

Aquaculture Council of Western Australia Inc.

Rules of Association

Adopted at AGM on 2 November 2018

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Date

1 Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

annual general meeting means the general meeting of the Association to be held in accordance with rule 11.1;

appointed Director position means a position on the Board that is to be filled by an appointment from the Board pursuant to rule 8.4;

associate member means a member with the rights referred to in rule 5.3;

Association means the Aquaculture Council of Western Australia Inc.;

Board means the management board of the Association, comprised of the Directors of the Association;

Board meeting means a meeting of the Board;

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 15.1;

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;

delegations register means a written register, to be maintained by the executive officer, of all powers of the Board which have been delegated to other persons or subcommittees.

Director means a member of the Board, and includes a member occupying an elected Director position or an appointed Director position;

elected Director position means a position on the Board that is to be filled by election of the Members of the Association pursuant to rules 8.2 to 8.3;

executive officer means a Director appointed by the Board to take up the position as executive officer pursuant to rule 6.4.

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 14.1;

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

honorary life member means a member with the rights referred to in rule 5.4

member means a person (including a body corporate) who is an ordinary member, an associate member or an honorary life member of the Association;

office holder means a Director who is a holder of an office as outlined in 6.2(c);

ordinary member means a member with the rights referred to in rule 5.2;

person means a natural person, corporation, partnership or incorporated association;

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

representative means a natural person who is an employee, director, partner or board member of an ordinary member which is a corporation, association or other organisation, and who is authorised to act on behalf of that member in relation to their membership;

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

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 10;

subscription fee means the fee for membership as determined by the Board;

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; and

tier 3 Association means an incorporated Association to which section 64(3) of the Act applies.

2 Objects

The Objects of the Association are:

- (a) to represent and promote the interests of members;
- (b) to represent and promote the Western Australian aquaculture industry at State and Federal levels;
- (c) to provide a useful forum for industry stakeholders to foster the development of the aquaculture industry in Western Australia;
- (d) to appoint or nominate, representatives from within the Membership to various bodies in the interests of aquaculture development in Western Australia;
- (e) to appoint, or nominate, representatives from within the Membership to various bodies in the interests of aquaculture development in Western Australia;
- (f) to promote the environmental codes of the Association and uphold the principles and practise of ecologically responsible development in all Western Australian aquaculture sectors;
- (g) to work with the whole of government to ensure an economic and legislative environment that encourages the development of responsible and viable aquaculture enterprises;
- (h) to manage research and/or development projects that enhance commercial aquaculture opportunities in Western Australia; and
- (i) to undertake any other activities which are considered necessary by the Association and its members to achieve the above Objects,

(Objects)

Each Object set out above is a separate and independent object and is not subsidiary or ancillary to any other Object.

The Association may determine which of the Objects are to be prioritised at any particular time.

3 Powers

In addition to the powers conferred by the Act and elsewhere in these rules, the Association has the power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Association as the Board thinks fit;
- (c) contract and employ persons for the purposes of the Association;
- (d) borrow money and grant securities upon any terms and conditions as the Board thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
- (f) enter into any contract the Board considers necessary or desirable;
- (g) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements;
- (h) enter into leases or licences of any property (whether as grantor or grantee);
- (i) enter into hire purchase agreements, lease to buy agreements, finance leases, finance agreements or similar arrangements;
- (j) affiliate and work in conjunction with organisations with interests in commercial aquaculture;
- (k) from time to time make such levies on members as shall be resolved by a general meeting for any of the purposes of the Association; and
- (l) do anything to give effect to the above listed powers.

4 Income and Property

- (a) The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a member out of the funds of the Association only if it is authorised under rule 4(c).
- (c) A payment to a member out of the funds of the Association is authorised if it is:
 - (i) 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
 - (ii) 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

- (iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

5 Membership

5.1 Membership classes

- (a) Membership of the Association shall be of the following classes:
 - (i) ordinary member;
 - (ii) associate member; or
 - (iii) honorary life member.
- (b) A person can only belong to one class of membership.
- (c) The Board may create by-laws providing for further classes of membership.
- (d) The Association shall always have at least six members with full voting rights.

5.2 Ordinary members

- (a) A person is eligible to become an ordinary member of the Association if the person:
 - (i) by virtue of the law of a State or Territory of the Commonwealth of Australia holds an authorisation issued by the relevant State, Territory or Commonwealth Authority to permit them to engage in commercial aquaculture; or
 - (ii) has a demonstrable record of activity in commercial aquaculture; or
 - (iii) is an incorporated association with similar interests in commercial aquaculture to the Association or is an organisation of which the Association is a member or other participant; or
 - (iv) is an academic, scientist or other professional with expertise in aquaculture, a university or tertiary institution or a research institute or organisation in the field of commercial aquaculture.
- (b) An ordinary member has voting rights, privileges and obligations as set out in these rules, and other such rights and obligations as may be determined by the Board from time to time that are not inconsistent with these rules.

