

**URBAN BUSHLAND COUNCIL WA INC RULES 2018**

**Revision 2 Version 1**

**These Rules update UBC's 1998 Constitution**

**INCORPORATED 5 FEBRURY 1998**

**Registered No A1006729F**

**PO Box 326 West Perth 6872**

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## PART 1 — PRELIMINARY

### 1. Name of Association

The name of the Association is the Urban Bushland Council WA Inc., also known as UBC.

### 2. 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 67;

**chairperson** means the committee member 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;

**committee members** include both office holders and committee members who are not office holders of the Association under rule 30(3) and 30(4);

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

**committee meeting** means a meeting 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 —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements.

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

**financial year** has the meaning given in rule 4;

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

**member group** means a community group committed to the protection of urban bushland with the rights referred to in rule 8(3) and 8(4);

**member** means a member group or an associate member of the Association;

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

**rules** mean these rules of the Association, as in force for the time being;

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

**special general meeting** means a general meeting held in accordance with rule 54;

**special resolution** means a resolution passed by the members at a general meeting in accordance with rule 61;

**subcommittee** means a subcommittee appointed by the committee under rule 51;

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

**urban bushland** means any area of natural vegetation, that has been or is likely to be influenced by urbanisation and includes all bushland within the Perth Metropolitan Region Scheme and other regional centres and townships.

### 3. Objects of the Association

The objects of the Association are —

- To promote the recognition and conservation of urban bushland and its biodiversity;
- To provide a forum and support to groups with objects compatible with those of the Association;
- To encourage networking and provide access to ideas, information and expertise concerning bushland;
- To promote policy development for the protection and management of urban bushland;
- To provide an avenue for advocacy and seek legislative changes for bushland protection;
- To raise awareness of the values and problems facing urban bushland.

### 4. Financial year

The financial year of the Association commences on the 1<sup>st</sup> January and finishes on 31<sup>st</sup> December each year. Subscriptions for membership shall be due on 1<sup>st</sup> January each year.

### 5. Powers of the Association

The powers are those conferred on the Association by section 14 of the Act.

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

### 6. 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**

#### **7. Eligibility for membership**

Membership of the Association is open to —

- (a) Community groups with aims and objects compatible with rule 3 hereafter called member groups.
- (b) Any individual interested in supporting the organisation financially or otherwise hereafter called an associate member.

#### **8. Classes of membership**

- (1) The Association consists of member groups and associate members provided for under subrule (2).
- (2) The Association may have any class of associate membership approved by resolution at a general meeting.
- (3) Member groups have full voting rights and any other rights conferred on member groups by these rules or approved by resolution at a general meeting or determined by the committee.
- (4) A member group shall be entitled to one representative with full voting rights.
- (5) An associate member has the rights referred to in subrule (3) other than full voting rights.
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

#### **9. Applying for membership**

- (1) A community group or individual that wants to become a member must apply in writing to the Association.
- (2) The membership application must be in such a form as the committee from time to time directs and signed by the applicant either physically or electronically.

#### **10. Dealing with membership applications**

- (1) The committee must consider each application for membership of the Association.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee 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 committee must not accept an application unless the applicant —
  - (a) is eligible under rule 7; and

- (b) has applied under rule 9.
- (5) The committee may reject an application even if the applicant —
  - (a) is eligible under rule 7; and
  - (b) has applied under rule 9.
- (6) Membership applications from individuals are reviewed and accepted by the committee.
- (7) If after consideration, the committee agrees to recommend the application of a member group, the application will be then referred to a general meeting for acceptance or rejection.
- (8) The committee must notify the member group of its decision to recommend approval or reject the application as soon as practicable after making the decision.
- (9) If the committee rejects the application, it is not required to give the applicant its reasons for doing so.

## 11. Becoming a member

An applicant for membership of the Association becomes a member when —

- (a) a general meeting accepts a group's application;
- (b) an individual's application is accepted by the committee;
- (c) and the applicant pays any membership fees payable to the Association under rule 15.

## 12. When membership ceases

- (1) A member group or associate member ceases to be a member when any of the following takes place —
  - (a) when an associate member dies;
  - (b) when a member group is wound up;
  - (c) when the member resigns from the Association under rule 13;
  - (d) when the member is expelled from the Association under rule 18;
  - (e) when the member ceases to be a member under rule 15(4).
- (2) The secretary must keep a record for at least one year after a member ceases to be a member of —
  - (a) the date on which the member ceased to be a member; and
  - (b) the reason why the member ceased to be a member.

## 13. Resignation

- (1) A member may resign from membership of the Association by giving written notice of 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.

## 14. Rights not transferable

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

# Division 2 — Membership fees

## 15. Membership fees

- (1) The Association shall from time to time at a general meeting determine the amount of the annual membership fee 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 committee to accept payments, by the date (the **due date**) determined by the committee.
- (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.
- (5) If a member 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 committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership will be reinstated from the date the payment is accepted.

