



Dieback
WORKING GROUP INC

RULES OF ASSOCIATION

September 2018

Part 1 - Preliminary

1. Name of Association

The name of the Association is **Dieback Working Group Inc.**

2. Definitions / Terms used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*

annual general meeting is the meeting convened under paragraph (b) of rule 26 (1);

association means the Dieback Working Group 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.

chairperson means-

(a) the committee member holding office as the chairperson of the Association;

(b) in relation to the proceedings at a committee meeting or general meeting, the person residing at the committee meeting or general meeting in accordance with rule 18.

committee means the governing and management body of the Association;

committee meeting means a meeting of the governing body of the Association;

committee member means a member of the management committee;

convene means to call together for a meeting;

department means the government department with responsibility for administering the *Associations Incorporation Act 2015*;

executive committee member means a member of the committee who is an office holder and who is not an ordinary committee member;

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 year means the period of 12 months commencing on 1 July and ending on 30 June of each year;

general meeting means a meeting to which all members are invited;

member means member of the Association;

non-delegable duty means a duty imposed on the committee by the Act or another written law;

ordinary committee member means a member of the committee who is not an office holder of the Association under rule 16 (1).

ordinary resolution means resolution other than a special resolution;

poll means voting conducted in written form (as opposed to a show of hands);

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 has the meaning given by section 51 of the Act;

the Commissioner means the Commissioner for Consumer Protection exercising powers under the Act;

secretary means the Secretary referred to in paragraph (c) of rule 16 (1);

sub-committee means a sub-committee established by the board under rule 23 (1);

treasurer means the Treasurer referred to in paragraph (d) of rule 16 (1);

vice-Chairperson means the Vice-Chairperson referred to in paragraph (b) of rule 16 (1);

writing refers to all forms of written correspondence including hard copy letters, emails, faxes and other such electronic means of sending information where proof can be provided of the transmission of the information deemed appropriate by the committee of management.

3. Association to be a not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (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 2 – Objects and Powers of Association

4. Objects of Association

- (1) The objects of the Association are to:
 - (a) increase awareness and management of Phytophthora Dieback by key stakeholders;
 - (b) be a source of knowledge and facilitate the development of best management practices for Phytophthora Dieback;
 - (c) promote best practice in Phytophthora Dieback management by government, industry, NGOs, utilities and landholders;
 - (d) encourage the adoption of Phytophthora Dieback best practice policy in government, industry, utilities and NGOs; and
 - (e) apply for and coordinate funding applications and facilitate effective partnerships.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

5. Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) 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.

Part 3 – Membership

6. Qualifications for membership of Association

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

7. Applying for membership

- (1) A person who wishes to become a member must apply for membership to the committee in writing.
- (2) The application must include a current member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

8. Dealing with membership applications

- (1) The committee members must consider each application made under rule 7 at a committee meeting and must, at the committee meeting or the next committee meeting, accept or reject that application.
- (2) An applicant whose application for membership of the Association is rejected under sub-rule (1) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (3) When notice is given under sub-rule (2), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing or by email to, the Association in the general meeting.
- (4) Failing that, the applicant is entitled to address the Association at the next annual general meeting in relation to the committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the committee.

9. Becoming a member

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

- (1) the committee accepts the application;
- (2) the applicant pays any membership fees payable to the Association under rule 11.

10. Register of members of Association

The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining in an up-to-date condition a register of the members of the Association and their postal, residential or email addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or, take an extract from, the register but shall have no right to remove the register for that purpose.

- (1) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- (2) The association must record in the register any change in the membership of the association within 28 days after the change occurs.

11. Subscriptions of members of Association

- (1) The members may from time to time at a general meeting determine the amount of the subscription, if any, to be paid by each member.
- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the due date fixed by or under sub-rule (2) ceases, on the expiry of that period, to be a member, unless the committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the committee allows.