5.3 Associate members

- (a) A person is eligible to become an associate member of the Association if the person is currently enrolled in, or has successfully

completed, an aquaculture degree or diploma course at a university or tertiary institution; or

- (b) is an organisation that provides materials and/or equipment to the aquaculture industry.
- (c) An associate member has rights, privileges and obligations as set out in these rules, and such other rights and obligations as may be determined by the Board from time to time that are not inconsistent with these rules, but has no voting rights.

5.4 Honorary life members

- (a) Any member may nominate a natural person for honorary life membership to the Board.
- (b) The Board may appoint as an honorary life member any ordinary member or associate member, or any representative of an ordinary member, who in its opinion has rendered outstanding service to the Association for a significant period of time.
- (c) A person shall not be appointed as an honorary life member until the proposal to do so, together with supporting evidence, has been submitted to the Board and is approved by not less than three quarters of the members present and entitled to vote at the annual general meeting.
- (d) No more than one person may be appointed as an honorary life member in any one year.
- (e) An honorary life member has voting rights, privileges and obligations as set out in these rules, and other such rights and obligations as may be determined by the Board from time to time that are not inconsistent with these rules, without the payment of any subscription.

5.5 Applying for membership

- (a) A person who wants to become an ordinary member or associate member must apply in writing to the Association.
- (b) The application must be signed by or on behalf of the applicant.
- (c) The applicant must specify in the application the class of membership to which the application relates, and must include any supporting evidence of the applicant's eligibility for membership.
- (d) If the applicant is a body corporate, the applicant must provide proof of incorporation.
- (e) The Board must consider each application for membership of the Association in the order it is received and decide whether to accept or reject the application. 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.

- (f) The Board shall decide whether or not to accept the application for membership in its absolute discretion, and is not required to give any reasons for its decision.
- (g) If the application for membership is accepted, the new member's details shall be entered on the register of members and the new member advised of their membership acceptance.
- (h) An applicant for membership of the Association becomes a member when the Board enters the applicant's name on the register of members and the applicant pays the subscription fee.
- (i) The Association must give each new member a copy of the rules in force at the time their membership commences.

5.6 When membership ceases

- (a) A person ceases to be a member when any of the following takes place:
 - (i) for a member who is a natural person, the natural person dies;
 - (ii) for a member who is a body corporate, the body corporate is wound up;
 - (iii) the person resigns from the Association under clause 5.7
 - (iv) the person is expelled from the Association under clause 12.2;
 - (v) the person ceases to be a member under clause 5.8(d)
- (b) The executive officer must keep a record, for at least one year after a person ceases to be a member, of:
 - (i) the date on which the person ceased to be a member; and
 - (ii) the reason why the person ceased to be a member.
- (c) The rights of a member are not transferable and end when membership ceases.

5.7 Resignation

- (a) A member may resign from membership of the Association by giving written notice of the resignation to the executive officer.
- (b) The resignation takes effect:
 - (i) when the executive officer receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) 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.

5.8 Subscription fees

- (a) The Board must determine the entrance fee (if any) and the subscription fee (if any) to be paid for membership of the Association.
- (b) The annual fees determined under rule 5.8(a) may be different for different classes of membership or based on a scale of fees within the same class of membership.
- (c) A member, except an honorary life member, must pay the annual subscription fee in the manner and by the date (the due date) determined by the Board.
- (d) If a member has not paid the subscription fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (e) If a person who has ceased to be a member under rule 5.8(d) offers to pay the subscription fee after the period referred to in rule 5.8(d) has expired
 - (i) the Board may, at its discretion, accept that payment; and
 - (ii) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

5.9 Register of members

- (a) The executive officer, 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.
- (b) 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.
- (c) Any change in the register is to be recorded within 28 days after the change occurs.
- (d) The register of members must be kept at the executive officer place of residence, or at another place determined by the Board.
- (e) A member who wishes to inspect the register of members must contact the executive officer to make the necessary arrangements.
- (f) If:
 - (i) a member or representative 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
 - (ii) 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 or representative to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

6 Powers and Composition of Board

6.1 Powers of Board

- (a) The Directors are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.
- (b) 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.