### **Division 3 — Register of members**

#### **16. Register of members**

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership 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 secretary's place of residence, or at another place determined by the committee.

## **PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **Division 1 — Term used**

#### **17. 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**

#### **18. Suspension or expulsion**

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
  - (a) when and where the committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the committee meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- (4) At the committee meeting, the committee must —

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 26.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

## 19. 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 the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.
- (3) 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.

## Division 3 — Resolving disputes

### 20. Terms used

In this Division —

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

***party to a dispute*** includes a member group and/or an individual —

- (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.

### 21. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes between one or more members and the Association.

### 22. 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.

### 23. 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 22, 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 committee meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under rule 26,

the committee must not determine the dispute.

### 24. Determination of dispute by the committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 26.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## Division 4 — Mediation

### 25. 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 18(7); or
  - (b) by a party to a dispute under rule 23(5)(b)(ii) or 24(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 26.

## 26. 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 18(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 23(5)(b)(ii) or 24(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 18(7); or
  - (b) a party to a dispute under rule 23(5)(b)(ii); or
  - (c) a party to a dispute under rule 24(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## 27. 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) If the mediation process does not result in agreement the committee decision will stand.
- (6) 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.
- (7) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 28. 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 18(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

## PART 5 — THE COMMITTEE

### Division 1 — Powers of the Committee

#### 29. Committee

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (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 Association.
- (3) The committee 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 Committee and duties of members

#### 30. Committee members

- (1) The committee members consist of —
  - (a) the office holders of the Association; and
  - (b) at least one committee member who is not an office holder.
- (2) The maximum number of committee members who are not office holders is 5.
- (3) The following are the office holders of the Association —
  - (a) the chairperson;
  - (b) the deputy chairperson;
  - (c) the secretary;
  - (d) the treasurer.
- (4) A person may be a committee member if the person is —
  - (a) at least 18 years of age; and
  - (b) the nominated representative of a member group.
- (5) A person may hold only 1 of the offices mentioned in subrule (3) at the same time.

#### 31. Chairperson

- (1) Subject to this rule, the chairperson shall preside at all committee meetings and general meetings unless unavailable.
- (2) 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.
- (3) 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.

#### 32. Secretary

The secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;

- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

### 33. Treasurer

The treasurer has the following duties —

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

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

### 34. How members become committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 41.

### 35. Nomination of committee members

- (1) At least 30 days before an annual general meeting, the secretary must send written or electronic notice to all members —
  - (a) calling for nominations for election to the committee; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A person who wishes to be considered for election to the committee at the annual general meeting must be nominated by a member group for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.
- (3) The written notice must include a statement by another member group in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be a 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 36(2) or 37(1)(b).

### 36. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.

- (2) The chairperson of the meeting may call for nominations from the member groups' representatives at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the member groups' representatives 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 member group representative present at the meeting may vote for one member who has nominated for the position.
- (6) A member group's representative who has nominated for the position may vote for himself or herself.
- (7) On election, the new chairperson of the Association may take over as the chairperson of the meeting.

### **37. Election of committee members**

- (1) If the number of members nominating for the position of 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 member groups' representatives 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 committee member is greater than the number to be elected; or
  - (b) the number of members nominating under subrule (1)(b) is greater than the number of positions remaining unfilled,the member groups' representatives 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 committee member.
- (3) A member group's representative who has nominated for the position of committee member may vote in accordance with that nomination.

### **38. Term of office**

- (1) The term of office of a committee member begins when the member —
  - (a) is elected at an annual general meeting or under subrule 39(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 41.
- (2) Subject to rule 40, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

### **39. 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 Association may by resolution —
  - (a) remove a committee member from office; and

- (b) elect a member who is eligible under rule 30(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or 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.

#### 40. When membership of committee ceases

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

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

#### 41. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 30(4) to fill a position on the committee that —
  - (a) has become vacant under rule 40; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 39(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 30(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 48, 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 48, the committee may act only for the purpose of —
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

#### 42. Validity of acts

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

#### 43. Payments to committee members

- (1) In this rule —
  - Committee member** includes a member of a subcommittee;
  - Committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred in connection with the Association's business.

### Division 4 — Committee meetings

#### 44. Committee meetings

- (1) The committee shall meet together for the dispatch of business once in each calendar month or more or less often as required.
- (2) Special committee meetings may be convened by the chairperson or any 2 committee members.

#### **45. Notice of committee meetings**

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the committee meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting agree to treat that business as urgent.

#### **46. 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 subrule (5) to attend a committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### **47. 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 committee member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the committee member votes at the meeting, the member is taken to have voted in person.

#### **48. Quorum for committee meetings**

- (1) Subject to rule 41(4), no business is to be conducted at a committee meeting unless a quorum of 5 comprising at least two (2) of the office holders under rule 30(3) are present.

- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the committee meeting is adjourned to a date, time and place to be determined by the committee.

