

NURSERY & GARDEN INDUSTRY WA (INC)

ABN: 92 717 005 170

RULES



**Nursery & Garden Industry
Western Australia**

**Adopted by Special Resolution on
9 December 2020**

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1. Terms used

In these rules, unless the contrary intention appears —

accreditation means certification by the Association of a member pursuant to such accreditation schemes as are deemed necessary or desirable and are established by the Association to assist in raising the professional standards of the nursery industry;

Act means the Associations Incorporation Act 2015;

application fee means a non-refundable fee payable at the time of submitting an application for membership to the Association, as referred to in rule 6.

associate member has the meaning given to it in rule 9.3.

Association means the incorporated association to which these rules apply, being the NURSERY & GARDEN INDUSTRY WA (INC);

books, of the Association, includes the following —

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

by laws means by-laws made by the Association under rule 64;

chairperson means the Board member determined by rules 43 or 55 to be the chairperson for the conduct of Board and general meetings of the Association;

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

Board means the management group of the Association as referred to in rule 27;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

Commonwealth means Commonwealth of Australia;

Executive Officer means the Executive Officer referred to in rule 30 and includes any acting Executive Officer or other duly appointed substitute;

financial records includes —

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

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

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

financial year, of the Association, has the meaning given in rule 2;

full member means either “full member – single outlet” member or “full member – multiple outlet” member;

full member – single outlet member has the meaning given to it in rule 9.1;

full member – multiple outlet member has the meaning given to it in rule 9.2;

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

honorary member has the meaning given to it in rule 9.4;

in writing or written includes printing, typewriting, electronic and other means of reproducing or reproducing words in a visible form;

life member has the meaning given to it in rule 9.5;

nursery industry refers to businesses and organisations that provide products and services for greenlife production. Produce, supply and retail greenlife or promote the benefits of and share greenlife with the community ;

member means a person, firm or company (including a body corporate), who is a member as defined by rule 9 with the rights referred to in rule 9;

ordinary board member means a Board member who is not an office holder of the Association under rule 28.2;

president means:

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rules 43 or 55; or
- (b) otherwise than in relation to the proceedings referred to in the preceding paragraph, the person referred to in rule 28.2(a) or if that person is unable to perform their functions, the vice president.

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

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

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;

Advisory Committee means an Advisory Committee appointed by the Board under rule 48.1(a);

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

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

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

vice president means the vice president referred to in rule 28.2(b);

voting member means a member with voting rights as referred to in rules 9.1.2(b), 9.2.2(b) and 9.5.3(a).

2. Financial year

- 2.1 The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- 2.2 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.
- 2.3 A financial year will commence on 1 July and terminate on the following 30 June, unless changed by special resolution.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

- 3.1 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.
- 3.2 A payment may be made to a member out of the funds of the Association only if it is authorised under subrule 3.3.
- 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 — OBJECTS OF ASSOCIATION

4. Objects of Association

The objects of the Association are:

- (a) to promote and encourage the development of the nursery industry in general and the interests of members in particular;
- (b) to assist and promote horticultural education;
- (c) to promote and foster the consideration and free discussion of all matters and questions affecting the interests of members;
- (d) to federate or affiliate or act in conjunction with similar associations in other states and territories in the Commonwealth and in New Zealand and to appoint representatives to any association or union of employers either in the Commonwealth or abroad;
- (e) to initiate or support improvements in the laws affecting the interests of Members and to prosecute or defend any suits, application and proceedings before any court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association;
- (f) to assist and give advice to its members;
- (g) to do any acts, matters or things not specifically stated in these objects, as may be deemed incidental to or conducive to or necessary for the full attainment of any or all of the objects of the Association or the development and welfare of the nursery industry; and
- (h) to introduce accreditation schemes as deemed necessary by the Association to assist in raising the professional standards of the nursery industry.

