

# THE VINES RESIDENTS & RATEPAYERS ASSOCIATION INC.



The name of the Association is:

**The Vines Residents & Ratepayers Association Inc.**

The objects of the Association are:

- Make representation to all levels of government on issues affecting The Vines and its land.
- Promote the interests of residents and ratepayers of The Vines
- Operate as a not-for-profit organisation.
- Bring about civic improvements in The Vines
- Support other groups and organisations within The Vines whose objectives include improving the wellbeing of our residents and ratepayers, including the following:
  - Events;
  - Information workshops;
  - Community inclusive activities.

Any six members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

Any 50% of elected committee members (including at least one ordinary committee member) constitute a quorum for the conduct of the business of a committee meeting.

The association's financial year will be the period of 12 months commencing on July 1 and ending on June 30 of each year.

Version: 1.2

Adopted at the Annual General Meeting held on: 16<sup>th</sup> May 2022

## Table of Contents

<b>1. Name of the Association</b>	3
<b>2. Terms Used</b>	3
<b>3. Financial year</b>	4
<b>4. Objects of the Association</b>	4
<b>5. Powers of the Association</b>	4
<b>6. Not-for-profit body</b>	4
<b>7. Membership of the Association</b>	5
<b>8. Register of members</b>	5
<b>9. Membership fees</b>	6
<b>10. Cessation of Membership of the Association</b>	6
<b>11. Resignation</b>	6
<b>12. Disciplinary action</b>	6
<b>13. Resolving disputes</b>	7
<b>14. Mediation</b>	8
<b>15. The Management Committee</b>	9
<b>16. Sub-Committees</b>	10
<b>17. Chair</b>	10
<b>18. Vice Chair</b>	10
<b>19. Secretary</b>	10
<b>20. Treasurer</b>	11
<b>21. Casual Vacancies in Membership of the Committee</b>	11
<b>22. Proceedings of the Association</b>	12
<b>23. Meetings</b>	12
<b>24. Quorum and Proceedings at General Meetings</b>	13
<b>25. Proxies of Members of the Association</b>	14
<b>26. Voting Rights of Members of the Association</b>	14
<b>27. Minutes of Meetings</b>	14
<b>28. Financial Matters</b>	15
<b>29. Alteration to Rules of the Association</b>	15
<b>30. Executing documents and common seal</b>	15
<b>31. Custody of books and securities</b>	16
<b>32. Inspection of records and documents</b>	16
<b>33. Publication by committee members of statements about Association business prohibited</b>	16
<b>34. Winding Up the Association</b>	16

# RULES OF THE VINES & DISTRICTS RESIDENTS & RATEPAYERS ASSOCIATION INC.

## 1. Name of the Association

The name of the Association is:

The Vines Residents & Ratepayers Association Inc. hereinafter called the “Association”.

## 2. Terms Used

2.1. In these rules, unless a contrary intention appears:

- **Act** means the Associations Incorporation Act 2015;
- **Association** means the incorporated association to which these rules apply;
- **books**, of the Association, includes the following —
  - a register;
  - financial records, financial statements or financial reports, however compiled, recorded or stored;
  - a document;
  - any other record of information;
- **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;
- **committee** means the management committee of the Association;
- **committee meeting** means a meeting of the committee;
- **committee member** means a member of the committee;
- **The Vines** means the suburb to be included within the Association.
- **financial** records include —
  - invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
  - documents of prime entry; and
  - working papers and other documents needed to explain —
    - the methods by which financial statements are prepared; and
    - adjustments to be made in preparing financial statements;
- **financial statements** mean 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 3;
- **general meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;
- **levels of government** mean local, state and federal government;
- **local government body** means the local government council that the members of the association are part of;
- **member** means a person who is an ordinary member
- **ordinary committee member** means a committee member who is not an office holder of the Association under rule 15;
- **ordinary member** means a member with the rights referred to in rule 7.1;
- **Chair** means the Committee member holding office as the chair of the Association;
- **register of members** means the register of members referred to in section 53 of the Act;
- **rules** mean these rules of the Association, as in force for the time being;
- **Secretary** means the committee member holding office as the secretary of the Association;
- **special general meeting** means a general meeting 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 committee under rule 16(1);
- **tier 1 association** means an incorporated association to which section 64(1) of the Act applies;
- **Treasurer** means the committee member holding office as the treasurer of the Association.

