



# **CONSTITUTION**

**Adopted November 2019**

# THE GERALDTON HOCKEY ASSOCIATION INCORPORATED CONSTITUTION

## 1. GENERAL

### 1.1 Name, Objects, Quorums and Financial Year

A.	The <b>name</b> of the Association is <b>The Geraldton Hockey Association Incorporated</b>
B.	The <b>objects</b> of the Association are: <ul style="list-style-type: none"><li>i to foster, promote, advance, manage and control the game of hockey in the Midwest region and especially the playing of hockey by amateurs;</li><li>ii to promote, conduct, manage and/or control international, interstate, WA state league and inter-club matches and tours of teams and clubs;</li><li>iii. to publish or join with any other person or persons in producing or publishing through any medium, material relating to the game of hockey or calculated directly or indirectly to benefit the game of hockey;</li><li>iv. to become affiliated with or subscribe to Hockey Australia Limited and the Western Australia Hockey Association or any other Associations or bodies whose objects are similar to the objects of the Association and if thought fit to withdraw or retire from any such Association or body.</li></ul>
C.	Member representatives from at least two thirds of the members entitled to vote under these rules at a general meeting, present in person or by phone, videoconference or other means of instantaneous will constitute a <b>quorum for the conduct of business at a general meeting</b> .
D.	Five Board members present in person or by phone, videoconference or other means of instantaneous communication constitute a <b>quorum for the conduct of the business of a Board meeting</b> .
E.	The association's <b>financial year</b> will be the period of 12 months commencing on 1 January of each year and ending on 31 December of the same year.

### 1.2 Terms used

In this Constitution, unless the contrary intention appears:

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

**Association** means the incorporated association to which these rules apply;

**Board** means the management committee responsible for the management of the affairs of the Association as constituted in accordance with rule 9.2;

**Board meeting** means a meeting of the Board;

**Board member** means a member of the Board;

**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 16;

**chairperson** means the Board member holding office as the chairperson of the Association;

**club** means a hockey club participating in competitions run or facilitated by the Association;

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

**Constitution** means the rules of the Association set out in this constitution, as in force for the time being;

**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 1.1.E

**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 (including a body corporate) who is an ordinary member or an associate member of the Association;

**ordinary Board member** means a Board member who is not an office holder of the Association under rule 9.2(2);

**ordinary member** means a member with the rights referred to in rule 4.6(1);

**register of members** means the register of members referred to in section 53 of the Act;

**rules** means these rules of the Association, as in force for the time being;

**secretary** means the Board member holding office as the secretary of the Association;

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

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

**subcommittee** means a subcommittee appointed by the Board under rule 12.1;

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

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

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

**treasurer** means the Board member holding office as the treasurer of the Association.

## **2. POWERS OF THE ASSOCIATION**

Subject to the Act and any additions, exclusions or modifications specified below, the Association may do all lawful things necessary or convenient for carrying out its objects and purposes or conducive or incidental to its objects and purposes, including but not limited to:

- (a) raise money by membership fees, registration fees, subscriptions, levies, fundraising activities and such other methods as from time to time are appropriate to the needs of the Association;
- (b) purchase, take on lease, exchange, hire or otherwise acquire any real or personal property;
- (c) invest the monies of the Association not immediately required in such manner as may be determined;
- (d) manage, develop, lease, licence, sell, convey, assure or otherwise dispose of or deal with any real or personal property for the time being vested in the Association and in case the Association shall take or hold any property which may be subject to any trust, to deal with the same in such manner as allowed by law having regard to such trust;
- (e) borrow or raise upon loan any sum or sums of money and for the purpose of securing repayment thereof to execute or give any mortgages, charges, bonds, debentures, bills of exchange, promissory notes or other securities over all or any of the property of the Association as may be deemed necessary and to liquidate, redeem or pay off such obligations and/or securities or any of them;
- (f) engage, pay and dismiss employees and contractors;
- (g) lay out, construct, build erect alter or maintain upon the premises for the time being belonging to or occupied by the Association including hockey playing fields, grandstands and other buildings and improvements incidental thereto and to furnish, fit out and maintain the same for the use of the members of the Association or any of them and if thought fit, to provide all the necessary equipment, appliances and conveniences therefore;
- (h) become affiliated with or subscribe to Hockey Australia Limited and the Western Australia Hockey Association or any other Associations or bodies whose objects are similar to the objects of the Association and if thought fit to withdraw or retire from any such Association or body;
- (i) appoint members to a Protests and Disputes Tribunal in accordance with rule 15 as and when required; and
- (j) obtain one or more liquor licences, raffles permits and such other licences as may be considered of benefit to the Association.

