) For a person to be eligible to vote at a general meeting as a full or life/honorary member, or on behalf of a full or life/honorary member under subrule (2), the full or life/honorary member —
(a) must have been a full or life/honorary member at the time notice of the meeting was given under rule 49; and
(b) must have paid any fee or other money payable to the Association by the member.

56. 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) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

57. 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.

58. Minutes of general meeting

(1) The secretary, or a person authorised by the Board, 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 all members attending the meeting; and
- (b) any proxy forms given to the chairperson of the meeting under rule 51(8); and
- (c) the financial statements or financial report presented at the meeting, as referred to in rule 48(3)(b)(ii) or (iii); and
- (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 48(3)(b)(iv).

(4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.

(5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
- (a) the chairperson of the meeting; or
- (b) the chairperson of the next general meeting.

(6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

59. 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 Board.

60. 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 Board may approve expenditure on behalf of the Association.

(3) The Board may authorise the treasurer or delegated authority to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
(a) two Executive directors; or
(b) any person or persons who have been authorized to do so under delegation by the Board.

(5) All electronic payments by the Association are to be made or authorized by:
(a) two Executive directors; or
(b) any person or persons who have been authorized to do so under delegation by the Board.

(6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

61. Financial statements and financial reports

(1) For each financial year, the Board 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 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) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

62. By-laws

(1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.

(2) By-laws may —

(a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and

(b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and

(c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and

(d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.

(3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

(4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.

(5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

63. Executing documents and common seal.

(1) The Association may execute a document without using a common seal if the document is signed by —

(a) two directors; or

(b) one director and a person authorised by the Board.

(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 Board and in the presence of —

(i) two directors; or

(i) one director and a person authorised by the Board,

and each of them is to sign the document to attest that the document was sealed in their presence.

(2) The secretary must make a written record of each use of the common seal.

(3) The common seal must be kept in the custody of the secretary or another director authorised by the Board.

64. 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 delivered by hand to the recorded address of the member; or
   (a) sent by prepaid post to the recorded postal address of the member; or
   (b) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

65. 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, or delegate authorised by the Board.

(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, or delegate authorised by the Board.

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

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

66. Record of office holders

The record of directors 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, or delegate authorised by the Board.

67. 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 directors, 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 Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.

(5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

(6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
(a) that is directly connected with the affairs of the Association; or
(b) that is related to complying with a requirement of the Act.

68. Publication by directors of statements about Association business prohibited

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

69. Distribution of surplus property on cancellation of incorporation

(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
(a) 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 by reference to the persons mentioned in section 24(1) of the Act.

70. Chief Executive Officer (CEO)

(1). The Board shall appoint a CEO.

(2). Powers, duties and authorities of CEO

(a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.
(b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.

(3). Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

(4). Delegation by directors to CEO

The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:

(a) develop operational business plans, budgets, strategies, policies, processes and operational codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
(b) manage the financial and other reporting mechanisms of the Association;
(c) approve and incur expenditure subject to specified expenditure limits;
(d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association; and
(e) carry out other powers and responsibilities which the Board consider appropriate to delegate to the CEO.

(5) Attendance at meetings

(a) The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of the Association,
(b) The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of the Board and any sub-Committees and may speak on any matter,
(c) The CEO does not have a vote at board meetings of the Association

71. 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.