2.2. Where applicable in this Constitution:

- a) Words importing the singular include the plural and vice versa;
- b) Headings are for convenience only and do not affect the interpretation of this Constitution;

- c) Words importing a gender include any gender;
- d) Other parts of speech and grammatical form of a word or phrase defined in this Constitution have a corresponding meaning;
- e) An expression importing a natural person includes any company, partnership, joint venture, association, corporation and any Governmental authority or agency;
- f) A reference to anything includes a part of that thing;
- g) A reference to a clause or sub-clause is a reference to a clause or sub-clause of this Constitution; and
- h) A reference to a statute, regulations, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute.

### 3. Financial year

- 3.1. The association's financial year will be the period of 12 months commencing on July 1 and ending on June 30 of each year.

### 4. Objects of the Association

The objects of the Association are to:

- 4.1. Make representation to all levels of government on issues affecting The Vines and its land;
- 4.2. Promote the interests of residents and ratepayers of TheVines;
- 4.3. Bring about civic improvements in The Vines;
- 4.4. Support other groups and organisations within The Vines whose objectives include improving the wellbeing of our residents and ratepayers, including the following:
  - 4.4.1. Events;
  - 4.4.2. Information workshops;
  - 4.4.3. Community inclusive activities.

### 5. Powers of the Association

The powers of the Association are those conferred on the Association by the Act and are subject to the following additions, exclusions or modifications:

- 5.1. The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
  - 5.1.1. acquire, hold, deal with, and dispose of any real or personal property;
  - 5.1.2. open and operate bank accounts;
  - 5.1.3. invest its money in any security in which trust monies may lawfully be invested; or in any other manner authorised by the rules of the Association;
  - 5.1.4. borrow money upon such terms and conditions as the Association thinks fit;
  - 5.1.5. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - 5.1.6. appoint agents to transact any business of the Association on its behalf;
  - 5.1.7. enter into any other contract it considers necessary or desirable; and
  - 5.1.8. may act as trustee and accept and hold real and personal property upon trust but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

### 6. Not-for-profit body

- 6.1. 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 of the Association, except in good faith in the promotion of those objects or purposes.

- 6.2. A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule 6.3.
- 6.3. A payment to a member out of the funds of the Association is authorised if it is:
  - 6.3.1. 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
  - 6.3.2. 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
  - 6.3.3. the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - 6.3.4. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## 7. Membership of the Association

- 7.1. Individual Membership of the Association is open to any person over the age of 18 years who is a resident and/or ratepayer in The Vines and who supports the objects or purposes of the Association, it includes full voting rights.
- 7.2. A person or organisation who wishes to become a member must apply for membership to the Association in writing in such form as the Association from time to time directs.
- 7.3. The Association must consider each application for membership of the Association at the next meeting and at that meeting decide whether to accept or reject that application.
- 7.4. The Association may delay its consideration of an application if the Association considers 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.
- 7.5. The Association must not accept an application unless the applicant –
  - 7.5.1. Is eligible under sub rules 7.1 and 7.2; and
  - 7.5.2. Has applied under sub rule 7.3.
- 7.6. The Association may reject an application even if the applicant –
  - 7.6.1. Is eligible under sub rules 7.1 and 7.2; and
  - 7.6.2. Has applied under sub rule 7.3.
- 7.7. The Association must notify the applicant in writing of the decision as soon as practicable after making the decision if the applicant is not in attendance at the meeting.
- 7.8. If the Association rejects the application, it is not required to give the applicant its reasons for doing so.
- 7.9. The number of members of any type is not limited unless otherwise approved by resolution at a general meeting.
- 7.10. An applicant for membership becomes a member when –
  - 7.10.1. The association accepts the application; and
  - 7.10.2. The applicant pays any membership fees payable to the Association under rule 7.9.

