

Constitution of Perth Artifactory Inc

December 18, 2022

Contents

PART Preface

PART Key information

PART 1 PRELIMINARY

1	Terms usedDefinitions ^{proofing}	9
2	(deleted)	10
3	(deleted)	10

PART 2 ASSOCIATION TO BE NOT FOR PROFIT BODY

4	Not for Profit Body	11
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PART 3 MEMBERS

Division 1 — Membership	12
5 Applying for Membership	14
6 Dealing with Membership Applications	14
7 Becoming a member	15
8 Classes of membership	15
9 When Membership Ceases	15
10 Resignation	16
11 Rights not Transferable	16
Division 2 — Membership fees	16
12 Membership fees	16
Division 3 — Register of members	17
13 Register of members	17

PART 4 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used	19
14 Term Used: Member	19
Division 2 — Disciplinary action	19
15 Emergency Temporary Suspension	21
16 Suspension or expulsion	22
17 Consequences of suspension	23
Division 3 — Resolving disputes	23
18 Terms Used	23
19 Application of Division	24
20 Parties to attempt to resolve dispute	24
21 How grievance procedure is started	24
22 Determination of dispute by committee	25
Division 4 — Mediation	25
23 Application of division Appointment of mediator ^{proofing}	25
24 Appointment of mediator	25
25 Mediation process	26
26 If mediation results in decision to suspend or expel being revoked	27

PART 5 COMMITTEE

Division 1 — Powers of Committee	28
27 Committee	28
Division 2 — Composition of committeeCommittee^{proofing} and duties of members	28
28 Committee members	28
29 Chairperson	29
30 Secretary	29
31 Treasurer	29
Division 3 — Election of committee members and tenure of office	30
32 How members become Committee members	30
33 Nomination of committee members	30
34 Election of ordinary committee members	31
35 Election of office holders bearers ^{proofing}	32
36 Term of office	33
37 Resignation and removal from office	33
38 When membership of committee ceases	33
39 Filling casual vacancies	34
40 Validity of acts	34
41 Payments to Committee Members	34
Division 4 — Committee meetings	35
42 Committee meetings	35
43 Notice of committee meetings	35
44 Procedure and order of business	35

45	Use of technology to be present at committee meetings	36
46	Quorum for committee meetings	36
47	Voting at committee meetings	37
48	Minutes of committee meetings	37
Division 5 — Subcommittees and subsidiary offices		38
49	Subcommittees and subsidiary offices	38
50	Delegation to subcommittees and holders of subsidiary offices	38
 PART 6 GENERAL MEETINGS OF ASSOCIATION		
51	Annual general meeting	40
52	Special general meetings	41
53	Notice of general meetings	41
54	Proxies	42
55	Use of technology to be present at general meetings ^{CAP5-Meeting-At-More-Than-One-Place} .	43
56	General meeting at more than one place ^{CAP5-Meeting-At-More-Than-One-Place}	43
57	Presiding member and quorum for general meetings	43
58	Adjournment of general meeting	44
59	Voting at general meeting	45
60	When special resolutions are required	46
61	Determining whether resolution carried	46
62	Minutes of general meeting	47
 PART 7 FINANCIAL MATTERS		
63	Source of funds	49
64	Control of funds	49
65	Financial statements and financial reports	49
 PART 8 GENERAL MATTERS		
66	By-laws	51
67	Executing documents	51
68	Giving notices to members	52
69	Custody of books and securities	52
70	Record of office holders	52
71	Inspection of records and documents	52
72	Publication by committee members of statements about Association business prohibited	53
73	Distribution of surplus property on cancellation of incorporation or winding up .	54
74	Alteration of rules	55
 PART Revision history		

Preface

Note

This preface is informative only, and is not part of the rules of the Association.

This preface will be deleted before the revised rules are submitted to the Commissioner.

The rules of the Association have been revised as follows.

The changes to the rules include:

- Proofing
- CAP1
- CAP2
- CAP3

Background

The rules of the Association are based on the model rules, with modifications

What has been changed?

Proofing

The current rules of the Association vary from the Model Rules in many ways.

The rules of the Association have been revised so that —

- The wording, the terms used, punctuation, capitalization, and formatting all match the Model Rules as closely as possible, except where a variation is genuinely intended.
- Proofreading in general.
- Minor ambiguities corrected. E.g. membership class swapping.
- The explanatory notes from the Model Rules have been added into the document.

The rules of the Association were compared to the Model Rules and the

CAP1-Exclude-Voluntary-Invoices

Rule 59 regarding *Voting at general meeting* currently states that a member can only vote at a general meeting if they have "...paid any fee or other money payable to the Association by the member".

A literal reading of this rule implies that a member who has an outstanding invoice for a voluntary pledge to the Association (e.g. pledgeBot) would be unable to vote, even if the invoice was not overdue.

Rule 59 has been revised to specifically require that a member who wants to vote at a general meeting —

- have paid their membership fees, up to the date of the meeting; and
- must not have any other **overdue** debts, except pledged donations.

CAP3 - Community Shed

Changes marked [thus^{CAP3-Community-Shed}](#) modify the rules as required so that the Association is eligible for deductible gift recipient (DGR) status as a "community shed".

Community sheds, also known as men's sheds or women's sheds, can be broadly defined as places where people can go to meet new people, socialise, and share skills and knowledge in a workshop environment.

The Artifactory already does many of the same things as a community shed, and provides many of the same services and benefits to the community. Thus it is logical that the Association should apply for deductible gift recipient status as a community shed.

The proposed amendments to the rules of the Association are required to meet the legal requirements for the Association to be a DGR in the community shed category, under the Income Tax Assessment Act 1997.

* The purpose and objects are modified in order to meet the legal definition * Membership applications to meet open membership. * Winding up clause.

The benefit of becoming a DGR is that donations to the Association become tax-deductible, which means that donations to the Association will go further.

A few other changes to membership have also been lumped in here.

The restriction that all applicants must be a "person at least 18 years of age" has been deleted. This would have made it impossible for us to admit junior members, e.g. first-year university students. The rules have been revised so that persons under the age of 18 can be members, so long as they are in a class of membership that does not confer full voting rights.

Ed: Do we want to restrict, in the definition of the classes of membership or in the rules, a minimum age (say 15) to be a junior member? e.g. to prevent 10 year olds signing up (which we would otherwise be obliged to accept.) e.g. a rule which states "An individual who has not reached the age of 18 years may only apply for a class of membership which explicitly allows applications from persons under 18 years of age."

The Income Tax Assessment Act 1997 (Cth) defines —

community shed means a public institution that satisfies all of the following requirements:

- (a) the institution's dominant purposes are advancing mental health and preventing or relieving social isolation;

(b) the institution seeks to achieve those purposes principally by providing a physical location where it supports individuals to undertake activities, or work on projects, in the company of others;

(c) either:

(i) there are no particular criteria for membership of the institution; or

(ii) the criteria for membership of the institution relate only to an individual's gender or Indigenous status (in that membership is, for cultural reasons, open only to *Indigenous persons) or both.

CAP4-Corporate-Members

The Model Rules provide that body corporates can be members of the Association, but these provisions had been deleted from the current rules.

The provisions for body corporates to be members have been reinstated.

This allows the Association to admit e.g. corporate sponsors as a class of membership.

What next?

This proposal for revising the rules of the Association will be open for comments from XXX to XXX.

Comments will be incorporated.

Motions to be raised at the general meeting will be:

Accept the revised rules of the Association in their entirety.

If this motion fails, then motions will be raised for each of:

Accept the revised rules marked "proofing".

Accept the revised rules marked "CAP3-Community-Shed".

Note special resolutions, note requirements of act relating to revision of rules.

Key information

key-information

A. The name of the incorporated association:

Perth Artifactory Inc.

B. The objects or purposes of the incorporated association: | key-info-objects-purposes

~~The objects of the Association are:~~^{CAP3-Community-Shed}

The dominant purpose of the Association is to advance mental health and prevent or relieve social isolation.^{CAP3-Community-Shed}

The Association pursues this purpose by encouraging and facilitating creative use of technology at the Association's physical premises, where the Association supports individuals to undertake activities, or work on projects, in the company of others.^{CAP3-Community-Shed}

The objects of the Association, which fulfil its purpose, are to:^{CAP3-Community-Shed}

- promote the creative use of technology;
- establish, maintain, and equip a shared work space for its members; [RC 1]: Is this broad enough to cover purchasing, maintaining and repairing equipment and materials?
- provide work space, storage, and other resources for the creative and artistic use of technology;
- foster a collaborative, inclusive, safe, and creative environment for artistic and technological projects;
- educate and train its members in skills relevant to its objects;
- organise educational, social and cultural events to promote the creative use of technology;
- raise funds to support its other objects;
- communicate and collaborate with others with similar objectives.

Note

(CAP3-Community-Shed)

For the Association to be eligible for deductible gift recipient (DGR) status as a community shed, the purpose and objects of the Association must meet the definition in the *Income Tax Assessment Act 1997 (Cth)*, Division 995 *Definitions* —

community shed means a public institution that satisfies all of the following requirements:

- (a) the institution's dominant purposes are advancing mental health and preventing or relieving social isolation;
- (b) the institution seeks to achieve those purposes principally by providing a physical location where it supports individuals to undertake activities, or work on projects, in the company of others;
- (c) either:
 - (i) there are no particular criteria for membership of the institution; or
 - (ii) the criteria for membership of the institution relate only to an individual's gender or Indigenous status (in that membership is, for cultural reasons, open only to *Indigenous persons) or both.

C. **Quorum for general meetings:** | key-info-quorum-for-general-meetings

Any 20% of the ordinary members (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

D. **Quorum for committee meetings:** | key-info-quorum-for-committee-meetings

Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.