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

## **4. MEMBERSHIP**

### **4.1 Membership and eligibility for membership of the Association**

- (1) The Association's members are such individuals, clubs or other bodies as may be or have been admitted to the Association and whose membership has not been terminated under or by virtue of this Constitution.
- (2) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (3) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

### **4.2 Applying for membership**

- (1) A person who is not otherwise automatically an ordinary member or a junior member of the Association under rule 4.5 and who wants to become a member must apply in writing to the Association.
- (2) The application must be signed by the applicant.
- (3) The applicant must specify in the application the class of membership to which the application relates.

### **4.3 Dealing with membership applications**

- (1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to sub-rule (3), the Board must consider applications in the order in which they are received by the Association.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant:
  - (a) is eligible under rule 4.1; and
  - (b) has applied under rule 4.2.

- (5) The Board may reject an application even if the applicant:
  - (a) is eligible under rule 4.1; and
  - (b) has applied under rule 4.2.
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

#### **4.4 Becoming a member**

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

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 6.

#### **4.5 Classes of membership**

- (1) The Association consists of the following classes of membership:

##### **(a) Clubs**

The Board may admit a hockey club to membership of the Association by resolution of a 70% majority of those members of the Board - present and eligible to vote. The Board may decide to re-admit a club subject to such penalties or conditions or both as it sees fit. Wherever it hereinafter appears, the expression 'club' means a member hockey club, except where that interpretation is inconsistent with the sense of the clause in which the expression appears.

##### **(b) Life Members**

In recognition of outstanding service to the Association over a period of many years the Board may at any Board Meeting elect any person to be an Honorary Life Member of the Association. Notice of Motion to elect an Honorary Life Member must be given in writing to the Executive Officer at least fourteen (14) days prior to the Board Meeting. An 80% majority of those present and entitled to vote at a Board Meeting shall be necessary to elect a person as an Honorary Life member.

##### **(c) Ordinary Members**

The financial members of a club who are 18 years or older shall be ordinary members of the Association. Further, the Board shall have the power to admit a person 18 years or older as an ordinary member of the Association by resolution of a 70% majority of those members of the Board present and eligible to vote at a meeting of the Board considering applications for membership.

##### **(d) Junior members**

The financial members of a club who are under the age of 18 years shall be junior members of the Association. Further, the Board shall have the power to admit a person under the age of 18 years as a junior member of the Association by resolution of a 70% majority of those members of the Board present and eligible to vote at a meeting of the Board considering applications for membership.

##### **(e) Honorary Members**

The Board shall have the power to admit (and re-admit) a person to Honorary Membership of the Association for a period of not more than twelve months at a time by resolution of a 70% majority of those members of the Board present and eligible to vote at a meeting of the Board.

##### **(e) Temporary Members**

A person who is on any day visiting the Association as a members or an official of, or a person assisting a team that is to contest a pre-arranged hockey fixture on that day, or at the invitation of a member to engage in that fixture on that day, may be taken to be a person who is afforded temporary membership on that day.

- (2) The Association may have any other classes of membership approved by special resolution to amend the Constitution at a general meeting.
- (3) An individual who has not reached the age of 18 years is only eligible to be a junior member.
- (4) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- (5) No member can belong to more than one class of membership.

#### **4.6 Rights of Members including Voting Rights**

- (1) Clubs have all the rights conferred on members by this Constitution or approved by resolution at a general meeting including the right to vote.
- (2) All other classes of membership have all the rights of members except the right to vote.
- (3) Each Club has one vote at a General Meeting of the Association.
- (4) The member representative of a club at a general meeting shall be the president of that club. If the president of a club is unable to attend a general meeting, the secretary of the club shall be the member representative of the club at that general meeting.
- (5) If the president or secretary of a club cannot attend a general meeting of the Association, the president or secretary of that club may by written notice appoint a proxy to represent the club at a general meeting. The proxy must be a member of the club appointing the proxy. Notice of the appointment of a proxy must be lodged at the office of the Association no later than 24 hours before the general meeting unless the members present at the general meeting approve a proxy lodged after that time.