PART 4 — MEMBERS

Division 1 — Membership

5. Eligibility for membership

- 5.1 Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- 5.2 An individual who has not reached the age of 18 years is not eligible to apply for a category of membership that confers full voting rights.

6. Applying for membership

- 6.1 Applications for membership shall be in writing on the application form for membership approved by the Board from time to time.
- 6.2 The application form shall be signed by or on behalf of the applicant and shall be lodged with the Executive Officer by post or email.

7. Dealing with membership applications

- 7.1 The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- 7.2 Subject to subrule 7.3, the Board must consider applications in the order in which they are received by the Association.
- 7.3 The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 7.4 The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6; and
 - (c) paid any applicable application fee.
- 7.5 The Board may reject an application even if the applicant —
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6.
- 7.6 The Board must notify the applicant of the Board's decisions to accept or reject the application as soon as practicable after making the decision.
- 7.7 If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

8. Becoming a member

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

- (a) the procedures in rules 6 and 7 are completed; and
- (b) the applicant pays any membership fees payable to the Association under rule 13.

9. Membership of Association – Categories, entitlements & voting rights

Membership of the Association shall be in the following categories of members:

9.1 Full members – single outlet

9.1.1 A person or entity with one retail or wholesale outlet or premises:

- (a) who owns or leases the land upon which that person and his employees are primarily engaged in either:
 - (i) the growing of living plant material for sale; and
 - (ii) the trading in plant material; or
- (b) whose core business is neither a retail nor a wholesale nursery business, but part of whose business includes a retail or wholesale nursery business, or
- (c) who supplies goods or services which relate to the nursery industry;

shall be eligible to apply for membership as a full member – single outlet member.

9.1.2 Full members with a full member – single outlet membership:

- (a) shall be eligible for election to the office of president or vice president of the Association as provided in these rules;
- (b) shall be entitled to vote at meetings of members;

shall be eligible to such entitlements as the members may determine from time to time at a meeting of members;

9.2 Full members – multiple outlets:

9.2.1 A person or entity:

- (a) who conforms with the provisions of rules 9.1.1(a) – (c) above; and
- (b) who operates such business at more than one outlet or premises;

shall be eligible to apply for membership as a full member – multiple outlet member.

9.2.2 Full members with a multiple outlet membership shall be entitled to:

- (a) obtain certification for each additional outlet operated by the member upon payment of such additional fee or fees as is determined by the members from time to time at a meeting of members;
- (b) vote at meetings of members;
- (c) such entitlements as the members may determine from time to time at a meeting of members.

9.3 **Associate member**

9.3.1 Any educational or not for profit institution which incorporates as part of its facilities the education or development of horticulture, the growing of living plant material, or the trading of plant material shall be eligible to apply for membership as an associate member.

9.3.2 An associate member shall not have voting rights, nor be eligible for election to the Board nor receive the additional benefits of a full member membership.

9.3.3 An associate member shall be eligible to:

- (a) display a membership sign on their premises; and
- (b) receive all of the Association's free publications.

9.4 **Honorary member**

9.4.1 A person who may or may not be a member but who in the opinion of the Board supplies a valuable service to the nursery industry, shall be eligible for membership as an honorary member.

9.4.2 The Board's nomination of a person as an honorary member shall be subject to approval by a majority of members at each Annual General Meeting.

9.4.3 The renewal of the membership of an honorary members shall be subject to approval by a majority of members at each Annual General Meeting.

9.4.4 Honorary members shall not have voting rights, nor be eligible for election to the Board.

9.5 **Life member**

9.5.1 A person who in the opinion of the Board has rendered exceptional services to the Association or the nursery industry may be nominated by the Board to be a life member of the Association.

9.5.2 The Board's nomination of a person as a life member shall be subject to approval by a majority of members at each Annual General Meeting.

9.5.3 A life member shall be:

- (a) entitled to vote at meetings of members;
- (b) entitled to the benefits available to a full member; and
- (c) eligible for election to the Board.

