

**TOODYAY NATURALISTS' CLUB  
INCORPORATED**

**RULES OF ASSOCIATION**

**MAY 2022**

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## PART 1 — PRELIMINARY

### 1. Name

The name of the Association is **Toodyay Naturalists' Club Incorporated**

### 2. Objects of Association

- (1) the preservation of the natural environment and habitats within Western Australia, in particular that of the Avon Valley;
- (2) the preservation of the native flora and fauna of Western Australia, in particular that of the Avon Valley;
- (3) to hold regular meetings and field excursions;
- (4) to provide within the Club's own membership an ongoing opportunity to exchange knowledge of ideas and of the surrounding natural world;
- (5) to establish and maintain records of any reports relating to the fauna and flora of the Avon Valley, and the natural environment;
- (6) to publish newsletters, books, or any other media, conducive to the Club's Objects, and the natural environment
- (7) to encourage and assist others in the publication of scientific papers or any other media that is conducive to the Objects of the Club;
- (8) to assist, wherever and whenever possible, individuals and government bodies, whether local, state or national, with research submissions, educational and other research materials;
- (9) to assist government bodies, whether local, state or national, with research programmes, collections and surveys related to the Club's Objects: and
- (10) to participate in activities that will encourage the public to be aware of, and take an interest in, conservation and the natural environment

### 3. Quorum at a general meeting

Six members personally present or by proxy (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. Quorum at a committee meeting

At least half of the committee members constitute a quorum for the conduct of the business at a committee meeting

### 5. Financial year

The association's financial year will be the period of 12 months commencing on the first day of July in each year and ending on the last day of June in the following year.

### 6. Terms used

In these rules, unless the contrary intention appears —

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

**Association** means the incorporated association 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 74;

**circulating resolution** means a resolution circulated by electronic means to facilitate decision making under rule 52(4) and (5) and rule 64(3) and (4)

**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 5;

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

**member** means a person who is an ordinary member of the Association;

**ordinary committee member** means a committee member who is not an office holder of the Association under rule 32(1)(b);

**ordinary member** means a member with the rights referred to in rule 13(1)(a);

**patron or patrons** means the person or persons elected under rule 83

**president** means the committee member holding office as the president of the Association;

**register of members** means the register of members referred to in rule 18 and 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 under rule 35;

**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 57(1)(a);

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

**treasurer** means the committee member holding office as the treasurer of the Association under rule 36;

**vice-president** means the committee member holding office as vice-president of the Association under rule 34.

## 7. Powers of Association

Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes.

## **PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **8. 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;
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **PART 3 — MEMBERS**

### **Division 1 — Membership**

#### **9. Eligibility for membership**

- (1) Subject to rules 9(2) and 9(3) any person who supports the purposes of the Association is eligible to apply for membership.
- (2) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership; and
- (3) A person under the age of 15 years is not to belong to a class of membership that confers voting rights.

#### **10. Applying for membership**

- (1) A person who wants to become a member must apply in writing to the Association on the on the application form in SCHEDULE 1 of these rules;
- (2) All application forms must be signed by the applicant
- (3) In the case of a junior member, the application needs to be endorsed by an adult; and
- (4) If the Association has more than one class of membership, the application form must specify the applicable class of membership.

#### **11. Dealing with membership applications**

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant —
  - (a) is eligible under rule 9; and
  - (b) has applied under rule 10.
- (5) The committee may reject an application even if the applicant —
  - (a) is eligible under rule 9; and
  - (b) has applied under rule 10.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision but is not required to give the applicant its reasons if the application is rejected.
- (7) To expedite applications for membership the Secretary may canvass the committee members by electronic mail in accordance with rule 64(3) as to their endorsement or otherwise of an applicant, or may delay the decision to the next management committee meeting of the Association.

#### **12. Becoming a member**

- (1) An applicant becomes a member if:
  - (a) the applicant is eligible for membership under rule 9;
  - (b) the applicant applies in writing to the Association under rule 10;
  - (c) the committee approves the Applicant's application for membership; and
  - (d) the applicant pays any fees due under rule 17.
- (2) The applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules, when rule 12(1) has been fulfilled.