## 8. Register of members

- 8.1. The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 8.2. In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
- 8.3. The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- 8.4. The register of members may be kept in an electronic form.
- 8.5. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

- 8.6. If —
- 8.6.1. 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
- 8.6.2. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## 9. Membership fees

- 9.1. The members shall from time to time at a General Meeting determine the amount of the yearly subscription to be paid by each member.
- 9.2. Each member must pay to the Treasurer, annually the amount of the subscription determined under sub rule 9.1.
- 9.3. A member whose subscription is not paid within 3 months after the relevant date fixed by or under sub rule 9.3 is disqualified from exercising any of the rights of a member until such time as the subscription is paid.
- 9.4. If a person who has ceased to be a member under sub rule 9.4 offers to pay the annual membership fee after the period referred to in that sub rule has expired:
- 9.4.1. The committee may, at its discretion, accept that payment; and
- 9.4.2. If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## 10. Cessation of Membership of the Association

- 10.1. A member ceases to be a member when any of the following takes place:
- 10.1.1. For a person who is an individual, the individual dies;
- 10.1.2. The person resigns from the Association under rule 11;
- 10.1.3. The person is expelled from the Association under rule 12;
- 10.1.4. The person ceases to be a member under rule 9.4
- 10.2. The secretary must keep a record, for at least one year after a person ceases to be a member, of:
- 10.2.1. The date on which the person ceased to be a member; and
- 10.2.2. The reason why the person ceased to be a member.
- 10.3. The rights of a member are not transferable and end when membership ceases.

## 11. Resignation

- 11.1. A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- 11.2. The resignation takes effect:
- 11.2.1. When the secretary receives the notice; or
- 11.2.2. If a later time is stated in the notice, at that later time.

## 12. Disciplinary action

Term used: member

In this rule **member** is in relation to a member who is expelled from the Association, includes former member.

- 12.1. Suspension or expulsion
- 12.1.1. The committee may decide to suspend a member's membership or to expel a member from the Association if:
- a) the member contravenes any of these rules; or
- b) the member acts detrimentally to the interests of the Association.

- 12.1.2. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- 12.1.3. The notice given to the member must state:
- a) when and where the committee meeting is to be held; and
  - b) the grounds on which the proposed suspension or expulsion is based; and
  - c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- 12.1.4. At the committee meeting, the committee must:
- a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - b) give due consideration to any submissions so made; and
  - c) decide:
    - i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - ii. whether or not to expel the member from the Association.
- 12.1.5. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 12.1.6. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- 12.1.7. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under sub rule 12.1.6, give written notice to the secretary requesting the appointment of a mediator under rule 14.
- 12.1.8. If notice is given under sub rule 12.1.7, the member who gives the notice and the committee are the parties to the mediation.
- 12.2. Consequences of suspension
- 12.2.1. 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.
- 12.2.2. When a member's membership is suspended, the secretary must record in the register of members:
- a) that the member's membership is suspended; and
  - b) the date on which the suspension takes effect; and
  - c) the period of the suspension.
- 12.2.3. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## 13. Resolving disputes

Terms used in this rule

***grievance procedure*** means the procedures set out in this Rule 13;

***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 Resolution of Disputes The procedure set out in this rule 13 (resolving disputes) applies to disputes:

- 13.1.1. between members; or

- 13.1.2. between one or more members and the Association.
- 13.2. 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.
- 13.3. How grievance procedure is started
- 13.3.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub rule 13.2, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
- a) the parties to the dispute; and
  - b) the matters that are the subject of the dispute.
- 13.3.2. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- 13.3.3. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 13.3.4. The notice given to each party to the dispute must state:
- a) when and where the committee meeting is to be held; and
  - b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 13.3.5. If —
- a) the dispute is between one or more members and the Association; and
  - b) any party to the dispute gives written notice to the secretary stating that the party:
    - i. does not agree to the dispute being determined by the committee; and
    - ii. requests the appointment of a mediator under rule 14.2
 the committee must not determine the dispute.
- 13.4. Determination of dispute by committee
- 13.4.1. At the committee meeting at which a dispute is to be considered and determined, the committee must:
- a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - b) give due consideration to any submissions so made; and
  - c) determine the dispute.
- 13.4.2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- 13.4.3. A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule 13.4.1.c), give written notice to the secretary requesting the appointment of a mediator under rule 14.2.
- 13.4.4. If notice is given under sub rule 13.4.3, each party to the dispute is a party to the mediation.

