

# MODERNIANS HOCKEY CLUB INC

(Registered number: A822638)

(ABN 56 849 946 307)

## RULES

### PART 1 - PRELIMINARY

#### 1. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Associate Member** means a member with the rights referred to in rule 10(5);

**Association** means the incorporated association with the name referred to in rule 3 to which these rules apply;

**Books**, of the Association, includes the following —

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

**By-laws** means by-laws made by the Association under rule 72;

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

**Committee** means the management Committee of the Association;

**Committee Meeting** means a meeting of the Committee;

**Committee Member** means a member of the Committee;

**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 58(3);

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

**Liquor Control Act** means the *Liquor Control Act 1988* (WA);

**Member** means a natural person who is an Ordinary Member or an Associate Member of the Association;

**Office Holder** means a Committee Member referred to in rule 18(3)

**Ordinary Committee Member** means a Committee Member who is not an office holder of the Association under rule 27(3);

**Ordinary Member** means a member with the rights referred to in rule 10(4);

**President** means the Committee 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 Committee Member holding office as the Secretary of the Association;

**Special General Meeting** means a General Meeting of the Association other than the annual General Meeting;

**Special Resolution** means a resolution passed by the members at a General Meeting in accordance with section 51 of the Act;

**Subcommittee** means a Subcommittee appointed by the Committee under rule 43(1)(a);

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

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

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

**Treasurer** means the Committee Member holding office as the Treasurer of the Association.

## **2. Interpretation**

- (1) These Rules should be interpreted using the generally accepted meanings of all words and phrases.
- (2) These Rules are written to be gender neutral and except in instances where a gender is specifically given, an inferred gender applies equally to all genders
- (3) References to the singular apply to the plural, and vice versa, in these Rules.

## **PART 2 – NAME, OBJECTS AND COLOURS OF THE ASSOCIATION**

### **3. Name**

The name of the Association is Modernians Hockey Club Inc.

### **4. Objects**

The objects of the Association are:

- (a) To promote, advance and encourage the playing of hockey;
- (b) To participate in interclub and other hockey competitions;
- (c) To provide facilities for the playing of hockey; and
- (d) To provide social and recreational facilities for members.

### **5. Colours**

The colours of the Association are maroon, gold and navy blue or such colours as the members may from time to time agree upon.

## **PART 3 – ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **6. 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 subrule (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 4 - MEMBERS**

### **Division 1 - Membership**

#### **7. 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 16 years is not eligible to apply for a class of membership that confers full voting rights.

#### **8. Applying for Membership**

- (1) A person who wants to become a member must apply to the Association using an electronic registration process approved by the Committee.
- (2) An applicant must:
  - (a) Specify the category of membership to which the application relates;
  - (b) Provide all information requested by the Committee;
  - (c) Attest to the veracity of information provided; and
  - (d) Agree to adhere to all relevant policies and standards established by the Committee.

#### **9. Becoming a Member**

- (1) An applicant for membership of the Association becomes a member when —
  - (a) the registration application is processed; and
  - (b) the applicant pays any membership fees payable to the Association under rule 15.
- (2) The Committee will consider membership applications and, in its discretion, may approve or reject an application, without giving reasons.

#### **10. Classes of membership**

- (1) The Association consists of Ordinary Members and Associate Members.
- (2) A person can only be an Ordinary Member or belong to one class of Associate Membership.
- (3) An individual who has not reached the age of 16 years is only eligible to be an Associate Member.
- (4) Ordinary Membership has the rights conferred by these rules or approved by resolution at a General Meeting and includes the categories of:
  - (a) Senior Member
  - (b) Junior Member (16 years of age and over)
  - (c) Parent Member
  - (d) Life Member

- (e) Other membership categories created under subrule 10(6) if such categories are classed as Ordinary Members.
- (5) Associate Membership has the rights conferred by these rules or approved by resolution at a General Meeting and includes the categories of:
  - (a) Junior Member (under 16 years of age)
  - (b) Social Member
  - (c) Temporary Member
  - (d) Other membership categories created under subrule 10(6) if such categories are classed as Associate Members.
- (6) By-laws created under rule 73 to establish other membership categories must define –
  - (a) Eligibility requirements;
  - (b) Rights afforded;
  - (c) Class; and
  - (d) Voting rights.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a General Meeting.

