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# **Rules of The Friends of the Academy**

**ABN 37 499 097 146**

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# 1 Preliminary

## 1.1 Name of Association

The name of the Association is The Friends of the Academy Incorporated ABN 37 499 097 146 (the **Association**).

## 1.2 Charitable Purpose of Association

- (a) The Charitable Purpose of the Association is to foster the advancement of culture and promote, develop and encourage the participation and enjoyment of all forms of Performing Arts (including through the active support of WAAPA) and to promote the public engagement and celebration of Performing Arts to create a dynamic and inclusive cultural environment that inspires artistic expression, creativity, cultural growth and uplifts individuals and communities.
- (b) For as long as the Association is a deductible gift recipient cultural organisation, the Association must operate and maintain a gift fund in accordance with the gift fund rules as amended by the Committee from time to time.

## 1.3 Activities

The activities of the Association must be conducted in the furtherance of its Charitable Purpose and may include to:

- (a) support and promote, conduct, facilitate, organise, and set up public performances of all forms of Performing Arts;
- (b) provide opportunities for students to participate in and experience all elements of performance including practice, knowledge and curation of Performing Arts;
- (c) produce and distribute programs and promotional materials which publicise special events and joint ventures with WAAPA which support the Charitable Purpose;
- (d) support and promote the development of Performing Arts students and young people, including specific support for Aboriginal and Torres Strait Islander artists;
- (e) engage in fundraising activities for the purpose of procuring contributions to the Association by way of donation, subscriptions or otherwise
- (f) promote WAAPA as a Performing Arts venue and other venues where the Association supports activities from time to time as places of artistic expression and cultural entertainment for the public benefit;
- (g) provide support to students of WAAPA by way of mentoring and assisting in the creation of career development opportunities;
- (h) doing all such things as are incidental or conducive to the attainment of the Charitable Purpose.

## 1.4 Quorum for Committee Meetings

Any four (4) Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

## 1.5 Quorum for General Meetings

Fifteen (15) Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

## 1.6 Financial Year

The Association's Financial Year will be the period of 12 months commencing on 1<sup>st</sup> of January and ending on 31 December of each year.

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## 2 Definitions

In these Rules, unless the contrary intention appears:

**"ACNC Act"** means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

**"Act"** means the *Associations Incorporation Act 2015* (WA);

**"AGM"** means the Annual General Meeting convened under rule 22;

**"Association"** means the Friends of the Academy Incorporated ABN 37 499 097 146;

**"ATO"** means the Australian Taxation Office.

**"Books of the Association"** has the meaning given to it in section 3 of the Act and includes all of the registers, financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association;

**"By-laws"** are additional arrangements or processes adopted by members by Ordinary Resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner;

**"Commissioner"** means the person designated as the "Commissioner" from time to time under the Act;

**"Committee"** means the Management Committee required by the Act, which is the body responsible for the management of the affairs of the Association;

**"Committee Member"** means a member of the Committee appointed pursuant to rule 12;

**"Committee Meeting"** means a meeting of the Committee held pursuant to rule 14;

**DGR Revoked Entity** has the meaning given at rule 29.1(a)

**"Financial Records"** has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (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”** has the meaning given to it in sections 62 and 63 of the Act;

**“Financial Statements”** has the meaning given to it in section 62 of the Act;

**“Financial Year”** has the meaning given to it in rule 1.6;

**“Grant”** means money granted to [a student] in accordance with clause 10.1(d) of the Rules;

**“General Meeting”** means a meeting of the Association, which all Members are invited to attend;

**“Member”** means a person who becomes a Member of the Association under these Rules. References to ‘Members’ shall include Life Members defined under rule 5.6;

**Member Renewal Notice** means a notice given under rule 9.2.

**“Ordinary Resolution”** means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution, and as passed pursuant to rule 18.2;

**“Performing Arts”** means all activities such as music, dance, drama, song, theatrical production, theatrical performance, and all other activities ancillary and in furtherance to arts performed for an audience.

