



ROYAL LIFE SAVING
WESTERN AUSTRALIA

ASSOCIATION RULES

The Royal Life Saving Society – Western Australia Inc.

**Adopted by a special resolution of members passed at a duly convened
special general meeting on 18th July 2024**

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

Act means the *Associations Incorporation Act 2015*;

Affiliate Member means a member in the membership class referred to in rule 14(1)(c), with the rights referred to in rule 14(6);

annual general meeting means the annual general meeting of the Association to be held in accordance with rule 60;

Association means the incorporated association to which these rules apply;

Board means the management Board of the Association;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

Board charter means a document which outlines the Board members' roles, responsibilities, duties, ethics, code of conduct and the purpose and roles of any committees (as it may be amended from time to time);

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;

business day means a day on which the major trading banks are open for business in Perth, Western Australia, except a Saturday, Sunday or public holiday;

by-laws means by-laws made by the Association under rule 76;

CEO means the person appointed by the Board to carry out the day to day management of the Association, regardless of title;

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

committee means a committee appointed by the Board under rule 57(1)(a);

financial records includes —

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

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

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

financial year, of the Association, has the meaning given in rule 8;

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

General Member means a member in the membership class referred to in rule 14(1)(a), with the rights referred to in rule 14(5);

Junior Member means a member in the membership class referred to in rule 14(1)(b), with the rights referred to in rule 14(6)

Life Member means a member in the membership class referred to in rule 14(1)(d), with the rights referred to in rule 14(5);

member means a person who is a member (of any class) of the Association;

objects means the objects referred to in rule 4;

ordinary Board member means a Board member who is not an office holder of the Association under rule 33(3);

President means the Board member holding office as the President of the Association;

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;

Secretary means the Board member holding office as the Secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

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

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

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

voting member means a member who is eligible to vote at a general meeting in accordance with rule 68(1).

2. Interpretation

In these rules, unless the contrary intention appears —

- (1) references to notices include formal notices of meeting and all documents and other communications from the Association to members;
- (2) a reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either;
- (3) a reference to a person includes a reference to a company, body corporate, trust, partnership, incorporated association, joint venture, organisation and any other form of entity;
- (4) a reference to a member present at a general meeting is a reference to a member present in person, by technology or by proxy;
- (5) a reference to a Board member present at a Board meeting is a reference to a Board member present in person or by technology;
- (6) a reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form;

- (7) the singular (including defined terms) includes the plural and the plural includes the singular;
- (8) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in these rules;
- (9) a word importing any gender includes every other gender;
- (10) if the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day;
- (11) if a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event;
- (12) headings are used for convenience only and do not affect the interpretation of these rules;
- (13) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (14) the Board will have the sole right of determining the interpretation of these rules and any by-laws made under these rules and their decision will be binding on all members.

3. Name

- (1) The name of the Association is:

The Royal Life Saving Society – Western Australia Inc.
- (2) The Association is an incorporated association under the Act.

4. Objects

- (1) The objects of the Association are to:
 - (a) Prevent and reduce the impact of fatal and non-fatal drowning;
 - (b) Teach swimming and water safety skills;
 - (c) Promote safe participation and behaviours in and around water;
 - (d) Train and accredit lifesavers, lifeguards, instructors, aquatic supervisors and first responders;
 - (e) Develop water safe places and communities;
 - (f) Advocate to improve safety in and around water;
 - (g) Build inclusive, diverse and engaged members;
 - (h) Contribute to individual and community wellbeing through swimming and lifesaving.
- (2) Each of the above objects shall be construed as an independent objective and their scope shall not be limited by implication or otherwise by reference to any other provision of these rules.

5. Powers

- (1) The Association shall have all of the powers conferred by section 14 of the Act, and may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
 - (a) acquire, hold, lease, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts and draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments;

- (c) invest any monies not immediately required for any of its objects;
- (d) borrow or raise money upon such terms and conditions as the Association thinks fit;
- (e) enter into any contract, agreement or arrangement it considers necessary or desirable for the achievement of its objects;
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) employ, engage, control and remove any employees, contractors and volunteers of the Association;
- (h) appoint agents or attorneys to transact any business of the Association on its behalf;
- (i) obtain, collect, and receive monies and funds by way of contributions, donations, subscriptions, legacies, grants, or any other lawful method and accept and receive gifts of property of any description whether subject to any special trust or not;
- (j) erect, maintain and improve or make alterations to any land or buildings or other property in the care, control, custody or ownership of the Association;
- (k) take such steps and engage in such activities as may be necessary or expedient for the procuring of income, donations or contributions to enable the Association to further its objects; and
- (l) do all such other things as the Association may deem to be incidental or conducive to the attainment of its objects and the exercise of the above powers.