9.6 Representatives

9.6.1 A member not being a natural person shall by notice in writing to the Executive Officer supply the names of two persons it nominates to act as its representative and alternate representative, respectively.

9.6.2 Within fourteen (14) days of receipt of such nomination the Executive Officer acting on the instructions of the Board shall either:

- (a) appoint the nominated persons as representative and alternate representative respectively of the member; or
- (b) reject the nomination and call for a further nomination.

9.6.3 The representative shall:

- (a) have all the privileges and obligations of the member under these rules (except the power of appointing a representative under rule 9.6.1); and
- (b) shall be eligible to hold office in the same way as a member who is a natural person.

9.6.4 If a representative is unable for any reason to represent a member the alternate representative may do so with the like privileges and obligations.

9.6.5 A person shall cease to act as representative or alternate representative of a member as the case may be, upon receipt of notice to that effect from the Executive Officer acting either on direction of the Board or the member as the case may be.

9.7 If any member ceases to be eligible for the category of membership for which he is registered, the Board shall immediately review that member's activities with a view to determining the category of membership (if any) for which that member may be eligible.

9.8 The Board's determination shall be referred to a meeting of members and shall be subject to the same procedures described in rules 6 & 7 in relation to application for membership.

10. When membership ceases

10.1.1. A person ceases to be a member when any of the following takes place —

- (a) for a member who is an individual, the individual dies;
- (b) for a member who is a body corporate, the body corporate is wound up;
- (c) the person resigns from the Association under rule 11;
- (d) the person is expelled from the Association under rule 16;
- (e) the person ceases to be a member under rule 13.5.

10.1.2 All of the Association's certificates of accreditation, insignia, signs, logos and such other property which may be given by the Association to the member as an incident of their membership shall at all times remain the property of the Association and shall be returned to the Executive Officer upon cessation of membership.

10.1.3 The Executive Officer must keep a record, for at least one year after a person ceases to be a member, of —

- (a) the date on which the person ceased to be a member; and
- (b) the reason why the person ceased to be a member.

11. Resignation

11.1 A member may resign from membership of the Association by giving written notice of the resignation to the Executive Officer.

11.2 The resignation takes effect —

- (a) when the Executive Officer receives the notice; or
- (b) if a later time is stated in the notice, at that later time.

11.3 A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.

11.4 The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

12. Rights not transferable

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

Division 2 — Membership fees & levies

13. Membership fees & levies

- 13.1 The Board must determine the application fee (if any) and the annual membership fee (if any) to be paid for membership of the Association. The Board can determine that these fees may be nil and may be a contra against a payment owing.
- 13.2 The fees determined under subrule 13.1 may be different for different categories or sub categories of membership.
- 13.3 A member must pay the annual membership fee to the Executive Officer, or another person authorised by the Board to accept payments, by the date (the due date) determined by the Board.
- 13.4 If an annual membership fee relates to a period of less than one (1) year a pro-rata amount shall be payable calculated on a monthly basis.
- 13.4 The voting and other rights of members who have not paid the annual membership fee by one month after the due date for payment are suspended until the annual membership fee is paid.
- 13.5 If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- 13.6 If a person who has ceased to be a member under subrule 13.5 offers to pay the annual membership fee after the period referred to in that subrule has expired —
- (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- 13.7 If, in the opinion of the Board, circumstances affecting the interests of members have arisen which may require the levying of a special fund, a special general meeting may be convened to consider the matter and determine what action shall be taken.
- 13.8 Such special general meeting may impose on members or any of them a levy not exceeding in any one (1) financial year the amount of the annual subscription fee payable respectively by such members.
- 13.9 Failure to pay a levy by the due date shall have the same consequences as failure to pay annual subscription fees when due and payable as specified in rules 13.4 and 13.5.