6.2 Composition of Board

- (a) There must be no less than seven and no more than nine Directors at any one time.
- (b) The Board shall have at least seven Directors which are to be elected pursuant to rules 8.2 to 8.3. The Board may appoint further Directors pursuant to rule 8.4 if it wishes.
- (c) The Board must at all times have members who hold the office holder positions outlined in rules 6.3 and 6.4. The Board may create any further office holder positions by by-laws pursuant to rule 15.1(b)(ii).
- (d) A person must not hold two or more office holder positions at the same time.

6.3 Chairperson

- (a) The chairperson may be selected from amongst the Directors (and may be either an elected Director or an appointed Director) at the first Board meeting following an annual general meeting and is to hold the position for 12 months.
- (b) A Director may be re-selected as chairperson upon expiry of the 12 month term.
- (c) It is the duty of the chairperson to consult with the executive officer regarding the business to be conducted at each Board meeting and general meeting.
- (d) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules and such other powers and duties provided for in these rules.

6.4 Deputy Chairperson

- (a) The deputy chairperson shall be selected from amongst the Directors at the first Board meeting following an annual general meeting and is to hold the position for a period of 12 months.
- (b) In the absence of the chairperson, it is the duty of the deputy chairperson to consult with the executive officer regarding the business to be conducted at each Board meeting and general meeting.
- (c) In the absence of the chairperson, the deputy chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules and such other powers and duties provided for in these rules.

6.5 Executive Officer

- (a) The executive officer shall be appointed, employed or contracted by the Board for such period and at such remuneration as the Board may determine.
- (b) An executive officer appointed, employed or contracted under rule 6.5 **Error! Reference source not found.** shall not be a member.
- (c) The executive officer has the following duties:
 - (i) working with the chairperson in relation to the activities of the Association in line with the Association's Objects and current strategic plan.
 - (ii) dealing with the Association's correspondence;
 - (iii) liaising with the chairperson in relation to preparing the notices required for meetings and for the business to be conducted at meetings;
 - (iv) unless another member is authorised by the Board 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;
 - (v) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (vi) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (vii) 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;
 - (viii) maintaining full and accurate minutes of Board meetings and general meetings;

- (ix) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (x) carrying out any other duty given to the executive officer under these rules or by the Board.
- (d) Only the chairperson or, in the chairperson's absence, the deputy chairperson may direct the executive officer, and any other employees or contractors of the Association, in the exercise and requirements of their respective duties, except as agreed by the chairperson.

7 Duties of Directors

- (a) Directors must exercise their powers and discharge their duties:
 - (i) with a degree of care and diligence that a reasonable person would exercise if that person:
 - (A) were an officer of the Association in the Association's circumstances; and
 - (B) occupied the office held by, and had the same responsibilities within the Association as, the officer.
 - (ii) in good faith and in the best interests of the Association; and
 - (iii) for a proper purpose.
- (b) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules, the by-laws (if any) and the policies and codes of conduct of the Association.
- (c) Directors must not improperly use their position, or the information obtained from their position, to gain an advantage for the Director or another person, or to cause detriment to the Association.
- (d) The Board is responsible for the governance and system of management of the Association. The Board is to:
 - (i) appoint an executive officer of the Association;
 - (ii) ensure there is a strategic plan and system of performance monitoring Directors and the executive officer in place;
 - (iii) ensure there is a system of sound financial management and review the Association's financial performance; and
 - (iv) regularly review the executive officer's performance and remuneration.

8 Selection and term of Directors

8.1 Eligibility to be a Director

- (a) Any natural person who is an ordinary member, associate member, or honorary life member, or a representative of an ordinary member, and who has reached the age of 18 years, is eligible for election or appointment as a Director, unless the person:
 - (i) is bankrupt or their affairs are under insolvency laws;
 - (ii) has been convicted, within or outside the State, of:
 - (A) an indictable offence relating to the promotion, formation or management of a body corporate; or
 - (B) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
 - (C) an offence under Part 4 division 3 or section 127 of the Act; or
 - (D) an offence under the *Aquatic Resources Management Act 2017* and any related regulations within the last five years.
- (b) A member that is a corporation or other organisation must not have more than one representative holding a Director position at any one time.
- (c) A natural person must be an ordinary member, honorary life member or a representative of an ordinary member to be eligible for election as a Director under rule 8.2 and 8.3.
- (d) A non-member may be appointed as a Director by the Board under rule 8.4.