6. Patron

- (1) The Association may, at its discretion, appoint a patron(s) or vice patron(s) for the Association for such period or periods as it may consider necessary.
- (2) Any patron(s) or vice patron(s) shall not, by virtue of holding that position, be a member of the Association and they shall not be eligible to vote at general meetings of the Association, unless the holder of the position is themselves a current member of the Association.
- (3) The Governor of Western Australia from time to time shall be invited to be the patron of the Association and if he or she accepts that invitation shall occupy the position of patron for the duration of his or her appointment as Governor, or until such time as he or she otherwise resigns from that position.
- (4) The Board shall, at its discretion, invite suitable positions or persons for endorsement as vice patron(s) of the Association.
- (5) Any person appointed to the office of vice patron under rule 6(4) shall hold the office until they resign or until such time as The Board remove them and/or appoint someone in their place.
- (6) The role of patron and vice patron relates to the office held not the person holding the office.

7. Human Rights Secured

- (1) The enjoyment of the rights set forth in these rules shall be secured without discrimination of any kind, such as race, colour, sex, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status.

8. Financial year

- (1) Each financial year of the Association is the period of 12 months commencing on 1 July in each year and expiring on the next following 30 June.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

9. 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 rule 9(3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

Division 1 — Membership

10. Eligibility for membership

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

11. Applying for membership

- (1) A person who wants to become a member (in any class of membership) must apply in writing to the Association in such form as the Board may from time to time approve.

An application for membership must:

- (a) be signed by the applicant;
- (b) specify the class of membership to which the application relates (and, in the case of an application for a Junior Membership, the class of membership the person considers they should be entitled to upon attaining the age of 18 years); and
- (c) be accompanied by the prescribed entrance fee (if any) and first year's annual membership fee (if any) applicable to that class of membership, as determined by the Board under rule 18.

12. Dealing with membership applications

- (1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to rule 12(3), the Board must consider applications in the order in which they are received by the Association.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 10; and
 - (b) has applied under rule 11.
- (5) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 10; and
 - (b) has applied under rule 11.
- (6) The Board must notify the applicant of the Board's decision to accept or reject their application as soon as practicable after making the decision and if the Board rejects an application for membership, it shall:
 - (a) refund to the applicant the fees (if any) which accompanied their application; and
 - (b) not be required to give the applicant its reasons for doing so.
- (7) Memberships of the Association (other than life memberships) must be renewed yearly by payment of the annual membership fee applicable to the relevant class of membership, which shall be due for payment at the time determined in accordance with rule 18.

13. Becoming a member

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

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 18.

14. Classes of membership

- (1) The Association has the following classes of membership:
 - (a) General Member - Any individual aged over the age of 18 years who is eligible under in rule 10 and does not qualify for another class of membership under this rule 14.
 - (b) Junior Member – Any individual aged under 18 years who would be eligible to be a General Member if they were aged over the age of 18.
 - (c) Affiliate Member – Any associated incorporation (including without limitation any sporting club) or body corporate who is eligible under rule 10.1.
 - (d) Life Member - Any individual aged over the age of 18 years (including a person who is already a General Member):
 - (i) who has been nominated to the Board by another member for consideration for life membership; and
 - (ii) who the Board, after having given due consideration to that person's nomination, considers has given outstanding service to the Association and recommends be put forward at the next annual general meeting as a new life member; and
 - (iii) whose appointment as a life member is approved by a special resolution of the members at a duly convened annual general meeting.
- (2) Upon a Junior Member attaining the age of 18 years they will, if their membership is current at that time, automatically become a member of the class they nominated in their original application.
- (3) The Association may introduce additional classes of membership at any time and from time to time by resolution approved at a general meeting, which membership class shall have the voting rights (in all respects subject to rule 68(1)) and the other membership rights which are approved at that general meeting.
- (4) A person can only belong to one class of membership.
- (5) General Members and Life Members all have full voting rights (subject in all respects to rule 68(1)) and all of the other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.
- (6) Junior Members and Affiliate Members cannot vote at general meetings (but are entitled to be present and to speak at general meetings (in the case of an Affiliate Member, by their nominated representative)) and cannot be elected as a member of the Board, but otherwise have all of the other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