Division 3 — Register of members

14. Register of members

- 14.1 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.
- 14.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the category of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 14.3 The register of members must be kept at the Executive Officer's place of residence, or at another place determined by the Board.
- 14.4 A member who wishes to inspect the register of members must contact the Executive Officer to make the necessary arrangements.
- 14.5 If —
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

PART 5 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

15. 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

16. Suspension or expulsion

16.1 The Board may decide to suspend a member's membership or to expel a member from the Association if —

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association.

16.2 The Executive Officer must give the member written notice of the proposed suspension or expulsion at least 7 days before the Board meeting at which the proposal is to be considered by the Board.

16.3 The notice given to the member must state —

- (a) when and where the Board meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;

16.4 At the Board meeting, the Board must —

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.

- 16.5 A decision of the Board to suspend the member’s membership or to expel the member from the Association takes immediate effect.
- 16.6 The Board must give the member written notice of the Board’s decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- 16.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board’s decision under subrule 16.6, give written notice to the Executive Officer requesting the appointment of a mediator under rule 23.
- 16.8 If notice is given under subrule 16.7, the member who gives the notice and the Board are the parties to the mediation.

17. Consequences of suspension

- 17.1 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.
- 17.2 When a member’s membership is suspended, the Executive Officer 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.
- 17.3 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.

Division 3 — Resolving disputes

18. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

19. Application of Division

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

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

20. 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.

21. How grievance procedure is started

21.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the Executive Officer of —

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

21.2 Within 28 days after the Executive Officer is given the notice, a Board meeting must be convened to consider and determine the dispute.

21.3 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.

21.4 The notice given to each party to the dispute must state —

- (a) when and where the Board meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

21.5 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 Executive Officer stating that the party
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 23,

the Board must not determine the dispute.

22. Determination of dispute by Board

- 22.1 At the Board meeting at which a dispute is to be considered and determined, the Board must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 22.2 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- 22.3 A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule 22.1(c), give written notice to the Executive Officer requesting the appointment of a mediator under rule 24.
- 22.4 If notice is given under subrule 22.3, each party to the dispute is a party to the mediation.

Division 4 — Mediation

23. Application of Division

- 23.1 This Division applies if written notice has been given to the Executive Officer requesting the appointment of a mediator —
- (a) by a member under rule 16.7; or
 - (b) by a party to a dispute under rule 21.5(b)(ii) or 22.3.
- 23.2 If this Division applies, a mediator must be chosen or appointed under rule 24.

24. Appointment of mediator

- 24.1 The mediator must be a person chosen —
- (a) if the appointment of a mediator was requested by a member under rule 16.7 — by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 21.5(b)(ii) or 22.3 — by agreement between the parties to the dispute.
- 24.2 If there is no agreement for the purposes of subrule 24.1(a) or (b), then, subject to subrules 24.3 and 24.4, the Board must appoint the mediator.

- 24.3 The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
- (a) a member under rule 16.7; or
 - (b) a party to a dispute under rule 21.5(b)(ii); or
 - (c) a party to a dispute under rule 22.3 and the dispute is between one or more members and the Association.
- 24.4 The person appointed as mediator by the Board may be a member or former member of the Association but must not —
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

25. Mediation process

- 25.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 25.2 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.
- 25.3 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.
- 25.4 The mediator cannot determine the matter that is the subject of the mediation.
- 25.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 25.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

26. 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 16.7; 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 Board meeting or general meeting during the period of suspension or expulsion.

PART 6 — BOARD

Division 1 — Powers of Board

27. Board

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

Division 2 — Composition of Board and duties of members

28. Board members

- 28.1 The Board members consist of —
 - (a) the office holders of the Association; and
 - (b) at least five full members, but not more than nine such that the composition of the total Board may comprise up to a maximum of 50% of members falling into the category of 9.1.1 (b) or (c) of full member classification.
- 28.2 The following are the office holders of the Association —
 - (a) the president;
 - (b) the vice president;

- 28.3 A person may be a Board member if the person is —
- (a) an individual who has reached 18 years of age; and
 - (b) a member with voting rights as per rule 9.
- 28.4 A person can hold only one of the offices mentioned in subrule 28.2 at any one time.
- 28.5 Term of president. The president shall be elected for not more than three (3) consecutive terms. A candidate for the office of president shall have served as a member of the Board for at least two (2) terms prior to being nominated for such office, except where service for a lesser time can be determined as appropriate by the Board.