8.2 Nomination of Directors

- (a) This rule 8.4 applies to elected Director positions.
- (b) At least 28 days before an annual general meeting, the executive officer must send written notice to all the members:
 - (i) calling for nominations for election to the Board; and
 - (ii) stating the date by which nominations must be received by the executive officer to comply with rule 8.2(c).
- (c) A member who wishes to be considered for election to the Board at the annual general meeting, or for a representative to be so considered, must nominate for election by sending written notice of the nomination to the executive officer at least 14 days before the annual general meeting.
- (d) A member that is a corporation or other organisation may only nominate one representative for election to the Board at each general meeting.

- (e) A member whose nomination does not comply with this rule is not eligible for election to the Board.

8.3 Election of Directors

- (a) This rule 8.3 applies to elected Director positions.
- (b) At the annual general meeting, the Association must decide by resolution the number of Directors to hold office for the next year.
- (c) If the number of members nominating for the position of Director is not greater than the number to be elected, the chairperson of the meeting must declare each of those members to be elected to the position; and
- (d) If the number of members nominating for the position of Director is greater than the number to be elected, the 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 as Directors.
- (e) A member who has nominated for the position of Director may vote in accordance with that nomination.

8.4 Appointment of Directors

- (a) This rule 8.4 applies to appointed Director positions.
- (b) The Board may appoint persons eligible for appointment under rule 8.1 to become a Director and take up an available appointed Director position.
- (c) The appointment of a Director must take place at the first Board meeting following an annual general meeting.
- (d) Subject to rule 6.2, at the first Board meeting following an annual general meeting the Board is to decide how many (if any) persons it will appoint to appointed Director positions.
- (e) In considering an appointed Director position, the Board must endeavour to ensure that the Board represents a range of skill sets and areas of the aquaculture industry.
- (f) The Board may have regard to any information obtained from other sources about the appointed Director position.
- (g) The Board may decide to leave any or all of the appointed Director positions vacant, subject to fulfilling the minimum requirements outlined in rule 6.2(a).
- (h) An applicant will be appointed to an elected Director position if a majority of the Board votes in favour of the appointment.
- (i) If a successful applicant for an appointed Director position is present at the Board meeting pursuant to rule 9.3(e), they may participate in the Board meeting as a Director from the time of their appointment.

8.5 Term of office

- (a) The term of office of a Director begins when the person:
 - (i) is elected at an annual general meeting, or under rule 8.6(c)(ii);
 - (ii) is appointed by the Board at the first Board meeting following an annual general meeting under rule 8.4; or
 - (iii) is appointed to fill a casual vacancy under rule 8.8.
- (b) Subject to rule 8.7, a Director shall hold office for two years, save that for those Directors elected at the first annual general meeting at which these rules are adopted, half of the elected Directors shall hold office for one year, which shall be determined by lot.
- (c) Subject to rule 8.5(b), a Director's position will be declared vacant at the start of the second annual general meeting after their appointment.
- (d) A Director may be re-elected or re-appointed at the expiry of their term.

8.6 Resignation and removal from office

- (a) A Director may resign from the Board by written notice given to the executive officer or, if the resigning Director is the executive officer, given to the chairperson.
- (b) The resignation takes effect:
 - (i) when the notice is received by the executive officer or chairperson; or
 - (ii) if a later time is stated in the notice, at the later time.
- (c) At a general meeting, the Association may by resolution:
 - (i) remove a Director from office; and
 - (ii) elect a member who is eligible under rule 8.1 to fill the vacant position.
- (d) A Director who is the subject of a proposed resolution under rule 8.6(c)(i) may make written representations (of a reasonable length) to the executive officer or chairperson and may ask that the representations be provided to the members.
- (e) The executive officer 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.
- (f) A Director who resigns or is removed from office must, as soon as practicable as their membership of the Board ceases, deliver to a member of the Board all relevant documents and records they hold that are relevant to the management of the Association's affairs.

8.7 When membership of the Board ceases

A person ceases to be a Director if the person:

- (a) dies or, in the case of an elected Director position, otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 8.6; or
- (c) becomes ineligible for election or to accept an appointment or to 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.

8.8 Filling casual vacancies

- (a) The Board may appoint a member who is eligible under rule 8.1 to fill a position on the Board that:
 - (i) has become vacant under rule 8.7; or
 - (ii) was not filled by election at the most recent annual general meeting or under rule 8.6(c)(ii)
- (b) If the position of executive officer becomes vacant, within 14 days after the vacancy arises, the Board must select from amongst the Directors, or appoint or employ, someone to fill the position.
- (c) Subject to the requirement for a quorum under 9.6, the Board may continue to act despite any vacancy in its membership.
- (d) If there are fewer Directors than required for a quorum under rule 9.6, the Board may act only for the purpose of:
 - (i) appointing Directors under this rule; or
 - (ii) convening a general meeting.