## **11. Membership categories and rights**

- (1) Senior membership is available to any person wishing to play in the senior or masters hockey competitions (who is not a Junior Member), and a Senior Member:
  - (a) Has all the rights, privileges and obligations specified in these Rules;
  - (b) May use any of the Association's facilities including playing equipment;
  - (c) May take part in any competition as a representative of the Association provided they meet the eligibility requirements for that competition; and
  - (d) May attend and vote at any General Meeting of the Association under rule 52.
- (2) Parent membership is automatically granted to every natural or adoptive parent or legal guardian of a Junior Member who is under 16 years of age, and a Parent Member::
  - (a) May attend any General Meeting of the Association; and
  - (b) May vote at any General Meeting of the Association under rule 52(1)(b).
- (3) Life membership may be granted to a Member or former Member of the Association from time to time, at the sole discretion of the Committee, upon nomination by a Member in recognition of outstanding service to the Association, and a Life Member:
  - (a) Has the same rights, privileges and obligations as a Senior Member under rule 11(1) for the remainder of their life; and

- (b) Has no obligation to pay the annual membership fee of the Association but may be required to pay other amounts, as determined by the Committee, to the Association as they fall due.
- (4) Junior membership is available to any person 18 years of age and under and wishing to play in the junior hockey competitions, and a Junior Member:
  - (a) May use any of the Association's facilities including playing equipment, except those restricted by law to people over the age of 18 years;
  - (b) May take part in any competition as a representative of the Association provided they meet the eligibility requirements for that competition;
  - (c) May attend any General Meeting of the Association; and
    - i. If aged 16 years or over, have voting rights; or
    - ii. If aged under 16 years, have no voting; and
  - (d) Remains a Junior Member for the year in which they turn 18 and does not automatically acquire voting rights at any General Meeting of the Association upon turning 18.
- (5) Social membership is available to any person over the age of 18 years who is eligible under rule 7, and a Social Member:
  - (a) May use any of the Association's facilities other than playing equipment;
  - (b) May not take part in any competition as a representative of the Association;
  - (c) May attend any General Meeting of the Association but have no voting rights; and
  - (d) Has no right to inspect, seek out or obtain copies of any of the Books under rule 77 other than those Books required to be made available to members under the Act.
- (6) Temporary membership may be granted to any person who is on any day visiting the Association as a Member or official of another association, or a person assisting a Member or official of another association, to engage in a pre-arranged event with the Association conducted for the purposes of one of the Association's principal objects, or to hold a pre-arranged function at the Association's premises involving the use of the Association's facilities, and a Temporary Member:
  - (a) May for the purposes of the *Liquor Control Act 1988*, be taken to be a person who is accorded temporary membership for the Association on that day in accordance with the rules approved by the Director of Liquor Licensing;
  - (b) May not attend any General Meeting of the Association or have any voting rights; and
  - (c) Has no right to inspect, seek out or obtain copies of any of the Books under rule 77 other than those Books required to be made available to members under the Act.

## 12. When membership ceases

- (1) A person ceases to be a Member when any of the following takes place —

- (a) the person dies;
  - (b) the person resigns from the Association under rule 13;
  - (c) the person is expelled from the Association under rule 60;
  - (d) the person ceases to be a member under rule 15(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.

### 13. 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 —
  - (a) Immediately loses all rights and privileges associated with membership of the Association; and
  - (b) 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.