#### **13. Classes of membership**

- (1) The membership of the Association consists of:
  - (a) Ordinary members;
  - (b) Family members, that is three or more members of the one family, including children;



- (c) Concessional member, being those members who are in receipt of a pension, either aged or invalid;
  - (d) Junior member, being those members under the age of fifteen. A junior member shall not be entitled to hold office, to vote at general meetings or in any other way take part in the business of the Association, but has all other rights provided to a member as determined by the committee or by resolution of members at a general meeting. A junior member cannot be an ordinary member;
  - (e) Life member, being an ordinary member who may elect to compound his or her annual subscription by the payment of one lump sum which shall be an amount determined by the members at an annual general meeting;
  - (f) Body corporate members, being any business, firm or corporate organisation; and
  - (g) Honorary life member, being any person who has rendered valuable services in furthering the Association's objects and who by resolution of not less than three quarters (75%) of the members present at a committee meeting to which notice of the proposal has been given as an item of special business, has been recommended to the next annual general meeting for election as an honorary life member;  
The election will be decided by a majority of those members present at the annual general meeting. Honorary life members shall be exempt from the payment of the annual membership fees, but shall enjoy all the rights and privileges of ordinary members including the right to vote at general meetings.
- (2) The Association may have any category of associate membership determined by resolution of members at a general meeting, including honorary membership.
  - (3) The Association may from time to time appoint, in an honorary capacity, persons with particular expertise that will assist the Association to achieve its objects. Any honorary appointee shall not be entitled to hold any office of the Association nor have the right to vote, but shall enjoy all other privileges of membership. They may be called upon at any Association meeting for the provision of advice that they have been specifically appointed to provide;
  - (4) If the Association has two or more classes of members, no member can belong to more than one class of membership;
  - (5) An ordinary member has all rights provided to members under the rules, including the right to vote, and other rights and benefits as determined by the committee or by resolution of members at a general meeting; and
  - (6) The maximum number of ordinary members is unlimited unless the Association in general meeting decides otherwise.

#### 14. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) the person resigns from the Association under rule 15;
  - (c) the person is expelled from the Association under rule 20; and
  - (d) the person that is a body corporate member has their membership revoked by the body corporate
  - (e) the person ceases to be a member under rule 17(3).
- (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.

#### 15. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect -
  - (a) when the secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 16. Rights not transferable

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

## Division 2 — Membership fees

### 17. Membership fees

- (1) The Association at a general meeting must determine the annual membership fee to be paid for membership of the Association.
- (2) 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.
- (3) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (4) If a person who has ceased to be a member under subrule (3) 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

### 18. 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 date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (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
- (6) The name of any member requesting a copy of the register of members shall be recorded in the Minutes of the next committee or general meeting following the request.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term used

#### 19. 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

#### 20. Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if -
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The 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; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide -
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision of the 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 (6), give written notice to the secretary requesting the appointment of a mediator under rule 28.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

#### 21. 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

### 22. Terms used

In this Division -

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person –

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

### 23. Application of Division

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

- (1) between members; or
- (2) between one or more members and the Association.

### 24. 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.

### 25. 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 24, 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 under rule 28,

the committee must not determine the dispute.

### 26. 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 under rule 28.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## Division 4 — Mediation

### 27. 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 20(7); or
  - (b) by a party to a dispute under rule 25(5)(b)(ii) or 26(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 28.

### 28. 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 20(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 25(5)(b)(ii) or 26(3) - 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 rule 20(7); or
  - (b) a party to a dispute under rule 25(5)(b)(ii); or
  - (c) a party to a dispute under rule 26(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.

### 29. 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) Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

### 30. 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 20(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- (c) 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 5 — COMMITTEE**

### **Division 1 — Powers of committee**

#### **31. 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 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.

### **Division 2 — Composition of committee and duties of members**

#### **32. 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 Association 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;
  - (c) the secretary;
  - (d) the treasurer;
- (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) The following are the subsidiary office holders of the Association;
  - (a) the projects officer; and
  - (b) the observations officerboth of whom shall be committee members with full voting rights.
- (6) The office of secretary and treasurer can be combined as secretary/treasurer if the Association deems it appropriate;
- (7) The office holders may also be a subsidiary office holder; and
- (8) Subject to subrule (6) a person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

#### **33. President**

- (1) The president shall provide leadership and encourage members to progress within the guidelines of the rules of the Association;
- (2) The president shall promote the image of the Association, to ensure the support of the local community;
- (3) 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; and
- (4) 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.