**“Rules”** mean these rules of the Association as amended from time to time under rule 23.2;

**“Special Resolution”** is a resolution passed at a General Meeting in accordance with section 51(1) of the Act;

**“Surplus Property”** has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

**“Tier 1 Association”** has the meaning given to it in section 62 of the Act; and

**“WAAPA”** means the Western Australian Academy of Performing Arts.

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## 3 Powers of the Association

### 3.1 Powers of the Association

The Association may exercise all of the powers of an incorporated association under the Act, including but not limited to:

- (a) raising funds for the Charitable Purpose of the Association by any lawful means but so as not to contravene any Federal or State law relating to the collection of money from the public or otherwise;
- (b) canvassing support for and taking any steps considered necessary or desirable by way of publicity, or otherwise to promote or further the Charitable Purpose or activities of the Association;

- (c) making or prescribing rules for the carrying out of the activities of the Association, including the appointment of officers, conditions of membership, keeping of records, conduct of meetings or otherwise;
  - (d) doing all or any of such acts or things incidental or conducive to the attainment of the Charitable Purpose as principals, agents or otherwise; and
  - (e) appointing a patron or patrons for the Association.
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## **4 Not for Profit**

### **4.1 Not-for-profit**

- (a) The property and income of the Association must be applied solely towards promoting the Charitable Purpose 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 promoting the Charitable Purpose.
  - (b) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (c).
  - (c) A payment to a member out of the funds of the Association is authorised if it is —
    - (i) 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
    - (ii) 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
    - (iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
    - (iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
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## **5 Becoming a Member**

### **5.1 Minimum Number of Members**

The Association must have at least six Members with full voting rights.

### **5.2 Qualifications for Membership**

Membership shall be open to all persons over 16 years who pay the annual subscription.

### **5.3 Becoming a Member**

A person becomes a Member when:

- (a) the Committee accepts the application for membership; and
- (b) the person pays any membership fees payable to the Association under rule 9.1.

#### **5.4 Recording Membership in the Register**

The Secretary must enter a person's name in the Register within 28 days after the person becomes a Member.

#### **5.5 Period of Membership**

Membership period shall run from 1 January to 31 December in each calendar year. For the avoidance of doubt, if a person becomes a member after 1 January, that person's membership will run from the date they become a member to 31 December of that same year.

#### **5.6 Appointment of Life Members**

- (a) A Member or Committee Member may nominate a person to be a Life Member.
- (b) The Committee may approve a person as a Life Member if the Committee believe that the person has made a significant contribution to the Charitable Purpose.

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## **6 Liability and entitlements of Member**

### **6.1 Liability of Members**

- (a) A Member is only liable for their outstanding membership fees payable under rule 9.1, if any;
- (b) Subject to rule 6.1 a Member is not liable, by reason of the person's Membership, for the liabilities of the Association or the cost of winding up the Association;

### **6.2 Membership Entitlements not Transferable**

A right, privilege or obligation that a person has because he or she is a Member of the Association:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person's membership ceases.

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## **7 Ceasing to be a Member**

### **7.1 Ending Membership**

- (a) A person's membership ends, if the person:
  - (i) dies;
  - (ii) ceases to be a Member under rule 9.1(d);
  - (iii) resigns as a Member under rule 7.2; or
  - (iv) is expelled from the Association under rule 7.3; or
  - (v) if a Membership Renewal Notice is not returned by the due date specified in the notice under rule 9.2.
- (b) the Secretary must keep a record of that membership for a period of one year after a membership ends



## **7.2 Resigning as a Member**

- (a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
  - (i) at the time the Secretary receives the notice; or
  - (ii) if a later time is stated in the notice, at that later time.

## **7.3 Suspending or expelling Members**

- (a) The Committee may, by resolution, suspend or expel a Member from membership if:
  - (i) the Member refuses or neglects to comply with these Rules; or
  - (ii) the Member's conduct or behaviour is detrimental to the interests of the Association;
- (b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member;
- (c) The Secretary must, not less than 28 days before the Committee Meeting referred to in rule 7.3(b), give written notice to the Member:
  - (i) of the proposed suspension or expulsion and the grounds on which it is based;
  - (ii) of the date, place and time of the Committee Meeting;
  - (iii) that the Member, or the Member's representative, may attend the Committee Meeting; and
  - (iv) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Committee Meeting referred to in rule 7.3(b) the Committee must:
  - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
  - (ii) give due consideration to any written statement submitted by the Member; and
  - (iii) determine whether or not the Member should be:
    - (A) expelled from the Association; or
    - (B) suspended from membership, and if so, the period that the Member should be suspended from membership.
- (e) Once the Committee has decided to suspend or expel a Member under rule 7.3(d), the Member is immediately suspended or expelled from membership.

