

Incorporated Association Rules

The Australian Home Heating Association Inc.

MinterEllison

L A W Y E R S

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Incorporated Association Rules

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Part A - Preliminary

1. Name

The name of the incorporated association is "The Australian Home Heating Association Incorporated".

2. Purposes

The purposes of the association are:

- (a) to provide a forum for people and organisations who share a common interest in the optimum development and self-regulation of the industry relevant to solid fuel and wood heating appliances, including, without limitation, gas log fires, electric log effect simulated wood heaters and associated accessory products ("the wood heating industry") to express and foster that interest by joining the Association;
- (b) to coordinate a policy formulation, development and implementation relevant to the wood heating industry and consistent with the legal, technical and environmental requirements of each State and Territory in Australia;
- (c) to promote the interest and image of those involved in the wood heating industry and to ensure that the industry is responsive to consumer and community attitudes while retaining the maximum possible level of self-regulation;
- (d) to facilitate a communications network throughout the wood heating industry including distributors, manufacturers, retailers, installers, fuel merchants and service personnel;
- (e) to develop a responsible working relationship with all relevant government departments, regulatory authorities and consumer associations with an interest in the wood heating industry;
- (f) to develop within its Membership by the use of a stringent code of ethics, the highest possible standards of competency in the design, manufacture, distribution, installation and after sales service of all solid fuel and wood heating appliances including, without limitation, gas log fires and electric log effect simulated wood heaters and associated accessory products;
- (g) to alert all accredited Members through seminars, workshop sessions, research projects and regular publications to changing regulations, emerging trends, technological changes and consumer requirements within the wood heating industry;
- (h) to act as an industry self-regulatory body; and
- (i) to provide the consumer with a central information, advisory and referral service, directing consumers to accredited retailers, installers and service providers.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Defined terms

4.1 In these Rules:

absolute majority of the Management Committee means a majority of the Management Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Management Committee Members present at a Management Committee Meeting).

Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act.

Associate Member means a Member referred to in sub-rule 17.1.

Board means the board of the Association as it existed immediately prior to the adoption of these Rules by the Association.

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Victoria, Australia.

Business Hours means from 9.00am to 5.00pm on a Business Day.

Chairperson means the person elected or appointed as chairperson under rule 56.

Delegate means a member of the Board.

Deputy Chairperson means the person elected or appointed as deputy chairperson under rule 56.

disciplinary appeal meeting means a meeting of the Members convened under sub-rule 26.3.

disciplinary meeting means a meeting of the Disciplinary Subcommittee convened for the purposes of rule 25.

Disciplinary Subcommittee means the subcommittee appointed under rule 23.

Elected General Member means a General Member (or the Member Representative of the General Member) elected to the Management Committee under these Rules by the General Members only.

Elected Levy Member means a Levy Member (or the Member Representative of the Levy Member) elected to the Management Committee under these Rules by the Levy Members only.

Elected Management Committee Member means a Member (either Levy Member or General Member) elected or appointed to the Management Committee under rules 51 to 59.

financial year means the 12 month period specified in rule 3.

General Manager means the person appointed as the general manager of the Association under rule 50 or sub-rule **Error! Reference source not found.**

General Member means a Member other than a Levy Member.

general meeting means a general meeting of the Members and includes an annual general meeting and a special general meeting.

Levy Member has the meaning given to it in rule 15.2.

Management Committee means the management committee established under rule 45.1 for the purpose of managing the business of the Association.

Management Committee Meeting means a meeting of the Management Committee held in accordance with these Rules.

Management Committee Members means the Elected Management Committee Members and, if the General Manager is not an Elected Management Committee Member, the General Manager and **Management Committee Member** means any one of them.

Member means a member of the Association (and includes Life Members and Associate Members) and, if a Member is not a natural person, unless the context otherwise requires, a reference to a Member includes a reference to the Member Representative of that Member.

Member Representative means, for a Member which is not a natural person (i.e. a partnership, body corporate, association, governmental or local authority or agency or other entity), such natural person as is nominated from time to time by the Member to be its representative under rule 12.

Registrar means the Registrar of Incorporated Associations.

special resolution means a resolution that requires not less than three-quarters of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

4.2 In these Rules, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, these Rules, and a reference to these Rules includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
- (f) a reference to time is to the time in Melbourne, Australia;
- (g) a reference to a person includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (i) a word or expression defined in the Act has the meaning given to it in the Act;
- (j) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions; and
- (k) if a day on or by which an obligation must be performed or an event must occur is not a Business Day, the obligation must be performed or the event must occur on or by the next Business Day;

Part B - Powers of Association

5. Powers of Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting sub-rule 5.1, the Association may:

- (a) acquire, hold and dispose of real or personal property;

- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

6.2 Sub-rule 6.1 does not prevent the Association from paying a Member:

- (a) reimbursement for expenses properly incurred by the Member; or
- (b) for goods or services provided by the Member,

provided that the payment is made in good faith and on terms no more favourable than if the Member was not a Member.

Part C - Membership

7. Minimum number of Members

The Association must have at least 5 Members.

8. Who is eligible to be a Member

Any person who supports the purposes of the Association is eligible for Membership.

9. Membership

9.1 Membership of the Association will comprise such categories of membership as determined by the Management Committee from time to time, including (as the case may be) Life Membership and Associate Membership.