## 14. Mediation

- 14.1. Application of this Rule
- 14.1.1. This Rule applies if written notice has been given to the secretary requesting the appointment of a mediator:
- a) by a member under rule 12.1.7 or 14.2; or
  - b) by a party to a dispute under rule 13.3.5.b) ii or 13.4.3.
- 14.1.2. If this Rule applies, a mediator must be chosen or appointed under rule 14.2.
- 14.2. Appointment of mediator
- 14.2.1. The mediator must be a person chosen:
- a) if the appointment of a mediator was requested by a member under rule 12.1.7 — by agreement between the Member and the committee; or



- b) if the appointment of a mediator was requested by a party to a dispute under rule 13.3.5.b) ii or 13.4.3 — by agreement between the parties to the dispute.
- 14.2.2. If there is no agreement for the purposes of sub rule 14.2.1.a) or 14.2.1.b), then, subject to sub rules 14.2.3 and 14.2.4, the committee must appoint the mediator.
- 14.2.3. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - a) a member under rule 12.1.7; or
  - b) a party to a dispute under rule 13.3.5.b) ii; or
  - c) a party to a dispute under rule 13.4.3 and the dispute is between one or more members and the Association.
- 14.2.4. The person appointed as mediator by the committee may be a member or former member of the Association but must not:
  - a) have a personal interest in the matter that is the subject of the mediation; or
  - b) be biased in favour of or against any party to the mediation.
- 14.3. Mediation process
  - 14.3.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
  - 14.3.2. 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.
  - 14.3.3. 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.
  - 14.3.4. The mediator cannot determine the matter that is the subject of the mediation.
  - 14.3.5. 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.
  - 14.3.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 14.4. If mediation results in decision to suspend or expel being revoked
  - If —
  - 14.4.1. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 12.1.7; and
  - 14.4.2. as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

## 15. The Management Committee

- 15.1. The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- 15.2. Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 15.3. The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any),
- 15.4. The Management Committee shall consist of:
  - 15.4.1. the Chair;
  - 15.4.2. the Vice-Chair;
  - 15.4.3. the Secretary;

- 15.4.4. the Treasurer; and,
- 15.4.5. and at least 5 ordinary committee members, all of whom must be members of the Association.
- 15.5. The committee must determine the maximum number of members who may be ordinary committee members.
- 15.6. Committee members are elected to membership of the Committee at an Annual General Meeting or appointed under sub rule 15.9.
- 15.7. Subject to rule 21, a Committee member's term will be from his or her election at an Annual General Meeting until the election at the next Annual General Meeting after his or her election.
- 15.8. A person who is eligible for election or re-election under this rule may:
  - 15.8.1. propose or second himself or herself for election or re-election; and
  - 15.8.2. vote for himself or herself.
- 15.9. The Committee shall have powers to fill any vacancy that may occur.
- 15.10. Retiring office-bearers of the Committee will be eligible for re-election
- 15.11. The procedure to be followed at a committee meeting must be determined from time to time by the committee, with minutes of meeting recorded and distributed to committee.
- 15.12. Any 50% of elected committee members (including at least one ordinary committee member) constitute a quorum at a Committee meeting.
- 15.13. Use of technology to be present at Committee Meetings
  - 15.13.1. The presence of a member at a Committee Meeting, need not be by attendance in person but may be by that member and each other member at the meeting using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
  - 15.13.2. A member who participates in a Committee Meeting as allowed under sub rule 15.13.1 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.