8.9 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.

8.10 Payments to Directors

- (a) In this rule:
 - Director** includes a member of a subcommittee;
 - board meeting** includes a meeting of a subcommittee.

- (b) If approved by the Board, a Director is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (i) in attending a Board meeting or
 - (ii) in attending a general meeting; or
 - (iii) otherwise in connection with the Association's business.
- (c) The Board may remunerate an Appointed Director for services at an amount determined from time to time.
- (d) Any other payments to a Director must be authorised by the members.

9 Board meetings

9.1 Board meetings

- (a) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.
- (b) 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.
- (c) Special Board meetings may be convened by the chairperson or any 2 Directors.

9.2 Notice of Board meetings

- (a) Notice of each Board meeting must be given to each Director at least 48 hours before the time of the meeting.
- (b) 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.
- (c) Unless rule 9.2(d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (d) 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.

9.3 Procedure and order of business

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

- (c) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (d) The order of business at a Board meeting may be determined by the Directors at the meeting.
- (e) A member or other person who is not a Director may attend a Board meeting if invited to do so by the chairperson.
- (f) A person invited under rule 9.3(e) to attend a Board meeting:
 - (i) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (ii) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (iii) cannot vote on any matter that is to be decided at the meeting.

9.4 Conflicts of interest

- (a) A Director who has a material personal interest in a matter being considered by the Board at a Board meeting must:
 - (i) as soon as he or she becomes aware of the interest, disclose it to the Board; and
 - (ii) disclose the nature and extent of the interest at the next Board meeting.
- (b) A Director need not disclose a material personal interest if the interest arises only because the Director is an employee of the Association, or is of a class for whose benefit the Association was established, or the interest is an interest that the Director has in common with a substantial number of all members of the Association.
- (c) The Board must record any disclosure of a material personal interest in the minutes of the Board meeting at which the disclosure was made.
- (d) A Director who has a material personal interest in a matter being considered by the Board at a Board meeting must not be present while the matter is being discussed at the meeting or vote on any resolution regarding the matter.

9.5 Use of technology at Board meetings

- (a) 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.
- (b) A member who participates in a Board meeting as allowed under rule 9.5(a) 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.

9.6 Quorum for Board meetings

- (a) A quorum for a board meeting shall be 5 Directors.
- (b) Subject to rule 8.8(d) no business is to be conducted at a Board meeting unless a quorum is present.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (i) in the case of a special meeting — the meeting lapses; or
 - (ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (d) If:
 - (i) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under rule 9.6(c)(ii) and
 - (ii) at least 3 Directors are present at the meeting,those members present are taken to constitute a quorum.

9.7 Voting at Board meetings

- (a) Each Director present at a Board meeting has one vote on any question arising at the meeting.
- (b) A motion is carried if a majority of the Directors present at the Board meeting vote in favour of the motion.
- (c) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (d) 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.
- (e) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

9.8 Minutes of Board meetings

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record the following:
 - (i) the names of the Directors present at the meeting;
 - (ii) the name of any person attending the meeting under rule 9.3(e)
 - (iii) the business considered at the meeting;
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote.

- (c) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (d) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed, or otherwise confirmed, as correct by:
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next Board meeting.
- (e) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any appointment purportedly made at the meeting was validly made.

10 Subcommittees

10.1 Subcommittees and subsidiary offices

- (a) The Association shall have:
 - (i) a Finance, Risk and Audit Committee; and
 - (ii) a Governance Committee.
- (b) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
 - (i) appoint one or more additional subcommittees; or
 - (ii) create one or more subsidiary offices and appoint people to those offices.
- (c) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (d) A person may be appointed to a subsidiary office whether or not the person is a member.
- (e) The Board must establish the terms of reference or charter of each subcommittee and each subcommittee reports to the Board.
- (f) Subject to any directions given by the Board:
 - (i) a subcommittee may meet and conduct business as it considers appropriate; and
 - (ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

10.2 Delegation to subcommittees, holders of subsidiary offices and others

(a) In this rule:

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

(b) The Board may, in writing, delegate to a subcommittee, the holder of a subsidiary office or other person the exercise of any power or the performance of any duty of the Board other than:

(i) the power to delegate; and

(ii) a non-delegable duty.

(c) The executive officer is to maintain a delegations register of all delegations made under this rule or any other power.