9.2 To apply to become a member of the Association, a person must submit a written application to a Management Committee Member stating that the person:

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association;
- (c) agrees to comply with these Rules; and
- (d) agrees to provide such other information as may be required by the Association from time to time.

9.3 The application:

- (a) must be signed by the applicant; and

- (b) may be accompanied by the joining fee.

10. Consideration of application

- 10.1 As soon as practicable after an application for Membership is received, the Management Committee must decide whether to accept or reject the application.
- 10.2 The Management Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 10.3 If the Management Committee rejects the application, it must return any money accompanying the application to the applicant.
- 10.4 No reason need be given by the Management Committee for the rejection of an application for Membership.

11. New membership

- 11.1 If an application for Membership is approved by the Management Committee:
 - (a) the resolution to accept the Membership must be recorded in the minutes of the Management Committee Meeting; and
 - (b) subject to payment by the new Member of the applicable fees, the General Manager must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of members.
- 11.2 A person becomes a Member and, subject to rule 16.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - (a) the Management Committee approves the person's membership; or
 - (b) the person pays the joining fee and any other fee payable at that time.

12. Member Representative

- 12.1 Any Member who is not a natural person (i.e. a partnership, body corporate, association, governmental or local authority or agency or other entity) may, by notice in writing to the Association, appoint a natural person to be its representative (**Member Representative**) for the purpose of exercising the rights of that Member to vote at general meetings and to be elected as a member of the Management Committee.
- 12.2 Any act of a Member Representative will be deemed to be an act of the appointing Member and that Member will be responsible for any such act of its Member Representative.
- 12.3 The Member has the right to change its Member Representative at any time by notice in writing to the Association.
- 12.4 If the Member ceases to be a Member, all rights of the Member Representative will also cease.

13. Life Membership

- 13.1 The Management Committee may from time to time appoint any Member as an Honorary Life Member of the Association.

13.2 Despite any other Rule in these Rules, a Member appointed as an Honorary Life Member of the Association is exempt from any obligation to pay any annual subscription or levy to the Association.

14. Annual and joining fees

14.1 For each category of Membership, the Management Committee may from time to time determine:

- (a) the amount of the joining fee (if any) applicable to that category of Membership;
- (b) the amount of the annual subscription (if any) that category of Membership for the following financial year; and
- (c) the date for payment of any such joining fee and/or annual subscription.

14.2 The Management Committee may determine that a lower annual subscription is payable by any person admitted to Membership as an Associate Member.

14.3 The Management Committee may determine that any new Member who joins after the start of a financial year may, for that financial year, pay a fee equal to the joining fee (if any) plus:

- (a) the full annual subscription; or
- (b) a pro rata annual subscription based on the remaining part of the financial year; or
- (c) a fixed amount determined from time to time by the Association.

14.4 The Management Committee may, in its absolute discretion, waive in full or partially (and whether subject to conditions or otherwise) any requirement under this rule 14 that a new Member pay an amount determined under rule 14.3.

14.5 The rights of a Member (including the right to vote) who has not paid the annual subscription applicable to his category of Membership by the due date are suspended until the subscription is paid in full.

15. Member Levy

15.1 The Management Committee may in its absolute discretion determine that a Member or a particular class of Members must pay the Association a levy. The nature, quantum, payment date and other terms of the levy may be determined by the Management Committee in its absolute discretion.

15.2 A Member who is required by the Association to pay a levy under this Rule is a Levy Member.

15.3 The Management Committee may at its discretion suspend the rights of any Member (including the right to vote) who has not paid a levy imposed in accordance with sub-rule 15.1 by the due date until the levy is paid.

16. General rights of Members

16.1 A Member who is entitled to vote has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and

- (d) to vote at general meetings; and
- (e) to inspect the books and records of the Association as provided under rule 77; and
- (f) to inspect the register of members.

16.2 A Member is entitled to vote if:

- (a) the Member is a member (other than an Associate Member) and has been a Member for more than 10 Business Days; and
- (b) the Member's membership rights are not suspended for any reason.

17. Associate Members

17.1 Associate Members of the Association include:

- (a) any person admitted to membership of the Association who is under the age of 18 years; and
- (b) any Member who is admitted to Associate Membership in accordance with a special resolution at a general meeting.

17.2 An Associate Member is not entitled to vote at a general meeting but may have such other rights of Membership as determined by the Management Committee or by resolution at a general meeting.

18. Rights not transferable

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

19. Ceasing membership

19.1 The Membership of a person ceases on resignation, expulsion or death.

19.2 If a person ceases to be a member of the Association, the General Manager must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

20. Resigning as a Member

20.1 A Member may resign by notice in writing given to the Association.

20.2 A Member is taken to have resigned if:

- (a) the Member's annual subscription is more than 12 months in arrears; or
- (b) a levy imposed on the Member under sub-rule 15.1 is more than 12 months in arrears; or
- (c) where no annual subscription is payable;
 - (i) the General Manager has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

21. Register of members

21.1 The General Manager must keep and maintain a register of Members that includes:

- (a) for each current Member;
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date that the person became a Member;
 - (iv) if the Member is an Associate Member, a note to that effect;
 - (v) if the Member has appointed a Member Representative, the name of that Member Representative;
 - (vi) any other information determined by the Management Committee; and
- (b) for each former Member, the date of ceasing to be a member.