- (f) The Secretary must inform the Member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting referred to in rule 7.3(b).

#### **7.4 Right of Appeal against suspension or expulsion**

If a Member is suspended or expelled under rule 7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under rule 7.3(f) requesting the appointment of a mediator under rule 27.2(c).

#### **7.5 Reinstatement of a Member**

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

#### **7.6 When a Member is suspended**

- (a) If a Member's membership is suspended under rule 7.3(e), the Secretary must record in the Register:
  - (i) the name of the Member that has been suspended from membership;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the length of the suspension as determined by the Committee under 7.3(d)(iii)(B).
- (b) A Member that has been suspended under rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

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## **8 Membership Register**

### **8.1 Register of Members**

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
  - (i) the full name of each Member;
  - (ii) a contact postal, residential or email address of each Member; and
  - (iii) the class of membership held by the Member.
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

## **8.2 Inspecting the Register**

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

## **8.3 Copy of the Register**

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

## **8.4 When using the information in the Register is prohibited**

- (a) A Member must not use or disclose the information on the Register:
  - (i) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
  - (ii) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
  - (iii) for any other purpose unless the purpose:
    - (A) is directly connected with the affairs of the Association; or
    - (B) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

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# **9 Membership Fees**

## **9.1 Annual membership fee**

- (a) The Committee shall determine the annual membership fee for the coming year prior to the end of each financial year.
- (b) Members shall pay the annual membership fee in the first quarter of each year (by 31 March each year).
- (c) Any member who does not pay their annual membership fee by the end of that quarter shall receive a Member Renewal Notice and shall cease to be a member if the annual membership fee is not paid within the time specified in the Member Renewal Notice.
- (d) If a person ceases to be a Member, and subsequently pays to the Association all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

## 9.2 Membership Renewal

The Committee may, at their discretion, send a notice to one or more members requiring that member to confirm or to renew membership of the Association and/or to confirm or update that member's details (**Membership Renewal Notice**).

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# 10 Powers and composition of the Committee

## 10.1 Powers of the Committee

- (a) The governing body of the Association is to be called the Committee and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Committee:
  - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
  - (ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.
- (c) The Committee shall have the power to appoint a sub-committee in accordance with rule 15.1.

## 10.2 Committee Members

- (a) The Committee is to consist of:
  - (i) the office holders of the Association; and
  - (ii) not less than one other Member.
- (b) The maximum number of other Members of the Committee is to be determined by the Committee.
- (c) The office holders of the Association are:
  - (i) the Chairperson;
  - (ii) the Deputy-Chairperson;
  - (iii) the Secretary; and
  - (iv) the Treasurer.
- (d) A Committee Member must be:
  - (i) a natural person;
  - (ii) over 18 years in age; and
  - (iii) a Member.
- (e) No person shall be entitled to hold more than one of the positions set out in rule 10.2(c) at any time.

- (f) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
    - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
    - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - (iii) an offence under Part 4 Division 3 or section 127 of the Act;
    - (iv) unless the person has obtained the consent of the Commissioner.
  - (g) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
  - (h) All Committee members shall obtain a National Police Certificate within one month, with relevant fees to be fully reimbursed by the Association.
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## **11 Role and responsibilities of Committee Members**

### **11.1 Obligations of the Committee**

The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act, the ACNC Act and these Rules. For as long as the Association is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, the Association must also ensure the Committee comply with the requirements described in Governance Standard 5 of the regulations made under the ACNC Act.

### **11.2 Responsibilities of Committee Members**

- (a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Association.
- (d) A Committee Member or former Committee member must not improperly use his or her position to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Association.
- (e) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:

- (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
  - (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (f) Rule 11.2(e) does not apply in respect of a material personal interest that:
- (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
  - (ii) is the relationship of being an employee of the Association; or
  - (iii) the Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Secretary must record every disclosure made by a Committee Member under rule 11.2(e) in the minutes of the Committee Meeting at which the disclosure is made.
- (h) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

### **11.3 Chairperson**

The Chairperson:

- (a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- (b) may convene special meetings of the Committee under rule 14.2;
- (c) may preside over Committee Meetings under rule 14;
- (d) may preside over General Meetings under rule 16.4;
- (e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 19.1(d);
- (f) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the annual general meeting of the Association; and
- (g) maintain the register of the Members, referred to in rule 8.1.