12. Termination of membership of the Association

Membership of the Association may be terminated when any of the following occurs:

- (a) for a member who is an individual, the individual dies;
- (b) for a member who is a body corporate, when the body corporate is wound up;
- (c) the person resigns from the association under subsection (d);
- (d) receipt by the Secretary or another committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (e) non-payment by a member of his or her subscription within three months of the date fixed by the committee for subscriptions to be paid, unless the committee decides otherwise in accordance with rule 11 (3); or
- (f) expulsion of a member in accordance with rule 14.

13. Resignation

- (1) A member resigns from membership of the association by giving notice in accordance with rule 12 (d);
- (2) the resignation takes effect:
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

14. Suspension or expulsion of members of Association

- (1) If the committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the committee must communicate, either orally or in writing or by email, to the member:
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the committee meeting referred to in paragraph (a); 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.
- (2) At the committee meeting referred to in a notice communicated under sub-rule (1), the committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing or by email to that member.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so in writing or by email within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
 - (a) the Association in a general meeting, must either confirm or set aside the decision of the committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in the general meeting; and

- (b) the member given that notice is not suspended or does not cease to be a member unless and until the decision of the committee to suspend or expel him or her is confirmed under this sub-rule.
- (6) 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.
- (7) 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.
- (8) 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.

Part 4 - Committee of Management

15. Powers of the committee

The committee members are the persons who, as the governing body of the Association, have the power to oversee the affairs of the Association.

- (1) 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 governance and management of the Association.
- (2) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

16. The committee of management

- (1) Subject to rule 23 (1), the affairs of the Association will be managed exclusively by a committee of management consisting of:
 - (a) a Chairperson
 - (b) a Vice-Chairperson
 - (c) a Secretary
 - (d) a Treasurer, and
 - (e) not less than two other persons, all of whom must be members of the Association.
- (2) A committee member must:
 - (a) be elected to membership of the committee at an annual general meeting or appointed under sub-rule (7); and
 - (b) not hold two or more of the offices mentioned in sub-rule (1) at the same time.
- (3) Subject to sub-rule (7), a committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the committee.
- (4) A member is eligible for election to membership of the committee when:
 - (a) a member has nominated him or her for election by delivering notice in writing to the Secretary of that nomination, signed by:
 - (i) the nominator; and
 - (ii) the nominee to signify his or her willingness to stand for election; or
 - (b) nominations of committee members may be accepted from the floor of the annual general meeting at the annual general meeting.
 - (c) A person who is eligible for election or re-election under this rule may:
 - (i) propose or second himself or herself for election or re-election; and

- (ii) vote for himself or herself.
- (5) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the committee does not exceed the number of vacancies in that membership to be filled the Chairperson must declare those persons to be duly elected as members of the committee at the annual general meeting concerned.
- (6) Where the number of nominations exceeds the remaining number of vacancies on the committee, elections for those positions must be conducted.
- (7) If a vacancy remains on the committee after the application of sub-rule (6), or when a casual vacancy, within the meaning of rule 17, occurs in the membership of the committee:
 - (a) the committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will:
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the committee at the next following annual general meeting.

17. Casual vacancies in membership of committee

A casual vacancy occurs on the committee and that position becomes vacant if the committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the chairperson or, if the committee member is the chairperson, to the vice-chairperson and that resignation is accepted by resolution of the committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than 3 committee meetings - without tendering an apology to the person presiding at each of those committee meetings - of which meetings the member received notice, and the committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a committee member;
- (h) if a casual vacancy under sub-rules (b), (e), (f), or (g) occurs, the vacancy will be filled in accordance with rule 16 (7).

18. Chairperson and Vice-Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.

- (2) Subject to this rule, the chairperson must preside at all general meetings and committee meetings when he/she is present.
- (3) In the event of the absence from a general meeting of:
 - (a) the chairperson, the vice-chairperson; or
 - (b) both the chairperson and the vice-chairperson,a member elected by the other members present at the general meeting, must preside at the general meeting.
- (4) In the event of the absence from a committee meeting of:
 - (a) the chairperson, the vice-chairperson; or
 - (b) both the chairperson and the vice-chairperson,a committee member elected by the other committee members present at the committee meeting, must preside at the committee meeting.