15. 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) in the case of an Affiliate Member, it is wound up, deregistered or dissolved;
 - (c) the person resigns from the Association under rule 16;
 - (d) the person is expelled from the Association under rule 21;
 - (e) the person ceases to be a member under rule 18(4).
- (2) The Secretary 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.

16. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (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.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

17. Rights not transferable

- (1) The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

18. Membership fees

- (1) The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee by the date (the **due date**) determined by the Board.
- (4) If a member has not paid the annual membership fee prior to the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
 - (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

19. Register of members

- (1) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the Secretary 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 Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

20. Term used: member

- (1) In this Part —

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

Division 2 — Disciplinary action

21. 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 any by-laws made under these rules or any policies or procedures adopted by the Association;
- (b) the member acts detrimentally to the interests of the Association;
- (c) the member made any false or inaccurate statement(s) in the member's application for membership of the Association; or
- (d) the member commits any inappropriate behaviour as outlined in the policies and procedures adopted by the Association.

- (2) The Secretary 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 seven 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 fourteen days after receiving notice of the Board's decision under rule 21(6), give written notice to the Secretary requesting the appointment of a mediator under rule 29.
- (8) If notice is given under rule 21(7), the member who gives the notice and the Board are the parties to the mediation.

22. 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 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.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

23. Terms used

- (1) 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.

24. Application of Division

- (1) 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.

25. Parties to attempt to resolve dispute

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen days after the dispute has come to the attention of each party.

26. 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 25, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
 - (a) the parties to the dispute; and

- (b) the matters that are the subject of the dispute.
 - (2) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
 - (3) The Secretary 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 seven 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 Secretary 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 29,
- the Board must not determine the dispute.

27. 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 seven days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within fourteen days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 29.
- (4) If notice is given under rule 27(3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

28. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
 - (a) by a member under rule 21(7); or
 - (b) by a party to a dispute under rule 26(5)(b)(ii) or 27(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 29.

29. 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 21(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 26(5)(b)(ii) or 27(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of rule 29(1)(a) or (b), then, subject to rules 29(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 21(7); or
 - (b) a party to a dispute under rule 26(5)(b)(ii); or
 - (c) a party to a dispute under rule 27(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.

30. 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.

31.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 21(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

Division 1 — Powers of Board

32. Board

- (1) The Board members 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, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Board and duties of members

33. Board members

- (1) The Board shall consist of at least five, but not more than eight, Board members.
- (2) A person may be a Board member if the person —
 - (a) is an individual who has reached 18 years of age;
 - (b) is a member (other than a Junior Member or an Affiliate Member);
 - (c) is not currently employed by the Association on a full-time basis; has not served as the CEO in the previous three (3) year period; and
 - (d) is not prevented from being a Board member by:
 - (i) s.39 of the Act; or
 - (ii) rule 43(5).
- (3) The following are the office holders of the Association —
 - (a) the President;
 - (b) the Secretary;
- (4) A person must not hold 2 or more of the offices mentioned in rule 33(3) at the same time.

34. President

- (1) The President has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.
- (2) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Board meeting and general meeting.
- (3) The President will otherwise have the roles and responsibilities set out in the Board Charter.

35. Secretary

- (1) The Secretary has the following duties —
 - (a) dealing with correspondence addressed to the Board;
 - (b) consulting with the President regarding the business to be conducted at each Board meeting and general meeting;

- (c) carrying out any other duty given to the Secretary under these rules or by the Board Charter
- (2) Unless the CEO is authorised by the Board to do so, the Secretary has the following duties:
- (a) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (b) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (c) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (e) 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;
 - (f) maintaining full and accurate minutes of Board meetings and general meetings.