E. **Financial year:** | key-info-financial-year

The Association's financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

Part 1 - PRELIMINARY

part-1---preliminary

1 Terms usedDefinitions^{proofing}

definitions

In these rules, unless the contrary intention appears —

- **Act** means the *Associations Incorporation Act 2015*;
- **associate member** means a member with the rights referred to in rule 8.4;
- **Association** means the incorporated association to which these rules apply;
- **books** of the Association, includes the following —
 - a) a register;
 - b) financial records, financial statements or financial reports, however compiled, recorded or stored;
 - c) a document;
 - d) any other record of information;
- **by-laws** means by-laws made by the Association under rule 66;
- **chairperson** / ~~chair~~^{proofing} means the ~~committee~~^{Committee}^{proofing} member holding office as the chairperson of the Association;
- **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;
- **committee** means the management committee of the Association;
- **committee meeting** means a meeting of the committee;
- **committee member** means a member of the committee;
- **executive committee** means the office ~~holders~~^{bearers}^{proofing} of the Association; [1]: "Executive committee" is not used anywhere in this document. Is it used in bylaws? Suggest deleting this term.
- **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 —
 - 1.0.a. the methods by which financial statements are prepared; and
 - 1.0.b. adjustments to be made in preparing financial statements; [2]: Need some formatting help here. These should be labelled i) and ii).

- **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**,^{proofing} of the Association, has the meaning given in rule ??;
- **general meeting**,^{proofing} 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)^{CAP4-Corporate-Members} who is an ordinary member or an associate member of the Association;
- **office holder**~~officer bearer~~^{proofing} – refers to the Chairperson, Treasurer, Secretary, Vice Chairperson [3]: Variance to model rules: The term "office holder" is defined in 28.2 rather than being defined here. Suggest deleting this definition, or changing it to: "office holder means the committee members listed in subrule 28.2.
- **ordinary committee member** means a committee member who is not an office holder of the Association under ~~28.2~~^{rule 28.1}^{proofing};
- **ordinary member** means a member with the rights referred to in rule 8.3;
- **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 committee member holding office as the secretary of the Association;
- **special general meeting (SGM)** means a general meeting of the Association other than the annual general meeting;
- **special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;
- **subcommittee** means a subcommittee appointed by the committee under rule 49.1.a;
- **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 committee member holding office as the treasurer of the Association.

2 (deleted)

[proofing 1]: Deleted duplicate text in this section relating to the objects and purposes of the Association.

3 (deleted)

[proofing 2]: Deleted duplicate text in this section relating to the financial year of the Association.

Part 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

part-2-association-to-be-not-for-profit-body

4 Not for Profit Body

not-for-profit-body

- 4.1. 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.
- 4.2. A payment may be made to a member out of the funds of the Association only if it is authorised under **subrule 4.3**
- 4.3. A payment to a member out of the funds of the Association is authorised if it is —
 - 4.3.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
 - 4.3.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
 - 4.3.c. the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - 4.3.d. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Note

Note for this rule:

Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

Part 3 - MEMBERS

part-3-members

Division 1 - Membership

division-1-membership

[4]: Variance to model rules - model rules have separate sections for "eligibility for membership" and "applying for membership".

Note

(CAP3-Community-Shed)

For the Association to be eligible for deductible gift recipient (DGR) status as a community shed, the Association must have open membership, as per the definition of a community shed in the *Income Tax Assessment Act 1997 (Cth)*, Division 995 *Definitions* —

community shed means a public institution that satisfies all of the following requirements:

- (a) the institution's dominant purposes are advancing mental health and preventing or relieving social isolation;
- (b) the institution seeks to achieve those purposes principally by providing a physical location where it supports individuals to undertake activities, or work on projects, in the company of others;
- (c) either:
 - (i) there are no particular criteria for membership of the institution; or
 - (ii) the criteria for membership of the institution relate only to an individual's gender or Indigenous status (in that membership is, for cultural reasons, open only to *Indigenous persons) or both.

The Australian Tax Office describes open membership as —

A community shed must be open to the community to join and generally not impose criteria restricting membership based on matters such as age, ethnicity or background.

Rejecting an application for arbitrary reasons will not constitute open membership.

Membership may only be restricted in relation to gender or indigenous heritage or both. There are a small number of other exceptional reasons for restricting membership. For example:

- age restrictions in your state or territory
- capacity reached by the shed
- failing a working with children check required by the premises.

Community sheds that are incorporated often adopt model rules provided by their state or territory regulator. Model rules contain clauses that describe how new members can join your organisation.

In some cases, rules require new members to be nominated by a current member and approved by a committee. Nomination and approval rules will meet open membership requirements where the nomination and approval process results in all new members being approved for membership without restriction or discrimination.

To meet the open membership requirements, you must have a policy and process in place that clearly demonstrates all new members are nominated and approved without exception. This should be reflected in your governing rules.

5 Applying for Membership

applying-for-membership

- 5.1. Any person who ~~is at least 18 years of age and~~^{CAP3-Community-Shed} supports the objects or purposes of the Association is eligible to apply to become a member. |^{member-is-eligible}
- 5.2. A person who wishes to become a member of the Association must submit an application to the ~~Association~~^{Committee}^{proofing}. |^{member-must-submit-application}
- 5.3. The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.~~The applicant must specify in the application the class of membership.~~^{CAP3-Community-Shed}
- 5.4. The applicant must meet the eligibility criteria, defined in the by-laws, for the class of membership they are applying for.^{CAP3-Community-Shed} |^{eligible-for-class-of-membership}
- 5.5. 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.^{CAP3-Community-Shed} |^{eligible-for-voting-rights}
- 5.6. An individual who has not reached the age of 18 years may only apply for a class of membership which specifically accepts individuals under the age of 18 years.^{CAP3-Community-Shed} |^{members-u}
[5]: e.g. a class of membership for high school students or first year university students who aren't 18 years old yet.

6 Dealing with Membership Applications

dealing-with-membership-applications

- 6.1. The committee must consider each application for membership of the Association and decide whether to accept or reject the application. [6]: Variance to model rules: subrule about considering applications "in the order they are recieved" is deleted.
- 6.2. The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 6.3. The committee must not accept an application unless the applicant — |^{membership-must-not-be-a}
 - 6.3.a. is eligible under rule 5.1; and
 - 6.3.b. has applied under rule 5.2; and^{CAP3-Community-Shed}
 - 6.3.c. is eligible for the class of membership they have applied for under subrules 5.4, 5.5, and 5.6.^{CAP3-Community-Shed}
- 6.4. The committee may only reject applications for the following reasons —^{CAP3-Community-Shed}
 - 6.4.a. the committee cannot accept the application because of subrule 6.3; or^{CAP3-Community-Shed}
 - 6.4.b. the committee determines that the Association's overall membership capacity has been reached; or^{CAP3-Community-Shed}
 - 6.4.c. the committee determines that the Association's membership capacity for a particular class of membership has been reached; or^{CAP3-Community-Shed}
 - 6.4.d. the applicant has previously been expelled from the Association under rule 16; or^{CAP3-Community-Shed}
 - 6.4.e. the applicant has previously ceased to be a member under subrule 12.8; or^{CAP3-Community-Shed}

6.4.f. the applicant has acted detrimentally to the interests of the Association^{CAP3-Community-Shed},
or

6.4.g. if the applicant is a body corporate - for any reason.^{CAP4-Corporate-Members}

6.5. The committee must notify the applicant of the committee's decision to accept or^{CAP3-Community-Shed}
reject an application as soon as practicable after making the decision.

6.6. If the committee rejects the application, the committee is not required to give the applicant
its reasons for doing so.

7 Becoming a member

becoming-a-member

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

- a) the committee accepts the application; and^{CAP3-Community-Shed} [7]: Revert to language from the Model Rules: "the committee accepts the application."
- b) the applicant pays any membership fees payable to the Association under rule 1212.7^{proofing}.
;and^{proofing}
- c) ~~the committee accepts the application at a committee meeting or as stated in the by-laws.~~^{proofing}

8 Classes of membership

classes-of-membership

8.1. The Committee may make multiple classes of ordinary membership and associate membership and may make individual arrangements for membership.

8.2. A person ~~or entity~~^{proofing} can only hold one class of membership. [8]: Note the definition of "member" already includes body corporates.

8.3. An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
^{ordinary-member-rights}

8.4. An associate member has the rights referred to in ~~subrule~~^{rule}^{proofing} 8.3 —
^{associate-member-right}

8.4.a. other than full voting rights;

8.4.b. and rights restricted under a particular class of associate membership.

8.5. The Committee may limit the number of members of any class of membership and associate membership.

8.6. If a particular class of membership is in use, the Association does not have the right except at a General Meeting to change a class of ~~ordinary~~^{proofing} membership to an ~~class of associate membership~~^{Associate Class}^{proofing} or vice versa.

9 When Membership Ceases

when-membership-ceases

9.1. A person ceases to be a member when any of the following takes place —

9.1.a. for a member who is an individual, the individual dies;

9.1.b. [for a member that is a body corporate, the body corporate is wound up;](#)^{CAP4-Corporate-Members}
[\[9\]: From Model Rules](#)

9.1.c. the person resigns from the Association under rule 10;

9.1.d. the person is expelled from the Association under rule 16;

9.1.e. the person ceases to be a member under rule 12.8

9.2. The Association must keep a record, for at least one year after a person ceases to be a member, of —

9.2.a. the date on which the person ceased to be a member; and

9.2.b. the reason why the person ceased to be a member.

10 Resignation

resignation

10.1. A member may resign from membership of the Association by giving written notice of the resignation to the Secretary or other methods described in the by-laws. [\[10\]: Variance to model rules: "Other methods described in the by-laws."](#)

10.2. The resignation takes effect —

10.2.a. when the Secretary receives the notice; or

10.2.b. if a later time is stated in the notice, at that later time; or

10.2.c. when described in the by-laws. [\[11\]: Variance to model rules: "when described in the by-laws."](#)

10.3. 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.

