

ASSOCIATIONS INCORPORATION ACT 2015

CONSTITUTION OF

THE WILDERNESS SOCIETY WA INC.

June 2012

Amendments to the rules accepted 5 January 2016
Amendments to the rules accepted ---September 2020

1. NAME

The name of the Association is THE WILDERNESS SOCIETY WA INC.

THE WILDERNESS SOCIETY WA INC. is a member of The Wilderness Society Ltd. and is a Wilderness Society Group organisation.

2. DEFINITIONS

In these rules, unless the contrary intention appears –

“the Act” means the *Associations Incorporation Act 2015 (W.A.)*;

“the Association” means THE WILDERNESS SOCIETY WA Inc.;

“the Committee” means the persons referred to in Rule 9(1);

“Common Seal” means the common seal of the Association;

“the Convenor” means, in relation to proceedings at a meeting of Members or Office Bearers, the person referred to in Rule 9;

“financial year” has the meaning given by the Act, with a reference to “an incorporated association” or “the association” being construed as a reference to the Association. The Association’s financial year is the standard fiscal year 1 July to 30 June.

“General Meeting” means a meeting convened under Rule 15;

“meeting of Office Bearers” means a meeting referred to in Rule 16(1):

“Member” means a Member of the Association;

“Office Bearer” means a person referred to in Rule 9;

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

“the Secretary” means the Secretary referred to in Rule 9.1(b);

“the Treasurer” means the Treasurer referred to in Rule 9.1 (c).

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are protecting, promoting, and restoring wilderness and natural processes across Australia for the survival and ongoing evolution of life on Earth.

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives of the Association and no proportion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association

4. POWERS OF THE ASSOCIATION

The powers conferred on the Association by **section 14** of the Act are subject to the following additions, exclusions, or modifications –

- (a) To purchase, take or lease or exchange, and hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for the attainment of any of the objects of the Association;
- (b) To buy, sell, supply and deal in goods of all kinds;
- (c) To construct, maintain and alter buildings or works necessary or convenient for the attainment of any of the objects of the Association;
- (d) To accept any gift, whether subject to a special trust or not, for the attainment of the objects of the Association;
- (e) To take such steps from time to time as the Officer Bearers or the Members in general meeting may think fit for the purpose of procuring contributions to the funds of the Association whether by way of donations, subscriptions or otherwise;
- (f) To print and publish such newspapers, periodicals, books, leaflets, email, social media content or other documents as the Officer Bearers or the Members in general meeting may think fit for the promotion of the objects of the Association;
- (g) To borrow and raise money in such manner and on such terms as the Officer Bearers of the Association may think fit, or as may be directed or approved by a resolution passed at any meeting of the Members.
- (h) Establish, support or aid in the establishing or the support of any other association formed for any of the Objects of the Association;
- (i) To purchase, acquire and undertake all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and rules of the Association; and
- (j) To do all such lawful things as are incidental or conducive to the attainment of the Objects of the Association or of any of the Objects specified in the foregoing provisions of this rule.

5. MEMBERSHIP OF THE ASSOCIATION

5.1 Eligibility for membership –

- (a) any person who supports the objects or purposes of the Association is eligible to apply to become a member; and
- (b) an individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

- (c) any person who resides in Western Australia, or who resides in any other State or Territory of Australia, and notifies the Association, or their delegate, of their wish to be a member of the Association.

5.2 Becoming a member –

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

- (a) the committee, or its delegate, accepts the application; and
- (b) the applicant pays any membership fees payable to the Association or its delegate.

5.3 A member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.

5.4 Ceasing membership –

(1) A member ceases to be a member if he or she –

- (a) resigns by giving written notice to the Association or its delegate, or requesting cancellation of membership by telephone or other means of communication; or
- (b) fails to pay the fee for renewing her or his membership before it expires; or
- (c) is expelled from the Association pursuant to Rule 7; or
- (d) is an individual, and the individual dies.