21.2 Any Member may, at a reasonable time and free of charge, inspect the register of members.

Part D - Disciplinary action

22. Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member (or its Member Representative):

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

23. Disciplinary Subcommittee

- 23.1 If the Management Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Management Committee must appoint a disciplinary subcommittee (**Disciplinary Subcommittee**) to hear the matter and determine what action, if any, to take against the Member.
- 23.2 Subject to rule 23.3, the members of the Disciplinary Subcommittee may be Management Committee Members, other Members or anyone else appointed by the Management Committee.
- 23.3 In determining the composition of any Disciplinary Subcommittee, the Management Committee must ensure, so far as it is reasonable and practicable for it to do so, that the Disciplinary Subcommittee is not biased against, or in favour of, the Member concerned.

24. Notice to Member

- 24.1 Before disciplinary action is taken against a Member, the General Manager must give written notice to the Member:
- (a) stating that the Association proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the Member that he or she may do one or both of the following;

- (i) attend the disciplinary meeting and address the Disciplinary Subcommittee at that meeting;
 - (ii) give a written statement to the Disciplinary Subcommittee at any time before the disciplinary meeting; and
- (e) setting out the Member's rights of appeal (under rule 26) against any decision that may be made by the Disciplinary Subcommittee.
- 24.2 The notice must be given to the Member no later than 14 days before the disciplinary meeting is to be held.

25. Disciplinary Subcommittee meeting and decision

- 25.1 At the disciplinary meeting, the Disciplinary Subcommittee must:
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- 25.2 After complying with sub-rule 25.1, the Disciplinary Subcommittee may:
- (a) take no further action against the Member; or
 - (b) subject to sub-rules 25.3 and 25.4;
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association.
- 25.3 The Disciplinary Subcommittee may not fine the Member.
- 25.4 If the Disciplinary Subcommittee resolves to reprimand, suspend or expel the Member, it must state the reasons for taking that action.
- 25.5 The suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this rule takes effect at 5.00pm on:
- (a) the second Business Day after the vote is passed; or
 - (b) if the Member gives a notice of appeal under rule 26, the conclusion of the disciplinary appeal meeting,
- and, until such time, all rights of the Member to attend and vote at general meetings of the Association are suspended.

26. Appeal rights

- 26.1 A Member whose membership rights have been suspended or who the Disciplinary Subcommittee has resolved be expelled from the Association under rule 25 (**Appellant**) may give notice to the Management Committee to the effect that he or she wishes to appeal against the suspension or expulsion.
- 26.2 The notice must be in writing and given to the General Manager not later than 5.00pm on the second Business Day after the date of the Disciplinary Subcommittee's decision to suspend the membership rights of or to expel the Appellant from the Association.

- 26.3 If an Appellant has given notice under sub-rule 26.1, a disciplinary appeal meeting of the Management Committee must be convened as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 26.4 Notice of the disciplinary appeal meeting must be given to the Appellant as soon as practicable and, in any event, not less than 3 Business Days before the disciplinary appeal meeting.
- 26.5 At the disciplinary appeal meeting, the Management Committee must:
- (a) give the Appellant an opportunity to be heard; and
 - (b) consider any written statement submitted by the Appellant.

27. Conduct of disciplinary appeal meeting

- 27.1 At a disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted by the Management Committee;
 - (b) the Elected Management Committee Members only are entitled to vote on the question of whether the decision to reprimand, suspend or expel the Appellant should be upheld or revoked; and
 - (c) the vote of the Elected Management Committee Members present at the meeting is to be taken by secret ballot.
- 27.2 Voting by proxy at a disciplinary appeal meeting is not permitted.
- 27.3 The decision is upheld if not less than three quarters of the Elected Management Committee Members present and voting at the meeting vote in favour of the decision.

Part E - Grievance procedure

28. Application

- 28.1 The grievance procedure set out in this Division applies to disputes under these Rules between:
- (a) a Member and another Member;
 - (b) a Member and the Management Committee;
 - (c) a Member and the Association.
- 28.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

29. Parties must attempt to resolve the dispute

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.

30. Appointment of mediator

- 30.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, the parties must within 10 days:
- (a) notify the Management Committee of the dispute; and

- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

30.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement;
 - (i) if the dispute is between a Member and another Member—a person appointed by the Management Committee; or
 - (ii) if the dispute is between a Member and the Management Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

30.3 A mediator appointed by the Management Committee may be a Member or former Member of the Association but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

31. Mediation process

31.1 The mediator to the dispute, in conducting the mediation, must:

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

31.2 The mediator must not determine the dispute.

32. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part F - General Meetings of the Association

33. Annual general meetings

33.1 The Management Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

33.2 The Management Committee may determine the date, time and place of the annual general meeting.

33.3 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;
- (b) to receive and consider;
 - (i) the annual report of the Management Committee on the activities of the Association during the preceding financial year; and

- (ii) the financial statements of the Association for the preceding financial year submitted by the Management Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Management Committee in accordance with these Rules.
- 33.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

34. Special general meetings

- 34.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 34.2 The Management Committee may convene a special general meeting whenever it thinks fit.
- 34.3 No business other than that set out in the notice under rule 36 may be conducted at the meeting.