10.4. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

11 Rights not Transferable

rights-not-transferable

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

Division 2 - Membership fees

division-2-membership-fees

12 Membership fees

membership-fees

12.1. [The entrance fee \(if any\) and the membership fee \(if any\) for membership of the Association must be;](#)^{CAP7-Membership-Fees}

12.1.a. [determined by the committee; and](#)^{CAP7-Membership-Fees}

12.1.b. [approved at a general meeting.](#)^{CAP7-Membership-Fees}

- 12.2. The committee must determine the acceptable schedules for payment of membership fees. ^{CAP7-Membership-Fees}

Note

e.g. monthly, yearly, lifetime.

- 12.3. The fees determined under subrules 12.1 and 12.2 may be different for different classes of membership. ^{CAP7-Membership-Fees}
- 12.4. ~~The committee must determine the entrance fee (if any) and the period of the membership fee (if any) to be paid for membership of the Association.~~ ^{CAP7-Membership-Fees}
- 12.5. ~~The membership fee and payment schedule will be fixed by the Management Committee, subject to review by the members at a general meeting.~~ ^{CAP7-Membership-Fees}
- 12.6. ~~All members must pay the membership fees on the schedule set by the Management Committee.~~ ^{CAP7-Membership-Fees}
- 12.7. A member must pay the membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee. ^{member-must-pay-fee}
- 12.8. If a member has not paid the membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period. ^{member-fails-to-pay-fee}
- 12.9. If a person who has ceased to be a member under **subrule** ^{proofing} 12.8 offers to pay the membership fee for the relevant class of membership ~~appropriate membership fee relevant to their membership level~~ ^{CAP7-Membership-Fees} after the period referred to in that **sub-rule** ^{proofing} has expired —
- 12.9.a. the committee may, at its discretion, accept that payment; and
- 12.9.b. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 - Register of members

division-3-register-of-members

13 Register of members

register-of-members

- 13.1. The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 13.2. 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) ^{proofing} to which each member belongs and the date on which each member becomes a member.
- 13.3. The register of members must be kept at a ^{proofing} place determined by the committee. [12]: Variance to model rules: The model rules presume this will be a physical book, which would be usually kept at the secretary's place of residence.

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

13.5. If —

13.5.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

13.5.b. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

Part 4 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

part-4-disciplinary-action-disputes-and-mediation

Division 1 - Term used

division-1-term-used

14 Term Used: Member

term-used-member

In this Part (~~Pt 4~~)^{proofing} —

~~member~~^{proofing} in relation to a member who is expelled from the Association, includes former member.

Division 2 - Disciplinary action

division-2-disciplinary-action

Emergency disciplinary actions

15.1 The committee may impose emergency disciplinary actions relating to a member, where —

* The member has acted detrimentally to the interests of the Association; and * The committee decides that the member poses an immediate and continuing risk to the interests of the Association, such that a suspension or expulsion under s16 cannot be implemented quickly enough to mitigate the risk.

15.2 Emergency disciplinary actions must be initiated by a committee member and seconded by another committee member.

15.3 Emergency disciplinary actions against a member take effect as soon as a committee member notifies the member, either —

* verbally; or * by written notice; or * by direct message using an electronic communications platform administered by the Association.

15.4 Within 72 hours after notice is given under subrule 15.3, a committee member must deliver a written notice, substantially in the form of Annex A, to —

* The member * All committee members

15.5 The duration of an emergency disciplinary action must not exceed 31 days from the date that notice was given under subrule 15.3.

15.5 The member may submit written representations of reasonable length to be considered at the review. Written representations must be received by the secretary within 7 days of the date of initial notification.

15.6 Each emergency disciplinary action must be reviewed by the committee within 14 days from the date that notice was given under subrule 15.3.

The committee must give due consideration to any written representations submitted under subrule 15.5.

The committee must decide whether to —

- * Uphold the emergency disciplinary action; or
- * Modify the emergency disciplinary action; or
- * Withdraw the emergency disciplinary action.

The committee must give the member written notice of the decision within 3 days.

15.7 The effects of an emergency disciplinary actions may include:

- * A restriction or prohibition against using or entering part of, or any of, the Association's premises.
- * A restriction or prohibition against using part of, or any of, the Association's equipment, resources, facilities, or services.
- * A restriction or prohibition against attending or participating in some of, or any of, events organised by the Association, whether on the Association's premises or not.
- * Any other restriction or prohibition which the committee decides is reasonable and appropriate to mitigate a risk to the interests of the Association.

15.8 An emergency disciplinary action cannot have the effect of:

- * Preventing a member from starting the grievance procedure (Div 3) or requesting the appointment of a mediator (Div 4).
- * Preventing an ordinary member from voting at a general meeting.
- * Preventing a committee member from voting at a committee meeting.

15.9 During the period a member is subject to an emergency disciplinary action, the member is not entitled to a refund, rebate, relief, or credit for membership fees paid, or payable, to the Association.

Annex A —

Written notice of emergency disciplinary action

This notice relates to an emergency disciplinary action that has been raised according to rule 15 of the rules of the Association.

Name of member subject to the emergency disciplinary action: [XXXXX]

Effects of emergency disciplinary action:

For the duration of this emergency disciplinary action, you must not —

[XXXXXXXXXX]

Your rights:

This decision will be reviewed by the committee within 14 days of the date of initial notification.

You may submit a written representation of reasonable length to be considered at the review. Written representations must be received by the secretary within 7 days of the date of initial notification.

Your rights to dispute this emergency disciplinary action are given under Part 4, Division 3 of the rules of the Association.

Your rights to request mediation relating to this emergency disciplinary action are given under Part 4, Division 4 of the rules of the Association.

A copy of the rules of the Association is attached to this notice, or otherwise available at [LINK].

Duration of this emergency disciplinary action

This emergency disciplinary action is effective from the date of initial notice to the expiry date below.

Date of initial notification under rule 15.3:

Expiry date:

Raised by committee member:

Seconded by committee member:

15 Emergency Temporary Suspension

emergency-temporary-suspension

[13]: Variance to model rules - no such section exists in the model rules. This section needs cleaning up.

- 15.1. In the event that the actions of a member pose an imminent risk to the Objects of the Association as defined by this Constitution any two members of the Management Committee may temporarily modify member rights.
- 15.2. An emergency temporary suspension cannot be used to
 - 15.2.a. modify the rights of a member in a way that prevents them from exercising their voting rights as defined by this Constitution.
 - 15.2.b. modify the rights of a member of the Management Committee in a way that prevents them from exercising their ability to vote as a member of the Management Committee.
- 15.3. **Notice of Emergency Temporary Suspension** An initial notice must be provided verbally or in writing by an instigating Management Committee member. A written notice must be delivered to the suspended member and all members of the committee within 3 days and include -
 - 15.3.a. The rights being restricted
 - 15.3.b. The reason for the Emergency Temporary Suspension
 - 15.3.c. A summary of this section of the Constitution
 - 15.3.d. Any applicable rights or methods of appeal available to the member
 - 15.3.e. A link to, or a copy of, this Constitution as a whole

15.4. **Length of Emergency Temporary Suspension** An Emergency Temporary Suspension under this section must not exceed 31 days from the date of initial notification.

15.5. Upholding and withdrawing an emergency temporary suspension

15.5.a. An emergency temporary suspension must be reviewed and can be modified, withdrawn or upheld at every subsequent meeting of the management committee where allowable under this constitution.

15.5.b. Any two members of the Management Committee may choose to withdraw or modified an emergency temporary suspension unless that emergency temporary suspension has been upheld by a meeting of the Management Committee. Any changes can be delivered verbally but must also be sent via written notice within 3 days.

15.6. Appealing an Emergency Temporary Suspension

15.6.a. A member subject to a emergency temporary suspension defined by this section may opt to provide a written appeal of reasonable length to the Secretary. The Management Committee must consider this appeal when considering the suspension.

16 Suspension or expulsion

suspension-or-expulsion

16.1. The committee may decide to suspend a member's membership or to expel a member from the Association if —

16.1.a. the member contravenes any of these rules; or

16.1.b. the member acts detrimentally to the interests of the Association.

16.2. The secretary must give the member written notice of the ~~proposed suspension or expulsionsuspension or proposed expulsion~~^{proofing} at least 28 days before the committee meeting at which the proposal is to be considered by the committee.

16.3. The notice given to the member must state —

16.3.a. when and where the committee meeting is to be held; and

16.3.b. the grounds on which the proposed suspension or expulsion is based; and

16.3.c. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;

16.4. At the committee meeting, the committee must —

16.4.a. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and

16.4.b. give due consideration to any submissions so made; and

16.4.c. decide —

16.4.c.i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or

16.4.c.ii. whether or not to expel the member from the Association.

16.5. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

16.6. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made. | ^{expulsion-written-notice}

16.7. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under ^{subrule}rule^{proofing} 16.6, give written notice to the secretary requesting the appointment of a mediator under rule 24. | ^{expulsion-appoint-mediator}

16.8. If notice is given under ^{subrule}rule^{proofing} 16.7, the member who gives the notice and the committee are the parties to the mediation.

17 Consequences of suspension

^{consequences-of-suspension}

17.1. During the period a member's membership is suspended, the member —

17.1.a. loses any rights (including voting rights) arising as a result of membership; and

17.1.b. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

17.2. When a member's membership is suspended, the secretary must record in the register of members —

17.2.a. that the member's membership is suspended; and

17.2.b. the date on which the suspension takes effect; and

17.2.c. the period of the suspension.