### 14. Rights not transferable

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

## Division 2 – Membership fees

### 15. Membership fees

- (1) The Committee 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 15(1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the Committee to accept payments, by the date (the *due date*) determined by the Committee.
- (4) If a member believes that he or she will be unable to pay the applicable membership fee or fees by the due date, or fails to pay the applicable membership fee or fees by the due date —
  - (a) That member may make application to the Committee for special consideration;

- (b) Such application shall set out the reasons for special consideration and propose an alternative payment plan (that may include a reduction, waiver, deferral or progressive payment of fees); and
  - (c) The Committee shall decide whether or not to grant special consideration and on what conditions.
- (5) If a member has not been granted special consideration under subrule 15(4) and has not paid the applicable membership fee or fees within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period, unless the Committee resolves to the contrary.
- (6) A person who has ceased to be a Member under subrule 15(5) immediately loses all rights and privileges associated with membership of the Association, shall not be entitled to a refund of any fees and remains liability for any fees that are owed to the Association (the owed amount) at the time of cessation of membership.
- (7) If a person who has ceased to be a member under subrule 15(5) 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**

#### **16. Register of Members**

- (1) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the category of membership to which each member belongs.
- (3) The Register of Members must be kept in a form and place determined by the Committee that allows it to be available for inspection by authorised persons at reasonable times and with reasonable notice.
- (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 Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## **PART 5 - COMMITTEE**

### **Division 1 – Powers of Committee**

#### **17. Committee**

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

### **Division 2 – Composition of Committee and Duties of Members**

#### **18. Committee Members**

- (1) The Committee Members consist of —
  - (a) the Office Holders of the Association; and
  - (b) at least one ordinary Committee Member.
- (2) The Committee must determine the maximum number of members who may be ordinary Committee Members.
- (3) The following are the Office Holders of the Association —
  - (a) the President;
  - (b) the Vice President – Seniors;
  - (c) the Vice President – Juniors;
  - (d) the Women’s Coordinator;
  - (e) the Men’s Coordinator;
  - (f) the Master’s Coordinator;
  - (g) the Secretary;
  - (h) the Treasurer; and
  - (i) the Club Manager.
- (4) A person may be a Committee Member if the person is —
  - (a) an individual who has reached 18 years of age; and

(b) an Ordinary Member.

(5) A person must not hold 2 or more of the offices mentioned in subrule 18(3) at the same time.

### **19. President**

- (1) The President has the general obligation to carry out any duty given to the President under these rules.
- (2) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee meeting and General Meeting.
- (3) The President has the powers and duties relating to convening and presiding at Committee meetings and presiding at General Meetings provided for in these rules.
- (4) The President should normally act as the Association's representative when dealing with external organisations, although this may be delegated to other Members in specific instances.

### **20. Vice Presidents**

- (1) Each Vice President has the general obligation to carry out any duty given to the Vice President under these rules or by the Committee.
- (2) Each Vice President is broadly responsible for one of the following:
  - (a) Senior affairs
  - (b) Junior affairs.

### **21. Coordinators**

- (1) Each Coordinator has the general obligation to carry out any duty given to the Coordinator under these rules or by the Committee
- (2) Each Coordinator is broadly responsible for one of the following:
  - (a) Senior women's affairs
  - (b) Senior men's affairs
  - (c) Master's affairs.

### **22. Secretary**

- (1) The Secretary has the general obligation to carry out any duty given to the Secretary under these rules or by the Committee
- (2) Specific duties of the Secretary include –
  - (a) dealing with the Association's correspondence;
  - (b) consulting with the President regarding the business to be conducted at each Committee meeting and General Meeting;
  - (c) preparing the notices required for meetings and for the business to be conducted at meetings;

- (d) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (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 Committee meetings and General Meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the Committee.

### 23. Treasurer

- (1) The Treasurer has the general obligation to carry out any duty given to the Treasurer under these rules or by the Committee
- (2) Specific duties of the Treasurer include –
  - (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 Committee;
  - (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time;
  - (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) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual General Meeting;
  - (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual General Meeting;
  - (h) 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;

- (i) carrying out any other duty given to the Treasurer under these rules or by the Committee.

#### **24. Club Manager**

- (1) The Club Manager has the general obligation to carry out any duty given to the ordinary Committee Member under these rules or by the Committee
- (2) Specific duties of the Club Manager include securing and maintaining the Association's facilities and equipment.