### **11.4 Secretary**

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;

- (c) keep and maintain in an up to date condition the rules of the Association as required by rule 23.1 and any by-laws of the Association made in accordance with rule 24.1;
- (d) maintain the record of office holders of the Association, referred to in rule 11.6;
- (e) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association under rule 26.1;
- (f) keep full and correct minutes of Committee Meetings and General Meetings; and
- (g) perform any other duties as are imposed by the Act, these Rules or the Association on the Secretary.

### **11.5 Treasurer**

The Treasurer must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in rule 11.5(a) into the account or accounts of the Association as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;
- (d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- (f) assist the reviewer or auditor (if any) in performing their functions;
- (g) perform any other duties as are imposed by these Rules or the Association on the Treasurer;
- (h) keep a full record of Grant approvals (and those not approved by the Committee).
- (i) pay Grants approved by the Committee.

### **11.6 Record of Office Holders**

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
  - (i) the full name of each office holder;
  - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - (iii) a current contact postal, residential or email address of each office holder.
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

### **11.7 Inspecting the Record of Office Holders**

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) Any Member may make a copy of their personal details from the record of office holders but has no right to remove the record for that purpose.

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## **12 Appointing Committee Members**

### **12.1 Appointment to the Committee**

Committee Members are appointed to the Committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 13.1(b).

### **12.2 Nominating for Membership of the Committee**

- (a) A Member who wishes to be a Committee Member must be nominated by one other Member as a candidate for election.
- (b) Nominations for election to the Committee shall close at least 28 days before the AGM.
- (c) The Secretary must send a notice calling for nominations for election to the Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.
- (d) The nomination for election must be:
  - (i) in writing; and
  - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (e) A Member may only be nominated for one position on the Committee prior to the AGM.
- (f) If a nomination for election to the Committee is not made in accordance with Rules 12.2 the nomination is to be deemed invalid and the Member will not be eligible for election unless rule 12.3(c) takes effect.

### **12.3 Electing Committee Members**

- (a) If the number of valid nominations received under rule 12.2 is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at the AGM.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.



- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at the AGM and rule 13.1(b) applies.
- (f) The elections for office holders or Committee Members are to be conducted at the AGM in the manner directed by the Committee.
- (g) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

#### **12.4 Voting in Elections for Membership of the Committee**

- (a) Subject to rule 18.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

#### **12.5 Term of Office of Committee Members**

- (a) At each AGM of the Association, the appointment of the Committee Members at the AGM will be for a term of one year and will be eligible for re-election.
- (b) Subject to rule 12.5(a) a Committee Member's term will commence on the date of his or her:
  - (i) election at an AGM; or
  - (ii) appointment to fill a casual vacancy that arises under rule 13.1(b).
- (c) All retiring Committee Members are eligible, on nomination under rule 12.2, for re-election.

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## **13 Ceasing to be a Member of the Committee**

### **13.1 Vacant Positions on the Committee**

- (a) In addition to the circumstances prescribed by law (including the Act and the ACNC Act), A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
  - (i) dies;
  - (ii) ceases to be a Member;
  - (iii) becomes disqualified from holding a position as a result of bankruptcy or conviction of a relevant criminal offence;
  - (iv) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
  - (v) becomes permanently incapacitated by mental or physical ill-health;
  - (vi) resigns from office under rule 13.2;

- (vii) is removed from office under rule 13.3; or
- (viii) is absent from more than:
  - (A) three Association supper events/ fundraisers events without a good reason; or
  - (B) three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,

where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.

- (b) If a position on the Committee is declared vacant under rule 12.3(e) or there is a casual vacancy within the meaning of rule 13.1(a), the continuing Committee Members may:
  - (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
  - (ii) subject to rule 13.1(c), act despite the vacant position on the Committee.
- (c) If the number of Committee Members is less than the number fixed under rule 1.4 as the quorum for Committee Meetings, the continuing Committee Members may act only to:
  - (i) increase the number of Members on the Committee to the number required for a quorum; or
  - (ii) convene a General Meeting of the Association.