17.3. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 - Resolving disputes

^{division-3-resolving-disputes}

18 Terms Used

^{terms-used}

In this Division —

[\[14\]: Some formatting help needed here.](#)

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

a) who is a party to the dispute;

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

19 Application of Division

application-of-division

The grievance procedure applies to disputes — ~~The procedure set out in this Division (Pt 4, Div 3) (the grievance procedure) applies to disputes —~~^{proofing}

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

20 Parties to attempt to resolve dispute

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.

21 How grievance procedure is started

how-grievance-procedure-is-started

21.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —

- 21.1.a. the parties to the dispute; and
- 21.1.b. the matters that are the subject of the dispute.

21.2. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

21.3. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

21.4. The notice given to each party to the dispute must state —

- 21.4.a. when and where the committee meeting is to be held; and
- 21.4.b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

21.5. If —

- 21.5.a. the dispute is between one or more members and the Association; and
- 21.5.b. any party to the dispute gives written notice to the secretary stating that the party —

21.5.b.i. does not agree to the dispute being determined by the committee; and

21.5.b.ii. requests the appointment of a mediator under rule 24,^{grievance-appoint-mediator}

the committee must not determine the dispute.

22 Determination of dispute by committee

determination-of-dispute-by-committee

- 22.1. At the committee meeting at which a dispute is to be considered and determined, the committee must —
- 22.1.a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - 22.1.b. give due consideration to any submissions so made; and
 - 22.1.c. determine the dispute. | committee-determine-dispute
- 22.2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- 22.3. A party to the dispute may, within 14 days after receiving notice of the committee's determination under ~~subrule~~ **rule** ~~22.1.c~~ **22.1.b**, give written notice to the secretary requesting the appointment of a mediator under rule 24. | dispute-appoint-mediator
- 22.4. If notice is given under ~~subrule~~ **rule** 22.3, each party to the dispute is a party to the mediation.

Division 4 - Mediation

division-4-mediation

23 Application of division **Appointment of mediator**

application-of-division-mediation

- 23.1. This Division (~~Pt 4, Div 4~~) **applies** if written notice has been given to the secretary requesting the appointment of a mediator —
- 23.1.a. by a member under rule ~~16.7~~ **16.6**; or
 - 23.1.b. by a party to a dispute under rule ~~21.5.b.ii~~ **21.5.b.i** or 22.3.
- 23.2. If this Division (~~Pt 4, Div 4~~) **applies**, a mediator must be chosen or appointed under rule 24.

24 Appointment of mediator

appointment-of-mediator

- 24.1. ~~Rule 22 applies if written notice has been given to the secretary requesting the appointment of a mediator —~~ **[proofing 3]: Duplicate text**
- 24.1.a. ~~by a member under rule 16.6; or~~ **[proofing 4]: Duplicate text**
 - 24.1.b. ~~by a party to a dispute under rule 21.5.b.ii~~ **21.5.b.i** ~~or 22.3.~~ **[proofing 5]: Duplicate text**
- 24.2. The mediator must be a person chosen —
- 24.2.a. if the appointment of a mediator was requested by a member under rule ~~16.7~~ **16.6** — by agreement between the Member and the committee; or | mediator-chosen-1
 - 24.2.b. if the appointment of a mediator was requested by a party to a dispute under rule ~~21.5.b.ii~~ **21.5.b.i** or 22.3 — by agreement between the parties to the dispute. | mediator-chosen-2

- 24.3. If there is no agreement for the purposes of ~~subrule~~^{rule} 24.2.a or 24.2.b, then, subject to ~~subrules~~^{rules} 24.4 and 24.5 the committee must appoint the mediator.
- 24.4. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by — ^{mediator-chosen-3}
- 24.4.a. a member under rule 16.7~~16.6~~^{proofing}; or
 - 24.4.b. a party to a dispute under rule 21.5.b.ii~~21.5.b.i~~^{proofing}; or
 - 24.4.c. a party to a dispute under rule 22.3 and the dispute is between one or more members and the Association.
- 24.5. The person appointed as mediator by the committee may be a member or former member of the Association but must not — ^{mediator-chosen-4}
- 24.5.a. have a personal interest in the matter that is the subject of the mediation; or
 - 24.5.b. be biased in favour of or against any party to the mediation.

25 Mediation process

mediation-process

- 25.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 25.2. 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.
- 25.3. In conducting the mediation, the mediator must —
- 25.3.a. give each party to the mediation every opportunity to be heard; and
 - 25.3.b. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - 25.3.c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 25.4. The mediator cannot determine the matter that is the subject of the mediation.
- 25.5. 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.
- 25.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note

Note for this rule:

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

26 If mediation results in decision to suspend or expel being revoked

~~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 16.716.6^{proofing}; and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

Part 5 - COMMITTEE

part-5-committee

Division 1 - Powers of Committee

division-1-powers-of-committee

27 Committee

committee

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

Division 2 - Composition of ~~committee~~^{Committee}^{proofing} and duties of members

division-2-composition-of-committee-and-duties-of-members

28 Committee members

committee-members

- 28.1. The Management Committee must consist of at least 5 but not more than 10 members. [15]: Variance to the model rules. (1) The committee members consist of — (a) the office holders of the Association; and (b) at least one ordinary committee member. (2) The committee must determine the maximum number of members who may be ordinary committee members.
- 28.2. The following are the office ~~holders~~^{bearers}^{proofing} of the Association — ^{officebearer-roles}
 - 28.2.a. the chairperson;
 - 28.2.b. the deputy chairperson;
 - 28.2.c. the secretary;
 - 28.2.d. the treasurer.
- 28.3. A person may be a committee member if the person is — ^{committee-eligibility}
 - 28.3.a. an individual who has reached 18 years of age; and
 - 28.3.b. a ordinary member.
- 28.4. A person must not hold 2 or more of the offices mentioned in ~~subrule~~^{rule}^{proofing} 28.2 at the same time.
- 28.5. The office bearers referred to in rule 28.2 will form the Executive Committee. [16]: Variance to the model rules. Why does the term "executive committee" need to be defined? It is

not used anywhere else in this document. Is it referenced in bylaws?

29 Chairperson

chairperson

- 29.1. It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- 29.2. The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

30 Secretary

secretary

The Secretary has the following duties —

- 30.1. dealing with the Association's correspondence;
- 30.2. consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- 30.3. preparing the notices required for meetings and for the business to be conducted at meetings;
- 30.4. unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- 30.5. maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- 30.6. unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- 30.7. ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- 30.8. maintaining full and accurate minutes of committee meetings and general meetings;
- 30.9. carrying out any other duty given to the secretary under these rules or by the committee.

31 Treasurer

treasurer

The treasurer has the following duties —

- 31.1. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- 31.2. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- 31.3. ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- 31.4. ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

- 31.5. ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- 31.6. 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;
- 31.7. 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;
- 31.8. 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;
- 31.9. carrying out any other duty given to the treasurer under these rules or by the committee.

Division 3 - Election of committee members and tenure of office

division-3-election-of-committee-members-and-tenure-of-office

32 How members become Committee members

how-members-become-committee-members

A member becomes a committee member if the member —

- 32.1. is elected to the committee at a general meeting; or
- 32.2. is appointed to the committee by the committee to fill a casual vacancy under rule 39.

33 Nomination of committee members

nomination-of-committee-members

- 33.1. At least 21 days before an annual general meeting, the secretary must send written notice to all the members —
 - 33.1.a. calling for nominations for election to the committee; and
 - 33.1.b. stating the date by which nominations must be received by the secretary to comply with ~~subrule~~^{ruleproofing} 33.2 and 33.3^{CAP2-Permissive-Written-Notice-For-Committee}.
- 33.2. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by ~~notifying~~^{sending written notice of the nomination} ~~to~~^{CAP2-Permissive-Written-Notice-For-Committee} the secretary at least 7 days before the annual general meeting. | ^{notice-of-consideration-for-election-committee}
- 33.3. ~~Each nomination must be supported by a second member. The second member must notify the secretary of their support for the nomination at least 7 days before the annual general meeting. The written notice must include a statement by another member in support of the nomination.~~^{CAP2-Permissive-Written-Notice-For-Committee} | ^{nomination-must-be-seconded}
- 33.4. ~~Notices to the secretary for the purposes of rules 33.2 and 33.3 must be either —~~^{CAP2-Permissive-Written-Notice-}
 - 33.4.a. ~~A written notice; or~~^{CAP2-Permissive-Written-Notice-For-Committee}

33.4.b. A notice sent to the secretary using an online communication platform administered by the Association. CAP2-Permissive-Written-Notice-For-Committee

33.5. (deleted.) A member may nominate to be a committee member. CAP2-Permissive-Written-Notice-For-Committee

33.6. A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 34.2.b.

Note

Variations from the Model Rules include:

- Notice period for AGM reduced from 42 days to 21 days.
- Notice period for committee member nominations reduced from 28 days before the AGM to 7 days before the AGM.
- There is no clause requiring that nominations be for a specific office holding position.
- (CAP2-Permissive-Written-Notice-For-Committee) Nomination process changed to permit a wider range of ways that a nomination (and the seconding of that nomination) can be notified to the secretary.

34 Election of ordinary committee members

election-of-ordinary-committee-members

[17]: Variance to model rules: These rules elect all committee members as ordinary committee members, with election to specific offices being handled at the first committee meeting, which must occur immediately after the AGM.

34.1. At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year. [18]: Refer to this from the Annual General Meeting section, so all provisions for the AGM are in the same section.