29. President

- 29.1 It is the duty of the president to consult with the Executive Officer regarding the business to be conducted at each Board meeting and general meeting.
- 29.2 The president has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

30. Executive Officer

The Executive Officer has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each Board 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 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;
- (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 Board to do so, maintaining on behalf of the Association a record of Board 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 Board meetings and general meetings;
- (i) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

- (j) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (k) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (l) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (m) ensuring the safe custody of the Association’s financial records, financial statements and financial reports, as applicable to the Association;
- (n) if the Association is a tier 1 association, coordinating the preparation of the Association’s financial statements before their submission to the Association’s annual general meeting;
- (o) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association’s financial report before its submission to the Association’s annual general meeting;
- (p) 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;
- (q) carrying out any other duty given to the Executive Officer under these rules or by the Board.

Division 3 — Election of Board members and tenure of office

31. How members become Board members

A member becomes a Board member if the member —

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 38.

32. Nomination of Board members

- 32.1 At least 28 days before an annual general meeting, the Executive Officer must send written notice to all the members —
- (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the Executive Officer to comply with subrule 32.2.
- 32.2 A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the Executive Officer at least 14 days before the annual general meeting.
- 32.3 The written notice must include a statement by another member in support of the nomination.
- 32.4 A member may nominate for one specified position of office holder of the Association or to be an ordinary Board member.

32.5 A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 33.2 or 34.2(b).

33. Election of office holders

- 33.1 At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- 33.2 If there is no nomination for a position, the chairperson of the meeting may call for nominations from the members at the meeting.
- 33.3 If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- 33.4 If more than one member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- 33.5 Each voting member present at the meeting may vote for one member who has nominated for the position.
- 33.6 A member who has nominated for the position may vote for himself.
- 33.7 On the member's election, the new president of the Association may take over as the chairperson of the meeting.

34. Election of ordinary Board members

- 34.1 At the annual general meeting, the Association must decide by resolution the number of ordinary Board members (if any) to hold office for the next year, if this number has changed from the minimum and maximum numbers referred to in rule 28.1(b).
- 34.2 If the number of members nominating for the position of ordinary Board 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 voting members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- 34.3 If —
- (a) the number of members nominating for the position of ordinary Board member is greater than the number to be elected; or
 - (b) the number of members nominating under subrule 34.2(b) is greater than the number of positions remaining unfilled,
- the voting members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the members who are to be elected to the position of ordinary Board member.

34.4 A member who has nominated for the position of ordinary Board member may vote in accordance with that nomination.

35. Term of office

35.1 The term of office of a Board member begins when the member —

- (a) is elected at an annual general meeting or under subrule 36.3(b); or
- (b) is appointed to fill a casual vacancy under rule 38.

35.2 Subject to rule 37, a Board member holds office until the positions on the Board are declared vacant at the next annual general meeting.

35.3 A Board member may be re-elected.

36. Resignation and removal from office

36.1 A Board member may resign from the Board by written notice given to the Executive Officer or, if the resigning member is the Executive Officer, given to the president.

36.2 The resignation takes effect —

- (a) when the notice is received by the Executive Officer or president; or
- (b) if a later time is stated in the notice, at the later time.

36.3 At a general meeting, the Association may by resolution —

- (a) remove a Board member from office; and
- (b) elect a member who is eligible under rule 28.3 to fill the vacant position.