### **5. CESSATION OF MEMBERSHIP**

#### **5.1 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) for a member who is a body corporate, including clubs, the body corporate is wound up;
  - (c) the person resigns from the Association under rule 5.2;
  - (d) the person is expelled from the Association under rule 5.3;
  - (e) the person ceases to be a member under rule 6(4);
  - (f) for a person who is an ordinary member by virtue of being a member of a club, the person ceases to be a member of the club;
  - (g) for a member that is a club, the club fails to nominate at least 1 team in the competition administered by the Association.
- (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.

## 5.2 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.

## 5.3 Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Association if:
  - (a) the member contravenes any of these rules, the Association's by-laws or the Association's code of conduct; 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 Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state:
  - (a) when and where the Board meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (4) At the Board meeting, the Board must:
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide:
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under sub-rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 8.6.
- (8) If notice is given under sub-rule (7), the member who gives the notice and the Board are the parties to the mediation.



## 5.4 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 or other fees or payments 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.

## 5.5 Rights not transferable

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

## 6. MEMBERSHIP FEES AND OTHER FEES AND PAYMENTS

- (1) The Board must determine the entrance fee (if any), the annual membership fee (if any) and any subscriptions, levies or other payments to be paid for membership of the Association.
- (2) The fees determined under sub-rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee, subscription, levy or other payment to the treasurer, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.
- (4) If a member has not paid the annual membership fee or other payments due within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.

## 7. REGISTER OF MEMBERS

- (1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Association's offices, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If:
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## **8. RESOLVING DISPUTES**

### **8.1 Terms used**

In this clause:

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

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

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

### **8.2 Application of clause**

The procedure set out in this clause (*the grievance procedure*) applies to disputes:

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

### **8.3 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.

### **8.4 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 8.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
  - (a) when and where the Board meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If:
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party:
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 8.7,the Board must not determine the dispute.

## **8.5 Determination of dispute by Board**

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must:
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub-rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 8.7.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

## **8.6 Mediation**

if written notice has been given to the secretary requesting the appointment of a mediator:

- (a) by a member under rule 5.3(7); or
- (b) by a party to a dispute under rule 8.4 (5)(b)(ii) or 8.5(3).

a mediator must be chosen or appointed under rule 8.7.

## **8.7 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 5.3(7): by agreement between the Member and the Board; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 8.4(5)(b)(ii) or 8.5(3): by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who is a practising or retired legal practitioner or a person who acts as a mediator for another not-for-profit body, such as a community legal centre, or a person who has training as a mediator if the appointment of a mediator was requested by:
  - (a) a member under rule 5.3(7); or
  - (b) a party to a dispute under rule 8.4(5)(b)(ii); or
  - (c) a party to a dispute under rule 8.5(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Board may be a member or former member of the Association but must not:
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## **8.8 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.

## **8.9 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 5.3(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

## **9. BOARD POWERS AND COMPOSITION**

### **9.1 Management of Association by Board**

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

### **9.2 Board members**

- (1) There shall be a minimum of 5 and a maximum of 11 Board members, consisting of:
  - (a) the office holders of the Association; and
  - (b) a minimum of 1 and a maximum of 7 ordinary Board members.

- (2) The following are the office holders of the Association:
  - (a) the president;
  - (b) the vice president;
  - (c) the secretary;
  - (d) the treasurer.
- (3) A person may be a Board member if the person is:
  - (a) an individual who has reached 18 years of age;
- (4) A person must not hold 2 or more of the offices mentioned in sub-rule (2) at the same time.

### **9.3 President**

- (1) It is the duty of the President to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

### **9.4 Secretary**

The Secretary has the following duties:

- (a) dealing with the Association's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of this Constitution, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

### **9.5 Treasurer**

The treasurer has the following duties:

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;

- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

## **10. ELECTION OF BOARD MEMBERS & TERM OF OFFICE**

### **10.1 How members become Board members**

A member becomes a Board member if the member:

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 10.8.