35. Special general meeting held at request of Members

- 35.1 The Management Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule 35.2 by at least 10% of the total number of Members.
- 35.2 A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the General Manager.
- 35.3 If the Management Committee does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- 35.4 A special general meeting convened by Members under sub-rule 35.3:
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

36. Notice of general meetings

- 36.1 The General Manager (or, in the case of a special general meeting convened under rule 35.3, the Members convening the meeting) must give to each Member:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- 36.2 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 a special resolution is to be proposed;
 - (i) state in full the proposed resolution; and

- (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 37.5.
- 36.3 The notice may contain postal ballot papers if a ballot is required for the election of Management Committee Members pursuant to rule 54.

37. Proxies

- 37.1 A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 37.2 The appointment of a proxy must be in writing and signed by the Member making the appointment.
- 37.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf. In the absence of a specific direction, the proxy may vote on behalf of the Member on any matter as he or she sees fit.
- 37.4 A Member may use any other form for the appointment of a proxy provided that the form clearly identifies the person appointed as the Member's proxy and the form has been signed by the Member.
- 37.5 Notice of a general meeting given to a Member under rule 36 must:
- (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Management Committee has approved for the appointment of a proxy.
- 37.6 A form appointing a proxy to vote at a general meeting is of no effect unless:
- (a) if delivered by hand, it is given to the General Manager or the Chairperson of the meeting before the commencement of that meeting; or
 - (b) if delivered in any other manner, it is received by the Association no later than 24 hours before the commencement of the meeting.

38. Use of technology

- 38.1 A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 38.2 For the purposes of this Part, a Member participating in a general meeting as permitted under sub-rule 38.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

39. Quorum at general meetings

- 39.1 No business may be conducted at a general meeting unless a quorum of Members is present.
- 39.2 The quorum for a general meeting is the presence of Members (physically, by proxy, by Member Representative or as allowed under rule 38) totalling not less than 5% of the Members entitled to attend and vote at the meeting.
- 39.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (a) in the case of a meeting convened by, or at the request of, Members under rule 35 the meeting must be dissolved;
- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.

39.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 39.3(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

40. Adjournment of general meeting

40.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

40.2 Without limiting sub-rule 40.1, 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.

40.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

40.4 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 36.

41. Voting at general meeting

41.1 On any resolution or question arising at a general meeting:

- (a) subject to sub-rule 41.3, each Member who is entitled to vote has one vote; and
- (b) Members may vote personally, by its appointed Member Representative or by proxy; and
- (c) except in the case of a special resolution, the question must be decided on a majority of votes.

41.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

41.3 If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.

41.4 An objection to the entitlement of a Member to vote or the validity of a vote may only be raised at the general meeting or adjourned general meeting at which the vote was tendered.

41.5 An objection must be referred to the Chairperson of the general meeting, whose decision, if made in good faith, is final.

41.6 A vote which the Chairperson does not disallow under an objection is valid for all purposes.

42. Special resolutions

A special resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

43. Determining whether resolution carried

43.1 Subject to sub-rule 43.2, the Chairperson of a general meeting may, on the basis of 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;

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

43.2 If a poll (where votes are cast in writing) is demanded by three or more Members on any question:

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

43.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

43.4 A poll demanded on any other question must be taken before the close of the meeting at a time and in such manner determined by the Chairperson.

44. Minutes of general meeting

44.1 The Management Committee must ensure that minutes are taken and kept of each general meeting.

44.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

44.3 In addition, the minutes of each annual general meeting must include:

- (a) the names of the Members attending the meeting; and
- (b) details of all proxies lodged by Members in respect of the meeting under sub-rule 37; and
- (c) the financial statements submitted to the Members in accordance with sub-rule 33.3(b)(ii); and
- (d) the certificate signed by two Management Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or review report accompanying the financial statements that are required under the Act.

Part G - Management of the Association

45. Role and powers

- 45.1 The business of the Association must be managed by or under the direction of a management committee (**Management Committee**) in accordance with these Rules.
- 45.2 The Management Committee may exercise all the powers of the Association except those powers that these Rules or the Act expressly require to be exercised by general meetings of the Members.
- 45.3 The Management Committee may:
- (a) appoint and remove any employees, contractors or consultants of the Association; and
 - (b) establish subcommittees consisting of Members with such terms of reference it considers appropriate.

46. Delegation

- 46.1 The Management Committee may delegate to a Management Committee Member, a subcommittee or employee any of its powers and functions other than:
- (a) this power of delegation; and
 - (b) a duty imposed on the Management Committee by the Act or any other law.
- 46.2 The delegation must be in writing and may be subject to any conditions and limitations which the Management Committee consider appropriate.
- 46.3 The Management Committee may, in writing, revoke a delegation wholly or in part.

Part H - Management Committee

47. Composition of the Management Committee

Subject to Rule 80, the Management Committee will consist of:

- (a) up to five Elected Management Committee Members, being
 - (i) up to three Elected Levy Members; and
 - (ii) up to two Elected General Members; and
- (b) if the General Manager is not an Elected Management Committee Member, the General Manager.