36. Role of the Board

The principal functions and responsibilities of the Board include:

- (1) providing leadership to the Association by:
 - (a.) defining the Association's vision and purpose;
 - (b.) approving the Association's values and code of conduct to underpin the desired culture within the Association;
 - (c.) always acting in a manner consistent with the Association 's culture and values;
- (2) overseeing the development and implementation of an appropriate strategy, the instilling of the Association 's values and performance by:
 - (a.) working with the CEO to ensure that an appropriate strategic direction and goals are in place;
 - (b.) regularly reviewing the Association's strategic direction and goals and amending as required;
 - (c.) ensuring that an appropriate set of internal controls are implemented and reviewed regularly;
 - (d.) ensuring an appropriate framework exists for relevant information to be reported by the management to the Board ;
 - (e.) overseeing planning activities including the development and approval of strategic plans, annual budgets and long-term budgets including capital expenditure budgets and cash flow budgets;
 - (f.) reviewing the progress and performance of the Association in meeting these plans and objectives, including reporting the outcome of such reviews on at least an annual basis.
- (3) overseeing the control and accountability systems that ensure the Association is progressing towards the goals set by the Board and in line with the Association's purpose, the agreed strategy, legislative requirements and community expectations;

- (4) ensuring accountability to its members through adopting an effective engagement and communications strategy, encouraging effective participation at general meetings and, through the President, being the key interface between the Association and its members;
- (5) ensuring the integrity of the Association's accounting systems including the external audit;
- (6) ensuring compliance with all statutory work health and safety obligations;
- (7) ensuring robust and effective risk management (for both financial and non-financial risks), compliance (including legal compliance) are in place and operating effectively;
- (8) being responsible for the Association's senior management including:
 - (a) directly managing the performance of the CEO including:
 - (i) appointing and remunerating the CEO;
 - (ii) providing advice and counsel to the CEO including formal reviews and feedback on their performance;
 - (iii) overseeing the development or removal of the CEO, where necessary.
 - (b) ensuring that an appropriate succession plan for the CEO is in place;
 - (c) when required, ensuring appropriate human resource systems (including work health and safety systems) are in place to ensure the well-being and effective contribution of all employees;
- (4) providing advice and counsel to the CEO to ensure that the Association's remuneration practices are aligned with the Association's purpose, values, strategic objectives and risk appetite;
- (5) delegating to the CEO and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- (6) ensuring Board members receive briefings on material developments in laws, regulations and accounting standards relevant to the Association;
- (7) where required, challenging management and holding it to account;
- (8) determining the manner in which the Association's bank accounts shall be operated, including as to the number of signatories;
- (9) adjudicating on all matters brought before it which in any way affect the Association; and
- (10) making, amending and rescinding policies and procedures consistent with fulfilling the objects of the Association and these rules.

37. Duties of Board Members

- (1) Board members must:
 - (a) comply with their legal duties under the Act, ACNC Act and any other applicable Australian laws and ensure that the Association complies with its duties under the Act, ACNC Act and any other Australian laws, and
 - (b) meet the requirements for Board members of registered charities and comply with the duties described in governance standard 5 of the regulations made under the ACNC Act, which are:
 - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Association;

- (ii) to act in good faith (fairly and honestly) in the best interests of the Association and to further the charitable purposes of the Association set out in rule 4;
- (iii) not to misuse their position as a Board member;
- (iv) not to misuse information they gain in their role as a Board member;
- (v) to disclose any perceived or actual material conflicts of interest;
- (vi) to ensure that the financial affairs of the Association are managed responsibly; and
- (vii) not to allow the Association to operate while it is insolvent.

(b) comply with the Board Charter.