(2) The secretary, or their delegate, must keep a record, for at least one year after a person ceases to be a member, of the date on which the person ceased to be a member.

6. REGISTER OF MEMBERS OF THE ASSOCIATION AND MEMBERSHIP FEE

6.1 Register of members –

(1) The Secretary, or their delegate, shall on behalf of the Association keep and maintain the register of Members in accordance with section 53 of the Act.

(2) The register of members must include each member's name and —

- (a) residential address; or
- (b) postal address; or
- (c) email address; or
- (d) information, by means of which contact can be made with the member, that is prescribed for the purposes of this paragraph.

(3) The register can be accessed at the Association's offices.

6.2 The Secretary, or their delegate, shall cause the name of a person who ceases to be a member under Rule 5.4 to be deleted from the register of members referred to in Rule 6.1.

6.3 Membership fee –

(1) The committee, or its delegate, must determine the annual membership fee (if any) to be paid for membership of the Association.

(2) A member must pay the annual membership fee (if any) to the treasurer, or another person authorised by the committee to accept payments, by the date determined by the committee or its delegate.

(3) If a member has not paid the annual membership fee (if any), the member ceases to be a member on the expiry of that membership period.

7. EXPULSION OF MEMBERS OF THE ASSOCIATION AND DISPUTE RESOLUTION

7.1 Expulsion of a member –

A member of the Association may be expelled from the Association if in the opinion of the members in general meeting she or he has been guilty of conduct detrimental to the interests of the Association.

7.2 No motion calling for the expulsion of a member to be determined by a general meeting can be debated unless -

- (a) notice in writing of the motion, together with details of the allegations made against the member, are supplied to the member at least twenty-one (21) days prior to the meeting.

7.3 At a Special General Meeting convened for the purpose of considering whether to expel a member of the Association –

- (a) no business other than the question of the expulsion shall be transacted;
- (b) the Committee may place before the meeting details of the grounds for expulsion and/or the Committee's reasons for proposing expulsion;
- (c) the expelled member shall be given an opportunity to be heard; and
- (d) the members present shall vote by secret ballot on a motion of expulsion of the member.

7.4 Dispute resolution –

The procedure set out in this rule applies to disputes —

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

7.4.1 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.

7.4.2 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 7.4.1, 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, 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, the committee must not determine the dispute.

7.4.3 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 (1)(c), give written notice to the secretary requesting the appointment of a mediator.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

7.5 Mediation —

- (1) This rule applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member; or
 - (b) by a party to a dispute.
- (2) If this rule applies, a mediator must be chosen or appointed under rule 7.5.1.

7.5.1 Appointment of mediator —

- (1) The mediator must be a person chosen if the appointment of a mediator was requested by a member —
 - (a) by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (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; or
 - (b) a party to a dispute; or
 - (c) a party to a dispute 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.

7.5.2 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.

7.5.3 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; 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.

8. MANAGEMENT OF THE ASSOCIATION

- 8.1 Management of the Association shall be vested in the Members in general meeting.
- 8.2 Subject to any direction made by the Members in general meeting, the day to day affairs of the Association shall be managed by a Committee of Officer Bearers of the

Association who shall be empowered to do all such things as are incidental to the general administration of the Association.

9. COMMITTEE AND SUB-COMMITTEES

9.1 The Committee of the Association shall consist of:

- (a) the Convenor;
- (b) the Secretary;
- (c) the Treasurer; and
- (d) no less than two (2) and no more than four (4) other persons all of whom shall be Members of the Association, have been appointed as Office Bearers by the Members present at an annual general meeting, or appointed under Rule 9.5.

9.2 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 13.

9.2.1 Nomination of committee members —

- (1) At least 21 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 (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 14 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

9.3 Election of office holders —

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a 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) Each member present at the meeting may vote for one member who has nominated for the position.