#### **25. Ordinary Committee Member**

An ordinary Committee Member has the general obligation to carry out any duty given to the ordinary Committee Member under these rules or by the Committee.

### **Division 3 – Election of Committee Members and tenure of office**

#### **26. How members become Committee Members**

A member becomes a Committee Member if the member —

- (a) is elected to the Committee at a General Meeting; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 33.

#### **27. Nomination of Committee Members**

- (1) At least 42 days before an annual General Meeting, the Secretary must send written notice to all the members —
  - (a) calling for nominations for election to the Committee; and
  - (b) stating the date by which nominations must be received by the Secretary to comply with subrule 27(2).
- (2) A member who wishes to be considered for election to the Committee at the annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 10 days before the annual General Meeting.
- (3) The written notice referred to in subrule 27(2) must include:
  - (a) a statement by another member in support of the nomination; and
  - (b) A declaration by the nominee that if elected to the Committee, he or she will at all times comply with section 42 of the Act and with these Rules.

#### **28. Election of Office Holders**

- (1) At the annual General Meeting, a separate election must be held for each Office Holder position of the Association.
- (2) Irrespective of how many nominations are received under rule 27(2) (if any), the chairperson of the meeting may call for nominations from the Ordinary Members at the meeting.
- (3) An Ordinary Member nominating under subrule 28(2) must:

- (a) Have their nomination seconded by another Ordinary Member present at the meeting;
  - (b) Declare to those present at the meeting that he or she is willing to serve on the Committee; and
  - (c) Declare to those present at the meeting that if elected to the Committee, he or she will at all times comply with section 42 of the Act and with these Rules
- (4) If more than one member has nominated for an Office Holder position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (5) If only one member has nominated for an Office Holder position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide whether or not to appoint that Member to the position.
- (6) Each Ordinary Member present at the meeting may vote for one member who has nominated for the position.
- (7) A member who has nominated for the position may vote in accordance with that nomination.
- (8) If a new President of the Association is elected at the meeting, on the member's election to that position, the new President of the Association may take over as the chairperson of the meeting.

## **29. Election of Ordinary Committee Members**

- (1) At the annual General Meeting, the Association must decide by resolution the number of ordinary Committee Members for the next year.
- (2) At the annual General Meeting, a separate election must be held for each position of Ordinary Committee Member.
- (3) Irrespective of how many nominations are received under rule 27(2) (if any), the chairperson of the meeting may call for nominations from the Ordinary Members at the meeting.
- (4) An Ordinary Member nominating under subrule 27(2) must:
  - (a) Have their nomination seconded by another Ordinary Member present at the meeting;
  - (b) Declare to those present at the meeting that he or she is willing to serve on the Committee; and
  - (c) Declare to those present at the meeting that if elected to the Committee, he or she will at all times comply with section 42 of the Act and with these Rules
- (5) If more than one member has nominated for an Office Holder position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (6) If only one member has nominated for an Office Holder position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide whether or not to appoint that Member to the position.

- (7) Each Ordinary Member present at the meeting may vote for one member who has nominated for the position.
- (8) A member who has nominated for the position may vote in accordance with that nomination.

### **30. Term of Office**

- (1) The term of office of a Committee Member begins when the member —
  - (a) is elected at an annual General Meeting or under subrule 31(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 33.
- (2) Subject to rule 32, a Committee Member holds office until the positions on the Committee are declared vacant at the next annual General Meeting.
- (3) A Committee Member may be re-elected.

### **31. Resignation and Removal from Office**

- (1) A Committee Member may resign from the Committee 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 Committee Member from office; and
  - (b) elect a member who is eligible under rule 18(4) to fill the vacant position.
- (4) A Committee Member who is the subject of a proposed resolution under subrule (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 Committee Member may require them to be read out at the General Meeting at which the resolution pursuant to subrule 31(3)(a) is to be considered.