34.2. If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting — nominating-committee

34.2.a. must declare each of those members to be elected to the position; and chairperson-declare-

34.2.b. may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under ruleproofing 34.2.a. further-nominati

34.3. If —

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

34.3.b. the number of members nominating under rule 34.2.b is greater than the number of positions remaining unfilled,

the members at the meeting must vote by secret ballot to decide the members who are to be elected to the position of ordinary committee member. [19]: Variance to model rules: the ordinary members at the meeting must vote in accordance with procedures that have

been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

- 34.4. A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.
- 34.5. Proxy votes will be allowed under rule 54. Proxy votes must reach the Secretary prior to the commencement of the meeting. [20]: Variance to model rules: This rule does not exist in the model rules. Why is it needed? Is this not already implicit in the rules for proxies? Suggest deleting this clause.[RC 2]: Clause is not in model laws. Is it necessary, or does s.54 cover this

35 Election of office holdersbearers^{proofing}

election-of-office-bearers

[21]: Variance to the model rules: "Election of office holders" comes before "Election of ordinary committee members". We do things differently so this is intended.

- 35.1. The office holdersbearers^{proofing} of the Association are determined by the elected committee after the annual general meeting. [22]: Tighten this up. Specify that this must take place at the first committee meeting and that the first committee meeting must be held within 7 days of an AGM.
- 35.2. The newly elected committeeCommittee^{proofing} must decide by vote on office holdersbearers^{proofing} of the Association and any other officers/roles [RC 3]: do we want to be able to able to have ordinary members fill positions other than office bearers? How do ordinary members nominate? Clarify this in relation to s.49 for the Association. [23]: Taken literally, this would mandate that we must appoint all officers and roles (even things like the Member Storage Officer) at the first meeting.
- 35.3. If there is no nomination for a position, the chairperson of the meeting [RC 4]: Do we specify how this role (chairperson of the meeting) is decided? will appoint a member to the position^{RC}.
- 35.4. If only one member has nominated for a position, the chairperson of the meeting must declare the memberMember^{proofing} elected to the position.
- 35.5. If more than one committee^{proofing} member [RC 5]: Is this wording intentional? Other places leave it open for ordinary members to fill positions has nominated for a position, the committee^{proofing} members at the meeting must vote by secret ballot.
- 35.6. Each committee^{proofing} member present at the meeting may vote for one member who has nominated for the position.
- 35.7. A committee^{proofing} member who has nominated for athe^{proofing} position may vote for themselves.
- 35.8. On the committee^{proofing} member's election, the new chairperson of the Association may take over as the chairperson of the meeting. [RC 6]: insert after 35.2, and a clause that the chairperson is the first elected.

36 Term of office

term-of-office

36.1. The term of office of a committee member begins when the member —

36.1.a. is elected at an annual general meeting or under rule 37.3.b; or

36.1.b. is appointed to fill a casual vacancy under rule 39.

36.2. Subject to rule 38, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.

36.3. A committee member may be re-elected.

37 Resignation and removal from office

resignation-and-removal-from-office

37.1. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.

37.2. The resignation takes effect —

37.2.a. when the notice is received by the secretary or chairperson; or

37.2.b. if a later time is stated in the notice, at the later time.

37.3. At a general meeting, the Association may by resolution —

37.3.a. remove a committee member from office; and ^{remove-committee-member-resolution}

37.3.b. elect a member who is eligible under rule 28.3 to fill the vacant position. ^{elect-committee-at}

37.4. A committee member who is the subject of a proposed resolution under ^{subrule}rule ^{proofing}37.3.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.

37.5. The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

38 When membership of committee ceases

when-membership-of-committee-ceases

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

38.1.a. dies or otherwise ceases to be a member; or

38.1.b. resigns from the committee or is removed from office under rule 37; or

38.1.c. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;

38.1.d. becomes permanently unable to act as a committee member because of a mental or physical disability; or

38.1.e. fails to attend 3 consecutive Committee meetings without having notified the Committee at least 24 hours before hand that the person will be unable to attend. [24]: Variance to model rules: "fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the

person will be unable to attend.” The variation adds a “24 hour” requirement, but accidentally deletes the “has been given notice” requirement. Amend.

Note

Note for this rule:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

39 Filling casual vacancies

filling-casual-vacancies

- 39.1. The committee may appoint a member who is eligible under rule 28.3 to fill a position on the committee that —
- 39.1.a. has become vacant under rule 38; or
 - 39.1.b. was not filled by election at the most recent annual general meeting or under rule 37.3.b.
- 39.2. If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 28.3 to fill the position within 14 days after the vacancy arises.
- 39.3. Subject to the requirement for a quorum under rule 46, the committee may continue to act despite any vacancy in its membership.
- 39.4. If there are fewer committee members than ^{committee-doesnt-meet-quorum}required for a quorum under rule 46, the committee may act only for the purpose of —
- 39.4.a. appointing committee members under this rule; or
 - 39.4.b. convening a general meeting.

40 Validity of acts

validity-of-acts

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

41 Payments to Committee Members

payments-to-committee-members

- 41.1. In this rule —
- committee member** includes a member of a subcommittee;
 - committee meeting** includes a meeting of a subcommittee.
- 41.2. A committee member is **not**[25]: Variance to model rules: In the model rules, committee members are entitled to be paid for travel expenses. [RC 7]: Model rules do not have “not”.... would we not be prepared to pay travel costs in some cases for some things?? like to events where they are promoting Artifactory?? entitled to be paid out of the funds

of the Association for any out-of-pocket expenses for travel and accommodation incurred

-
- 41.2.a. in attending a committee meeting; or
- 41.2.b. in attending a general meeting; or
- 41.2.c. otherwise in connection with the Association's business.

Division 4 - Committee meetings

division-4-committee-meetings

42 Committee meetings

committee-meetings

- 42.1. The ~~committee~~Management Committee will meet at least once every two months. [26]: Variance to the model rules: The committee must meet at least 3 times in each year on the dates, and at the times and places, determined by the committee.
- 42.2. The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected. [27]: Refer comments above about tightening up the timing of the first committee meeting after the AGM.
- 42.3. Special committee meetings may be convened by the chairperson or any 3 [RC 8]: Model rules are 2 committee members.

43 Notice of committee meetings

notice-of-committee-meetings

- 43.1. Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- 43.2. The notice must state the date, time and place of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this), CAP5-Meeting-At-More-Than-One-Place and must describe the general nature of the business to be conducted at the meeting.
- 43.3. Unless ~~subrule~~^{proofing} 43.4 applies, the only business that may be conducted at the meeting is the business described in the notice.
- 43.4. Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent. | unanimous-vote-urgent-business

44 Procedure and order of business

procedure-and-order-of-business

- 44.1. The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- 44.2. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

- 44.3. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- 44.4. The order of business at a committee meeting may be determined by the committee members at the meeting.
- 44.5. ~~A member~~^{Members^{proofing}} or other person who is not a committee member may attend a committee meeting if invited to do so by the committee. ^{meeting-invitation-for-non-committee}
- 44.6. A person invited under ~~subrule~~^{rule^{proofing}} 44.5 to attend a committee meeting —
- 44.6.a. has no right to any agenda, minutes or other document circulated at the meeting; and
 - 44.6.b. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - 44.6.c. cannot vote on any matter that is to be decided at the meeting.

45 Use of technology to be present at committee meetings

- 45.1. ~~Participation in meetings via electronic communications technology shall be considered attendance if acceptable to the Secretary and Chair.~~ ^{use-of-technology-to-be-present-at-committee-meetings} ^{CAP5-Meeting-At-More-Than-One-Place} ^{electronic-participation}
- 45.2. ~~A member who participates in a committee meeting as allowed under subrule~~^{rule^{proofing}} ~~45.1 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.~~ ^{CAP5-Meeting-At-More-Than-One-Place}

Note

Taken from the constitution of the West Australian Cricket Association.

If a committee meeting is held in two or more places linked together by any technology — ^{CAP5-Meeting-At-More-Than-One-Place}

- 45.1. a member present at one of the places is taken to be present at the meeting unless and until that member states to the chair of the meeting that they are discontinuing participation in the meeting; and ^{CAP5-Meeting-At-More-Than-One-Place}
- 45.2. the chair of that meeting may determine at which place the meeting will be taken to have been held. ^{CAP5-Meeting-At-More-Than-One-Place}

46 Quorum for committee meetings

^{quorum-for-committee-meetings}

- 46.1. ~~Quorum for a Committee Meeting is stated in Guidance Note D~~^{proofing} ~~[proofing 6]: Quorum is already stated in Key Information. The Model Rules do not restate the quorum here.~~
- 46.2. Subject to ~~subrule~~^{rule^{proofing}} 39.4 no business is to be conducted at a committee meeting unless a quorum is present.
- 46.3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting — ^{no-quorum-after-30min}

46.3.a. ~~the committee members present may elect to wait up to another 60 minutes for the quorum to be present~~^{CAP6-Delete-Further-Delay-Clauses}

46.3.b. in the case of a special meeting — the meeting lapses; or

46.3.c. ~~otherwise, the meeting is adjourned to the same time, day and place in the following week.~~^{meeting-adjourned-due-to-no-quorum}

46.4. If —

46.4.a. a quorum is not present within 30 minutes after the commencement time of a committee meeting held under ~~subrule~~^{rule}^{proofing} 46.3.c; and

46.4.b. at least 2 committee members are present at the meeting,
those members present are taken to constitute a quorum.

47 Voting at committee meetings

voting-at-committee-meetings

47.1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.

47.2. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.

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

47.4. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.

47.5. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

48 Minutes of committee meetings

minutes-of-committee-meetings

48.1. The committee must ensure that minutes are taken and kept of each committee meeting.

48.2. The minutes must record the following —

48.2.a. the names of the committee members present at the meeting;

48.2.b. the name of any person attending the meeting under rule 44.5;

48.2.c. the business considered at the meeting;

48.2.d. any motion on which a vote is taken at the meeting and the result of the vote.

48.3. The minutes of a committee meeting must be entered in the Association's ~~minute book~~^{minute record}^{proofing} within 7 days after the meeting is held. [28]: Model rules have 30 days.

