

Updates adopted by special resolution of Members at Annual General Meeting held on 28th August 2019 and declared to Department of Mines, Industry Regulation & Safety Consumer Protection 26th November 2019

Constitution

Of

**The Australian Post-Tel Institute
Western Australia Incorporated**

trading as



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PART 1 — PRELIMINARY

1. Name

The name of the incorporated association is:

AUSTRALIAN POST-TEL INSTITUTE (WESTERN AUSTRALIA) INCORPORATED (in these Rules called “the Association”) and it shall be known as, and registered for trading as, API Leisure and Lifestyle and the Reward Club.

2. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Active member means a financial active member of the Association as defined by these rules;

Affiliate partner means an organisation with similar objectives as determined by the board of directors;

Association means the Australian Post-Tel Institute (Western Australia) Incorporated;

Board of Directors means the management committee of the Association;

Chief Executive Officer (CEO) means the person appointed by the Board of Directors from time to time, and who shall also act as secretary, public officer and returning officer to the Association;

Director means a member of the Board of Directors

Financial records includes —

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

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

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

Financial year means the period commencing 1 July and ending on 30 June in the following year

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

Honorary Life Member means an honorary life member of the Association as defined by these Rules.

Honorary Member means an honorary member (including a body corporate) of the Association as defined by these Rules.

Retired member means a financial Retired Member of the Association as defined by these Rules.

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

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

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

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.

4. Objects and Powers

The object of the association is to provide for the social, sporting and cultural interests of members, and shall have the power to:

- (1) acquire and develop holiday homes and other property for the use of members, and
- (2) provide such services and opportunities as from time to time may be deemed appropriate for members' satisfaction and advancement, and
- (3) such other powers as conferred by the Act, and
- (4) ensure the needs of members with disabilities and/elderly are considered and implemented where appropriate in relation to the powers in items 1 to 3.

PART 3 — MEMBERS

Division 1 — Membership

5. Eligibility for Membership

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

6. Applying for Membership

A person seeking admission as a member must apply on the prescribed form to the Association and shall be accompanied by the appropriate membership subscription or signed authority for payment of such subscription.

7. Dealing with Membership applications

- (1) The CEO must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The CEO may delay consideration of an application if the CEO considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (3) The CEO must not accept an application unless the applicant —
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6.
- (4) The CEO may reject an application even if the applicant —
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6.
- (5) The CEO must notify the applicant of the decision to accept or reject the application in his absolute discretion as soon as practicable after making the decision.
- (6) If the CEO rejects the application, the applicant is not required to be provided any reasons for doing so. A person whose application has been rejected shall be entitled to appear personally before the Board and be heard, after which the Board shall either confirm the rejection or admit the person to membership as it deems fit and this decision shall be final.

8. Becoming a Member

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

- (a) the CEO accepts the application; and
- (b) the applicant pays the prescribed membership fee

9. Classes of Membership

- (1) The membership shall comprise the following classes of member:
 - (a) Active members
 - (b) Retired members
 - (c) Honorary Life Members
 - (d) Honorary Members
- (2) An active member shall be a person who is over the age of eighteen and who is approved as a member of the association.
- (3) A retired member shall be a person as approved by the Board of Directors as at the 25th June 2010.
- (4) An honorary Life member shall be an active or retired person who on the recommendation of the board of directors has been elected as an honorary life member at an annual general meeting of the association
- (5) An honorary member shall be:
 - (a) A person regarded by the board of directors as suitable for honorary membership and who has been admitted to such membership for a period not exceeding 12 months, unless otherwise approved by the board of directors.
 - (b) A person who is a member of an affiliate partner
 - (c) The spouse or partner of an active, retired or honorary member
- (6) The Association may have any other class of membership approved by resolution at a general meeting.
- (7) An active, retired or honorary life member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the board of directors, and to include:
 - (a) The use and benefit from all the privileges and facilities provided by the Association, and
 - (b) Stand for election of the board of directors, and
 - (c) Vote for the election of representatives of the board of directors
- (8) An honorary member has the rights referred to in sub rule 7(a), but not 7(b) or (c).