#### **34. Vice-president**

- (1) The vice-president of the Association may, on the direction of the president or, in the absence of that direction the committee, resume the role of president of the Association to undertake those duties outlined in rule 33, until such time as the president is again able to resume that role; and
- (2) the vice-president may be allocated specific duties by the president or by the committee, and shall take responsibility for ensuring such duties are carried out

#### **35. Secretary**

The secretary has the following duties -

- (1) dealing with the Association's correspondence;

- (2) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (3) convene general meetings and committee meetings and prepare the notices required for meetings and for the business to be conducted at meetings;
- (4) 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;
- (5) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (6) 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;
- (7) 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;
- (8) maintaining full and accurate minutes of committee meetings and general meetings;
- (9) carrying out any other duty given to the secretary under these rules, the by-laws or by the committee.

### **36. Treasurer**

The treasurer has the following duties —

- (1) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (2) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (3) 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;
- (4) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (5) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (6) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (7) 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;
- (8) carrying out any other duty given to the treasurer under these rules, the by-laws or by the committee.

### **37. Projects officer**

The projects officer is responsible for -

- (1) liaising with those organisations nominated in the objects of the Association, and any others that may require advice;
- (2) assisting and encouraging such organisations or persons in achieving their aims in harmony with the Objects of the Association; and
- (3) provide the Association with technical advice on any submissions or other communications that the Association may be required to provide from time to time.

### **38. Observations officer**

The observations officer is responsible for -

- (1) maintaining the Association's natural history sightings on the Association's website in pursuit of rule 2(5) of the Associations objects;
- (2) maintaining any hard copy forms of the Association's sightings and any other records pertaining to the natural environment; and
- (3) submitting to the AGM a statement on the highlights of the sightings and records of the Association for the previous 12 months.

## **Division 3 — Election of committee members and tenure of office**

### **39. 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 46.

### **40. Nomination of committee members**

- (1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members advising that all positions will become vacant at the annual general meeting;.
- (2) A member who is eligible for election to the committee and who wishes to be considered for election to the committee at the annual general meeting may nominate for election by sending written notice of the nomination to the secretary before the annual general meeting,
- (3) A member who is eligible for election to the committee may nominate at the annual general meeting for any of the positions that have been declared vacant.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

### **41. 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 ordinary 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 president of the Association may take over as the chairperson of the meeting.

### **42. Election of ordinary committee members**

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members to hold office for the next year.
- (2) 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).
- (3) 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 (2)(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.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

### **43. 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 44(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 46
- (2) Subject to rule 45, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.



- (3) Subject to subrule (4), a committee member may be re-elected.
- (4) The president shall be only be eligible for election for a term of three (3) consecutive years, after which they shall stand aside. They shall be eligible to stand for any other committee position, including vice-president. After a term of one (1) year out of that position that member shall again be eligible to stand for the position.

#### 44. 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 46(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 is to be considered.

#### 45. When membership of committee ceases

A person ceases to be a committee member if the person —

- (1) dies or otherwise ceases to be a member; or
- (2) resigns from the committee or is removed from office under rule 44; or
- (3) is revoked as a body corporate member under rule 67(4)(b)
- (4) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (5) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (6) 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.

#### 46. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 32(4) to fill a position on the committee that —
  - (a) has become vacant under rule 45; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 44(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 32(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 53, 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 53, the committee may act only for the purpose of —
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

#### 47. 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.

#### 48. 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**

### **49. Committee meetings**

Committee meetings shall be held on the request of the Chairperson, any two of the management committee members or as directed by the members at a General Meeting of the Association.

### **50. 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 (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.

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

- (1) The president or, in the president's absence, the vice-president must preside as chairperson of each committee meeting.
- (2) If the president and vice-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 (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.

### **52. 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
- (3) In the case of approving or rejecting applications for membership the secretary may contact committee members by electronic means and the committee member be asked to either accept or reject an application. Any committee member may ask for the decision to be deferred to the next committee meeting
- (4) Where it is necessary to make decisions without being simultaneously in contact electronic mail is a viable means for the committee to communicate and to make decisions about the Association's affairs
- (5) Where a formal resolution is needed this shall be made through a circulating resolution, whereas:
  - (a) The circulating resolution requires that the proposed resolution be sent (together with any other information or documentation that relates to the matter) to all members of the committee;
  - (b) The secretary shall outline a process for the members to communicate with each other about the resolution and a time frame for proposing any amendments and for voting on the resolution;
  - (c) after the process outlined in subrule (5)(b) has concluded the secretary shall email voting papers on the resolution to all members;
  - (d) after the deadline outlined in the timeframe has passed the votes will be counted and the decision made as in rule 54(2)
  - (e) committee members who have received the voting papers under subrule (5)(c) but have not responded shall be counted as having abstained from the vote;