(d) A power or duty, the exercise or performance of which has been delegated to a subcommittee, the holder of a subsidiary office or other person under this rule, may be exercised or performed by the subcommittee, holder of a subsidiary office or other person in accordance with the terms of the delegation.

(e) 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.

(f) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.

(g) Any act or thing done by a subcommittee, the holder of a subsidiary office or other person under the delegation has the same force and effect as if it had been done by the Board.

(h) Third parties are entitled to rely on any act or thing done by a subcommittee, the holder of a subsidiary office or other person under the delegation, if it is reasonable for them to do so after having sighted the document by which the delegation is made.

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

11 General Meetings of Association

11.1 Annual general meeting

(a) The Board must determine the date, time and place of the annual general meeting.

(b) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the executive officer 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.

- (c) The ordinary business of the annual general meeting is as follows:
 - (i) 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;
 - (ii) to receive and consider:
 - (A) the Board's annual report on the Association's activities during the preceding financial year; and
 - (B) 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
 - (C) 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;
 - (D) 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;
 - (iii) to elect the Directors of the Association;
 - (iv) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (v) to confirm or vary the entrance fees, subscription fees and other amounts (if any) to be paid by members.

11.2 Special general meetings

- (a) The Board may convene a special general meeting.
- (b) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (c) The members requiring a special general meeting to be convened must:
 - (i) make the requirement by written notice given to the executive officer; and
 - (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign the notice.
- (d) The special general meeting must be convened within 28 days after notice is given under rule 11.2(c)(i).
- (e) 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.
- (f) A special general meeting convened by members under rule 11.2(e):

- (i) must be held within 3 months after the date the original requirement was made; and
- (ii) may only consider the business stated in the notice by which the requirement was made.
- (g) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under rule 11.2(e).

11.3 Notice of general meetings

- (a) At least 28 days before a general meeting, the executive officer must write to the members asking for nominations for the Board if applicable, pursuant to rule 8.2(b), and asking for any special resolutions to be discussed at the meeting to be notified to the executive officer.
- (b) Any special resolution which a member wishes to include on the agenda for a general meeting is to be notified in writing to the executive officer at least 14 days before the meeting.
- (c) The executive officer or, in the case of a special general meeting convened under rule 11.2(e), the members convening the meeting, must give to each member a notice under rule 11.3(d) at least 21 days before the meeting.
- (d) The notice must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 8.2; and
 - (iv) if a special resolution is proposed:
 - (A) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (B) state that the resolution is intended to be proposed as a special resolution; and
 - (C) comply with rule 11.4(g).

11.4 Proxies

- (a) Subject to rule 11.4(b) an ordinary member may appoint a natural person who is a member, or who is a representative of a member, as their proxy to vote and speak on their behalf at a general meeting.
- (b) A member may be appointed the proxy for not more than 5 other members.

- (c) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (d) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
- (e) 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.
- (f) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form:
 - (i) that clearly identifies the person appointed as the member's proxy; and
 - (ii) that has been signed by the member.
- (g) Notice of a general meeting given to a member under rule 11.3 must:
 - (i) state that the member may appoint a natural person who is a member, or who is a representative of a member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (h) A form appointing a proxy must be given to the executive officer before the commencement of the general meeting for which the proxy is appointed.
- (i) 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.

11.5 Use of technology to be present at general meetings

- (a) 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.
- (b) A member who participates in a general meeting as allowed under rule 11.5(a) 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.

11.6 Presiding member and quorum for general meetings

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

- (c) A quorum for a general meeting is 50% of members entitled to vote at the meeting. No business is to be conducted at a general meeting unless a quorum is present in person or by proxy.
- (d) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (i) in the case of a special general meeting — the meeting lapses; or
 - (ii) in the case of the annual general meeting — the meeting is adjourned to:
 - (A) the same day in the following week; and
 - (B) 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.
- (e) If:
 - (i) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under rule 11.6(d)(ii); and
 - (ii) at least 20% of members entitled to vote at the meeting are present in person or by proxy,those members present are taken to constitute a quorum.

11.7 Adjournment of general meeting

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting rule 11.7(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) 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 11.3.