10. When Membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under rule 11;
 - (d) the person is expelled from the Association under rule 16;
 - (e) the person ceases to be a member under rule 13 (2).
- (2) The CEO must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

11. Resignation of Membership

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the CEO.
- (2) The resignation takes effect when the CEO receives the notice.

12. Rights not transferable

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

Division 2 — Membership fees

13. Membership fees

- (1) The annual rate of subscription, frequency and method of payment for each class of member shall be as determined by the board of directors from time to time.
- (2) If a member has not paid the membership fee within the period of 60 days after the due date, the member ceases to be a member on the expiry of that period.
- (3) If a person who has ceased to be a member under sub-rule (2) offers to pay the annual membership fee after the period referred to in that sub-rule has expired —
 - (a) the CEO may, at his discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

14. Register of members

- (1) The CEO is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the principal place of business of the association.
- (4) A member who wishes to inspect the register of members must contact the CEO to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

15. Term used: member

In this Part —

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

Division 2 — Disciplinary action

16. Suspension or expulsion

- (1) The board may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The CEO must give the member written notice of the proposed suspension or expulsion at least 28 days before the board meeting at which the proposal is to be considered by the board.

- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the proposed suspension or expulsion;
- (4) At the board meeting, the board must —
 - (a) give the member, or the member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the board to suspend the member’s membership or to expel the member from the Association takes immediate effect.
- (6) The board must give the member written notice of the board’s decision, and the reasons for the decision, within 7 days after the board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the board’s decision under sub-rule (6), give written notice to the CEO requesting the appointment of a mediator under rule 24.
- (8) If notice is given under sub-rule (7), the member who gives the notice and the board are the parties to the mediation.

17. Consequences of suspension

- (1) During the period a member’s membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member’s membership is suspended, the CEO 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.
- (3) When the period of the suspension ends, the CEO must record in the register of members that the member’s membership is no longer suspended.

Division 3 — Resolving disputes

18. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

19. Application of Division

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

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

20. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

21. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the CEO of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the CEO is given the notice, a board meeting must be convened to consider and determine the dispute.
- (3) The CEO must give each party to the dispute written notice of the board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the dispute.
- (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 CEO stating that the party —
 - (i) does not agree to the dispute being determined by the board; and
 - (ii) requests the appointment of a mediator under rule 24,

the board must not determine the dispute.

22. Determination of dispute by Board

- (1) At the board meeting at which a dispute is to be considered and determined, the board must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The board must give each party to the dispute written notice of the board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the board's determination under sub-rule (1)(c), give written notice to the CEO requesting the appointment of a mediator under rule 23.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

23. Application of Division

- (1) This Division applies if written notice has been given to the CEO requesting the appointment of a mediator —
 - (a) by a member under rule 16(7); or
 - (b) by a party to a dispute under rule 21(5)(b)(ii) or 22(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 24.

24. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 16(7) — by agreement between the Member and the board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 21(5)(b)(ii) or 22(3) — by agreement between the parties to the dispute.

- (2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the board must appoint the mediator.
- (3) The person appointed as mediator by the board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 16(7); or
 - (b) a party to a dispute under rule 21(5)(b)(ii); or
 - (c) a party to a dispute under rule 22(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the board may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

25. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) 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.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

26. If mediation results in decision to suspend or expel being revoked

- If —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 16(7); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

PART 5 — BOARD OF DIRECTORS

Division 1 — Powers of the Board

27. Board of Directors

- (1) The Directors are the persons who, as the management board of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, and any resolution passed at a general meeting, the board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The board must take all reasonable steps to ensure that the Association complies with the Act, and these rules.