48.4. The committee must ensure that the minutes of a committee meeting are reviewed ~~and approved~~^{proofing} as correct by a motion at the next committee meeting. [29]: Variation to

model rules: (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by — (a) the chairperson of the meeting; or (b) the chairperson of the next committee meeting. [RC 9]: model rules have this as the responsibility of the chairperson to sign

48.5. When the minutes of a committee meeting have been accepted[30]: Variation to model rules: "accepted" vs "signed" as correct they are, until the contrary is proved, evidence that —

48.5.a. the meeting to which the minutes relate was duly convened and held; and

48.5.b. the matters recorded as having taken place at the meeting took place as recorded; and

48.5.c. any appointment purportedly made at the meeting was validly made.

Note

Note for this rule:

Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

Division 5 - Subcommittees and subsidiary offices

division-5-subcommittees-and-subsidiary-offices

49 Subcommittees and subsidiary offices

subcommittees-and-subsidiary-offices

[RC 10]: Consider how our inserted rule 35 works with this clause.

49.1. To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —

49.1.a. appoint one or more subcommittees; ^{appoint-subcommittees}

49.1.b. create one or more subsidiary offices and appoint people to those offices.

49.2. A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.

49.3. A person may be appointed to a subsidiary office whether or not the person is a member.

49.4. Subject to any directions given by the committee —

49.4.a. a subcommittee may meet and conduct business as it considers appropriate; and

49.4.b. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

50 Delegation to subcommittees and holders of subsidiary offices

delegation-to-subcommittees-and-holders-of-subsidiary-offices

50.1. In this rule —

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

- 50.2. The committee 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 committee other than —
 - 50.2.a. the power to delegate; and
 - 50.2.b. a non-delegable duty.
- 50.3. 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.
- 50.4. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- 50.5. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- 50.6. 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 committee.
- 50.7. The committee may, in writing, amend or revoke the delegation.

Part 6 - GENERAL MEETINGS OF ASSOCIATION

part-6-general-meetings-of-association

51 Annual general meeting

annual-general-meeting

- 51.1. The annual general meeting of the Association ~~must~~^{will}^{proofing} take place within 3 months of the end of each financial year. [\[31\]: Variation from the model rules, which allows for AGMs to be held later than 3 months after the end of a financial year.](#)

Note

Note for this subrule -

Notwithstanding that these rules require the annual general meeting to be held within 3 months of the end of each financial year, refer to section 50(3)(b) of the Act regarding notices which must be given to the Commissioner if the annual general meeting is not going to be held within 3 months.

- 51.2. The committee must determine the date, time and place of the annual general meeting.
- 51.3. The ordinary business of the annual general meeting is as follows —
- 51.3.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;
 - 51.3.b. to receive and consider —
 - 51.3.b.i. the committee's annual report on the Association's activities during the preceding financial year; and
 - 51.3.b.ii. if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
consider-financial-statements-for-tier-1
 - 51.3.b.iii. if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; consider-financial-statements-for-tier-2-3
 - 51.3.b.iv. 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; consider-auditors-report-financial-statements
 - 51.3.c. to elect the committee members; [\[32\]: Variation from the model rules - "To elect the office holders of the Association and other committee members".](#)
 - 51.3.d. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - 51.3.e. to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.

51.4. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Note

Note for this rule:

Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

52 Special general meetings

special-general-meetings

52.1. The committee may convene a special general meeting.

52.2. The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

52.3. The members requiring a special general meeting to be convened must —

52.3.a. make the requirement by written notice given to the secretary; and ^{special-general-meeting}

52.3.b. state in the notice the business to be considered at the meeting; and

52.3.c. each sign the notice.

52.4. The special general meeting must be convened within 28 days after notice is given under ^{subruleproofing} 52.3.a

52.5. If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting. ^{no-sgm-within-28-days-despite-written-request}

52.6. A special general meeting convened by members under ^{subruleproofing} 52.5 —

52.6.a. must be held within 3 months after the date the original requirement was made; and

52.6.b. may only consider the business stated in the notice by which the requirement was made.

53 Notice of general meetings

notice-of-general-meetings

53.1. The secretary or, in the case of a special general meeting convened under ^{subruleproofing} 52.5, the members convening the meeting, must give to each member —

53.1.a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

53.1.b. at least 14 days' notice of a general meeting in any other case.

53.2. The notice must —

- 53.2.a. specify the date, time and place of the meeting [and if the meeting is to be held in two or more places, the technology that will be used to facilitate this](#)^{CAP5-Meeting-At-More-Than-One-Place}; and
- 53.2.b. indicate the general nature of each item of business to be considered at the meeting; and
- 53.2.c. if the meeting is the annual general meeting, include the names of any members who have nominated for election to the committee under rule 33.2; and
- 53.2.d. if a special resolution is proposed —
 - 53.2.d.i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - 53.2.d.ii. state that the resolution is intended to be proposed as a special resolution; and
 - 53.2.d.iii. comply with rule 54.7.

Note

Note for this paragraph:

Section 51(1) of the Act states that a resolution is a special resolution if it is passed —

- (a) at a general meeting of an incorporated association; and
- (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

54 Proxies

proxies

- 54.1. Subject to ~~subrule~~^{ruleproofing} 54.2, an ordinary member may appoint an individual who is an ordinary member [\[RC 11\]: not able to nominate committee members? \(who become ordinary members at AGM?\) LY - an ordinary member as defined in s1 means a member with voting rights.](#) as their proxy to vote and speak on their behalf at a general meeting.
- 54.2. An ordinary member may be appointed the proxy for not more than 5 other members. ^{proxy-for-r}
- 54.3. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 54.4. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
- 54.5. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 54.6. If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - 54.6.a. that clearly identifies the person appointed as the member's proxy; and
 - 54.6.b. that has been signed by the member.

- 54.7. Notice of a general meeting given to an ordinary member under rule 5350^{proofing} must — ^{notice-of}
- 54.7.a. state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - 54.7.b. include a copy of any form that the committee has approved for the appointment of a proxy.
- 54.8. A form appointing a proxy must be given to the secretary ^{form-appointing-proxy-before-general-} before the commencement of the general meeting for which the proxy is appointed.
- 54.9. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

55 **Use of technology to be present at general meetings** ^{CAP5-Meeting-At-More-Than-One-Place}

- 55.1. ~~Participation in meetings via electronic communications technology shall be considered attendance if acceptable to the Secretary and Chair.~~ ^{CAP5-Meeting-At-More-Than-One-Place} [33]: This clause varies from the Model Rules for no really good reason. ^{electronic-parti}
- 55.2. ~~A member who participates in a general meeting as allowed under subrule 55.1 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.~~ ^{CAP5-Meeting-At-More-Than-One-Place}

56 **General meeting at more than one place** ^{CAP5-Meeting-At-More-Than-One-Place}

Note

Taken from the constitution of the West Australian Cricket Association.

- 56.1. ~~A general meeting may be held in two or more places linked together by any technology that:~~ ^{CAP5-Meeting-At-More-Than-One-Place} ^{general-meeting-at-more-than-one-place-part-a}
- 56.1.a. ~~gives the members as a whole in those places a reasonable opportunity to participate in proceedings; and~~ ^{CAP5-Meeting-At-More-Than-One-Place}
 - 56.1.b. ~~enables the chair of the meeting to be aware of proceedings in each place; and~~ ^{CAP5-Meeting-At-More-Than-One-Place}
 - 56.1.c. ~~enables the members in each place to vote on a show of hands and on a poll.~~ ^{CAP5-Meeting-At-More-Than-One-Place}
- 56.2. ~~If a general meeting is held in two or more places under subrule 56.1 —~~ ^{CAP5-Meeting-At-More-Than-One-Place}
- 56.2.a. ~~a member present at one of the places is taken to be present at the meeting; and~~ ^{CAP5-Meeting-At-More-Than-One-Place}
 - 56.2.b. ~~the chair of that meeting may determine at which place the meeting is taken to have been held.~~ ^{CAP5-Meeting-At-More-Than-One-Place}

57 **Presiding member and quorum for general meetings** ^{presiding-member-and-quorum-for-general-meetings}

- 57.1. ~~Quorum for a committee meeting is stated in Guidance Note E.~~ ^{proofing} [proofing 7]: Quorum is already stated in Key Information. The Model Rules do not restate the quorum here.

- 57.2. The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- 57.3. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 57.4. No business is to be conducted at a general meeting unless a quorum is present.
- 57.5. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
- 57.5.a. ~~the members present may elect to wait up to another 60 minutes for the quorum to be present; or~~^{CAP6-Delete-Further-Delay-Clauses}
- 57.5.b. in the case of a special general meeting — the meeting lapses; or
- 57.5.c. in the case of the annual general meeting — the meeting is adjourned to —^{adjourned-annual}
- 57.5.c.i. the same time and day in the following week; and
- 57.5.c.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.
- 57.6. If —
- 57.6.a. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under ~~subrule~~^{ruleproofing} 57.5.c; and
- 57.6.b. the ~~lesser~~^{lessor}^{proofing} of 10 or 10% ordinary members are present at the meeting, [34]: Variance to model rules - "at least 2 ordinary members are present at the meeting," those members present are taken to constitute a quorum.

58 Adjournment of general meeting

adjournment-of-general-meeting

- 58.1. 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.~~^{chairperson-may-adjourn-meeting-with-con}
- 58.2. Without limiting ~~subrule~~^{ruleproofing} 58.1, a meeting may be adjourned —
- 58.2.a. if there is insufficient time to deal with the business at hand; or
- 58.2.b. to give the members more time to consider an item of business.
- 58.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 58.4. 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 53.

59 Voting at general meeting

voting-at-general-meeting

59.1. On any question arising at a general meeting —

[35]: Variance from the model rules - The provisions for voting by members who are body corporates have been deleted. Should add these back so that we can have corporate members, i.e. corporate sponsors. Subrules (2) through (4) and mods to subrule (8).