36.4 A Board member who is the subject of a proposed resolution under subrule 36.3(a) may make written representations (of a reasonable length) to the Executive Officer or president and may ask that the representations be provided to the members.

36.5 The Executive Officer or president may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

37. When membership of Board ceases

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

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 36; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;

- (d) becomes permanently unable to act as a Board member 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.

38. Filling casual vacancies

- 38.1 The Board may appoint a member who is eligible under rule 28.3 to fill a position on the Board that —
 - (a) has become vacant under rule 37; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 36.3(b).
- 38.2 If the position of Executive Officer becomes vacant, the Board must appoint a member who is eligible under rule 28.3 to fill the position within 14 days after the vacancy arises.
- 38.3 Subject to the requirement for a quorum under rule 45, the Board may continue to act despite any vacancy in its membership.
- 38.4 If there are fewer Board members than required for a quorum under rule 45, the Board may act only for the purpose of —
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

39. Validity of acts

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

40. Payments to Board members

- 40.1 In this rule —
 - Board member** includes a member of an Advisory Committee;
 - Board meeting** includes a meeting of an Advisory Committee.
- 40.2 A Board member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a Board meeting; or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Board meetings

41. Board meetings

- 41.1 The Board must meet at least three (3) times in each year on the dates and at the times and places determined by the Board.
- 41.2 The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- 41.3 Special Board meetings may be convened by the president or any two (2) Board members.

42. Notice of Board meetings

- 42.1 Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- 42.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 42.3 Unless subrule 42.4 applies, the only business that may be conducted at the meeting is the business described in the notice.
- 42.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

43. Procedure and order of business

- 43.1 The president or, in the president's absence, the vice president must preside as chairperson of each Board meeting.
- 43.2 If the president and vice president are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- 43.3 The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- 43.4 The order of business at a Board meeting may be determined by the Board members at the meeting.
- 43.5 A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- 43.6 A person invited under subrule 43.5 to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and

(c) cannot vote on any matter that is to be decided at the meeting.

44. Use of technology to be present at Board meetings

- 44.1 The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 44.2 A member who participates in a Board meeting as allowed under subrule 44.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

45. Quorum for Board meetings

- 45.1 Subject to rule 38(4), no business is to be conducted at a Board meeting unless a quorum is present.
- 45.2 Four (4) members present at any meeting of the Board shall constitute a quorum.
- 45.3 If a quorum is not present within 15 minutes after the notified commencement time of a Board meeting —
- (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to a time and date determined by those members present at the meeting.
- 45.4 If —
- (a) a quorum is not present within 15 minutes after the commencement time of a Board meeting held under subrule 45.3(b); and
 - (b) at least 3 Board members are present at the meeting,

those members present are taken to constitute a quorum.

46. Voting at Board meetings

- 46.1 Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- 46.2 A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- 46.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 46.4 A vote may take place by the Board members 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.

46.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

47. Minutes of Board meetings

47.1 The Board must ensure that minutes are taken and kept of each Board meeting.

47.2 The minutes must record the following —

- (a) the names of the Board members present at the meeting;
- (b) the name of any person attending the meeting under rule 43.5;
- (c) the business considered at the meeting;
- (d) any motion on which a vote is taken at the meeting and the result of the vote.

47.3 The minutes of a Board meeting properly recorded in accordance with rule 47.6 within 30 days after the meeting is held.

47.4 The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next Board meeting.

47.5 When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made.

47.6 The minutes of the Association can be stored electronically and electronic confirmation that the minutes have been reviewed and agreed in accordance with rule 47.4 will deem the minutes as having been signed in accordance with rule 47.4.

Division 5 — Advisory Committees and subsidiary offices

48. Advisory Committees and subsidiary offices

48.1 To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —

- (a) appoint one or more Advisory Committees;
- (b) create one or more subsidiary offices and appoint people to those offices.