48. General Duties of the Management Committee

- 48.1 As soon as practicable after being elected or appointed to the Management Committee, each member of the Management Committee must become familiar with these Rules and the Act.
- 48.2 The Management Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Management Committee comply with these Rules.
- 48.3 Management Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.

- 48.4 Management Committee Members must exercise their powers and discharge their duties:
- (a) in good faith and in the best interests of the Association; and
 - (b) for a proper purpose.
- 48.5 Management Committee Members, former Delegates and former Management Committee Members must not make improper use of:
- (a) their position; or
 - (b) information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 48.6 In addition to any duties imposed by these Rules, Management Committee Members must perform any other duties imposed from time to time by resolution of the Members at a general meeting.

49. Chairing of meetings

- 49.1 Subject to sub-rule 49.2, the Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is the chairperson for any general meetings of the Members and for any meetings of the Management Committee.
- 49.2 If the Chairperson and the Deputy-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be:
- (a) in the case of a general meeting of the Members - a Member elected by the other Members present; or
 - (b) in the case of a Management Committee Meeting - a Management Committee Member elected by the Management Committee Members present.

50. General Manager

- 50.1 The Management Committee shall appoint a General Manager from time to time on such terms and conditions that the Management Committee determines in its absolute discretion.
- 50.2 The General Manager shall be appointed as secretary of the Association.
- 50.3 The General Manager may be an Elected Management Committee Member.
- 50.4 If the General Manager is not an Elected Management Committee Member, the General Manager shall become a Management Committee Member upon appointment and shall report to the Management Committee through the Chairperson in such manner as the Chairperson determines.
- 50.5 The General Manager must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 50.6 The General Manager must:
- (a) conduct, or cause to be conducted, the affairs and business of the Association in accordance with any delegation, guidelines or direction given by the Management Committee;
 - (b) maintain the register of members in accordance with rule 21;

- (c) keep custody of the common seal (if any) of the Association and all records, books, documents and securities of the Association as required by these Rules;
- (d) subject to the Act and these Rules, provide Members with access to the register of members, the minutes of general meetings and other books and documents;
- (e) perform any other duty or function imposed on the General Manager by these Rules;
- (f) receive all moneys paid to or received by the Association;
- (g) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
- (h) make any payments authorised by the Management Committee or by a general meeting of the Association from the Association's funds;
- (i) ensure that the financial records of the Association are kept in accordance with the Act;
- (j) coordinate the preparation of the financial statements of the Association and their certification by the Management Committee prior to their submission to the annual general meeting of the Association;
- (k) manage the staff of the Association, including but not limited to allocation of roles and responsibilities; and
- (l) perform such other duties as may facilitate the purposes of the Association and such other tasks as may be determined by the Management Committee from time to time.

50.7 The General Manager must ensure that all members of the Management Committee have access to the accounts and financial records of the Association.

50.8 The General Manager must give to the Registrar notice of his or her appointment as secretary of the Association within 14 days after the appointment.

Part I - Management Committee Members

51. Eligibility - Elected Management Committee Member

51.1 Subject to rule 51.2, a Member is eligible to be an Elected Management Committee Member if the Member (or the Member Representative of the Member):

- (a) is aged 18 years or over;
- (b) is ordinarily entitled to vote at a general meeting (as a Member or as the Member Representative of a Member); and
- (c) if seeking election to the Management Committee as an Elected Levy Member, is a Levy Member or the Member Representative of a Levy Member; or
- (d) if seeking election to the Management Committee as an Elected General Member, is neither a Levy Member nor the nominated Member Representative of a Levy Member.

51.2 The Management Committee may by resolution declare a Member (or, if applicable, the Member Representative of the Member) to be ineligible to be an Elected Management Committee Member or to stand for election for such position if, acting reasonably and in good faith, it is of the opinion that the interests of the Member (or the Member Representative of the Member) are, or are likely to be, represented appropriately by an existing Elected Management Committee Member or by another Member (or the Member Representative of the other Member) who is standing for election as an Elected Management Committee Member.

51.3 Any resolution of the Management Committee made in accordance with rule 51.2 must be approved by not less than three quarters of the Elected Management Committee Members present and voting at the meeting, which majority must also constitute an absolute majority of the Elected Management Committee Members.

51.4 A Member who wishes to dispute any declaration made by the Management Committee under rule 51.2 that the Member (or the Member Representative of the Member) is ineligible to be an Elected Management Committee Member or to stand for election for such position must do so in accordance with the grievance procedure set out in Part E of these Rules.

[Note: It is the intention of the Association that membership of the Management Committee be representative of the Members generally and, subject to the requirements of the Rules regarding the numbers of Elected Levy Members and Elected General Members, that the Management Committee will only use its power under rule 51.2 for the express purpose of ensuring that membership of the Management Committee is broadly based (and is not reflective of the business or financial objectives and/or interests of any one Member or category or group of Members.)]

52. Positions to be declared vacant

At each annual general meeting, after the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare all Elected Management Committee Member positions to be vacant and, if required in accordance with these Rules, hold elections for those positions in accordance with rules 53 to 55.

53. Nominations

53.1 Prior to an election of the Elected Management Committee Members taking place, the Chairperson of the meeting must call for nominations for all positions to be filled.

53.2 An eligible Member of the Association may:

- (a) nominate himself or herself; or
- (b) with the Member's consent, be nominated by another Member.