11.8 Voting at general meeting

- (a) On any question arising at a general meeting:

- (i) subject to rule 11.8(g), each ordinary member and honorary life member has one vote unless the member may also vote on behalf of a body corporate as its representative under rule 11.8(c); and
- (ii) ordinary members and honorary life members may vote personally or by proxy.
- (b) An associate member is not entitled to vote at a general meeting.
- (c) An ordinary member that is a body corporate or other organisation may, in writing, appoint a representative to vote on behalf of the body corporate or other organisation on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (d) A copy of the document by which the appointment is made must be given to the executive officer before any general meeting to which the appointment applies.
- (e) The appointment has effect until:
 - (i) the end of any general meeting to which the appointment applies; or
 - (ii) the appointment is revoked by the body corporate or other organisation and written notice of the revocation is given to the executive officer.
- (f) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (g) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (h) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (i) For an ordinary member to be eligible to vote at a general meeting, the ordinary member:
 - (i) must have been an ordinary member at the time notice of the meeting was given under rule 11.3; and
 - (ii) must have paid any fee or other money payable to the Association by the member not later than 24 hours before the commencement of the meeting.

11.9 When special resolutions are required

- (a) A special resolution is required if it is proposed at a general meeting:
 - (i) to affiliate the Association with another body;
 - (ii) to amend these rules; or

- (iii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (b) Rule 11.9(a) does not limit the matters in relation to which a special resolution may be proposed.

11.10 Determining whether resolution carried

- (a) In this rule:
 - poll** means the process of voting in relation to a matter that is conducted in writing.
- (b) Subject to rule 11.10(d), 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:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost.
- (c) If the resolution is a special resolution, the declaration under rule 11.10(b) must identify the resolution as a special resolution.
- (d) If a poll is demanded on any question by the chairperson of the meeting or by at least 20% of other members present in person or by proxy:
 - (i) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- (e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (f) 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.
- (g) A declaration under rules 11.10(b) or 11.10(d) 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.

11.11 Minutes of general meeting

- (a) The executive officer, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

- (c) In addition, the minutes of each annual general meeting must record:
 - (i) the names of the members attending the meeting and any other attendees; and
 - (ii) any proxy forms given to the chairperson of the meeting under rule 11.4(h); and
 - (iii) the financial statements or financial report presented at the meeting, as referred to in rules 11.1(c)(ii)(B) or 11.1(c)(ii)(C); and
 - (iv) 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 11.1(c)(ii)(D).
- (d) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed, or otherwise confirmed, as correct by:
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next general meeting.
- (f) When the minutes of a general meeting have been signed or otherwise confirmed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any election or appointment purportedly made at the meeting was validly made.

12 Disciplinary action

12.1 Term used: member

In this rule:

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

12.2 Disciplinary action

- (a) The Board may decide to suspend a member's membership or to expel a member from the Association if:
 - (i) the member contravenes any of these rules; or
 - (ii) the member acts detrimentally to the interests of the Association.

- (b) The executive officer 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.
- (c) The notice given to the member must state:
 - (i) when and where the Board meeting is to be held; and
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the member, the member's representative or the member's advocate, 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;
- (d) At the Board meeting, the Board must:
 - (i) give the member, the member's representative or the member's advocate, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) decide:
 - (A) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (B) whether or not to expel the member from the Association.
- (e) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (f) 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.
- (g) 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 rule 12.2(f), give written notice to the executive officer requesting the appointment of a mediator under rule 13.4.
- (h) If notice is given under rule 12.2(g), the member who gives the notice and the Board are the parties to the mediation.

12.3 Consequences of suspension

- (a) During the period a member's membership is suspended, the member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and

- (ii) is not entitled to a refund, rebate, relief or credit for subscription fees paid, or payable, to the Association.
- (b) When a member's membership is suspended, the executive officer must record in the register of members:
 - (i) that the member's membership is suspended; and
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the executive officer must record in the register of members that the member's membership is no longer suspended.

13 Disputes and Mediation

grievance procedure means the procedures set out in this rule 7

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.

13.1 Application of this rule

The grievance procedure applies to disputes

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

13.2 Resolving disputes

- (a) 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.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 13.2(a), any party to the dispute may start the grievance procedure by giving written notice to the executive officer of:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- (c) Within 28 days after the executive officer is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (d) The executive officer 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.
- (e) The notice given to each party to the dispute must state:

- (i) when and where the Board meeting is to be held; and
 - (ii) 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.
- (f) If:
- (i) the dispute is between one or more members and the Association; and
 - (ii) any party to the dispute gives written notice to the executive officer stating that the party:
 - (A) does not agree to the dispute being determined by the Board; and
 - (B) requests the appointment of a mediator under rule 13.4,
- the Board must not determine the dispute, and the dispute must be referred to mediation pursuant to rule 13.4.

13.3 Determination of disputes by the Board

- (a) At the Board meeting at which a dispute is to be considered and determined, the Board must:
 - (i) give each party to the dispute, the party's representative or the party's advocate, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) 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.
- (c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under rule 13.3(a)(iii), give written notice to the executive officer requesting the appointment of a mediator under rule 13.4.
- (d) If notice is given under rule 13.3(c), each party to the dispute is a party to the mediation.