- (e) if a committee member does not have appropriate electronic communication the secretary shall make alternative arrangements so that committee member can participate in the decision making
- (6) The number of replies must equal or surpasses the quorum for a committee meeting when deciding the outcome of the circulating resolution under sub-rule (5)(c);
- (7) Special resolutions may not be decided by a circulating resolution unless legislation permits

### 53. Quorum for committee meetings

- (1) At least half of the committee members constitute a quorum for the conduct of the business at a committee meeting
- (2) Subject to rule 46(4) no business is to be conducted at a committee meeting unless a quorum is present.
- (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 (2)(b); and
  - (b) at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum
- (5) In the case of a meeting under rule 52(5) then rule 52(6) applies

### 54. 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 or respond in the affirmative under rule 52(5)
- (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.
- (6) Each committee member present at a committee meeting has one vote on any question arising at the meeting.

### 55. Solvency statement

- (1) The committee must pass a solvency statement by resolution not more than 30 days before each annual general meeting.
- (2) The solvency statement must:
  - (a) state that the committee has examined the affairs of the Association; and
  - (b) show whether or not the committee is of the opinion there are reasonable grounds for believing that the Association will be able to pay or meet its debts and liabilities as and when they become payable

### 56. 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 -
  - (f) the names of the committee members present at the meeting;
  - (g) the name of any person attending the meeting under rule 51(5);
  - (h) the business considered at the meeting;
  - (i) any motion on which a vote is taken at the meeting and the result of the vote.
- (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, alliances and subsidiary offices**

### **57. Subcommittees alliances and subsidiary offices**

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do any or all of the following -
  - (a) appoint one or more subcommittees;
  - (b) form alliances with other organisations whose goals and ethical standards are consistent with those of the Association;
  - (c) 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) An alliance may be formed for a specific purpose or to enhance the achievement of the Association's objects more generally
- (4) A person may be appointed to a subsidiary office whether or not the person is a member.
- (5) Subject to any directions given by the committee -
  - (a) a subcommittee or alliance may meet and conduct business as it considers appropriate; and
  - (a) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### **58. Delegation to subcommittees, alliances and holders of subsidiary offices**

In this rule -

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

- (1) The committee may, in writing, delegate to a subcommittee, alliance 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.
- (2) A power or duty, the exercise or performance of which has been delegated to a subcommittee, alliance or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee, alliance or holder in accordance with the terms of the delegation.
- (3) 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.
- (4) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a subcommittee, alliance 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.
- (1) The committee may, in writing, amend or revoke the delegation.

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

### **59. 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 president's annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and

- (iii) 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;
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

## 60. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must -
  - (a) make the requirement by written notice given to the 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 (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 (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 (5).

## 61. Frequency of ordinary general meetings

The Association shall conduct ordinary general meetings at least six times in a calendar year

## 62. Notice and procedure of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 60(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 40(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 63(7)
- (3) The procedure to be followed at a general meeting must be determined from time to time by the members.
- (4) The order of business at a general meeting may be determined by the president in consultation with the secretary or by the members at the meeting.
- (5) A person who is not a member may attend a general meeting but:
  - (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 chairperson of the meeting to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting

## 63. Proxies

- (1) Subject to subrule (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
  - (a) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 62 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.

#### **64. 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 (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.
- (3) Where it is necessary to make decisions without being simultaneously in contact electronic mail is a viable means for the Association to communicate and to make decisions about the Association's affairs
- (4) Where a formal resolution is needed this shall be made through a circulating resolution, whereas:
  - (a) the circulating resolution requires that the proposed resolution be sent (together with any other information or documentation that relates to the matter) to all members of the Association;
  - (b) the secretary shall outline a process for the members to communicate with each other about the resolution and a time frame for proposing any amendments and for voting on the resolution;
  - (c) after the process outlined in subrule (4)(b) has concluded the secretary shall email voting papers on the resolution to all members;
  - (d) after the deadline outlined in the timeframe has passed the votes will be counted and the decision made as in rule 69(1)
  - (e) members who have received the voting papers under subrule (4)(c) but have not responded shall be counted as having abstained from the vote;
  - (f) if a committee member does not have appropriate electronic communication the secretary shall make alternative arrangements so that committee member can participate in the decision making
- (5) The number of replies must equal or surpasses the quorum for a general meeting when deciding the outcome of the circulating resolution under sub-rule (4)(d);
- (6) Special resolutions may not be decided by a circulating resolution unless legislation permits