(6) A member who has nominated for the position may vote for himself or herself.

(7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

9.4 Election of ordinary committee members –

(1) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —

(a) must declare each of those members to be elected to the position; and

(b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

(2) If —

(a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or

(b) the number of members nominating under subrule (1)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

(3) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

9.5 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

(b) is appointed to fill a casual vacancy under rule 13.

(2) 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.

9.6 Subject to ratification from the Members in general meeting, when a casual vacancy within the meaning of Rule 13 occurs in the number of Office Bearers,

(a) the remaining Office Bearers may appoint a Member to fill that vacancy; and

(b) a Member appointed under this Rule shall –

(i) hold office until the commencement of, and

(ii) be eligible for appointment to the Committee, at the next following general meeting of Members.

9.7 An employee of the Association cannot be an Office Bearer.

9.8 The Committee may at any time appoint a sub-committee of the Committee as it may think fit and shall prescribe the powers and functions thereof.

- 9.9 The Committee may appoint as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, and a person so appointed shall be entitled to vote and be part of the decision-making at meetings of that sub-committee.
- 9.10 The Committee or a sub-committee shall appoint a member of the sub-committee as its Secretary.
- 9.11 Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee unless the quorum is prescribed otherwise by the decision to create or vary a sub-committee.
- 9.12 Decisions may be made by the Committee or any sub-committee outside of meetings via email. A decision may only be made where a proposal has been circulated to all Committee or sub-committee members by the Convenor or by the Secretary of the Committee or the sub-committee. A decision is deemed to have been made where, after a reasonable amount of time as specified in the original email, a quorum of members has responded to the proposal and a consensus exists. Any member of the Committee or sub-committee may adjourn via email the decision proposed to be made to the next meeting of the Committee or sub-committee. Where a member has asked that the decision be adjourned, the Committee or sub-committee shall not make a decision on the proposal until that meeting.
- 9.13 The Secretary of the Committee and any sub-committee must ensure that minutes are kept of each meeting and that such minutes, when accepted by the subsequent meeting, are recorded in a minute book or other filing system as determined by the Committee. Records of decisions made under Rule 9.12 shall be filed in the same way.
- 9.14 The decisions of the Committee shall be subject to review by a general meeting of the Association.
- 9.15 The Committee may authorise the Office Bearers to delegate any of their duties to staff members and such delegation shall be recorded in the minutes.

10. CONVENOR

- 10.1 Subject to the foregoing, the Convenor shall facilitate the running of all meetings of Members and the Committee.
- 10.2 The Convenor may from time to time appoint any one of the Members or Office Bearers of the Association to act as an Alternate Convenor and such appointee shall facilitate the running of –
- (a) any meeting of the Committee; or
 - (b) any general meeting of the Association, subject to any direction by the Members in general meeting on such terms as the appointee thinks fit.
- Any such appointment may be revoked without notice by the Convenor.
- 10.3 If the Convenor or an Alternate Convenor appointed under Rule 10.2 is not present within 15 minutes after the time appointed for the holding of –
- (a) any general meeting of the Association; or
 - (b) any meeting of the Committee;

is unwilling to act; the Members or Committee present shall elect one of their number to be the Convenor of the meeting.

11. SECRETARY

11.1 The Secretary, or their delegate, shall –

- (a) manage the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of any meeting of Members or the Committee;
- (c) comply on behalf of the Association with:
 - (i) Section 53 of the Act in respect of the register of Members of the Association;
 - (ii) Section 35 of the Act in respect of the rules of the Association; and
 - (iii) Section 58 of the Act in respect of the record of the Office Bearers, and any trustees, of the Association;

11.2 The Secretary, or their delegate, shall have custody of all books, documents, records and registers of the Association, other than those required by Rule 12, to be kept and maintained by, or in the custody of, the Treasurer.