### **10.2 Nomination of Board members**

- (1) At least 28 days before an annual general meeting, the secretary must send written notice to all the members:
  - (a) calling for nominations for election to the Board;
  - (b) advising how many Board positions will become vacant and open for election; and
  - (c) stating the date by which nominations must be received by the secretary to comply with sub-rule (2).
- (2) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to be received by the secretary before the annual general meeting.
- (3) The written notice of nomination must be signed by the nominee.
- (4) A member may nominate to be an ordinary Board member (who may subsequently be elected by the Board to be an office holder).
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 10.3(2) or 10.4(2)(b).

### **10.3 Election of ordinary board members**

- (1) If the number of members nominating for the position of ordinary Board member is not greater than the number to be elected, the chairperson of the meeting:
  - (a) must declare each of those members to be elected to the position; and
  - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (2) If:
  - (a) the number of members nominating for the position of ordinary Board member is greater than the number to be elected; or
  - (b) the number of members nominating under sub-rule (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 Board to decide the members who are to be elected to the position of ordinary Board member.

- (3) A member who has nominated for the position of ordinary Board member may vote in accordance with that nomination.
- (4) The Board members elected at the annual general meeting shall meet immediately after the annual general meeting to elect Board members to the officeholder roles of President, Vice President, secretary and treasurer by simple majority vote.

#### **10.4 Term of office of Board members**

- (1) The term of office of a Board member begins when the member:
  - (a) is elected at an annual general meeting or under sub-rule 10.6(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 10.8.
- (2) Subject to sub-rules (4) and (5) below and rule 10.8, a Board member holds office for a two year period from the date of their election at an annual general meeting.
- (3) A Board member may be re-elected for further terms after the expiry of their initial or subsequent terms.
- (4) When a Board member is appointed or elected to fill a casual vacancy, the Board member will be:
  - (a) If elected under sub-rule 10.6(3)(b) or appointed under rule 10.8, elected or appointed for the remainder of the ceasing committee member's two year term; or
  - (b) if elected at the next annual general meeting after the casual vacancy arises, elected for the remaining year of a ceasing committee member's two year term.
- (5) At the annual general meeting at which this Constitution is passed by a special resolution of the members (and at this annual general meeting only), five Board member positions (as determined by the Board prior to such annual general meeting and notified to members) will be elected for a one-year term, and the other Board members will be elected for a two-year term. Sub-rule (2) above will then apply to all Board members elected at annual general meetings after the meeting at which this Constitution is passed. The intent of this sub rule (5) is to stagger Board vacancies so that some but not all Board positions will become vacant and open for election at each annual general meeting after the annual general meeting at which this Constitution is passed by special resolution of the members.

#### **10.5 Resignation and removal from office of Board member**

- (1) A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect:
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution:
  - (a) remove a Board member from office; and
  - (b) elect a member who is eligible under rule 9.2(3) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

## **10.6 When membership of Board ceases**

A person ceases to be a Board member if the person:

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 10.6; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

## **10.7 Filling casual vacancies**

- (1) The Board may appoint a member who is eligible under rule 9.2(3) to fill a position on the Board that:
  - (a) has become vacant under rule 10.7; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 15(3)(b).
- (2) If the position of secretary becomes vacant, the Board must appoint a member who is eligible under rule 9.2(3) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 11.5, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule 11.5, the Board may act only for the purpose of:
  - (a) appointing Board members under this rule; or
  - (b) convening a general meeting.

## **10.8 Validity of acts**

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

## **10.9 Remuneration of Board Members**

The Association may be a Board member's travel and other expenses properly incurred in attending Board meetings, general meetings or in connection with the Association's business. Board members may only receive payment from the Association if such payment is approved by members at a general meeting.

# **11. BOARD MEETINGS**

## **11.1 Board meetings**

- (1) The Board must meet at least eight times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.



- (3) Special Board meetings may be convened by the chairperson or any 2 Board members.