### **13.2 Resigning from the Committee**

- (a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the Chairperson.
- (b) The Committee Member resigns:
  - (i) at the time the notice is received by the Secretary or Chairperson under rule 13.2(a); or
  - (ii) if a later time is stated in the notice, at the later time.

### **13.3 Removal from the Committee**

- (a) Subject to rule 13.1(a)(vii) a Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
- (c) If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The

interim Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Committee.

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## **14 Committee Meetings**

### **14.1 Meetings of the Committee**

The Committee must meet at least nine times in each year.

- (a) The Committee is to determine the place and time of all Committee Meetings.
- (b) Special meetings of the Committee may be convened under rule 14.2 by:
  - (i) the Chairperson; or
  - (ii) any two Committee Members.

### **14.2 Notice of Committee Meetings**

- (a) The Secretary must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to rule 14.2(b), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

### **14.3 Chairing at Committee Meetings**

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as chairperson of each Committee Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the Committee Meeting.

### **14.4 Procedure of the Committee Meeting**

- (a) The quorum for a Committee Meeting is specified at rule 1.4. The Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.
- (d) Committee Meetings may take place:
  - (i) where the Committee Members are physically present together; or

- (ii) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.
- (e) A Committee Member who participates in a meeting as set out in rule 14.4(d)(ii):
  - (i) is deemed to be present at the Committee Meeting; and
  - (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.
- (f) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.
- (g) All Committee Members have the right to attend and vote at Committee Meetings.
- (h) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (i) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

#### **14.5 Voting at Committee Meetings**

- (a) Each Committee Member present at a Committee Meeting has a deliberate vote.
- (b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson of the Committee Meeting as set out in rule 14.3 is entitled to exercise a second or casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

#### **14.6 Minutes of Committee Meetings**

- (a) The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- (b) The minutes must record the following:
  - (i) the names of the Committee members present at the meeting;
  - (ii) the name of any person other than a Committee member attending the Committee Meeting;
  - (iii) the business considered at the Committee Meeting;
  - (iv) any motion on which a vote is taken at the Committee Meeting and the result of the vote.

- (c) The minutes of a Committee Meeting must be entered in the Association's minute book within 30 days after the Committee Meeting is held.
- (d) The Chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
  - (i) the chairperson of the Committee Meeting; or
  - (ii) the chairperson of the next Committee Meeting.
- (e) When the minutes of a Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that:
  - (i) the Committee Meeting to which the minutes relate was duly convened and held; and
  - (ii) the matters recorded as having taken place at the Committee Meeting took place as recorded; and
  - (iii) any appointment purportedly made at the Committee Meeting was validly made.

#### **14.7 Circular resolutions**

- (a) The Committee Members may pass a resolution without a meeting of the Committee being held if not less than three-fourths (75%) of the Committee Members entitled to vote on the resolution confirm in writing to the Chairperson that they are in favour of the resolution.
- (b) An email may be used for the purpose of this rule 14.7.
- (c) At the next meeting of the Committee the resolution must be put to the Committee for ratification and minuting.

#### **14.8 Acts not affected by defects or disqualifications**

- (a) Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:
  - (i) there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
  - (ii) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

#### **14.9 Payments to Committee members**

- (a) In this rule:
  - (i) **Committee Member** includes a member of a subcommittee;
  - (ii) **Committee Meeting** includes a meeting of a subcommittee.
- (b) A Committee Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses that:
  - (i) relates only to travel and accommodation in connection with the performance of a Committee members function; or
  - (ii) are otherwise authorised by the members by resolution of the Association.

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## 15 Sub-Committees and delegation

### 15.1 Appointment of Sub-Committee

- (a) The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Association's operations.
- (b) Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members.
- (c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.
- (d) The Sub-committee will report to the Chairperson or Secretary on a regular basis. (To be determined at the time of the formation of the Sub-committee.)