12. TREASURER

12. The Treasurer, or their delegate, shall –

- (a) manage the finances and accounts of the Association in accordance with Rule 17;
- (b) coordinate the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (c) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (d) ensure that the Association complies with the relevant requirements of Part 5 of the Act; and
- (e) carry out any other duty given to the treasurer under these rules or by the committee.

13. CASUAL VACANCIES IN MEMBERSHIP OF OFFICE BEARERS

13. A casual vacancy occurs in the membership of the Committee and that office becomes vacant if an Office Bearer –

- (a) dies;
- (b) resigns by notice in writing delivered to the Convenor or, if the Office Bearer is the Convenor, to the Secretary;
- (c) convicted of an offence under the Act;
- (d) is permanently unable to act as a committee member because of a mental or physical disability;
- (e) is absent from more than –
 - (i) three (3) consecutive meetings of the Committee; or
 - (ii) six (6) meetings of the Committee in the same financial year, of which he or she has received notice without tendering an apology to the person facilitating each of those meetings of the Committee;or
- (f) ceases to be a Member of the Association; or

- (g) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (h) becomes a represented person within the meaning of the *Guardianship and Administration Act 1990 (WA)* or its equivalent in any other legal jurisdiction in Australia; or
- (i) ceases to be ordinarily resident in Australia.

14. PROCEEDINGS OF THE COMMITTEE

- 14.1 The Committee shall meet for the dispatch of business referred to in Rule 8.2 as it may from time to time be determined, and not less than six times per year.
- 14.2 A question arising at a meeting of the Committee shall be decided in accordance with Rule 20.
- 14.3 At a meeting of the Committee three (3) Office Bearers shall constitute a quorum.
- 14.4 The procedure and order of business to be followed at a meeting of the Committee shall be determined by the Office Bearers present at such a meeting.
- 14.5 An Office Bearer having any direct or indirect pecuniary interest referred to in section 42(6) of the Act shall comply with that section.

15. GENERAL MEETINGS

- 15.1 A general meeting of the Association shall be held:
 - (a) at any time determined by the Committee; or
 - (b) within twenty-eight (28) days of a request made in writing by at least 20% of members of the Association being delivered to the Convenor, or on another day as is agreed between a majority of the members making the request and the Committee; or
 - (c) when otherwise required by these Rules.
- 15.2 The Committee shall determine the place and time of the meeting having regard to: maximising attendance by members at the meeting, either in person or by other means of communication under Rule 15.5; the cost of the meeting to the Association; the cost to members of attending the meeting; and any other considerations the Committee considers relevant.
- 15.3 Any request made by members under Rule 15.1(b):
 - (a) shall include the nature of the business proposed to be transacted;
 - (b) shall, if the nature of the business proposed to be transacted includes any proposal for the dismissal or election of any Office Bearer or a change to these Rules, include the proposed resolutions for the meeting, and these resolutions need to be compliant with the requirements for such proposals in these Rules and the Act;
 - (c) may consist of several documents, each signed by one or more of those requesting the meeting.
- 15.4 A general meeting request made by members under Rule 15.1(b) may be withdrawn by agreement between the Committee and the majority of the members requesting the

meeting. Such agreement may include the deferral of the business of the meeting made in the request to the next general meeting of the Association.