### **32. When membership of Committee ceases**

A person ceases to be a Committee Member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Committee or is removed from office under rule 31; or
- (c) becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act;
- (d) becomes permanently unable to act as a Committee Member because of a mental or physical disability; or

- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

### 33. Filling casual vacancies

- (1) The Committee may appoint a member who is eligible under rule 18(4) to fill a position on the Committee that —
  - (a) has become vacant under rule 32; or
  - (b) was not filled by election at the most recent annual General Meeting or under rule 31(3)(b).
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 18(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 40, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee Members than required for a quorum under rule 40, the Committee may act only for the purpose of —
  - (a) appointing Committee Members under this rule; or
  - (b) convening a General Meeting.
- (5) The appointment of a person under subrules 33(1) or 33(2) only becomes effective immediately after that person confirms to the Secretary in writing that he or she is willing to serve on the Committee and at all times comply with section 42 of the Act.

### 34. Validity of acts

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

### 35. Payments to Committee Members

- (1) In this rule —
  - Committee Member* includes a member of a Subcommittee;
  - Committee meeting* includes a meeting of a Subcommittee.
- (2) A Committee 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 Committee meeting; or
  - (b) in attending a General Meeting; or
  - (c) otherwise in connection with the Association's business.

## **Division 4 – Committee meetings**

### **36. Committee meetings**

- (1) The Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee Members as soon as practicable after the annual General Meeting at which the Committee Members are elected.
- (3) Special Committee meetings may be convened by the President or any 2 Committee Members.

### **37. Notice of Committee meetings**

- (1) Notice of each Committee meeting must be given to each Committee Member 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 subrule 37(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 Committee Members at the meeting unanimously agree to treat that business as urgent.

### **38. Procedure and order of business**

- (1) The President or, in the President's absence, the Committee Member appointed by the President to act as President, must preside as chairperson of each Committee Meeting.
- (2) If the President and the Committee Member appointed by the President to act as President are absent or are unwilling to act as chairperson of a meeting, the Committee Members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee Members at the meeting.
- (5) A member or other person who is not a Committee Member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under subrule 38(5) to attend a Committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.



### **39. Use of technology to be present at Committee meetings**

- (1) The presence of a Committee Member at a Committee meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Committee meeting as allowed under subrule (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.

### **40. Quorum for Committee meetings**

- (1) Subject to rule 33(4), no business is to be conducted at a Committee meeting unless a quorum is present.
- (2) Any five Committee Members constitute a quorum for a Committee meeting provided that –
  - (a) One of those Committee Members is the President; or
  - (b) One of those Committee Members is appointed by the President to act as President for the purposes of that Committee Meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee 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 30 minutes after the commencement time of a Committee meeting held under subrule 40(3)(b); and
  - (b) at least 2 Committee Members are present at the meeting,those members present are taken to constitute a quorum.

### **41. Voting at Committee meetings**

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

- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### **42. Minutes of Committee meetings**

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following —
- (a) the names of the Committee Members present at the meeting;
  - (b) the name of the Committee Members present at the meeting under rule 39 (if any);
  - (c) the name of any person attending the meeting under rule 38(5);
  - (d) the business considered at the meeting;
  - (e) any motion on which a vote is taken at the meeting and the result of the vote; and
  - (f) the times (if any) that each meeting attendees were not present at the meeting.
- (3) The minutes of a Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The President must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —
- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Committee meeting.
- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
- (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

#### **Division 5 – Subcommittees and subsidiary offices**

#### **43. Subcommittees and subsidiary offices**

- (1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following —
- (a) appoint one or more Subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A Subcommittee may consist of the number of people, whether or not members, that the Committee 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 Committee —

- (a) a Subcommittee may meet and conduct business as it considers appropriate; and
- (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

#### **44. Delegations to Subcommittees and holders of subsidiary offices**

- (1) In this rule —

*non-delegable duty* means a duty imposed on the Committee by the Act or another written law.