### 15.2 Delegation by Committee to Sub-Committee

- (a) The Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (b) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

### 15.3 Delegation to Subsidiary Offices

- (a) The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (c) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

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## 16 General Meetings

### 16.1 Procedure for General Meetings

- (a) General Meetings may take place:
  - (i) where the Members are physically present together; or
  - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in rule 16.1(a)(ii):
  - (i) is deemed to be present at the General Meeting; and

- (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

## **16.2 Quorum for General Meetings**

- (a) The Quorum for General Meetings is specified in rule 1.5.
- (b) Subject to rules 16.2(c) and 16.2(d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a Special General Meeting, the meeting lapses; or
  - (ii) in the case of an AGM, the meeting is to stand adjourned to:
    - (A) the same time and day in the following week; and
    - (B) the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.
- (e) For avoidance of doubt, the proxy votes cast at a General Meeting pursuant to rule 18.3(b)(ii) will not be counted in determining whether a quorum is present under this rule 16.2.

## **16.3 Notice of General Meetings and Motions**

- (a) The Secretary must give at least:
  - (i) 21 days' notice of a General Meeting to each Member, or
  - (ii) 28 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
  - (i) the place, date and time of the meeting; and
  - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 29.
- (d) Any member desirous of moving any resolution at a General Meeting shall give notice in writing to the Secretary not less than 4 weeks before the date of such meeting.

## **16.4 Presiding Member**

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as chairperson of each General Meeting.

- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the General Meeting.

### **16.5 Adjournment of General Meetings**

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 16.3 and 29 as if that General Meeting was a new General Meeting.

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## **17 Special General Meetings**

### **17.1 Special General Meeting**

- (a) The Committee may at any time convene a Special General Meeting of the Association.
- (b) The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

### **17.2 Request for Special General Meeting**

- (a) A request by the Members for a Special General Meeting must:
  - (i) state the purpose of the meeting;
  - (ii) be signed by the required number of Members making the request as specified in rule 17.2; and
  - (iii) be lodged with the Secretary.

### **17.3 Failure to Convene Special General Meeting**

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in rule 17.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

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## **18 Making decisions at General Meetings**

### **18.1 Special Resolutions**

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 18.1(c).



- (b) A Special Resolution of the Association is required to:
  - (i) amend the name of the Association;
  - (ii) amend the Rules, under rule 23.2;
  - (iii) affiliate the Association with another body;
  - (iv) transfer the incorporation of the Association;
  - (v) amalgamate the Association with one or more other incorporated associations;
  - (vi) voluntarily wind up the association;
  - (vii) cancel incorporation; or
  - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
  - (i) be in writing;
  - (ii) include the place, date and time of the meeting;
  - (iii) include the intention to propose a Special Resolution;
  - (iv) set out the wording of the proposed Special Resolution; and
  - (v) be given in accordance with rule 29.
- (d) If notice is not given in accordance with rule 18.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

## **18.2 Ordinary Resolutions**

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

## **18.3 Voting at meetings**

- (a) Subject to these Rules, each Member has one vote at a General Meeting of the Association.
- (b) A person casts a vote at a meeting either by:
  - (i) voting at the meeting either in person or through the use of technology as under rule 16.1(a)(ii); or
  - (ii) by proxy.
- (c) In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or their proxy to the Association has been paid in accordance with rule 9.1.

- (e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 16.3.

#### **18.4 Proxies**

- (a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.
- (b) Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- (c) No Member may hold more than five proxies.
- (d) Proxy votes may only be cast for items that appear in the Agenda or that have been outlined in writing and forwarded to members for consideration at the meeting.

#### **18.5 Manner of Determining Whether Resolution Carried**

- (a) Unless a Poll is demanded under rule 18.6, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the General Meeting that the resolution has been:
  - (i) carried unanimously;
  - (ii) carried by a particular majority; or
  - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to rule 18.1(c), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under rule 18.5(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under rule 18.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

#### **18.6 Poll at General Meetings**

- (a) At a General Meeting, a Poll on any question may be demanded by either:
  - (i) the Chairperson of the meeting; or
  - (ii) at least three Members present in person or by proxy.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the Chairperson of the meeting directs, and a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
  - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
  - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or

- (iii) in any other case, in the manner and time before the close of the meeting as the Chairperson directs.
- 