15.5 The Secretary shall cause a Notice of Meeting to be provided for any general meeting of the Association as follows.

- (a) The notice shall specify –
 - (i) the place, day and time for the holding of the general meeting;
 - (ii) whether members will be able to participate by telephone or other means of communication as defined in Rule 15.5(b);
 - (iii) the nature of the business to be transacted;
 - (iv) any resolutions proposed by the members requesting a meeting under Rule 15.1(b);
 - (v) if there is to be an election of Office Bearers, the nomination process including when and how details of the nominated candidates will be available; and
 - (vi) any resolutions, including special resolutions, proposed by the Committee
- (b) The notice shall be given by –
 - (i) sending it in writing to, in the case of a meeting requisitioned by members under Rule 15.1(b), a last known electronic address that is held by the Association for all members who have provided an electronic address; or, in the case of any other general meeting, a last known address either electronic or postal, that is held by the Association;
 - (ii) displaying it on notice boards at all offices of the Association;
 - (iii) displaying it on the Association's web site.
- (c) The notice shall be given –
 - (i) for a Special General Meeting requested by members under Rule 15.1(b), at least fourteen (14) days prior to the meeting;
 - (ii) for any other General Meeting, at least twenty-one (21) days prior to the meeting;
 - (iii) for an Annual General Meeting, at least twenty-one (21) days prior to the meeting.

15.6 If, after the receipt of a request for a meeting under Rule 15.1(b) –

- (a) the Secretary does not give notice of a general meeting within fourteen (14) days; or
- (b) the Committee does not hold a general meeting within twenty-one (21) days of receiving a request for a meeting in accordance with Rule 15.1(b), the members requesting the general meeting may hold and run a general meeting as nearly as practicable in accordance with the requirements for holding a general meeting in these Rules, and allowing the same period of notice. All reasonable expenses incurred by the members requesting the meeting in convening a general meeting consistent with the requirements of this Rule shall be refunded by the Association.

15.7 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to participate in the decision-making, and vote on any elections, is present during the time when the meeting is considering that item. A quorum for such meetings shall be ten (10) members.

- 15.8 No item of business shall be transacted at a general meeting unless it was specified in the Notice of Meeting given according to Rule 15.5.
- 15.9 Any general meeting of the Association shall be open to all members of the Association each of whom shall have the right to participate in the decision-making and vote in any elections at such meeting.
- 15.10 The Committee may permit members to take part in a general meeting by telephone or other means of communication provided each member can be sufficiently identified as a member of the Association.
- 15.11 A member taking part in a general meeting as permitted under Rule 15.10 is taken to be present at the meeting for all purposes, including determining whether a quorum is present. This rule does not apply for considering special resolutions.
- 15.12 If within thirty (30) minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Convenor at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- 15.13 The members in a general meeting may at any time appoint a sub-committee as they may think fit and shall prescribe all the powers and functions thereof.
- 15.14 The members in a general meeting may appoint as members of a sub-committee such persons as they think fit, whether or not those persons are members of the Association, and a person so appointed shall be entitled to vote and be part of the decision-making at meetings of that sub-committee.
- 15.15 A meeting requested by members under Rule 15.1(b), must be opened by a member appointed by the members requesting the meeting. Any other general meeting must be opened by the Convenor, who must check for a quorum and then chair the meeting.
- 15.16 To ensure the accuracy of the minutes, the draft minutes of each general meeting must be signed or electronically confirmed by the Convenor, and the minutes accepted at the next general meeting, verifying their accuracy.
- 15.17 The minutes of any general meeting, whether draft or final, shall be made available within fourteen (14) days to any member who requests them.
- 15.18 Adjournment of General Meetings –
- (a) The members present at a general meeting may adjourn the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (b) If a meeting is adjourned for more than fourteen (14) days, notice of the adjourned meeting is to be given in, as near as practicable, the same manner as the notice of the original meeting.

- (c) If a meeting is adjourned for fourteen (14) days or less, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