Division 2 — Composition of Board and duties of Directors

28. Directors

- (1) The Directors consist of —
 - (a) the office holders of the Association; and
 - (b) at least four ordinary Directors.
- (2) The Board shall consist of a minimum of seven (7) and a maximum of ten (10) members, all of whom shall be an active, retired or honorary Life member of the association.
- (3) The following are the office holders of the Association —
 - (a) Chairperson;
 - (b) Vice Chairperson;
 - (c) Chief Financial Officer.Secretarial functions shall be performed by the CEO as appointed from time to time.
- (4) The office holders shall be elected following each triennial election of the Board, at the first meeting following the annual general meeting, and shall hold office until the first meeting of the Board following the next triennial annual general meeting.
- (5) For the purposes of the election referred to in rule 28(4), each member of the Board shall have one vote and the election shall be conducted on a simple majority basis. In the event of an equal number of votes being recorded for two or more members, the election shall be determined by lot.
- (6) A person must not hold 2 or more of the offices mentioned in sub rule (3) at the same time.

29. Chairperson

- (1) It is the duty of the Chairperson to consult with the CEO regarding the business to be conducted at each Board meeting and general meeting.
- (2) The Chairperson has the powers and duties relating to convening and presiding at board meetings and presiding at general meetings provided for in these rules.

30. CEO (as Secretary of the Association)

The CEO duties shall include —

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) maintaining on behalf of the Association a record of Directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of board meetings and general meetings;
- (i) carrying out any other duty given to the CEO under these rules or by the Board.

31. Chief Financial Officer

The Chief Financial Officer, shall ensure compliance by the CEO, with the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the board;
- (c) ensuring that any payments to be made by the Association that have been authorised in accordance with board policy, or at a general meeting, are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements or report, as required by the Act, before their submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the Chief Financial Officer under these rules or by the board.

Division 3 — Election of Directors and tenure of office

32. How members become Directors

A member becomes a Director if the member —

- (a) is elected to the Board at the triennium annual general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 37.

33. Nomination of Directors

- (1) At least 42 days before an annual general meeting, the CEO must send written notice to all the members —
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the CEO to comply with sub rule (2)
- (2) A member who wishes to be considered for election to the board at the annual general meeting must nominate for election by sending the prescribed nomination form to the CEO at least 28 days before the annual general meeting.
- (3) A member whose nomination does not comply with this rule is not eligible for election to the board unless the member is nominated under rule 33(2).

34. Election of Directors and term of office

- (1) Elections for the representatives of the Board shall be held every three (3) years in conjunction with the annual general meeting, and be by a simple majority of votes of the members eligible to vote.
- (2) The CEO shall act as the Returning Officer unless otherwise determined by the Board.
- (3) The roll of members qualified to vote shall close on the thirtieth day of June in each election year and the CEO shall, at least forty two (42) days prior to the Annual General Meeting in each election year, prepare an alphabetical roll of members eligible to vote and call for nominations for member representatives on the Board.
- (4) Any person eligible to be a member representative whose name appears on the roll referred to in sub rule 3 by giving notice thereof in writing to the Returning Officer accompanied by the written consent of the candidate, by no later than twenty eight (28) days prior to the Annual General Meeting, may nominate a candidate for election to the Board on the prescribed form.
- (5) If the number of candidates exceeds the number of vacancies, the Returning Officer shall prepare a list of the members so nominated and shall prepare or cause to be prepared a ballot paper (the order of names to be determined by a witnessed draw) showing the candidates for election as member representatives on the Board together with any other instructions or information that may be decided by the Board.
- (6) Ballot papers shall be issued by the Returning Officer to each member qualified to vote by no later than twenty-one (21) days prior to the Annual General Meeting.
- (7) Ballot papers issued by the Returning Officer must be returned to the Returning Officer by no later than seven (7) days prior to the Annual General Meeting.
- (8) The non-receipt of a ballot paper by any member eligible to vote shall not necessarily invalidate the result of a ballot. In the event of any dispute relating to the non-receipt of a ballot paper, upon reasonable cause being established to the satisfaction of the Returning Officer, the Returning Officer shall refer the dispute to the current Board who shall appoint an arbitrator to determine the dispute.

- (9) At each Annual General Meeting following the triennial election for member representatives on the Board, the Returning Officer shall announce the result of the ballot and shall declare the successful candidates elected.
- (10) Where less than the required minimum number of candidates offer for election, then the Board may fill the resulting vacancies at the first meeting of the Board following the Annual General Meeting.