- 48.2 An Advisory Committee may consist of the number of people, whether or not members, that the Board considers appropriate.
- 48.3 A person may be appointed to a subsidiary office whether or not the person is a member.
- 48.4 Subject to any directions given by the Board —
- (a) an Advisory Committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

49. Delegation to Advisory Committees and holders of subsidiary offices

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

PART 7 — GENERAL MEETINGS OF ASSOCIATION

50. Annual general meeting

- 50.1 The Board must determine the date, time and place of the annual general meeting.
- 50.2 If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the 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.

- 50.3 The ordinary business of the annual general meeting is as follows —
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board’s annual report on the Association’s activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor’s report on the financial statements or financial report;
 - (c) to elect the office holders of the Association and other Board 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 application fees, membership fees and other amounts (if any) to be paid by members.
- 50.4 Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

51. Special general meetings

- 51.1 The Board may convene a special general meeting.
- 51.2 The Board must convene a special general meeting if at least 20% of the voting members require a special general meeting to be convened.
- 51.3 The voting members requiring a special general meeting to be convened must —
- (a) make the requirement by written notice given to the Executive Officer; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- 51.4 The special general meeting must be convened within 28 days after notice is given under subrule 51.3(a).
- 51.5 If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.

- 51.6 A special general meeting convened by members under subrule 51.5 —
- (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.
- 51.7 The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule 51.5.

52. Notice of general meetings

- 52.1 The Executive Officer or, in the case of a special general meeting convened under rule 51.5, the members convening the meeting, must give to each member —
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- 52.2 The notice must —
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 32.2; and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 53.7.

53. Proxies

- 53.1 Subject to subrule 53.2, a voting member may appoint an individual who is a member as their proxy to vote and speak on their behalf at a general meeting.
- 53.2 A voting member may be appointed the proxy for not more than 5 other members
- 53.3 The appointment of a proxy must be in writing and signed by the voting member making the appointment.
- 53.4 The voting member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
- 53.5 If no instructions are given to the proxy, the proxy may vote on behalf of the voting member in any matter as the proxy sees fit.

- 53.6 If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
- (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- 53.7 Notice of a general meeting given to a member under rule 52 must —
- (a) state that the voting member may appoint an individual who is a member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 53.8 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.
- 53.9 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.

54. Use of technology to be present at general meetings

- 54.1 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 54.2 A member who participates in a general meeting as allowed under subrule 54.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

55. Presiding member and quorum for general meetings

- 55.1 The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- 55.2 If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- 55.3 No business is to be conducted at a general meeting unless a quorum is present.
- 55.4 At a general meeting 10% of voting members or ten (10) members, whichever is the lesser, present in person or by proxy shall constitute a quorum.

- 55.5 If a quorum is not present within 15 minutes after the notified commencement time of a general meeting —
- (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

56. Adjournment of general meeting

- 56.1 The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 56.2 Without limiting subrule 56.1, 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.
- 56.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 56.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

57. Voting at general meeting

- 57.1 On any question arising at a general meeting —
- (a) subject to subrule 57.6, each voting member has one vote unless the member may also vote on behalf of a body corporate under subrule 57.2; and
 - (b) voting members may vote personally or by proxy.
- 57.2 A voting member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- 57.3 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.

- 57.4 The appointment has effect until —
- (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Executive Officer.
- 57.5 Except in the case of a special resolution, a motion is carried if a majority of the voting members present at a general meeting vote in favour of the motion.
- 57.6 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 57.7 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.
- 57.8 For a person to be eligible to vote at a general meeting as a voting member, or on behalf of a voting member that is a body corporate under subrule 57.2, the voting member —
- (a) must have been a voting member at the time notice of the meeting was given under rule 52; and
 - (b) must have paid any fee or other money payable to the Association by the member.

58. When special resolutions are required

- 58.1 A special resolution is required if it is proposed at a general meeting —
- (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 58.2 Subrule 58.1 does not limit the matters in relation to which a special resolution may be proposed.