## 19 Minutes of General Meetings

### 19.1 Minutes of Meetings

- (a) The Secretary or a person authorised by the Committee from time to time must take minutes of each General Meeting.
  - (b) In addition, the minutes of each General Meeting must record:
    - (i) the names of the Members attending the meeting; and
    - (ii) any proxy forms given to the Chairperson of the meeting under rule 18.4; and
    - (iii) the financial statements or financial report presented at the meeting, as referred to in rule 22.3(b)(ii); and
    - (iv) 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 22.3(b)(iii).
  - (c) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
  - (d) The Chairperson must ensure that the minutes of a General Meeting under rule 19.1(a) are reviewed and signed as correct by:
    - (i) the Chairperson of the General Meeting to which those minutes relate; or
    - (ii) the Chairperson of the next succeeding General Meeting.
  - (e) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
    - (i) the General Meeting to which they relate was duly convened and held;
    - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place at the meeting; and
    - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
  - (f) The minutes of General Meetings may be inspected by a Member under rule 26.2.
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## 20 Funds and accounts

### 20.1 Control of Funds

- (a) Subject to 20.1(b), the funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
  - (b) A bank account will be established to receive all gifts and deductible contributions accepted by the Fund. This account must only include any money or property which is a gift or deductible contribution to the Fund, or which is received because of such gifts or deductible contributions, including, interest received on any monies in the account. Clear accounting procedures will be maintained by the Committee.
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- (c) The funds of the Association are to be used in pursuance of the Charitable Purpose of the Association.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any two Committee Members
- (e) All expenditure above the maximum amount of \$1,500 must be approved or ratified at a Committee Meeting.

## **20.2 Source of Association Funds**

- (a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Association must, as soon as practicable:
  - (i) deposit all money received by the Association, to the credit of the Association's or Fund's bank account (\*as applicable), without deduction; and
  - (ii) after receiving any money, issue an appropriate receipt as may be required.

## **20.3 Financial Records**

- (a) The Association must keep Financial Records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

## **20.4 Financial Statements and Financial Reports**

- (a) For as long as the Association is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, and for as long as the law permits or requires the following provisions in this rule 20.4 and 20.5 do not apply.
- (b) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met:
  - (i) if the Association is a Tier 1 Association, the preparation of the Financial Statements;
  - (ii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
  - (iii) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
  - (iv) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

## **20.5 Review or Audit of Financial Statements or Financial Report**

- (a) The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:
- (b) an audit or review is directed by the Commissioner; or
- (c) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

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## **21 Financial Year of the Association**

The financial year of the association is at rule 1.6.

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## **22 Annual General Meetings**

### **22.1 Annual General Meeting**

The Association must convene an AGM each calendar year within 6 months after the end of the Association's Financial Year or within such a longer period allowed under the Act.

### **22.2 Notice of AGM**

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rules 17.3 and 28(e) (as applicable).

### **22.3 Business to be Conducted at AGM**

- (a) Subject to rule 22.1, the AGM of the Association is to be convened on a date, time and place as the Committee decides.
- (b) At each AGM of the Association, the Association:
  - (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
  - (ii) if the Association is a Tier 1 Association, must receive the Financial Statements of the Association for the preceding Financial Year;
  - (iii) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
  - (iv) if applicable, must present a copy of the report of the review or the auditor's report to the Association; and
  - (v) must elect or appoint the office holders and Committee Members.

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## **23 Rules of the Association**

### **23.1 Rules of the Association**

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.

- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 5.3
- (c) The Association must keep a current copy of the Rules.

### **23.2 Amendment of Rules, Name and Charitable Purpose**

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 18.1 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
  - (i) one month after the Special Resolution is passed; or
  - (ii) a longer period as the Commissioner may allow.
- (c) Subject to rule 23.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 23.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
  - (i) the name of the Association; or
  - (ii) the Charitable Purpose or purposes of the Association,
- (e) does not take effect until the required documents are lodged with the Commissioner under rule 23.2(b) and the approval of the Commissioner is given in writing.

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## **24 By-laws of the Association**

### **24.1 By-Laws**

- (a) The Members of the Association may make, amend and repeal by-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act. The by-laws made:
  - (i) do not form part of the Rules;
  - (ii) may make provision for:
    - (A) classes of Membership and the rights and obligations that apply to each class of Membership;
    - (B) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
    - (C) restrictions on the powers of the Committee including the power to dispose of assets;
  - (iii) must be available for inspection by Members.