- (11) The Association shall maintain a register of those interests of Board members disclosed to the Association from time to time under rule 37(1)(b)(v) and in compliance with their obligation under s.42 of the Act.
- (12) Board members must complete an annual statement of interest which must be updated from time to time to satisfy the requirements in rule 37(1)(b)(v), the Act and ACNC Act.
- (13) A general notice that the Board member is an officer or member of a specified entity or organisation, stating the nature and extent of the Board member's interest in the entity or organisation, shall, in relation to a matter involving the Association and that entity or organisation, be a sufficient declaration of the Board member's interest, provided the extent of that interest is not materially greater than was stated in the notice from the time of first consideration of the relevant matter by the Board members until any relevant decision has been made.
- (14) If the provisions of this rule 37 and the Act and ACNC Act have been observed by any Board member with regard to any contract or arrangement in which the Board member is in any way interested, a contract or arrangement made by the Association with that Board member or in which that Board member is in any way directly or indirectly interested shall not be avoided merely because the Board member is a party to or interested in it.
- (15) A Board member is not liable to account to the Association for any profit derived in respect of a matter in which the Board member has a personal interest, merely because of the Board member's office, if the Board member has:
- (a) declared the Board member's interest in the matter as soon as practicable after the relevant facts have come to the Board member's knowledge; and
 - (b) not contravened these rules or the Act or ACNC Act in relation to the matter.
- (16) A Board member may not:
- (a) receive board papers;
 - (b) vote in respect of a matter; or
 - (c) be present when the matter is being considered or vote in respect of a matter,
- in which that Board member has a personal interest.
- (17) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board members or, if this is not possible, the matter shall be adjourned or deferred to the next Board meeting.

Division 3 — Election of Board members and tenure of office

38. How members become Board members

- (1) A member becomes a Board member if the member —
 - (a) is elected to the Board at a general meeting; or
 - (b) is appointed to the Board by the Board to fill a casual vacancy under rule 46.

39. Nomination of Board members

- (1) At least 42 days before an annual general meeting, the Secretary must send written notice to all the members —
 - (a) notifying them of the number of Board member positions which will be vacant at the next annual general meeting;
 - (b) calling for nominations for election to those vacant Board member positions; and
 - (c) stating the date by which nominations must be received by the Secretary to comply with rule 39(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 written notice of the nomination to the Secretary at least 28 days before the annual general meeting, which notice must contain an undertaking that, if elected, the member will comply with these rules and the Board Charter.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member whose nomination does not comply with this rule is not eligible for election to the Board.

40. Consideration of nominations by the Board

- (1) The Board will:
 - (a) review all nominations received under rule 39(2), taking into account the matters (if any) specified in the Board Charter; and
 - (b) ensure each nominee meets the eligibility requirements in rule 33(2) and that there is no legal or other reason that would prevent or limit the nominee from being appointed to the Board and fulfilling their duties and responsibilities as a Board member.
- (2) The Board will make a determination as to which of the nominee(s) it considers should be put forward for approval of the members at the next annual general meeting to fill the vacancy(ies) on the Board.
- (3) If an existing Board member's term of appointment has ended under rule 43 and that person has renominated for election to the Board under rule 39(2), the Board may recommend that such person be put forward under this rule 40(2) but the relevant Board member shall not be involved in the review and deliberations under rule 40(1).

41. Election of Board members

- (1) At the annual general meeting, the members will vote to accept, or reject, the appointment to the Board of the nominee(s) recommended by the Board under rule 40(2) to fill the vacancy(ies) on the Board.
- (2) If the members reject the Board's recommended nominee(s) (or any of them), the annual general meeting will be adjourned for at least one week and the Board must make another recommendation(s) from the nominations received. This process will continue until all of the vacant Board member positions have been filled with member approval.

- (3) A member who has nominated for the position of a Board member may vote at the annual general meeting on the election of Board members.

42. Election of office holders

- (1) The Board shall, at the next Board meeting following each annual general meeting, elect one
 - (1) Board member to each of the following offices:
 - (a) the President;
 - (b) the Secretary.
- (2) A person must not hold 2 or more of the offices mentioned in rule 42(1) at the same time.
- (3) A Board member holds an office mentioned in rule 42(1) from the date of the Board meeting at which they are appointed until the end of the next annual general meeting.
- (4) A Board member will be entitled to be re-elected to the office which they formerly occupied (or another office mentioned in rule 42(1)) each time a new election takes place under rule 42(1).

43. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is elected at an annual general meeting or under rule 41(1); or
 - (b) is appointed to fill a casual vacancy under rule 46.
- (2) Subject to rule 45, each Board member will hold office for a three (3) year term.
- (3) At each annual general meeting, that number of Board members which is closest in number to 1/3 of the total number of Board members must retire by rotation.
- (4) Subject to rule 43(5), a retiring Board member will be entitled to re-nominate for election to the Board by submitting a new nomination to the Board for consideration (refer rule 39) and, if recommended by the Board for re-election under rule 40(2), shall be eligible for re-election to the Board.
- (5) No Board member shall serve more than three (3) consecutive three (3) year terms and a Board member shall not be eligible for re-election at the end of that period without sitting out at least one (1) three (3) year term.

44. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- (2) The resignation takes effect —
 - (a) when the notice is received by the Secretary or President; 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 Board member from office; and
 - (b) elect a member who is eligible under rule 33(2) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under rule 44(3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

- (5) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

45. When membership of Board ceases

- (1) A person ceases to be a Board member if the person —
- (a) dies;
 - (b) ceases to be a member;
 - (c) becomes bankrupt;
 - (d) resigns from the Board or is removed from office under rule 44;
 - (e) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act or under the ACNC;
 - (f) ceases to satisfy any of the qualification criteria in rule 33(2).
 - (g) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (h) is absent from board meetings for a period of two months, of which the person has been given notice, without having notified the Board that the person will be unable to attend and that absence having been approved by the Board ;
 - (i) is directly or indirectly interested in any contract or proposed contract with the Association and failed to declare the nature of their interest; or
 - (j) in the opinion of the majority of the Board, has acted in a manner unbecoming or prejudicial to the objects and interest of the Association.

46. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 33(2) to fill a position on the Board that —
- (a) has become vacant under rule 45; or
 - (b) if the Board considers it needs a new Board member with special skills or experience (provided that, in the period between the close of an annual general meeting and the next annual general meeting, the Board can only appoint a maximum of 2 new Board members under this rule 46(1)(b)).
- (2) If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under rule 33(2) to fill the position within fourteen days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 53, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule 53, the Board may act only for the purpose of —
- (a) appointing Board members under this rule; or
 - (b) convening a general meeting.
- (18) A member appointed to the Board under this rule 46 will only hold office until the commencement of the next annual general meeting but will be entitled to nominate for re-election to the Board by submitting a nomination to the Board for consideration (refer rule 39) and, if recommended by the Board for re-election under rule 40(2), shall be eligible for re-election to the Board.

47. Validity of acts

- (1) The acts of a Board or committee, or of a Board member or member of a committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a committee.

48. Payments to Board members

- (1) In this rule —

Board member includes a member of a committee;

Board meeting includes a meeting of a committee.

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

Division 4 — Board meetings

49. Board meetings

- (1) The Board must meet at least ten times in each year on the dates and at the times and places determined by the Board.
- (2) Special Board meetings may be convened by the President or any four Board members.

50. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board member at least seven days 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 rule 50(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 Board members at the meeting unanimously agree to treat that business as urgent.

51. Procedure and order of business

- (1) The President must preside as chairperson of each Board meeting.
- (2) If the President is absent or unwilling to act as chairperson of a Board meeting, the Board members at the Board meeting must choose one of them to act as chairperson of the Board meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the Board meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.

- (6) A person invited under rule 51(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 Board meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the Board meeting.

52. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under rule 52(1) is taken to be present at the meeting and, if the member votes at the Board meeting, the member is taken to have voted in person.

53. Quorum for Board meetings

- (1) The quorum for a meeting of the Board is four (4) Board members.
- (2) Subject to rule 46(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (3) If a quorum is not present within thirty 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.
- (4) If —
 - (a) a quorum is not present within thirty minutes after the commencement time of a Board meeting held under rule 53(3)(b); and
 - (b) at least 2 Board members are present at the meeting,those members present are taken to constitute a quorum.

54. Voting at Board meetings

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board 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 Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

55. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.

- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 51(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book within thirty days after the meeting is held.
- (4) The President must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - (a) the chairperson of the Board meeting; or
 - (b) the chairperson of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the Board meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the Board meeting was validly made.

56. Resolutions in writing

- (1) The Board may pass a circular resolution without a Board meeting being held.
- (2) A circular resolution is passed if all the Board members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rules 56(3) or (4).
- (3) Each Board member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (4) The Association may send a circular resolution by email to the Board members and the Board members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (5) A circular resolution is passed when the last Board member signs or otherwise agrees to the resolution in the manner set out in rule 56(3) or (4).