### **11.2 Notice of Board meetings**

- (1) Notice of each Board meeting must be given to each Board 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 sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

### **11.3 Procedure and order of business**

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

### **11.4 Use of technology to be present at Board meetings**

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

### **11.5 Quorum for Board meetings**

- (1) Subject to rule 10.8(4), no business is to be conducted at a Board meeting unless a quorum is present.

- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
  - (a) in the case of a special meeting: the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If:
  - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub-rule (2)(b); and
  - (b) at least 2 Board members are present at the meeting,those members present are taken to constitute a quorum.

### **11.6 Voting at Board meetings**

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

### **11.7 Minutes of Board meetings**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
  - (a) the names of the Board members present at the meeting;
  - (b) the name of any person attending the meeting under rule 11.3(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by:
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that:
  - (a) the 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.

## **12. SUBCOMMITTEES & SUBSIDIARY OFFICES**

### **12.1 Subcommittees and subsidiary offices**

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

### **12.2 Delegation to subcommittees and holders of subsidiary offices**

- (1) In this rule:

***non-delegable duty*** means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

## **13. GENERAL MEETINGS OF THE ASSOCIATION**

### **13.1 Annual general meeting**

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 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 Board's annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
    - (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 Board 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.

### **13.2 Special general meetings**

- (1) The Board may convene a special general meeting.
- (2) The Board 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 sub-rule (3)(a).
- (5) If the Board 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 sub-rule (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 sub-rule (5).

### **13.3 Notice of general meetings**

- (1) The secretary or, in the case of a special general meeting convened under rule 13.2(5), the members convening the meeting, must give to each member:
  - (a) at least 28 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 Board under rule 10.2(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 13.4(7).

### **13.4 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 sub-rule (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.

### **13.5 Presiding member and quorum for general meetings**

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - (a) in the case of a special general meeting: the meeting lapses; or
  - (b) in the case of the annual general meeting: the meeting is adjourned to:
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If:
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-rule (4)(b); and
  - (b) at least 2 ordinary members are present at the meeting,
 those members present are taken to constitute a quorum.

### **13.6 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 sub-rule (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 13.3.

### **13.7 Voting at general meeting**

- (1) On any question arising at a general meeting:
  - (a) subject to sub-rule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under sub-rule (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 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 sub-rule (2), the ordinary member:
  - (a) must have been an ordinary member at the time notice of the meeting was given under rule 13.3; and
  - (b) must have paid any fee or other money payable to the Association by the member.

### **13.8 When special resolutions are required**

- (1) In addition to the matters for which a special resolution is required under the Act, a special resolution is required if it is proposed at a general meeting:
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

### **13.9 Determining whether resolution carried**

- (1) In this rule:

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

- (2) Subject to sub-rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub-rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy:
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under sub-rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

### **13.10 Minutes of general meeting**

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record:
  - (a) the names of the ordinary members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 13.1(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 13.1(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson 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.

## **14. FINANCIAL MATTERS**

### **14.1 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 Board.

### **14.2 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 Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
  - (a) 2 Board members; or
  - (b) one Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### **14.3 Financial statements and financial reports**

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

## **15. BY LAWS**

- (1) The Board may make, amend or revoke by-laws.
- (2) By-laws may:
  - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 4.5(2); and
  - (b) impose restrictions on the Board 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 sub-rule (3), a by-law made for the purposes of sub-rule (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.

## **16. GENERAL**

### **16.1 Executing documents and common seal**

- (1) The Association may execute a document without using a common seal if the document is signed by:
  - (a) 2 Board members; or
  - (b) one Board member and a person authorised by the Board.
- (2) If the Association has a common seal:
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
    - (i) 2 Board members; or
    - (ii) one Board member and a person authorised by the Board,
 and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another Board member authorised by the Board.

### **16.2 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.

### **16.3 Custody of books and securities**

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

#### **16.4 Record of office holders**

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

#### **16.5 Inspection of records and documents**

- (1) Sub-rule (2) applies to a member who wants to inspect:
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub-rule (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.

#### **16.6 Publication by Board members of statements about Association business prohibited**

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless:

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

#### **16.7 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.

### **16.8 Alteration of Constitution**

If the Association wants to alter or rescind any of the rules set out in this Constitution, 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.