19. Secretary

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) consult with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) keep full and correct minutes of the proceedings of the committee and of the Association;
- (d) prepare the notices required for meetings and the business to be conducted at meetings;
- (e) comply on behalf of the Association, unless another member of the committee is authorised by the committee to do so, with the following sections:
 - (i) section 35(1) of the Act by maintaining on behalf of the Association an up-to-date copy of these rules, and
 - (ii) section 53(1) of the Act by maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership;
 - (iii) section 58(2) of the Act by maintaining a record of:
 - (A) the names and residential, postal or email addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the committee and persons who are authorised to use the common seal of the Association under rule 36; and
 - (B) the names and residential, postal or email addresses of any persons who are appointed or act as trustees on behalf of the Association,
- (f) and, upon the request of a member of the Association, make available the record or records, outlined in sub-rule (e), for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (g) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in sub-rule (e) but other than those required by rule 20 to be kept and maintained by, or in the custody of, the Treasurer;
- (h) perform such other duties as are imposed by these rules or by the committee on the secretary.

20. Treasurer

The Treasurer must:

- (a) be responsible for the receipt of all monies paid to or received by, him or her on behalf of the Association and must issue receipts for those monies in the name of the Association;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the committee;
- (d) comply on behalf of the Association with Part 5 of the Act with respect to the accounting records of the Association by:
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the chairperson, submit to the committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rules (d) and (e);
- (g) provide 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; and
- (h) perform such other duties as are imposed by these rules or by the committee on the treasurer.

21. Proceedings of committee

- (1) The committee must meet together for the dispatch of business not less than four times in each year and the chairperson, or at least half the members of the committee may at any time convene a meeting of the committee.
- (2) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (3) 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.
- (4) Unless sub-rule (5) applies, the only business to be conducted at the meeting is the business described in the notice.
- (5) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.
- (6)
 - (a) At a committee meeting four committee members constitute a quorum, but the four must include at least two people who are executive committee members.
 - (b) The committee members may be present in person or take part in the meeting by video link, teleconference or other virtual means as deemed appropriate by the committee.
 - (c) No business is to be conducted at a committee meeting unless a quorum is present.
 - (d) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (i) the meeting lapses; or
 - (ii) the meeting is adjourned to a suitable time and place within 30 days.
- (7) Subject to these rules, the procedure and order of business to be followed at a committee meeting must be determined by the committee members present at the committee meeting.
- (8) As required under sections 42 and 43 of the Act, a committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the committee (except if that pecuniary interest exists only by virtue of the fact that the member of the committee is a member of a class of persons for whose benefit the Association is established), must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
 - (b) not take part in any deliberations or decision of the committee with respect to that contract.
- (9) Sub-rule (8) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the committee is an employee of the Association.

- (10) The secretary must cause every disclosure made under sub-rule (8) (a) by a member of the committee to be recorded in the minutes of the meeting of the committee at which it is made.
- (11) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (12) A person invited under sub-rule (11) to attend a committee meeting:
 - (a) has no right to any agenda, minutes or other document circulated at the meeting, and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so, and
 - (c) cannot vote on any matter that is to be decided at the meeting.

22. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

Part 5 – Sub-committees

23. Subcommittees and subsidiary offices

- (1) The committee may delegate, following the annual general meeting each year, in writing, to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such functions of the committee as are specified in the delegation other than:
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or any other law.
- (2) Any delegation under sub-rule (1) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation, and the committee may continue to exercise any function delegated.
- (3) The committee may, in writing, revoke wholly or in part any delegation under sub-rule (1).
- (4) To help the committee in the conduct of the Association's business, subject to rule 23 (1), the committee may, in writing, create one or more subsidiary offices and appoint people to those offices.
- (5) A person may be appointed to a subsidiary office whether or not the person is a member.
- (6) Subject to the directions of the committee:
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

24. The powers under the delegation

- (1) A power or duty, the exercise or performance of which has been delegated to a sub-committee or the holder of a subsidiary office under rule 23 (1) or (4), may be exercised or performed by the sub-committee or holder in accordance with the terms of the delegation.
- (2) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (3) The delegation does not prevent the committee from exercising or performing, at any time, the power or duty delegated to a sub-committee or subsidiary office.
- (4) Any act or thing done by a sub-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 committee.
- (5) The committee may, in writing, amend or revoke the delegation at any time.