A resolution in writing may consist of several documents in like form, each signed by one or more Board members and if so signed, it takes effect on the latest date on which a Board member signs one of the documents.
- (6) A document generated by electronic means which purports to be a facsimile or e-mail of a resolution of Board members is to be treated as a resolution in writing.
- (7) A document bearing a facsimile or e-mail of a signature is to be treated as signed and an e-mail approving a resolution is also to be treated as a signature.

Division 5 — Committees, subsidiary offices and CEO

57. Committees and subsidiary offices

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
 - (a) appoint one or more committees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A committee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board —
 - (a) a committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

58. Delegation to committees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a committees or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a committee or the holder of a subsidiary office under this rule, may be exercised or performed by the committee or holder in accordance with the terms of the delegation and any directions of the Board members.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.
- (8) The number of committee members whose presence at a meeting of a committee is necessary to constitute a quorum is the number determined by the Board but, if not so determined, is two.
- (9) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act to be made, entered and signed.
- (10) Board members who are not members of a committee may attend a meeting of a committee if approved by the President of the Board.

(11) Without limiting the Board's power to establish additional committees, the Association will establish the following committees:

- (a) Finance and Audit committee;
- (b) Honours and Awards committee;
- (c) Board Member Nomination committee.

59. Chief Executive Officer

- (1) The Board will delegate to the CEO the responsibility for the day to day management of the staff, operations and affairs of the Association.
- (2) The CEO shall be appointed by the Board for such terms and on such employment conditions as the Board deems appropriate.
- (3) Subject to the terms of the CEO's employment contract and any delegations of authority matrix approved by the Board, the CEO will have the power to do all such things as appear necessary or desirable for the proper management and operation of the Association.

The CEO is entitled to notice of and to attend all meetings of the Board, and may speak and be heard at those meetings on any matter being considered by the Board when invited to do so, but is not a member of the Board and has no right to vote at Board meetings.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

60. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect Board members to any vacant positions;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees and membership fees to be paid by members;
 - (f) to elect any Life Members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

61. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting:
 - (a) upon the request of the President and the CEO; or
 - (b) if at least twenty members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened under rule 61(2)(b) must —
 - (a) make the requirement by written notice given to the Secretary; 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 twenty-eight days after notice is given under rule 61(3)(a).
- (5) If the Board does not convene a special general meeting within that twenty-eight 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 rule 61(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 rule 61(5).

62. Notice of general meetings

- (1) The Secretary or, in the case of a special general meeting convened under rule 61(5), the members convening the meeting, must give to each Voting Member —
 - (a) at least twenty-one days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least fourteen 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 and are recommended by the Board under rule 40(2) for election to the Board under rule 41; 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 63(7).

63. Proxies

- (1) Subject to rule 63(2), a voting member may appoint another individual who is a voting member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) A voting member may be appointed the proxy for not more than five other voting members.
- (3) The appointment of a proxy must be in writing and signed by the voting member making the appointment.
- (4) The voting 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 voting member in any matter as the proxy sees fit.

- (6) If the Board has approved a form for the appointment of a proxy, the voting member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the voting member's proxy; and
 - (b) that has been signed by the voting member.
- (7) Notice of a general meeting given to a voting member under rule 62 must —
 - (a) state that the voting member may appoint an individual who is a voting 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 Secretary 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 twenty-four hours before the commencement of the meeting.

64. Postal Voting

- (1) A voting member may vote at a general meeting on any resolution included in the notice of meeting via a postal vote, provided it is in the postal vote form attached to the notice of meeting and has been duly completed, executed and received (either in the post or electronically) by the Association twenty-four hours before the commencement of the meeting.
- (2) If a postal vote is not completed strictly in accordance with the instructions on the postal vote form, the decision of the Board as to:
 - (a) whether or not to accept it; and
 - (b) if it accepts it, how to construe it,is final and binding.

65. Use of technology to be present at general meetings

- (1) The presence of a voting member at a general meeting need not be by attendance in person but may be by that voting member and each other voting member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A voting member who participates in a general meeting as allowed under rule 65(1) is taken to be present at the meeting and, if the voting member votes at the meeting, the voting member is taken to have voted in person.