#### **65. Presiding member and quorum for general meetings**

- (1) The president or, in the president's absence, the vice-president must preside as chairperson of each general meeting.
- (2) Six members personally present or by proxy (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;
- (3) If the president and vice-president are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting-
  - (a) in the case of a special general meeting - the meeting lapses; or
  - (b) in the case of the annual general meeting - the meeting is adjourned to -
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the president 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.
- (6) If -

- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
- (b) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

## 66. 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 (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 62.

## 67. Voting at general meeting

- (1) On any question arising at a general meeting -
  - (a) subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
  - (b) ordinary members may vote personally or by proxy.
- (2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until -
  - (a) the end of any general meeting to which the appointment applies; or
  - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting or respond in the affirmative under rule 64(4) vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) 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.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule (2), the ordinary member —
  - (a) must have been an ordinary member at the time notice of the meeting was given under rule 62; and
  - (b) must have paid any fee or other money payable to the Association by the member.

## 68. 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 alter or rescind any of these rules or to make additional rules; or
  - (c) 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 (1) does not limit the matters in relation to which a special resolution may be proposed

## 69. Determining whether resolution carried

In this rule –

**poll** means the process of voting in relation to a matter that is conducted in writing.

- (1) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands or responses in the affirmative under rule 64(4) declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or

- (c) carried by a particular majority; or
- (d) lost.
- (2) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (3) 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.
- (4) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) 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.
- (6) A declaration under subrule (2) or (4) or under rule 52(5) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## **70. 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 63(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 59(3)(b)(ii); 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 59(3)(b)(iii).
- (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**

### **71. Source of funds**

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

### **72. 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 make payments from the funds of the Association using electronic means, subject to subrule (5);
- (4) 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.
- (5) All cheques, direct deposits, 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.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### **73. 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 (1), those requirements include -
  - (a) the preparation of the financial statements; and
  - (b) if required, the review or auditing of the financial statements or financial report, as applicable;
  - (c) the presentation to the annual general meeting of the Solvency Statement, and the financial statements or financial report, as applicable;
  - (d) 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; and
  - (e) a review or audit is required as a condition of a funding arrangement; or holding of a charitable collections licence; and
  - (f) if the by-laws of the Association require a review or audit; and
  - (g) a review or audit is directed by the Commissioner

## **PART 8 — GENERAL MATTERS**

### **74. By-laws**

- (1) The Association may, by resolution at a committee meeting, make, amend or revoke by-laws.
- (2) By-laws may -
  - (a) provide for the rights and obligations that apply to the membership approved under rule 13(2); and
  - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
  - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

## 75. 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.

## 76. 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.

## 77. Custody of books and securities

- (1) Subject to subrule (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 (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years.

## 78. 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.

## 79. Inspection of records and documents

- (1) This rule 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 (1)(c) but does not have a right to remove the record or document for that purpose;
- (6) If a member requests the Association provide them with a copy of the records, the Association may charge the member a reasonable amount for that provision;
- (7) The Secretary shall record in the minutes of the next committee or general meeting each request for inspection under this rule or the provision of a copy under subrule (6); and
- (8) The member must not use or disclose information in a record or document referred to in subrule (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

## 80. 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 —

- (1) the committee member has been authorised to do so at a committee meeting; and
- (2) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given

## 81. Special awards

The Association may, on the recommendation of the committee, elect to make or strike a special award for services to the Association. Such award may be made to members of the Association or the public. A panel of selectors for such awards shall be nominated by the committee

## 82. Papers delivered at Association meetings

- (1) A copy of every paper read to the Association shall be held by the Association
- (2) The Association shall not be responsible for safekeeping of any paper or other material lodged with it, although all normal care will be taken;
- (3) The Association will not hold itself responsible for the accuracy of any documents, or for any opinions of authors of papers which it publishes, or which are read at meetings; and
- (4) The Association cannot be held responsible for breach of copyright by any person who delivers a paper to the Association, or for storage of that paper lodged under subrule (1)

## 83. Patron or patrons

The patron or patrons shall generally be regarded as ambassadors of the Association. The patron/s shall not have any specific duties and shall not be required to attend meetings. They shall be selected from members of the community who are, or have been, well respected in their professions and have shown a particular interest in the Association and its activities. The patron/s shall be exempt from the payment of annual membership fees and shall have all the rights and privileges of ordinary members, including the right to vote

## 84. 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.

## 85. 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.

## **SCHEDULE 1**

### **Forms**

Form 1 - Membership Application Form