59. Determining whether resolution carried

- 59.1 In this rule —
- poll*** means the process of voting in relation to a matter that is conducted in writing.
- 59.2 Subject to subrule 59.4, 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.

- 59.3 If the resolution is a special resolution, the declaration under subrule 59.2 must identify the resolution as a special resolution.
- 59.4 If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other voting members present in person or by proxy —
- (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- 59.5 If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 59.6 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.
- 59.7 A declaration under subrule 59.2 or 59.4 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.

60. Minutes of general meeting

- 60.1 The Executive Officer, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- 60.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 60.3 In addition, the minutes of each annual general meeting must record —
- (a) the names of the voting members and members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 53.8; and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 50.3(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 50.3(b)(iv).
- 60.4 The minutes of a general meeting must be recorded in writing and appropriately stored within 30 days after the meeting is held.
- 60.5 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.

- 60.6 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.
- 60.7 The minutes of the general meeting of the Association can be stored electronically and electronic confirmation that the minutes have been reviewed and agreed in accordance with rule 60.5 will deem the minutes as having been signed in accordance with rule 60.5.

PART 8 — FINANCIAL MATTERS

61. Source of funds

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

62. Control of funds

- 62.1 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.
- 62.2 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- 62.3 The Board may authorise the Executive Officer 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.
- 62.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed or electronically authorised by —
- (a) 2 Board members; or
 - (b) one Board member and the Executive Officer; or
 - (c) one Board member and a person authorised by the Board; or
 - (d) the Executive Officer and a person authorised by the Board.
- 62.5 The Board can retrospectively ratify payments made in accordance with subrule 62.2.
- 62.6 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

63. Financial statements and financial reports

- 63.1 For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- 63.2 Without limiting subrule 63.1, those requirements include —
- (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 9 — GENERAL MATTERS

64. By-laws

- 64.1 The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- 64.2 By-laws may —
- (a) provide for the rights and obligations that apply to any category of membership approved under rule 9; and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- 64.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 64.4 Without limiting subrule 64.3, a by-law made for the purposes of subrule 64.2(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.

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

65. Executing documents and common seal

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

(a) 2 Board members; or

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

65.2 If the Association has a common seal —

(a) the name of the Association must appear in legible characters on the common seal; and

(b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —

(i) 2 Board members; or

(ii) one Board member and a person authorised by the Board,

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

65.3 The Executive Officer must make a written record of each use of the common seal.

65.4 The common seal must be kept in the custody of the Executive Officer or another Board member authorised by the Board.

66. Giving notices to members

66.1 In this rule —

recorded means recorded in the register of members.

66.2 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 electronic transmission to an appropriate recorded electronic address of the member.

67. Custody of books and securities

- 67.1 Subject to subrule 67.2, the books and any securities of the Association must be kept in the Executive Officer's custody or under the Executive Officer's control.
- 67.2 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Executive Officer's custody or under the Executive Officer's control.
- 67.3 Subrules 67.1 and 67.2 have effect except as otherwise decided by the Board.
- 67.4 The books of the Association must be retained for at least 7 years.

68. Record of office holders

The record of Board 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 Executive Officer's custody or under the Executive Officer's control.

69. Inspection of records and documents

- 69.1 Subrule 69.2 applies to a member who wants to inspect —
- (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board 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.
- 69.2 The member must contact the Executive Officer to make the necessary arrangements for the inspection.
- 69.3 The inspection must be free of charge.
- 69.4 If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- 69.5 The member may make a copy of or take an extract from a record or document referred to in subrule 69.1(c) but does not have a right to remove the record or document for that purpose.
- 69.6 The member must not use or disclose information in a record or document referred to in subrule 69.1(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.

70. Publication by Board members of statements about Association business prohibited

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

71. Distribution of surplus property on cancellation of incorporation or winding up

71.1 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.

71.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

72. 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.