15.19 Each member of the Association has one vote at a general meeting of the Association.

16. ANNUAL GENERAL MEETINGS

- 16.1 The Association shall in each year hold an Annual General Meeting.
- 16.2 The Annual General Meeting shall be held on such day as the Committee may determine (being not later than **six (6) months** after the close of the financial year of the Association).
- 16.3 The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.
- 16.4 The Annual General Meeting shall be specified as such in the notice convening it.
- 16.5 The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting;
 - (b) if there was a general meeting after the last Annual General Meeting, to confirm the minutes of the most recent general meeting;
 - (c) to receive from the Committee, auditor and servants of the Association, reports upon the transactions of the Association during the last preceding financial year;
 - (d) to elect the Committee; and
 - (e) to appoint an auditor as set out in Rule 18.
- 16.6 The Association shall give notice of the Annual General Meeting of the Association by:
 - (a) sending the notice to a last known electronic or postal address, that is held by the Association for all members;
 - (b) displaying it on notice boards at all offices of the Association;
 - (c) displaying it on the Association's web site.
- 16.7 No business is to be conducted at a general meeting unless a quorum is present. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the meeting is adjourned to —
 - (a) the same time and day in the following week; and
 - (b) the same place unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
 - (c) If a quorum of ten members is not present within 30 minutes after the commencement time of an annual general meeting held under 16.7(a) and (b); and at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

17. FINANCE AND ACCOUNTS

- 17.1 The property and income of the association shall 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 members of the association, **except in good faith in the promotion of those objects or purposes.**

- 17.2 True accounts shall be kept:
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Committee for the time being, those accounts shall be open to the inspection of the members of the Association.
- 17.3 The Treasurer of the Association, **or their delegate**, shall cause to be kept faithfully all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Committee may direct.
- 17.4 The accounts, books and records referred to in Rule 11. shall be kept at the Association's office or at such other place as the Committee may decide.
- 17.5 The Treasurer, or their delegate, shall ensure that:
- (a) all money paid to the Association is received on behalf of the Association; and
 - (b) a receipt is issued immediately for any money received on behalf of the Association.
- 17.6 The Committee shall cause to be opened with such bank, building society or credit union as the Committee selects one or more banking accounts in the name of the Association into which all moneys received shall be paid by the Treasurer or other officer of the Association, as soon as possible after receipt thereof.
- 17.7 No payments shall be made by the Association except for the payment of expenditure that has been:
- (a) authorised by the Committee; or
 - (b) authorised by an officer or employee of the Association who has been delegated the authority to authorise the expenditure.
- 17.8 Each cheque, draft, bill of exchange, promissory note or other negotiable instrument must be signed by two persons:
- (a) authorised to do so by the Committee; or
 - (b) authorised by an officer or employee of the Association who has been delegated by the authority to authorise signatures.
- 17.9 Each electronic withdrawal transaction from the Association's bank accounts must be approved by two persons who have been:
- (a) authorised to do so by the Committee; or
 - (b) authorised by an officer or employee of the Association who has been delegated the authority to authorise signatures.

18. APPOINTMENT OF AUDITOR AND AUDITOR'S REPORT

- 18.1 At each Annual General Meeting, the members of the Association shall appoint an auditor.
- 18.2 The auditor shall hold office until the Annual General Meeting next after that at which the auditor is appointed and is eligible for reappointment.
- 18.3 If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor of the Association for the then current financial year of the Association.
- 18.4 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.
- 18.5 Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- 18.6 The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
- 18.7 In the auditor's report, and in certifying the accounts, the auditor shall state:
- (a) whether the auditor has obtained the information required by the auditor;
 - (b) whether in the auditor's opinion the accounts are properly drawn up, free of material mis-statement, so as to exhibit a true and fair view of the financial position of the Association according to the information at the auditor's disposal and the explanations given to the auditor as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- 18.8 The Treasurer, or their delegate, shall cause to be delivered to the auditor a list of all accounts, books and financial records of the Association.
- 18.9 The auditor:
- (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of her or his duties as auditor;
 - (i) may employ persons to assist in investigating the accounts of the Association; and
 - (ii) may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

19. MINUTES OF MEETINGS OF THE ASSOCIATION

- 19.1 The committee shall cause –
- (1) proper minutes of all proceedings of all meetings of the Association to be recorded–
 - (a) at meeting of Members;
 - (b) at meeting of the Committee; or