25. Duties of sub-committees

- (1) The sub-committee or sub-committees appointed by the committee are bound and governed by the Association's Rules of Association and the Act in force and amended from time to time.
- (2) The role of the sub-committees is to help the committee in the work of the Association and to contribute to the achievement of the Association's objectives.
- (3) Documents and material developed and produced by a sub-committee or sub-committees must be approved by the committee of the Association.
- (4) Sub-committees may not make financial commitments or financial decisions on behalf of the Association; such decisions must be brought to the committee of the Association.
- (5) Each sub-committee will appoint its own chairperson.
- (6) The chairperson of each sub-committee will be responsible for calling meetings, developing and circulating agendas and minutes from meetings and chairing meetings.
- (7) Excluding the Chair, all members of a sub-committee will take turns at taking the minutes of the sub-committee meetings.
- (8) Each sub-committee will report to the Association committee on a 3 monthly basis.
- (9) A sub-committee chairperson or delegate will have the opportunity to speak at an Association committee meeting but will not have the right to vote on a motion to be decided by the committee.
- (10) Where a sub-committee is unable to resolve an impasse in relation to an item of business of the sub-committee, the matter must be referred to the committee of the Association for decision. The sub-committee must present the cases, including rationale and evidence, for all parties to the impasse.

PART 6 – General meetings

26. General meetings

- (1) The committee:
 - (a) may at any time convene a special general meeting;
 - (b) 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 6 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, and
 - (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than 20% of the members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 14(4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 8(2) convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
 - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the committee; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
 - (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.
- (6) Subject to sub-rule (7), 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) first, the consideration of the accounts and reports of the committee;
 - (ii) second, the election of committee members to replace outgoing committee members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) 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 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by:
- (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 10; or
 - (c) in writing by electronic means.
- (9) When a notice is sent by post under sub-rule (8) (b), 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. Or if sent electronically, under sub-rule 8 (c), the notice will be deemed to be served when sent to the most recent email address or other electronic address provided by the member.

27. Quorum and proceedings at general meetings

- (1) At a general meeting eight members present in person or **by video link, teleconference or other virtual means** as deemed appropriate by the committee, constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 26 (5) or (6):
 - (a) as a result of a request or notice referred to in rule 26 (1) (c) or as a result of action taken under rule 26 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to a suitable time and place within 30 days.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

- (4) The Chairperson 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.
- (5) 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.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 26 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:
 - (a) 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 (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the Chairperson 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 (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

28. Minutes of meetings of Association

- (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 minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the general meeting or committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

29. Voting rights of members of Association

- (1) Subject to these rules, each member present in person or by video link, teleconference or other virtual means as deemed appropriate by the committee or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub-rule (2) must be made by a resolution of the board or committee or other governing body of the body corporate concerned-
 - (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

30. Proxies of members of Association

- (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. The appointing member may give specific directions as to how the proxy is to vote on his or her behalf.
- (2) An ordinary member may be appointed proxy for not more than 5 other members. The appointment of a proxy must be in writing and signed by the appointing member.
- (3) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (4) 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.

Part 7 – Financial matters

31. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restriction imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended. This specified limit to be passed by committee and recorded in the minutes of the meeting.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the association must be deposited into the Association's account within 30 days after their receipt.