35. Resignation and removal from office

- (1) A Director may resign from the Board at any time, by giving 14 days' written notice to the CEO, as Secretary of the Association.
- (2) The resignation takes effect —
 - (a) when the notice is received by the CEO, or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a Director from office; and
 - (b) elect a member who is eligible under rule 9 to fill the vacant position.
- (4) A Director who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the CEO or chairperson and may ask that the representations be provided to the members.
- (5) The CEO or chairperson may give a copy of the representations to each member or, if they are not so given, the Director may require them to be read out at the general meeting at which the resolution is to be considered.

36. When membership of Board ceases

A person ceases to be a Director if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 35; or
- (c) becomes ineligible to accept an appointment or act as a Director under section 39 of the Act; or
- (d) becomes permanently unable to act as a Director because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

37. Filling casual vacancies

- (1) The board may appoint a member who is eligible under rule 9 to fill a position on the Board that —
 - (a) has become vacant under rule 36; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 35(3)(b).
- (2) Subject to the requirement for a quorum under rule 44, the board may continue to act despite any vacancy in its membership.
- (3) If there are fewer Directors than required for a quorum under rule 44, the board may act only for the purpose of —
 - (a) appointing members under this rule; or
 - (b) convening a general meeting.

38. Validity of acts

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

39. Payments to Directors

- (1) In this rule —
 - Director** includes a member of a sub-committee;
 - board meeting** includes a meeting of a sub-committee.

- (2) A Director is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a board meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Board meetings

40. Board meetings

- (1) The board shall meet at least once in every two calendar months, other than January, in addition to the annual general meeting and other meetings as determined by the board.
- (2) Special board meetings may be convened by the chairperson or any 2 Directors.

41. Notice of Board meetings

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

42. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the vice-chairperson shall preside as chairperson of each Board meeting.
- (2) If the chairperson and vice-chairperson are absent or are unwilling to act as chairperson of a meeting, the Directors at the meeting must choose one of them to act as chairperson of the meeting.
- (3) Meetings of the board shall be conducted in accordance with standing orders adopted by the board.
- (4) The order of business at a board meeting may be determined by the Directors at the meeting.
- (5) A member or other person who is not a Director may attend a board meeting if invited to do so by the board.
- (6) A person invited under sub rule (5) to attend a board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- (7) A member of the Board having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member 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 board, and
 - b. Not take part in any deliberations or decisions by the board with respect to the matter, and
 - c. Disclose the nature and extent of the interest at the next general meeting of the association;

43. Use of technology to be present at Board meetings

- (1) The presence of a Director at a board meeting need not be by attendance in person but may be by that Director and each other Director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- (2) A member who participates in a board meeting as allowed under sub rule (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.

44. Quorum for Board meetings

- (1) Fifty percent plus one of the Directors shall constitute a quorum for the transaction of business at a meeting of the Board.
- (2) Subject to rule 37(3), no business is to be conducted at a board meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

45. Voting at Board meetings

Each Director present at a board meeting has one (1) vote on any question arising at the meeting, but in the case of an equal number of votes being recorded on any occasion, the Chairperson at the meeting, shall, in addition, have a casting vote.

46. Minutes of Board meetings

Minutes of proceedings of every meeting of the Board and the attendance of members thereat, and records of all financial reports and transactions shall be maintained in books to be kept for that purpose by the CEO and shall be signed by the President or other person presiding at the meeting at which they are read and confirmed and such minutes and records when so confirmed and signed shall, in the absence of proof or error therein, be considered a correct record of the proceedings and transactions to which they relate.

Division 5 — Sub-committees, Branches and Clubs

47. Sub-committees

- (1) The board may from time to time elect from its members such sub-committees as may be deemed necessary
- (2) Each sub-committee so elected shall appoint its own convenor and shall conduct its business pursuant to such regulations as may from time to time be made by the board.
- (3) A report of its proceedings and activities shall be submitted by each sub-committee to the monthly meeting of the board.
- (4) The officers of the association shall be ex-officio members of all sub-committees
- (5) Each sub-committee may comprise other persons whose input may be useful to the purpose of that sub-committee.