66. Presiding member and quorum for general meetings

- (1) The President must preside as chairperson of each general meeting.
- (2) If the President is absent or unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The quorum for a general meeting is twenty voting members.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within thirty 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 President specifies another place at the time of the adjournment or written notice of another place is given to the voting members before the day to which the meeting is adjourned.
- (6) If —
 - (a) a quorum is not present within thirty minutes after the commencement time of an annual general meeting held under rule 66(5)(b); and
 - (b) at least two voting members are present at the meeting,
 those voting members present are taken to constitute a quorum.

67. 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 voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the voting 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 fourteen days or more, in which case notice of the meeting must be given in accordance with rule 62.

68. Voting at general meeting

- (1) A member is only eligible to vote at general meetings if the member:
 - (a) is a General Member, Life Member or a member of any new class of membership created after these rules are adopted whose terms of membership include voting rights;
 - (b) was a member at the time notice of the said meeting was given under rule 62; and
 - (c) does not owe any fees or other money to the Association at the time of the general meeting (other than any amount which is not yet due for payment).
- (2) On any question arising at a general meeting —
 - (a) subject to rule 68(6), each voting member has one vote; and
 - (b) members may vote by post (in accordance with rule 64), personally or by proxy.
- (3) Where a person is present at a meeting in more than one capacity that entitles them to vote, that person is only entitled to one vote.
- (4) Except in the case of a special resolution, a motion is carried if a majority of the voting members present at a general meeting vote in favour of the motion.
- (5) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- (6) If the question is whether or not to confirm the minutes of a previous general meeting, only voting members who were present at that meeting may vote.

69. 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) Rule 69(1) does not limit the matters in relation to which a special resolution may be proposed.

70. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing (and includes the counting of any votes cast prior to the meeting via a postal vote made in accordance with rule 64).

- (2) All resolutions will be determined on a show of hands, unless a poll is demanded in accordance with rule 70(5).
- (3) Subject to subrule (4), the chairperson of a general meeting may, on the basis of a show of hands (and counting any valid postal votes), declare that a resolution has been —
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (4) If the resolution is a special resolution, the declaration under rule 70(3) must identify the resolution as a special resolution.
- (5) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other voting members present in person or by proxy —
- (a) the poll must be taken at the meeting in the manner determined by the President;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (6) If a poll is demanded on the election of the President or on a question of an adjournment, the poll must be taken immediately.
- (7) 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 President or chairperson.
- (8) A declaration under rule 70(3) or (5) 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.

71. Minutes of general meeting

- (1) The Secretary, 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 voting members attending the meeting; and
 - (b) any proxy forms given with respect to that meeting under rule 63(8) or (9) and any postal votes received in accordance with rule 64; and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 60(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 60(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within thirty days after the meeting is held.
- (5) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the general 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 general meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the general meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the general meeting was validly made.

PART 7 — FINANCIAL MATTERS

72. Source of funds

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

73. 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) All bank accounts of the Association shall require a minimum of two signatories.
- (3) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (4) The Board may authorise the CEO to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) two Board members; or
 - (b) one Board member and a person authorised by the Board.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

74. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting rule 74(1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

75. Audit

- (1) The financial statements of the Association shall be audited each financial year.
- (2) The annual general meeting shall elect or appoint an auditor(s).

- (3) The auditor(s) shall examine and audit all the books and accounts of the Association annually, and have the power to call for all books, papers, accounts, receipts etc of the Association and report thereon to the annual general meeting.

PART 8 — GENERAL MATTERS

76. 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 classes of membership referred to in rule 14(1) or approved under rule 14(3); and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (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 rule 76(3), a by-law made for the purposes of rule 76(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.

77. 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 Board members; or
 - (b) one Board member and a person authorised by the Board.
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
 - (i) 2 Board members; or
 - (ii) one Board member and a person authorised by the Board ,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Board member authorised by the Board.

78. 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 facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

79. Custody of books and securities

- (1) Subject to rule 79(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 Secretary's custody or under the Secretary's control.
- (3) Rules 79(1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association must be retained for at least seven years.

80. Record of office holders

- (1) The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

81. Inspection of records and documents

- (1) Rule 81(2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member must contact the Secretary 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 rule 81(1)(c) but does not have a right to remove the record or document for that purpose.

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

- (1) A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —
 - (a) the Board member has been authorised to do so at a Board meeting; and

- (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

83. 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.

84. Effect and alteration of rules

- (1) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.