13.4 Mediation

Appointment of Mediator

- (a) The mediator must be a person chosen:
 - (i) if the appointment of a mediator was requested by a member under rule 12.2(g) — by agreement between the member and the Board; or

- (ii) if the appointment of a mediator was requested by a party to a dispute under rules 13.2(f)(ii)(B) or 13.3(c) — by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of rule 13.4(a) then, subject to rules 13.4(c) and (d), the Board must appoint the mediator.
- (c) 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:
 - (i) a member under rule 12.2(g); or
 - (ii) a party to a dispute under rule 13.2(f)(ii)(B); or
 - (iii) a party to a dispute under rule 13.3(c), and the dispute is between one or more members and the Association.
- (d) The person appointed as mediator by the Board may be a member or former member of the Association but must not:
 - (i) have a personal interest in the matter that is the subject of the mediation; or
 - (ii) be biased in favour of or against any party to the mediation.

Conduct of Mediation

- (e) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (f) 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.
- (g) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (h) The mediator cannot determine the matter that is the subject of the mediation.
- (i) 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.
- (j) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Result of Mediation

- (k) If:
 - (i) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 12.2(g); and
 - (ii) 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.

14 Financial matters

14.1 Financial year

- (a) The financial year of the Association is 1 July – 30 June.
- (b) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

14.2 Source of funds

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

14.3 Control of funds

- (a) 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.
- (b) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (c) The Board may authorise a person 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.
- (d) The Board may determine the signatory or signatories for cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association.
- (e) Any authorisation or determination under rules 14.3(c) and (d) must be specified in the delegations register.
- (f) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

14.4 Financial statements and financial reports

- (a) 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.
- (b) Without limiting rule 14.4(a), those requirements include:
 - (i) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (ii) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (iii) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (iv) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (v) 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.

15 General matters

15.1 By-laws

- (a) The Association may, by resolution at a Board meeting, make, amend or revoke by-laws not inconsistent with these rules.
- (b) By-laws may:
 - (i) provide for the rights and obligations that apply to the classes of membership, or create new classes of membership; and
 - (ii) provide for new office holder positions; and
 - (iii) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
 - (iv) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (v) provide for any other matter the Board considers necessary or convenient to be dealt with in the by-laws.
- (c) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (d) Without limiting rule 15.1(c), a by-law made for the purposes of rule 15.1(b)(iv) 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.

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

15.2 Executing documents and common seal

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) 2 Directors; or
 - (ii) a Director and the executive officer.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
 - (A) 2 Directors; or
 - (B) a Director and the executive officer;and each of them is to sign the document to attest that the document was sealed in their presence.
- (c) The executive officer must make a written record of the execution of each document in an execution register.
- (d) The common seal must be kept in the custody of the executive officer or a Director authorised by the Board.

15.3 Giving notices to members

- (a) In this rule:
 - recorded** means recorded in the register of members.
- (b) 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:
 - (i) delivered by hand to the recorded address of the member; or
 - (ii) sent by prepaid post to the recorded postal address of the member; or
 - (iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

15.4 Custody of books and securities

- (a) Subject to rule 15.4(b), the books, financial records, financial statements, financial reports, and any securities of the Association (as applicable) must be kept in the executive officer's custody or under the executive officer's control.
- (b) Rule 15.4(a) has effect except as otherwise decided by the Board.

- (c) The books of the Association must be retained for at least 7 years.

15.5 Record of Directors

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 executive officer's custody or under the executive officer's control.

15.6 Inspection of records and documents

- (a) Rule 15.6(b) applies to a member who wants to inspect:
 - (i) the register of members under section 54(1) of the Act; or
 - (ii) 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
 - (iii) any other record or document of the association.
- (b) The member must contact the executive officer to make the necessary arrangements for the inspection.
- (c) The inspection must be free of charge.
- (d) 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.
- (e) The member may make a copy of or take an extract from a record or document referred to in rule 15.6(a)(iii) but does not have a right to remove the record or document for that purpose.
- (f) The member must not use or disclose information in a record or document referred to in rule 15.6(a)(iii) except for a purpose;
 - (i) that is directly connected with the affairs of the Association; or
 - (ii) that is related to complying with a requirement of the Act.

15.7 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.

15.8 Distribution of surplus property on cancellation of incorporation or winding up

- (a) In this rule;

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

- (i) the debts and liabilities of the Association; and
- (ii) 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.

- (b) 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.

15.9 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.