## 16. Sub-Committees

- 16.1. The Association may delegate its power in writing to sub-Committees and working groups for the purpose of furthering the objectives of the Association and subject to regulations or directions it thinks fit.
- 16.2. A sub-Committee or working group shall exercise any power delegated to it in accordance with any regulations or directions imposed on it by the Committee from time to time.
- 16.3. Each sub-Committee shall report the proceedings of the sub-Committee meetings to the Association as required.
- 16.4. The meetings and proceedings of all sub-Committee meetings shall be governed by these Rules.
- 16.5. The Association may, in writing, amend or revoke the delegation.

## 17. Chair

- 17.1. The Chair shall preside at all General Meetings and Committee meetings.
- 17.2. The Chair shall be the Public Officer of the Association unless otherwise delegated by the committee from time to time.

## 18. Vice Chair

- 18.1. If the Chair is absent, then the Vice-Chair shall preside in his or her place and if the Chair and Vice-Chair are absent then an acting Chair shall be appointed by the members present at the meeting.
- 18.2. Assist the Chair from time to time as required.

## 19. Secretary

- 19.1. The Secretary has the following duties:
  - 19.1.1. dealing with the Association's correspondence;

- 19.1.2. consulting with the Chair regarding the business to be conducted at each committee meeting and general meeting;
- 19.1.3. preparing the notices required for meetings and for the business to be conducted at meetings;
- 19.1.4. unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- 19.1.5. maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- 19.1.6. unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- 19.1.7. 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;
- 19.1.8. maintaining full and accurate minutes of committee meetings and general meetings;
- 19.1.9. carrying out any other duty given to the secretary under these rules or by the committee.

## 20. Treasurer

- 20.1. The Treasurer has the following duties:
  - 20.1.1. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
  - 20.1.2. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
  - 20.1.3. ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
  - 20.1.4. ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
  - 20.1.5. ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
  - 20.1.6. submitting a cash flow statement or financial statements as required to general meetings;
  - 20.1.7. coordinating the preparation of the Association's financial statements as required for a Tier 1 association before their submission to the Association's annual general meeting;
  - 20.1.8. 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;
  - 20.1.9. carrying out any other duty given to the treasurer under these rules or by the committee

## 21. Casual Vacancies in Membership of the Committee

- 21.1. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
  - 21.1.1. dies;
  - 21.1.2. resigns by notice in writing delivered to the Chair or, if the Committee member is the Chair, to the Vice-Chair;
  - 21.1.3. is convicted of an offence under the Act;
  - 21.1.4. is permanently incapacitated by mental or physical ill-health;
  - 21.1.5. is absent from more than 3 consecutive meetings in the same financial year of which the member has received notice without tendering an apology to the person presiding at each of those meetings;
  - 21.1.6. ceases to be a member of the Association; or
  - 21.1.7. is the subject of a resolution passed by a General Meeting of members terminating his or her appointment as a Committee member.
- 21.2. When a casual vacancy occurs in the office of a Committee member the Committee may appoint any other member to fill in the casual vacancy and the member so appointed shall hold office until the

commencement of the next following Annual General Meeting as if that member were a member of the Committee.

## 22. Proceedings of the Association

- 22.1. The Association shall meet on not less than six occasions per year and there shall be no more than three calendar months between meetings.
- 22.2. The Chair can convene a meeting of the Association at any time.
- 22.3. At the meeting six members constitute a quorum.
- 22.4. Each Member has a deliberative vote.
- 22.5. A question arising at a General Meeting must be decided by a majority of votes, but, if there is equality of votes the person presiding at the meeting will have a casting vote in addition to his or her deliberative vote.
- 22.6. Subject to these rules, the procedure and order of business to be followed at a General Meeting must be determined by the Association members present at the meeting.
- 22.7. Any member who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Association shall:
  - 22.7.1. as soon as becoming aware of that interest, disclose the nature and extent of that interest to the Association; and
  - 22.7.2. not take part in any deliberations or decision of the Association with respect to that contract.
- 22.8. The Secretary must cause every disclosure made under sub rule 22.7 by a member of the Association to be recorded in the minutes of the meeting of the Association at which it is made.
- 22.9. The Secretary shall cause minutes of all decisions and proceedings of meetings to be kept and shall provide copies of such minutes to each Association member.