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## **25 Authority required to bind Association**

### **25.1 Executing Documents**

The Association may execute a document without using a common seal if the document is signed by any two Committee Members.

### **25.2 Common Seal**

The Association does not have a common seal.

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## **26 The Association's books and records**

### **26.1 Custody of the Books of the Association**

- (a) Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.
- (b) The Books of the Association must be retained for at least 7 years.

### **26.2 Inspecting the Books of the Association**

- (a) Subject to these Rules, and in particular rule 26.2(b), a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy details from the Books of the Association with the exception of the membership list but has no right to remove the Books of the Association for that purpose.

### **26.3 Prohibition on Use of Information in the Books of the Association**

- (a) A Member must not use or disclose information in the Books of the Association except for a purpose:
  - (i) that is directly connected with the affairs of the Association; or
  - (ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

### **26.4 Returning the Books of the Association**

Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

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## **27 Resolving Disputes**

### **27.1 Disputes Arising under the Rules**

- (a) This rule applies to:
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- (i) Disputes between Members; and
  - (ii) Disputes between the Association and one or more Members
  - (iii) that arise under the rules or relate to the rules of the Association.
- (b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
  - (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
  - (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
  - (e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 27.1(d) for the Committee to determine the dispute.
  - (f) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
  - (g) The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within 7 days after the Committee Meeting referred to in rule 27.1(e).
  - (h) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

## **27.2 Mediation**

- (a) This rule applies:
  - (i) where a person is dissatisfied with a decision made by the Committee under rule 27.1; or
  - (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 7.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 27.1(g) a party to a dispute may:
  - (i) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - (ii) Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
  - (i) a person chosen by agreement between the parties; or



- (ii) in the absence of agreement:
  - (A) if the dispute is between a Member and another Member – a person appointed by the Committee; or
  - (B) if the dispute is between a Member or more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow all parties to consider any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### **27.3 Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

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## **28 Cancellation and distribution of Surplus Property**

- (a) Before the Association is cancelled it must first wind up each of its deductible gift recipient funds it operates (if any), in accordance with each fund's winding up requirements.
- (b) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:
  - (i) apply to the Commissioner for cancellation of its incorporation; or
  - (ii) appoint a liquidator to wind up its affairs.
- (c) The association must be wound up under rule 28(b)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.

- (d) Upon cancellation of the Association, subject to the restrictions in section 24 of the Act, the Surplus Property must not be paid to, or distributed amongst members, but must be given or transferred to one or more charitable organisations in Australia that:
  - (i) has objects or Charitable purposes similar to those of the association; and
  - (ii) by its constituent rules, prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed upon the association.
- (e) The decision about which organisation is, or which organisations are, to be the recipient of the Surplus Property distributed is to be determined by the Committee.

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## 29 Loss of deductible gift recipient endorsement

- (a) If the association is endorsed as a deductible gift recipient as a cultural organisation (and required to operate a gift fund) and such endorsement is revoked, the gift fund must be wound up in accordance with the corresponding gift fund rules as amended by the Committee from time to time.
- (b) If the Association is endorsed as a deductible gift recipient for the purpose of operating one or more funds, authorities or institutions and the endorsement for one or more such fund, authority or institution is revoked (**DGR Revoked Entity**), then the Association must:
  - (i) satisfy all liabilities of each DGR Revoked Entity from that particular DGR Revoked Entity's assets; and
  - (ii) ensure that the following assets remaining after the payment of all liabilities in accordance with rule 29(a)(i) are distributed to another fund, authority or institution having similar objects or purposes to and having the same deductible gift recipient endorsement as the particular DGR Revoked Entity:
    - (A) deductible gifts of money or property received for the purpose of the DGR Revoked Entity;
    - (B) deductible contributions made in relation to an eligible fundraising event held to raise funds for the purpose of the DGR Revoked Entity; and
    - (C) money received by the Association because of such deductible gifts and contributions.
    - (D) The decision about which organisation(s) are to receive the funds distributed in accordance with rule 29(a)(ii) is to be determined by a resolution of the Committee.

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## 30 Notices

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
  - (i) sent by post to the nominated postal address of the addressee; or
  - (ii) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.

- (b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register referred to in rule 8.1.