32. Financial statements and financial reports

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

Part 8 – Staff

33. Employing staff

- (1) The Association may employ people to conduct the affairs of the Association on any terms agreed between the Association and each employee.
- (2) The Association may appoint a contractor or contractors at an agreed hourly rate or a final quoted price to perform specific roles or tasks.

34. Appointment of an Executive Officer and Project Officer

- (1) The committee may appoint a person as the Executive Officer of the Association on any terms agreed between the committee and the appointee.
- (2) The committee may appoint a person to the position of Project Officer of the Association on any terms agreed between the committee and the appointee.
- (3) The committee may appoint one person as both Executive Officer and Project Officer.
- (4) Appointments made under this rule may be made:
 - (a) among any staff employed under rule 33; or
 - (b) from among the members;
 - (c) from among members of the committee or sub-committee/s; or
 - (d) by an external recruitment process..
- (5) Subject to any contract of employment between the Association and the person appointed, the committee may cancel the appointment of the Executive Officer or Project Office, in accordance with relevant employment and industrial relations law in effect from time to time.

35. Executive Director

- (a) The Executive Officer may be:
 - (i) a contractor, as defined by the Australian Taxation Office, to the Association, or
 - (ii) an employee under rule 33 (1);
- (b) will be responsible for the day to day administration and management of the affairs of the Association; and
- (c) duties will be outlined and delineated in a job description document presented to the Executive Officer and agreed between that person and the committee.

36. Project Officer

- (a) The Project Officer may be:
 - (i) a contractor, as defined by the Australian Taxation Office, to the Association, or
 - (ii) an employee under rule 33 (1);
- (b) will have the responsibility for the performance of the operational role of the Association in achieving the Association's objects;
- (c) will have the responsibility for operational work in connection with the performance of tasks and work undertaken within the terms of any grants or projects awarded to the Association;

- (d) duties will be outlined and delineated in a job description document presented to the Project Officer and agreed between that person and committee.

37. Eligibility

- (1) All staff appointed under rule 33 (1) whether a member of the Association or not, are ineligible for election to the committee of the Association under rule 16.
- (2) A contractor to the Association, may at the discretion of the committee, be eligible:
 - (a) to stand for election to the committee in accordance with rule 16 (2); or
 - (b) to be considered to fill a casual vacancy in accordance with sub-rule 17 (h).
- (3) All staff will be subject to the control of, and must report to, the committee.
- (4) Subject to rule 21 (12), the Executive Officer and the Project Officer may attend committee meetings and may be directed by the committee to do so. However, the Executive Officer and / Project Officer will have no right to vote on any agenda, minutes, other document or any matter that is to be decided at the meeting unless the Executive Officer and / or the Project Officer have been elected to the committee in accordance with rule 16 (2) or appointed to fill a casual vacancy under rule 17 (h).
- (5) A person:
 - (a) employed by the committee under rule 33 (1); or
 - (b) appointed as a contractor under rule 33 (2)

must disclose to the committee, as soon as the person becomes aware of the interest, the nature and extent of the interest.

Part 9 – GENERAL MATTERS

38. By-laws

- (1) The Association may, by resolution at a general meeting make, amend or revoke by-laws.
- (2) By-laws may:
 - (a) provide for the rights and obligations that apply to any class of membership, if there is more than one approved under rule 7 (4); and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub-rule (3), a by-law made for the purposes of sub-rule (2) (c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

39. Custody of books and securities

- (1) Subject to sub-rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (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.
- (3) Sub-rules (1) and (2) have effect except as otherwise decided by the committee.
- (4) When a person ceases to be a member of the association's committee that person must, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.
- (5) The books of the Association must be retained for at least 7 years.

40. Rules of Association - altering or rescinding

The Association may alter or rescind any of these rules, or may create additional rules only by special resolution and by otherwise complying with Part 3 Division 2 of the Act – Alterations of Rules.

41. Inspection of records, registers of Association

A member may, at any reasonable time, inspect without charge the registers, books, documents, records and securities of the Association.

42. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

43. Distribution of surplus property on winding up of Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.