## 23. Meetings

- 23.1. Annual General Meetings
  - 23.1.1. The Association must convene Annual General Meetings within the time limits provided for the holding of such meetings by Section 50 of the Act, that is, in every calendar year within six months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation.
  - 23.1.2. The Secretary must give to all members not less than 21 days' notice of an Annual General Meeting and that notice must specify:
    - a) when and where the Annual General Meeting is to be held;
    - b) the particulars and order in which business is to be transacted, as follows:
      - i. confirm the minutes of the previous Annual General Meeting;
      - ii. to receive and consider:
        - the Chairman's annual report on the Association's activities for the preceding financial year;
        - as a Tier 1 Association the financial statements of the Association for the preceding financial year presented under part 5 of the Act;
        - to elect the office holders of the Association and other committee members;
        - if applicable to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
        - to confirm or vary the subscriptions, entrance fees and any other amounts if any to be paid by members;
        - any other business of which notice has been given in accordance with these rules may be conducted at this meeting.
- 23.2. Special General Meetings
  - 23.2.1. The Association must within 14 days of receiving a request in writing to do so from at least 20% of members, convene a Special General Meeting for the purpose specified in that request; or
  - 23.2.2. The members making a request referred to in sub rule 23.2.1 must:
    - a) state in that request the purpose for which the Special General Meeting concerned is required; and

- b) sign that request.
- 23.2.3. If a Special General Meeting is not convened within the relevant period of 14 days referred to in sub rule 23.2.1 the members who made the request concerned may themselves convene a Special General Meeting.
- 23.2.4. A Special General Meeting convened by members under sub rule 23.2.3:
  - 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
- 23.2.5. The Secretary or in the case of a Special General Meeting convened under sub rule 23.2.3 the members convening the meeting must give each member:
  - a) At least 14 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 Special General Meeting in any other case.
- 23.2.6. The notice must state:
  - a) when and where the General Meeting concerned is to be held; and
  - b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 23.3. Special Resolution
  - 23.3.1. A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members not less than 14 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub rule 23.1.2 or 23.2.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 23.4. The Secretary must give a notice under sub rule 23.1.1, 23.2.5, or 23.3 by:
  - 23.4.1. serving it on a member personally; or
  - 23.4.2. sending it by post or email if applicable to a member at the address of the member appearing in the register of members kept and maintained under rule 8;
  - 23.4.3. When a notice is sent by post under sub rule 23.4.2, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## 24. Quorum and Proceedings at General Meetings

- 24.1. At a General Meeting six members present in person constitute a quorum.
- 24.2. Use of technology to be present at General Meetings
  - 24.2.1. 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.
  - 24.2.2. A member who participates in a General Meeting as allowed under sub rule 24.2.1 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.
- 24.3. No business is to be conducted at a General Meeting unless a quorum is present.
- 24.4. If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
  - 24.4.1. in the case of a Special General Meeting — the meeting lapses; or
  - 24.4.2. in the case of the Annual General Meeting — the meeting is adjourned to —
    - a) the same time and 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.
- 24.5. If —
  - 24.5.1. a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under sub rule 24.4.2; and
  - 24.5.2. at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum

- 24.6. The Chair may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 24.7. Without limiting sub rule 24.6, a meeting may be adjourned —
  - 24.7.1. if there is insufficient time to deal with the business at hand; or
  - 24.7.2. to give the members more time to consider an item of business.
- 24.8. There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 24.9. When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 23 of the adjourned general meeting as if that General Meeting were a fresh General Meeting.
- 24.10. At a General Meeting-
  - 24.10.1. an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub rule 24.12; and
  - 24.10.2. a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub rules 24.12 and 24.13.
  - 24.10.3. A declaration by the Chair of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule 24.11.
- 24.11. At a General Meeting, a poll may be demanded by the Chair or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chair directs.
- 24.12. If a poll is demanded and taken under sub rule 24.11 in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.
- 24.13. A poll demanded under sub rule 24.11 must be taken immediately on that demand being made.