48. Branches and Clubs

- (1) The board may establish branches, clubs and special interest groups of the Association as it deems desirable
- (2) The business and affairs of each branch, club or special interest group established under the terms of sub rule (1) shall be conducted in accordance with regulations made by the board from time to time.
- (3) The board shall have direct control and ownership of each and every asset of any branch and club.
- (4) No branch or club may seek to incorporate as a separate entity to the Association without the permission in writing of the board.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

49. Annual general meeting

- (1) The Association shall in each calendar year convene an annual general meeting.

- (2) The annual general meeting shall be held on such day as the board determines but no later than the last day of November in each year.
- (3) The ordinary business of the annual general meeting shall be —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board’s annual report on the Association’s activities during the preceding financial year; and
 - (ii) the financial statements or report of the Association for the preceding financial year, and a copy of the review or auditor’s report on the financial statements or report, as required under Part five (5) of the Act
 - (c) to elect the Directors of the Association if required;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

50. Special general meetings

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

51. Notice of general meetings

- (1) The CEO or, in the case of a special general meeting convened under rule 50(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days’ notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days’ notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the board under rule 33(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 52(7).

52. Proxies

- (1) Subject to sub rule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 1 other member.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the board has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 51 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the CEO before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

53. Use of technology to be present at general meetings

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

54. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the vice-chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and vice-chairperson are absent or are unwilling to act as chairperson of a general meeting, the Directors at the meeting must choose one of them to act as chairperson of the meeting.
- (3) Twenty (20) members present shall constitute a quorum.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

55. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 51.

56. Voting at general meeting

- (1) On any question arising at a general meeting, each ordinary member has one vote and may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

57. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

58. Determining whether resolution carried

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under sub rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

59. Minutes of general meeting

- (1) The CEO, or a person authorised by the board from time to time, must take and keep minutes of each general meeting.

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the CEO, as Secretary of the meeting, under rule 52(8); and
 - (c) the financial statements or financial report presented at the meeting, and any report of the review or auditor’s report on the financial statements or financial report presented at the meeting as referred to in rule 49(3)(b)(ii);
- (4) The minutes of a general meeting must be entered in the Association’s minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

60. Control of funds and financial statements and reports

- (1) The board shall appoint a CEO responsible for all matters referred to in rules 30 and 31.
- (2) No person other than a Director or the CEO shall have the power to enter into any contract on behalf of the association or otherwise pledge the credit of the association.
- (3) A Director or the CEO may only enter into a contract or pledge the credit of the association if authorised by the board and acting within the limit so conferred.
- (4) The association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

PART 8 — GENERAL MATTERS

61. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by -
 - (a) 2 Directors; or
 - (b) one Director and the CEO.
- (2) The common seal of the association shall be kept in the custody of the CEO
- (3) The common seal shall not be affixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by signatures either of 2 members of the board or 1 member of the board and the CEO.

62. Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or

- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member.

63. Record of office holders

The CEO shall maintain, in accordance with the Act, a register of all office bearers and other persons authorised to act on behalf of the association.

64. Inspection of records and documents

- (1) Sub rule (2) applies to a member who wants to inspect —
 - (a) the register of members; or
 - (b) the record of the names and addresses of office bearers, and other persons authorised to act on behalf of the Association; or
 - (c) any other record or document of the association.
- (2) The member must contact the CEO to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a board meeting, the right to inspect that document is subject to any decision the board has made about minutes of board meetings generally, or the minutes of a specific board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub rule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

65. Publication by Directors of statements about Association business prohibited

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

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

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

- (1) In this rule —
surplus property, in relation to the Association, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

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

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

67. Alteration of rules

- (1) Notice of any proposed amendment of these rules shall be given to the CEO in writing not later than twenty-eight (28) days prior to the date of a general meeting of the association.
- (2) The Board may, at its discretion, notify members of the proposed amendment.
- (3) The amendment shall be the subject of a special resolution at a general meeting of the association and shall be passed by a three-fourths majority of the members entitled to vote.