59.1.a. subject to ~~subrule~~^{ruleproofing} 59.6, each ordinary member has one vote ~~unless the member may also vote on behalf of a body corporate under subrule 59.2~~^{CAP4-Corporate-Members}, and

59.1.b. ordinary members may vote personally or by proxy. vote-by-body-corporate

59.2. ~~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.~~ ^{CAP4-Corporate-Members}

59.3. ~~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.~~ ^{CAP4-Corporate-Members}

59.4. ~~The appointment has effect until —~~ ^{CAP4-Corporate-Members}

59.4.a. ~~the end of any general meeting to which the appointment applies; or~~ ^{CAP4-Corporate-Members}

59.4.b. ~~the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.~~ ^{CAP4-Corporate-Members}

59.5. 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.

59.6. ~~If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.~~ ^{chairperson-has-casting-vote-if-votes-tied}

59.7. 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.

59.8. For a person to be eligible to vote at a general meeting as an ordinary member, ~~or on behalf of an ordinary member that is a body corporate under subrule 59.2, the ordinary member they~~ ^{CAP4-Corporate-Members} —

59.8.a. must have been an ordinary member at the time notice of the meeting was given under rule 53; and

59.8.b. ~~must have paid the membership fee for the period up to and including the date of the general meeting; and must have paid any fee or other money payable to the Association by the member.~~ ^{CAP1-Exclude-Voluntary-Invoices}

59.8.c. ~~must not have any other overdue debts to the Association at the time of the general meeting.~~ ^{CAP1-Exclude-Voluntary-Invoices} debts-cant-vote

59.9. ~~Debts of the following types are excluded for the purposes of rule 59.8.c —~~ ^{CAP1-Exclude-Voluntary-Invoices}

59.9.a. ~~Pledged donations to a donation drive.~~ ^{CAP1-Exclude-Voluntary-Invoices}

- 59.10. If a general meeting is adjourned as per rule 57, only people who were eligible to vote at the first session of the meeting, will be eligible to vote when the meeting resumes. ^{CAP1-Exclude-Voluntary-Invo}

60 When special resolutions are required

- 60.1. A special resolution is required if it is proposed at a general meeting — ^{when-special-resolutions-are-required} ^{special-resolution-requ}
- 60.1.a. to affiliate the Association with another body; or
 - 60.1.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.
- 60.2. ^{Subrule}^{proofing} 60.1 does not limit the matters in relation to which a special resolution may be proposed.

Note

Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following —

- (a) to adopt (the) model rules (section 29(1));
- (b) to alter its rules, including changing the name of the association (section 30(1));
- (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its incorporation (section 129).

61 Determining whether resolution carried

- 61.1. In this rule — ^{determining-whether-resolution-carried}
- poll** means the process of voting in relation to a matter that is conducted in writing.
- 61.2. Subject to ^{subrule}^{proofing} 61.4, 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 — ^{chairperson-declare-resolution-based-on-show-of-hands}
- 61.2.a. carried; or
 - 61.2.b. carried unanimously; or
 - 61.2.c. carried by a particular majority; or
 - 61.2.d. lost.

- 61.3. If the resolution is a special resolution, the declaration under ~~subrule~~^{rule}^{proofing} 61.2 must identify the resolution as a special resolution.
- 61.4. 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 — ~~if poll on any question is demanded~~
- 61.4.a. the poll must be taken at the meeting in the manner determined by the chairperson;
- 61.4.b. the chairperson must declare the determination of the resolution on the basis of the poll.
- 61.5. If a poll is demanded on the election of the committee [36]: Variance from the model rules, which state "chairman", not "committee". or on a question of an adjournment, the poll must be taken immediately.
- 61.6. 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.
- 61.7. A declaration under ~~subrule~~^{rule}^{proofing} 61.2 or 61.4 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.

62 Minutes of general meeting

minutes-of-general-meeting

- 62.1. The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- 62.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 62.3. In addition, the minutes of each annual general meeting must record —
- 62.3.a. the names of the ordinary members attending the meeting; and
- 62.3.b. any proxy forms given to the Secretary of the meeting under rule 54.8; and
- 62.3.c. the financial statements or financial report presented at the meeting, as referred to in rule 51.3.b.ii or 51.3.b.iii; and
- 62.3.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 51.3.b.iv.
- 62.4. The minutes of a general meeting must be entered in the Association's minute record within 7 days [37]: Variance to model rules - 30 days after the meeting is held.
- 62.5. The chairperson must ensure that the minutes of a general meeting are reviewed as correct by a motion of the next general meeting. [38]: Variance to model rules - review. (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.
- 62.6. When the minutes of a general meeting have been signed [39]: As per rule above, minutes are never "signed" as correct they are, in the absence of evidence to the contrary, taken to be proof that —

- 62.6.a. the meeting to which the minutes relate was duly convened and held; and
- 62.6.b. the matters recorded as having taken place at the meeting took place as recorded;
and
- 62.6.c. any election or appointment purportedly made at the meeting was validly made.

Part 7 - FINANCIAL MATTERS

part-7-financial-matters

63 Source of funds

source-of-funds

The funds of the Association may be derived from entrance fees, subscriptions [\[40\]: Variation from the model rules, which say "annual subscriptions"](#), donations, fund-raising activities, grants, interest and any other sources approved by the committee.

64 Control of funds

control-of-funds

- 64.1. 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.
- 64.2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- 64.3. The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit or specified purpose without requiring approval from the committee for each item on which the funds are expended.
- 64.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - 64.4.a. 2 committee members; or
 - 64.4.b. one committee member and a person authorised by the committee.
- 64.5. All funds of the Association must be deposited into the Association's account within 10 working days after their receipt unless otherwise approved by the by-laws. [\[41\]: Variation from the model rules, which have: All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.](#)

65 Financial statements and financial reports

financial-statements-and-financial-reports

- 65.1. For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met. committee-ensure-financial-requirements-met
- 65.2. Without limiting ~~subrule~~^{proofing} 65.1, those requirements include —
 - 65.2.a. if the Association is a tier 1 association, the preparation of the financial statements; and
 - 65.2.b. if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - 65.2.c. if required, the review or auditing of the financial statements or financial report, as applicable; and

- 65.2.d. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- 65.2.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.

Note

Notes for this rule:

1. Under section 66 of the Act, an incorporated association must keep financial records that —
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
2. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

Part 8 - GENERAL MATTERS

part-8-general-matters

66 By-laws

by-laws

- 66.1. The ~~committeemanagement committee~~^{proofing} shall have the power to make, alter and rescind any by-laws that ~~the committee~~^{it} ~~considers necessary for the effective administration of the Association~~^{proofing}. provided that no by-law may be inconsistent with the rules of the Association^{proofing}. [42]: This clause is additional to those in the Model Rules. In the model rules, by-laws can only be made by resolution at a general meeting.
- 66.2. The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- 66.3. By-laws may —
- 66.3.a. provide for the rights and obligations that apply to any classes of membership approved under rule 8; and
 - 66.3.b. impose restrictions on the committee's powers, including the power to dispose of the ~~Association's~~^{association's} ~~assets;~~^{proofing} and
 - 66.3.c. impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the ~~Association's~~^{association's} ~~accounts;~~^{proofing} and ~~by-law may impose financial reporting requirements~~
 - 66.3.d. provide for any other matter the ~~Association~~^{association} ~~considers necessary or convenient to be dealt with in the by-laws.~~^{proofing}
- 66.4. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules. ~~by-law-no-effect-if-inconsistent-with-act~~
- 66.5. Without limiting rule 66.4, a by-law made for the purposes of rule 66.3.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.
- 66.6. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

67 Executing documents

executing-documents

[43]: Differs from model rules relating to "Executing documents and common seal" because the Association does not have a common seal.

- 67.1. The Association may execute a document if the document is signed by —
- 67.1.a. 2 committee members; or
 - 67.1.b. one committee member and a person authorised by the committee.
- 67.2. The secretary must make a written record of each document executed.

68 Giving notices to members

giving-notices-to-members

68.1. In this rule —

recorded means recorded in the register of members.

68.2. 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 —

68.2.a. sent by electronic transmission to an appropriate recorded electronic address of the member; or [44]: Differs from model rules in that "facsimile" is eliminated as an option, and items a), b) and c) are in a different order. OK.

68.2.b. delivered by hand to the recorded physical address of the member; or

68.2.c. sent by prepaid post to the recorded postal address of the member.

69 Custody of books and securities

custody-of-books-and-securities

69.1. Subject to **subrule**^{proofing} 69.2, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control. | ^{secretary-keeps-custody-of-books-and-securities}

69.2. 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. | ^{treasurer-keeps-custody-of-financial-records}

69.3. **Subrules**^{proofing} 69.1 and 69.2 have effect except as otherwise decided by the committee.

69.4. The books of the Association must be retained for at least 7 years.

70 Record of office holders

record-of-office-holders

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

Note

Note for this rule:

Section 58 of the Act —

(a) sets out the details of the record that an incorporated association must maintain of the committee members and certain others; and

(b) provides for members to inspect, make a copy of or take an extract from the record; and

(c) prohibits a person from disclosing information in the record except for authorised purposes.

71 Inspection of records and documents

inspection-of-records-and-documents

71.1. **Subrule**^{proofing} 71.2 applies to a member who wants to inspect —

- 71.1.a. the register of members under section 54(1) of the Act; or
- 71.1.b. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- 71.1.c. any other record or document of the association. ^{any-other-record}
- 71.2. The member must contact the secretary to make the necessary arrangements for the inspection. ^{member-contact-secretary-for-inspection}
- 71.3. The inspection must be free of charge.
- 71.4. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- 71.5. The member may make a copy of or take an extract from a record or document referred to in **subrule** ^{proofing} 71.1.c but does not have a right to remove the record or document for that purpose.