- (2) The Committee may, in writing, delegate to a Subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee 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 Subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the Subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

### **PART 6 – GENERAL MEETINGS OF ASSOCIATION**

#### **45. Annual General Meeting**

- (1) The Committee 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 4 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 Committee's annual report on the Association's activities during the preceding financial year; and

- (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
  - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
  - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
- (c) to elect the office holders of the Association and other Committee Members;
  - (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.

#### **46. Special General Meetings**

- (1) The Committee may convene a special General Meeting.
- (2) The Committee must convene a special General Meeting if at least 10 of the Ordinary Members require a special General Meeting to be convened.
- (3) The Ordinary Members requiring a special General Meeting to be convened 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 28 days after notice is given under subrule 46(3)(a).
- (5) If the Committee 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 subrule 46(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 subrule 46(5).

#### **47. Notice of General Meetings**

- (1) The Secretary or, in the case of a special General Meeting convened under rule 46(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 Committee under rule 27(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 46(7).

#### **48. Proxies**

- (1) Subject to subrule 46(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 5 other members.
- (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 Committee 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 47 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 Committee 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 24 hours before the commencement of the meeting.

#### **49. 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 subrule 49(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.

#### **50. Presiding member and quorum for General Meetings**

- (1) The President or, in the President's absence, the Committee Member appointed by the President to act as President, must preside as chairperson of each Committee Meeting.
- (2) If the President and the Committee Member appointed by the President to act as President are absent or are unwilling to act as chairperson of a meeting, the Committee Members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a General Meeting unless a quorum is present. Any 15 Members personally present (being Members entitled to vote under these rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.
- (4) 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.
- (5) If —
- (c) a quorum is not present within 30 minutes after the commencement time of an annual General Meeting held under subrule 50(4)(b); and
  - (d) at least 5 Ordinary Members are present at the meeting,
- those members present are taken to constitute a quorum.

#### **51. 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 subrule 51(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 47.

## **52. Voting at General Meeting**

- (1) On any question arising at a General Meeting —
  - (a) subject to subrule 52(6), each Ordinary Member has one vote;
  - (b) subject to subrule 52(2), one Parent Member from each relevant family has one vote; and
  - (c) Ordinary Members and Parent Members may vote personally or by proxy.
- (2) Parent Members are entitled to consider the best interest of their child or children who are Junior Members under the age of 16 in any question arising at a General Meeting, however:
  - (a) Only one parent from each family shall be entitled to vote; and
  - (b) If the parents of any junior Member or junior members cannot agree as to which parent shall cast the vote on behalf of that family, the chairperson of the meeting shall nominate which parent shall have the right to vote.
- (3) A resolution is carried if:
  - (a) In the case of a special resolution, not less than 75% of the votes cast at the meeting are in favour of the resolution; and
  - (b) In all other cases, a simple majority of the votes cast at the General Meeting are in favour of the resolution.
- (4) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (5) If the question is whether or not to confirm the minutes of a previous General Meeting, only members who were present at that meeting may vote.
- (6) For a person to be eligible to vote at a General Meeting as an Ordinary Member, the Ordinary Member —
  - (a) must have been an Ordinary Member at the time notice of the meeting was given under rule 47; and
  - (b) must have paid any fee or other money payable to the Association by the member.

### **53. 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) Subrule 53(1) does not limit the matters in relation to which a special resolution may be proposed.

### **54. 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 subrule 54(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 subrule 54(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 the election of the President or 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 of the meeting.
- (7) A declaration under subrule 54(2) or 54(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.

### **55. Minutes of General Meeting**

- (1) The Secretary, or a person authorised by the Committee 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 chairperson of the meeting under rule 48(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 45(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 45(3)(b)(iv).
- (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 President 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**

### **56. Source of funds**

The funds of the Association may be derived from entrance fees, membership fees, discretionary levies, sponsorship, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **57. Control of funds**

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —

- (a) 2 Committee Members; or
  - (b) one Committee Member and a person authorised by the Committee.
- (5) All funds of the Association must be deposited into an account of the Association within 5 working days after their receipt.