53.3 Each nomination for the position of Elected Management Committee Members must specify whether the nomination is for an Elected Levy Member or an Elected General Member position.

53.4 A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which the Member is eligible and for which an election is yet to be held at that meeting.

53.5 Nominations for the position of Elected Management Committee Member may be lodged with the Association at any time prior to an annual general meeting by notice in writing to that effect given to the General Manager.

54. Election of Elected Management Committee Members

54.1 Subject to clause 54.2, at each annual general meeting an election (conducted in accordance with rules 54 and 55) must be held to fill the five Elected Management Committee Member positions, with separate elections being held for the Elected Levy Member and Elected General Member positions.

54.2 If the number of Members nominated and eligible to be elected in accordance with these Rules for the respective positions is less than or equal to maximum number to be elected to those positions

under rule 47, the Chairperson of the meeting may declare each of the nominated Members to be elected as an Elected Levy Member and Elected General Member (as the case may be).

- 54.3 If the number of Members nominated and eligible to be elected in accordance with these Rules exceeds the maximum number to be elected to those positions under rule 47, a ballot for the positions of Elected Levy Member and Elected General Member (as required) must be held in accordance with rules 54.4 and 55.
- 54.4 If a ballot for the positions of Elected Levy Member or Elected General Member (or both, as the case may be) is required, the following will apply:
- (a) in respect of an election for the position of Elected Levy Member, only Members who are Levy Members will be entitled to vote; and
 - (b) in respect of an election for the position of Elected General Member, only Members who are General Members will be entitled to vote.

55. Ballots

- 55.1 If a ballot is required for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- 55.2 The returning officer must not be a Member nominated for the position.
- 55.3 Before the ballot is taken, each candidate may make a short speech or presentation in support of his or her election.
- 55.4 The election must be by secret ballot.
- 55.5 The returning officer must give a ballot paper to:
- (a) each Member (or Member Representative) present in person and entitled to vote; and
 - (b) each proxy appointed by a Member (provided that the Member is entitled to vote and has not voted in person, by attorney or previously by proxy).
- 55.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate or select the name of the candidate (as applicable) for whom they wish to vote.
- 55.7 If the ballot is for more than one position:
- (a) the voter must;
 - (i) write the name of each candidate for whom they wish to vote on the ballot paper;
or
 - (ii) select the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names or select the names (as applicable) of more candidates than the number to be elected.
- 55.8 Ballot papers that do not comply with rule 55.7 or are determined by the Chairperson to be invalid under rule 41.5 are not valid and are not to be counted.
- 55.9 Each valid ballot paper and proxy voting form on which the name of a candidate has been written or selected (as applicable) counts as one vote for that candidate.
- 55.10 The returning officer must declare elected the candidate, or, in the case of an election for more than one position, the requisite number of candidates, who received the most votes.

- 55.11 If the returning officer is unable to declare the result of an election under rule 55.10 because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with sub-rules 55.4 to 55.10 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

56. Election of Chairperson and Deputy Chairperson

- 56.1 At the first meeting of the Management Committee following each annual general meeting, subject to compliance with rule 56.3, the Elected Management Committee Members may elect:
- (a) one of the Elected Management Committee Members to be the chairperson of the Management Committee (**Chairperson**); and
 - (b) if required by the Management Committee Members, another of the Elected Management Committee Members to be the deputy chairperson to act as chairperson in the chairperson's absence (**Deputy Chairperson**).
- 56.2 If no chairperson is elected or if the Chairperson is not present at any meeting of the Management Committee within 10 minutes after the time appointed for the meeting to begin, the Elected Management Committee Members present must elect one of their number present at the meeting to be chairperson of the meeting..
- 56.3 Subject to sub-rule 56.4, an Elected Management Committee Member may be appointed as Chairperson or as Deputy Chairperson only if that Elected Management Committee Member has held the office of Elected Management Committee Member for at least one year.
- 56.4 If there are no Elected Management Committee Members elected at an annual general meeting who are eligible under sub-rule 56.3 to be nominated as Chairperson or Deputy Chairperson, then any Elected Management Committee Member may nominate as Chairperson or Deputy Chairperson.
- 56.5 If only one Elected Management Committee Member is nominated for a position, be it Chairperson or Deputy Chairperson, that Elected Management Committee Member will automatically be elected to the relevant position.
- 56.6 If more than one Elected Management Committee Member is nominated for a position, a vote of the Elected Management Committee Members must be held for that position.
- 56.7 On his or her election, the new Chairperson may take over as Chairperson of the meeting.

57. Term of office

- 57.1 Subject to sub-rule 57.3 and rule 58, an Elected Management Committee Member holds office until the next annual general meeting.
- 57.2 If eligible, an Elected Management Committee Member may be re-elected.
- 57.3 A general meeting of the Association may:
- (a) by special resolution remove an Elected Management Committee Member from office; and
 - (b) elect an eligible Member to fill a vacant position on the Management Committee in accordance with rule 59.

- 57.4 A Member who is the subject of a proposed special resolution under sub-rule 57.3(a) may make representations in writing to the General Manager or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- 57.5 The General Manager or the Chairperson may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the meeting at which the special resolution is to be proposed.