- (c) at meeting of any sub-committee appointed pursuant to Rule 9.7 the minutes recorded.
- (2) The minutes of a committee meeting must record the following —
 - (a) the name of any person attending the meeting;
 - (b) the business considered at the meeting;
 - (c) any motion on which a vote is taken at the meeting and the result of the vote.
- 19.2 The minutes referred to in Rule 19.1(1) shall be entered within (30) thirty days after the holding of each meeting of Members, meeting of the Committee or meeting of a sub-committee appointed pursuant to Rule 9.7 as the case may be, in a minute book kept for that purpose.
- 19.3 The Convenor shall ensure that the minutes taken at any meeting referred to under Rule 19.1 are checked and signed as correct by the Convenor of the meeting to which those minutes relate.
- 19.4 When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
 - (a) The meeting of Members, meeting of the Committee or meeting of a sub-committee appointed pursuant to Rule 9.7 as the case may be (in this subrule called “the meeting”) was duly convened and held;
 - (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.

20. MEETING PROCEDURE AND MODIFIED CONSENSUS DECISION MAKING

- 20.1 Decisions at all meetings shall be made by consensus or modified consensus of those present, defined as follows –
 - (a) Wherever possible, decisions should be made by consensus (i.e. unanimous agreement of those not abstaining).
 - (b) Where agreement on a substantive motion cannot be reached unanimously, consideration must be given to deferring the decision and subjecting the issue to further debate or handing the matter to a suitably constituted committee or working group that can work in detail through the issues and recommend solutions.
 - (c) After consideration as required by sub rule (b), consensus may be suspended as follows –
 - (i) a procedural vote to suspend consensus is called for and is seconded;
 - (ii) a three quarters majority (75%) of those voting is required to suspend consensus;
 - (iii) if consensus is suspended, the original (substantive) motion is then put and seconded;
 - (iv) the motion is debated;
 - (iv) the subsequent vote on the substantive motion will be set at a three quarters majority (75%) of those voting. If this vote is successful, the motion is considered accepted by modified consensus.

20.2 No proxy votes will be allowed in any vote conducted under Rule 20.1.

20.3 The Association and the Committee may supplement the provisions of Rule 20.1 by adopting policies not inconsistent with that Rule.

20.4 Special Resolutions –

- (a) Rule 20.3 does not apply to a special resolution.
- (b) A special resolution requires the convenor declare that the resolution is a special resolution prior to voting at a general meeting.
- (c) No less than 75% of members present at the general meeting must vote in favour for the resolution to be duly passed as a special resolution.

21. RULES OF THE ASSOCIATION

21.1 Subject to Rule 19 the Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act.

21.2 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.

22. COMMON SEAL OF THE ASSOCIATION

22.1 The Association shall have a Common Seal on which its corporate name shall appear in legible characters.

22.2 The Common Seal of the Association shall be used only by the authority of the Committee who have been authorised by the Members in general meeting to use the Common Seal, and every document to which the Common Seal is affixed shall be signed by an Office Bearer and countersigned by another Office Bearer.

22.3 The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Members in general meeting may from time to time decide.

23. INSPECTION OF RECORDS, ETC. OF THE ASSOCIATION

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

23.2 A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

23.3 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.

24. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

- 24.1 In the event of the Association being wound up, a member of the association is not by reason only of being such a member of the management committee, trustee or member liable in respect of the liabilities of the association.
- 24.2 No member may share either directly or indirectly in the profits or proceeds of the sale of the assets of the Association in the event of its termination or winding up.
- 24.3 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to –
- (a) An incorporated association;
 - (b) A company limited by guarantee registered under the Corporations Act 2001;
 - (c) An organisation that holds a current licence under the Charitable Collections Act 1946;
 - (d) An organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members; or
 - (e) A non-distributing co-operative registered under the Co-operatives Act 2009.

25. PAYMENTS TO COMMITTEE MEMBERS

In this rule –

“committee member” includes a member of a subcommittee;

“committee meeting” includes a meeting of a subcommittee.

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.