## **58. Financial statements and financial reports**

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule 58(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.
- (3) The Association's financial year will be the period of 12 months commencing on 1 November and ending on 31 October of each year.

## **PART 8 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **Division 1 – Term used**

#### **59. 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**

#### **60. Suspension or expulsion**

- (1) The Committee may decide to suspend a member's membership or to expel a member from the Association if the Member —
  - (a) contravenes any of these rules;
  - (b) breaches any of the policies of the Association and/or its affiliated peak body; or

- (c) acts detrimentally to the interests of the Association.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the member must state —
  - (a) when and where the Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
- (4) At the Committee meeting, the Committee must —
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
  - (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 Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule 60(6), give written notice to the Secretary requesting the appointment of a mediator under rule 68.
- (8) If notice is given under subrule (7), the member who gives the notice and the Committee are the parties to the mediation.

### **61. 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**

#### **62. 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.

#### **63. 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.

#### **64. 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.

#### **65. 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 64, 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 Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —

- (a) when and where the Committee meeting is to be held; and
  - (b) that the party and/or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (5) If —
- (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Committee; and
    - (ii) requests the appointment of a mediator under rule 68,
 the Committee must not determine the dispute.

#### **66. Determination of dispute by Committee**

- (1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule 66(1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 68.
- (4) If notice is given under subrule 66(3), each party to the dispute is a party to the mediation.

#### **Division 4 – Mediation**

#### **67. 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 60(7); or
  - (b) by a party to a dispute under rule 65(5)(b)(ii) or 66(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 68.

## **68. 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 60(7) — by agreement between the Member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 65(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule 68(1)(a) or (b), then, subject to subrules 68(3) and 68(4), the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 60(7); or
  - (b) a party to a dispute under rule 65(5)(b)(ii); or
  - (c) a party to a dispute under rule 66(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Committee may be a member or former member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## **69. 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.

#### **70. 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 60(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 Committee meeting or General Meeting during the period of suspension or expulsion.

### **PART 9 – GENERAL MATTERS**

#### **71. Patron**

- (1) The title of Patron may be bestowed on any individual who is a non-Member and has supported or provided service to the Association in a substantial way.
- (2) A patron:
  - (a) May be proposed and elected at a General Meeting; or
  - (b) Appointed by the Committee.
- (3) The position of patron:
  - (a) Automatically becomes vacant at each annual General Meeting but may be awarded to the same person for the coming year; and
  - (b) Need not be filled each year.
- (4) The rights and privileges of a patron shall be set out in By-Laws.

#### **72. 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 Ordinary or Associate Membership approved under rule 10(6);
  - (b) provide for the rights and privileges that apply to a patron appointed under rule 71;
  - (c) impose restrictions on the Committee's powers, including the power to dispose of the association's assets; and
  - (d) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and

- (e) 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 subrule 72(3), a by-law made for the purposes of subrule 72(2)(d) 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.

### **73. 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 Committee Members; or
  - (b) one Committee Member and a person authorised by the Committee.
- (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 Committee and in the presence of —
    - (i) 2 Committee Members; or
    - (ii) one Committee Member and a person authorised by the Committee,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 Committee Member authorised by the Committee.

### **74. 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.



### **75. Custody of books and securities**

- (1) Subject to subrule 75(2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Subrules 75(1) and 75(2) have effect except as otherwise decided by the Committee.
- (4) The books of the Association must be retained for at least 7 years.

### **76. Record of office holders**

The record of Committee 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.

### **77. Inspection of records and documents**

- (1) Subrule 77(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 Committee 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 Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule 77(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 subrule 77(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.

### **78. Publication by Committee Members of statements about Association business prohibited**

A Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Committee meeting unless —

- (a) the Committee Member has been authorised to do so at a Committee meeting; and

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

#### **79. 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.

#### **80. Alteration of rules**

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

**-- END --**

*Adopted by Special Resolution of the Members on 27 May 2019*

*Accepted by the Department of Mines, Industry Regulation and Safety on 28 June 2019, effective from 28 June 2019.*