58. Vacation of office

- 58.1 A Management Committee Member may resign from the Management Committee at any time by written notice addressed to the Management Committee.
- 58.2 An Elected Management Committee Member will cease to be a Management Committee Member if he or she:
- (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Management Committee Meetings (other than special or urgent Management Committee Meetings) without leave of absence under rule 69; or
 - (c) otherwise ceases to be a Management Committee Member by operation of section 78 of the Act;
 - (d) is a Member Representative of a Member and the appointing Member ceases to be a member of the Association or appoints a new Member Representative in his or her place.

59. Filling casual vacancies

- 59.1 Subject to rule 59.2, the Management Committee may appoint an eligible Member to fill an Elected Management Committee Member position that:
- (a) has become vacant under rule 58; or
 - (b) was not filled by election at the last annual general meeting.
- 59.2 The Management Committee is not permitted to appoint an eligible Member to fill a vacancy on the Management Committee under this rule if that vacancy arises under rule 58.2(d) by reason of a Member appointing a new person as its Member Representative (in place of a Member Representative who is at that time an Elected Management Committee Member).
- 59.3 Rule 57 applies to any Elected Management Committee Member appointed by the Management Committee under sub ruled 59.1.
- 59.4 The Management Committee may continue to act despite any vacancy in its membership.

Part J - Meetings of the Management Committee

60. Date, time and place of meetings

- 60.1 The Management Committee must meet at least 4 times in each year at the dates, times and places determined by the Chairperson.
- 60.2 Special Management Committee Meetings may be convened by any Management Committee Member on written notice to the other Management Committee Members.

- 60.3 The date, time and place of the first Management Committee Meeting must be determined by the members of the Management Committee as soon as practicable after the special meeting of the Association at which the Management Committee Members were elected.

61. Notice of Management Committee Meetings

- 61.1 Notice of each Management Committee Meeting must be given to each Management Committee Member no later than 7 days before the date of the meeting.
- 61.2 Notice may be given of more than one Management Committee Meeting at the same time.
- 61.3 The notice must state the date, time and place of the meeting.
- 61.4 If a special Management Committee Meeting is convened, the notice must include details of the general nature of the business to be conducted.
- 61.5 The only business that may be conducted at a special Management Committee Meeting is the business for which the meeting is convened.

62. Urgent meetings

- 62.1 In cases of urgency, a meeting of the Management Committee can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each Management Committee Member by the quickest means practicable.
- 62.2 Any resolution made at a meeting convened in accordance with rule 62.1 must be passed by an absolute majority of the Management Committee.
- 62.3 The only business that may be conducted at an urgent meeting of the Management Committee is the business for which the meeting is convened.

63. Procedure and order of business

- 63.1 The procedure to be followed at a Management Committee Meeting is to be determined from time to time by the Management Committee.
- 63.2 The order of business may be determined by the members of the Management Committee Meeting present at the meeting.

64. Use of technology

- 64.1 A Management Committee Member who is not physically present at a Management Committee Meeting may participate in the meeting by the use of any technology that allows that Management Committee Member and the Management Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- 64.2 For the purposes of this Part, a Management Committee Member participating in a Management Committee Meeting as permitted under sub-rule 64.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

65. Quorum

- 65.1 No business may be conducted at a Management Committee Member unless a quorum is present.

- 65.2 The quorum for a Management Committee Member meeting is the presence (in person or as allowed under rule 64) of not less than two Elected Levy Members and one Elected General Member.
- 65.3 If a quorum is not present within 30 minutes after the notified commencement time of a Management Committee Meeting:
- (a) in the case of a special meeting - the meeting lapses;
 - (b) in all other cases - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.
- 65.4 If a quorum is not present within 30 minutes after the time to which a Management Committee Meeting has been adjourned under rule 65.3(b), the Elected Management Committee Members present at the meeting (if not fewer than 2) may proceed with the business of the meeting as if a quorum was present.

66. Voting

- 66.1 On any question arising for decision at a Management Committee Meeting, each Elected Management Committee Member present at the meeting has one vote.
- 66.2 For clarity, if the General Manager is not also an Elected Management Committee Member, he or she does not have a vote on any question arising for decision at a Management Committee Meeting.
- 66.3 Subject to rule 66.4, a resolution of the Management Committee is carried if a majority of Elected Management Committee Members present at the meeting vote in favour of the motion.
- 66.4 Sub-rule 66.3 does not apply to any resolution or question which is required by these Rules to be passed by an absolute majority of the Management Committee.
- 66.5 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 66.6 Voting by proxy is not permitted at Management Committee Meetings.

67. Conflict of interest

- 67.1 A Management Committee Member who has a material personal interest in a matter being considered at a Management Committee Meeting must disclose the nature and extent of that interest to the Management Committee.
- 67.2 The Management Committee Member:
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 67.3 This rule does not apply to a material personal interest:
- (a) that exists only because the Management Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Management Committee Member has in common with all, or a substantial proportion of, the Members.

68. Minutes of meeting

- 68.1 The Management Committee must ensure that minutes are taken and kept of each Management Committee Meeting.
- 68.2 The minutes must record the following:
- (a) the names of the Management Committee Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 67.

69. Leave of absence

- 69.1 The Management Committee may grant a Management Committee Member leave of absence from Management Committee Meetings for a period not exceeding 3 months.
- 69.2 The Management Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Management Committee Member to seek the leave in advance.