## 25. Proxies of Members of the Association

- 25.1. A Member (in this rule called "the appointing Member") may appoint in writing another Member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing Member at, any general meeting.

## 26. Voting Rights of Members of the Association

- 26.1. Subject to these rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- 26.2. For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member:
  - 26.2.1. must have been an ordinary member at the time notice of the meeting was given under rule 23 and
  - 26.2.2. must have paid any fee or other money payable to the Association by the member.

## 27. Minutes of Meetings

- 27.1. The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee meeting, as the case requires, in a file kept for that purpose.
- 27.2. The Chair must ensure that the minutes taken of a General Meeting or Committee meeting are checked and signed as correct by the Chair of the General Meeting or Committee Meeting to which those minutes relate or by the Chair of the next succeeding General Meeting or Committee Meeting, as the case requires.
- 27.3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - 27.3.1. the meeting to which they relate (in this clause called "the meeting") was duly convened and held;
  - 27.3.2. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

- 27.3.3. all appointments or elections purporting to have been made at the meeting have been validly made.

## 28. Financial Matters

### 28.1. Source of funds

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

### 28.2. Control of funds

28.2.1. 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.

28.2.2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.

28.2.3. The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.

28.2.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 committee members.

28.2.5. All EFT payments from the Association's bank accounts must be authorised by two committee members.

28.2.6. All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

### 28.3. Financial statements

28.3.1. For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements of the Association are met.

28.3.2. Without limiting sub rule 28.3.1, those requirements include:

- a) the preparation of the financial statements as required for a Tier 1 association; and
- b) if required, the review or auditing of the financial statements as applicable; and
- c) the presentation to the annual general meeting of the financial statements; and
- d) 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.

## 29. Alteration to Rules of the Association

29.1. 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.

## 30. Executing documents and common seal

30.1. The Association may execute a document without using a common seal if the document is signed by:

30.1.1. 2 committee members.

30.2. If the Association has a common seal:

30.2.1. the name of the Association must appear in legible characters on the common seal; and

30.2.2. a document may only be sealed with the common seal by the authority of the committee and in the presence of:

- a) 2 committee members;
- b) and each of them is to sign the document to attest that the document was sealed in their presence.

30.3. The secretary must make a written record of each use of the common seal.

30.4. The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

## 31. Custody of books and securities

- 31.1. Subject to sub rule 31.2, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- 31.2. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- 31.3. Sub rules 31.1 and 31.2 have effect except as otherwise decided by the committee.
- 31.4. The books of the Association must be retained for at least 7 years.

## 32. Inspection of records and documents

- 32.1. Sub rule 32.2 applies to a member who wants to inspect:
  - 32.1.1. the register of members under section 54(1) of the Act; or
  - 32.1.2. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - 32.1.3. any other record or document of the association.
- 32.2. The member must contact the secretary to make the necessary arrangements for the inspection.
- 32.3. The inspection must be free of charge.
- 32.4. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- 32.5. The member may make a copy of or take an extract from a record or document referred to in sub rule 32.1.3 but does not have a right to remove the record or document for that purpose.
- 32.6. The member must not use or disclose information in a record or document referred to in sub rule 32.1.3 except for a purpose:
  - 32.6.1. that is directly connected with the affairs of the Association; or
  - 32.6.2. that is related to complying with a requirement of the Act.

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

- 33.1. A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless:
  - 33.1.1. the committee member has been authorised to do so at a committee meeting; and
  - 33.1.2. the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

## 34. Winding Up the Association

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,
  - c) but does not include books relating to the management of the Association.
- 34.1. 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.
  - 34.2. The Association must notify the Commissioner of the distribution plan and cancellation of Incorporation as per Part 9 and Part 10 of the Act.