#### **49. Decision making and voting at committee meetings**

- (1) The basic organising principle of the Association is collaboration and, except where otherwise provided in these rules, all decisions at meetings shall be made by consensus. If consensus cannot be reached and the matter is considered to be sufficiently urgent then a vote may be taken. If the matter is not considered to be urgent then the matter will be deferred to the next committee meeting when if again consensus cannot be reached, a decision may be taken by vote.
- (2) Each committee member present at a committee meeting has one vote on any question arising at the committee meeting.
- (3) A motion is carried if a majority 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.

#### **50. Minutes of committee meetings**

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 46(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;
  - (e) any committee member having any direct or indirect pecuniary interest referred to in 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.
- (3) The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by the chairperson of the committee meeting to which those minutes relate or of the next succeeding committee meeting, as the case requires.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the committee meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the committee meeting took place as recorded; and
  - (c) any appointment purportedly made at the committee meeting was validly made.

## Division 5 — Subcommittees and subsidiary offices

### 51. Subcommittees and subsidiary offices

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

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

- (1) In this rule —

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

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

### 53. Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;

- (b) to receive and consider —
    - (i) the committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to elect the office holders of the Association and other committee members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the membership 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.

#### 54. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 10 member groups or 20% of the member groups whichever is less, require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

#### 55. Notice of general meetings

- (1) The committee shall convene at least 4 general meetings during the financial year. The secretary or, in the case of a special general meeting convened under rule 54(5), the members convening the meeting, must give to each member in writing —
  - (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 35(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 56(7).

## 56. Proxies

- (1) Subject to subrule (2), a member group may appoint an individual who is a member group's representative as his or her proxy to vote and speak on the member group's behalf at a general meeting.
- (2) A member group may be appointed the proxy for not more than 2 other member groups.
- (3) The appointment of a proxy must be in writing and signed by the member group making the appointment.
- (4) The member group 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 group in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member group may use that form or any other form —
  - (a) that clearly identifies the person appointed as the member group's proxy; and
  - (b) that has been signed by the member group.
- (7) Notice of a general meeting given to a member group under rule 55 must —
  - (a) state that the member group may appoint an individual who is a member group's representative as a proxy for the meeting; and
  - (b) include a copy of any form that the committee 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.

## 57. Use of technology to be present at general meetings

- (1) The presence of a member group 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 group who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member group votes at the meeting, the member group is taken to have voted in person.

## 58. 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) The quorum for an annual general meeting, general meeting or special general meeting is 10 member groups or 20% of the member groups, whichever is less.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —

- (a) in the case of a special general meeting — the meeting lapses; or
- (b) in the case of the annual general meeting — the meeting is adjourned to a date, time and place to be determined by the committee.

## 59. 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 member groups' representatives 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 required to be undertaken in accordance with rule 55.

## 60. Decision making and voting at general meeting

- (1) On any question arising at a general meeting —
  - (a) The provisions of rule 49 (1) will apply; and
  - (b) subject to subrule (3), each member group's representative has one vote; and
  - (c) member groups may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the member groups' representatives present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members groups' representatives who were present at that meeting may vote.
- (5) For a member group's representative to be eligible to vote at a general meeting, the member group—
  - (a) must have been a member group at the time notice of the meeting was given under rule 55; and
  - (b) must have paid any fee or other money payable to the Association by the member group.

## 61. Special resolutions

- (1) A special resolution is required if it is proposed at a general meeting to affiliate the Association with another body.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 62. 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 member groups 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.

### 63. 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 member groups' representatives attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 56(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b)(ii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b)(iii).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 64. Source of funds

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

## 65. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any 2 of at least 3 committee members approved as bank signatories, of which the treasurer is one and none of whom shall be related.
- (5) All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

## 66. Financial statements and financial reports

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Those requirements include —
  - (a) the preparation of the financial statements; and
  - (b) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (c) 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

### 67. 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 committee's powers, including the power to dispose of the Association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
  - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (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 group, the Association must make a copy of the by-laws available for inspection by the member group's representative.

## 68. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
  - (a) 2 of the office bearers; or
  - (b) one committee member and a person authorised by the committee.
- (2) If the Association has a common seal —
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of any two of the chairperson, the secretary and the treasurer and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record in the Minutes book 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.

## 69. 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.

## 70. 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 another committee member authorised by the committee.
- (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 another committee member authorised by the committee.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years.

## 71. Record of office holders

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

## 72. Inspection of records and documents

- (1) Subrule (2) applies to a member group's representative who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.
- (2) The member group's representative must contact the secretary to make the necessary arrangements for the inspection.

- (3) The inspection must be free of charge.
- (4) If the member group's representative 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 member groups.
- (4) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- (5) The member groups' representative 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 group 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.

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

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

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

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

(1) In this rule —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

(2) On the cancellation of the incorporation or the winding up of the Association, its surplus property shall be distributed —

- (a) to another association or associations incorporated under the Act; and with similar aims and objects as the Association, or
- (b) for charitable purposes;
- (c) and must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

### 75. 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.