Part K - Financial Matters

70. Source of funds

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

71. Management of funds

- 71.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 71.2 Subject to any restrictions imposed by a general meeting of the Association, the Management Committee may approve expenditure on behalf of the Association.
- 71.3 The Management Committee may authorise the General Manager to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Management Committee for each item on which the funds are expended.
- 71.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Management Committee Members.
- 71.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 71.6 With the approval of the Management Committee, the General Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

72. Financial records

- 72.1 The Association must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- 72.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 72.3 The General Manager must keep in his or her custody, or under his or her control:
- (a) the financial records of the Association; and
 - (b) any other financial records as authorised or required by the Management Committee.

73. Financial statements

- 73.1 For each financial year, the Management Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 73.2 Without limiting sub-rule 73.1, those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Management Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part L - General Matters

74. Common seal

- 74.1 The Association may have a common seal.
- 74.2 If the Association has a common seal:
- (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal if its use is authorised by the Management Committee and the sealing is witnessed by the signatures of two Management Committee Members;
 - (c) the common seal must be kept in the custody of the General Manager.

75. Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Management Committee; or
- (b) if the Management Committee has not determined an address to be the registered address—the postal address of the General Manager.

76. Notice requirements

- 76.1 Any notice required to be given to a Member or a Management Committee Member under these Rules may be given:
- (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the register of members; or
 - (c) by email or facsimile transmission.
- 76.2 Sub rule 76.1 does not apply to notice given under rule 62.
- 76.3 Any notice required to be given to the Association or the Management Committee may be given:
- (a) by handing the notice to a member of the Management Committee; or
 - (b) by sending the notice by post to the registered address of the Association; or
 - (c) by leaving the notice at the registered address of the Association; or
 - (d) if the Management Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the General Manager; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

77. Custody and inspection of books and records

- 77.1 Members may on request inspect free of charge:
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule 77.2, the financial statements, books and any other relevant document of the Association, including minutes of Management Committee Meetings.
- 77.2 The Management Committee may refuse to permit a Member to inspect records of the Association or other documents in the possession or control of the Association that relate to confidential, personal, employment, commercial or legal matters of a Member or where to do so may be prejudicial to the interests of the Association.
- 77.3 The Management Committee must on request make copies of these Rules available to Members and applicants for membership free of charge.
- 77.4 Subject to sub-rule 77.2, a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 77.5 For purposes of this rule, '**relevant documents**' means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
- (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;

- (d) records and documents relating to transactions, dealings, business or property of the Association.

78. Winding up and cancellation

- 78.1 The Association may be wound up voluntarily by special resolution of the Members in a general meeting of the Association.
- 78.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- 78.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 78.4 The body to which the surplus assets are to be given must be decided by special resolution.

79. Alteration of Rules

- 79.1 These Rules may only be altered by special resolution of a general meeting of the Association.
- 79.2 An alteration to these Rules will take effect on the later of:
 - (a) if required by the Act, the date that the alteration is approved by the Registrar; and
 - (b) the date specified in the special resolution of the Members (in general meeting) under rule 79.1.

80. Transition

- 80.1 In the Transition Period, despite any provision of these Rules to the contrary, the following will apply:
 - (a) the persons who, immediately prior to the Transition Date, were members of the Management Committee will be the initial members of the Management Committee for the purpose of rule 45.1 (and will be deemed to be Elected Management Committee Members) and will hold office until the completion of the Special Meeting;
 - (b) management of the business of the Association will be vested in the Management Committee (as established under sub-rule 80.1(a));
 - (c) on the Transition Date, the Board will be disbanded and each Delegate will be deemed to have resigned from office (i.e. as members of the Board) on and with effect from the Transition Date;
 - (d) all members of the Management Committee established under sub-paragraph 80.1(a) and any other Member who is eligible for and is nominated for the position of Elected Management Committee Member (in accordance with these Rules) is eligible for election at the Special Meeting as an Elected Management Committee Member under rule 54;
 - (e) the provisions of rules 53 and 54 will apply to the nomination and election of Members to the Management Committee at the Special Meeting;
 - (f) the Members elected at the Special Meeting to the position of Elected Management Committee Member will be the members of the Management Committee until the next annual general meeting of the Association; and

- (g) for the purpose of rule 56.3, any person who was a Delegate immediately prior to the Transition Date will be deemed to have been an Elected Management Committee Member immediately before the Special Meeting and to have held the office of Elected Management Committee Member for at least one year (and thereby qualified for election as the Chairperson or Deputy Chairperson under rule 56.3 at the Special Meeting).
- 80.2 At the conclusion of the Special Meeting, the management of the business of the Association will vest in the Management Committee (as elected at the Special Meeting).
- 80.3 For the purpose of this Rule:
- (a) '**Transition Date**' means the date on which the amendments to these Rules (as approved by special resolution of the Members at the 2016 annual general meeting) become effective (i.e. the date of approval of the amended Rules by the Registrar);
 - (b) '**Transition Period**' means the period from the Transition Date until the completion of the Special Meeting; and
 - (c) '**Special Meeting**' means the special general meeting of the Members of the Association, to be convened as soon as practicable after the Transition Date for the purpose of electing the members of the Management Committee (as constituted .