Note

Note for this subrule:

Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

- 71.6. The member must not use or disclose information in a record or document referred to in **subrule** ^{proofing} 71.1.c except for a purpose —
 - 71.6.a. that is directly connected with the affairs of the Association; or
 - 71.6.b. that is related to complying with a requirement of the Act.

Note

Note for this subrule:

Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

72 Publication by committee members of statements about Association business prohibited

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

- 72.1. the committee member has been authorised to do so at a committee meeting; and
- 72.2. the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

73 Distribution of surplus property on cancellation of incorporation or winding up

distribution-of-surplus-property-on-cancellation-of-incorporation-or-winding-up

73.1. In this rule -

surplus property, in relation to the Association, means property remaining after satisfaction of —

73.1.a. the debts and liabilities of the Association; and

73.1.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.~~^{proofing}

~~but does not include books relating to the management of the Association.~~^{proofing}

73.2. 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.

73.3. ~~If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made —~~^{CAP3-Community-Shed}

~~73.3.a. gifts of money or property for the principal purpose of the organisation;~~^{CAP3-Community-Shed}

~~73.3.b. contributions made in relation to an eligible fundraising event held for the principal purpose of the Association~~^{CAP3-Community-Shed}

~~73.3.c. money received by the Association because of such gifts and contributions~~^{CAP3-Community-Shed}

73.4. ~~If the Association is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets —~~^{CAP3-Community-Shed}

~~73.4.a. must not be distributed to the members or former members of the Association, and~~^{CAP3-Community-Shed}

~~73.4.b. subject to the requirements of Australian laws and any Australian court order, must be distributed to another organisation or other organisations, with similar purposes, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.~~^{CAP3-Community-Shed}

Note

Note for this rule:

Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated association may be distributed on the cancellation of the incorporation or the winding up of the association. Part 9 of the Act deals with the winding up of incorporated associations, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated associations.

Note

(CAP3-Community-Shed)

Subrules (3) and (4) use the recommended language from the ATO's Community Sheds help sheet.

74 Alteration of rules

alteration-of-rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

Note

Note for this rule:

Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association. Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

Revision history

List of changes

Replaced (proofing): Terms used	1
Replaced (proofing): Application of division	2
Replaced (proofing): committee	2
Replaced (proofing): holders	2
Deleted (CAP5-Meeting-At-More-Than-One-Place): Use of technology to be present at general meetings	
Added (CAP5-Meeting-At-More-Than-One-Place): General meeting at more than one place	3
Added (CAP3-Community-Shed): thus	5
Deleted (CAP3-Community-Shed): The objects of the Association are:	7
Added (CAP3-Community-Shed): The dominant purpose of the Association is to adva [...]	7
Added (CAP3-Community-Shed): The Association pursues this purpose by encouragi [...]	7
Added (CAP3-Community-Shed): The objects of the Association, which fulfil its purp [...]	7
Replaced (proofing): Terms used	9
Deleted (proofing): / chair	9
Replaced (proofing): committee	9
Replaced (proofing): holders	9
Added (proofing): ,	10
Added (proofing): ,	10
Added (CAP4-Corporate-Members): (including a body corporate)	10
Replaced (proofing): office holder	10
Replaced (proofing): 28.2	10
Replaced (proofing): subrule	11
Deleted (CAP3-Community-Shed): is at least 18 years of age and	14
Replaced (proofing): Association	14
Replaced (CAP3-Community-Shed): The applicant must specify in the application the cl [...]	14
Added (CAP3-Community-Shed): The applicant must meet the eligibility criteria, defi [...]	14
Added (CAP3-Community-Shed): An individual who has not reached the age of 18 ye [...]	14

Added (CAP3-Community-Shed): An individual who has not reached the age of 18 ye [...]	14
Added (CAP3-Community-Shed): ; and	14
Added (CAP3-Community-Shed): is eligible for the class of membership they have ap [...]	14
Added (CAP3-Community-Shed): The committee may only reject applications for the [...]	14
Added (CAP3-Community-Shed): the committee cannot accept the application becaus [...]	14
Added (CAP3-Community-Shed): the committee determines that the Association's ov [...]	14
Added (CAP3-Community-Shed): the committee determines that the Association's me [...]	14
Added (CAP3-Community-Shed): the applicant has previously been expelled from the [...]	14
Added (CAP3-Community-Shed): the applicant has previously ceased to be a member [...]	14
Added (CAP3-Community-Shed): the applicant has acted detrimentally to the interests [...]	15
Added (CAP4-Corporate-Members): if the applicant is a body corporate - for any reason.	15
Added (CAP3-Community-Shed): accept or	15
Added (CAP3-Community-Shed): the committee accepts the application; and	15
Replaced (proofing): 12	15
Replaced (proofing):	15
Deleted (proofing): the committee accepts the application at a committe [...]	15
Deleted (proofing): or entity	15
Replaced (proofing): subrule	15
Added (proofing): ordinary	15
Replaced (proofing): class of associate membership	15
Added (CAP4-Corporate-Members): for a member that is a body corporate, the body cor [...]	16
Added (CAP7-Membership-Fees): The entrance fee (if any) and the membership fee (if [...]	16
Added (CAP7-Membership-Fees): determined by the committee; and	16
Added (CAP7-Membership-Fees): approved at a general meeting.	16
Added (CAP7-Membership-Fees): The committee must determine the acceptable sche [...]	17
Added (CAP7-Membership-Fees): The fees determined under subrules 12.1 and 12.2 m [...]	17
Deleted (CAP7-Membership-Fees): The committee must determine the entrance fee (if [...]	17
Deleted (CAP7-Membership-Fees): The membership fee and payment schedule will be [...]	17
Deleted (CAP7-Membership-Fees): All members must pay the membership fees on the [...]	17
Replaced (proofing): subrule	17
Replaced (CAP7-Membership-Fees): membership fee for the relevant class of membership	17

Replaced (proofing): subrule	17
Added (proofing): (if applicable)	17
Added (proofing): a	17
Deleted (proofing): (Pt 4)	19
Replaced (proofing): member ,	19
Replaced (proofing): proposed suspension or expulsion	22
Replaced (proofing): subrule	23
Replaced (proofing): subrule	23
Replaced (proofing): The grievance procedure applies to disputes —	24
Replaced (proofing): subrule	25
Replaced (proofing): 22.1.c	25
Replaced (proofing): subrule	25
Replaced (proofing): Application of division	25
Deleted (proofing): (Pt 4, Div 4)	25
Replaced (proofing): 16.7	25
Replaced (proofing): 21.5.b.ii	25
Deleted (proofing): (Pt 4, Div 4)	25
Deleted (proofing): Rule 22- applies if written notice has been given to [...]	25
Deleted (proofing): by a member under rule 16.6; or	25
Replaced (proofing): 21.5.b.ii	25
Deleted (proofing): by a party to a dispute under rule 21.5.b.ii [...]	25
Replaced (proofing): 16.7	25
Replaced (proofing): 21.5.b.ii	25
Replaced (proofing): subrule	26
Replaced (proofing): subrules	26
Replaced (proofing): 16.7	26
Replaced (proofing): 21.5.b.ii	26
Replaced (proofing): 16.7	27
Added (proofing): (if any)	28
Replaced (proofing): committee	28
Replaced (proofing): holders	28

Replaced (proofing): subrule	28
Replaced (proofing): subrule	30
Added (CAP2-Permissive-Written-Notice-For-Committee): and 33.3	30
Replaced (CAP2-Permissive-Written-Notice-For-Committee): notifying	30
Replaced (CAP2-Permissive-Written-Notice-For-Committee): Each nomination must be supported by a se	
Added (CAP2-Permissive-Written-Notice-For-Committee): Notices to the secretary for the purposes of ru	
Added (CAP2-Permissive-Written-Notice-For-Committee): A written notice; or	30
Added (CAP2-Permissive-Written-Notice-For-Committee): A notice sent to the secretary using an online o	
Replaced (CAP2-Permissive-Written-Notice-For-Committee): (deleted.)	31
Added (proofing): rule	31
Replaced (proofing): holders	32
Replaced (proofing): holders	32
Replaced (proofing): committee	32
Replaced (proofing): holders	32
Added (RC): to the position	32
Replaced (proofing): member	32
Deleted (proofing): committee	32
Deleted (proofing): committee	32
Deleted (proofing): committee	32
Deleted (proofing): committee	32
Replaced (proofing): a	32
Deleted (proofing): committee	32
Replaced (proofing): subrule	33
Replaced: committee	35
Added (CAP5-Meeting-At-More-Than-One-Place): (and, if the meeting is to be held in two or more pla [.	
Replaced (proofing): subrule	35
Replaced (proofing): A member	36
Replaced (proofing): subrule	36
Deleted (CAP5-Meeting-At-More-Than-One-Place): Participation in meetings via electronic communica [.	
Replaced (CAP5-Meeting-At-More-Than-One-Place): subrule	36
Deleted (CAP5-Meeting-At-More-Than-One-Place): A member who participates in a committee meeting [.	

Added (CAP5-Meeting-At-More-Than-One-Place): If a committee meeting is held in two or more places [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): a member present at one of the places is taken to be [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): the chair of that meeting may determine at which [...]	
Deleted (proofing): Quorum for a Committee Meeting is stated in Guid [...]	36
Replaced (proofing): subrule [...]	36
Deleted (CAP6-Delete-Further-Delay-Clauses): the committee members present may elect to wait [...]	37
Replaced (proofing): subrule [...]	37
Replaced (proofing): minute book [...]	37
Added (proofing): and approved [...]	37
Replaced (proofing): must [...]	40
Replaced (proofing): subrule [...]	41
Replaced (proofing): subrule [...]	41
Replaced (proofing): subrule [...]	41
Added (CAP5-Meeting-At-More-Than-One-Place): and if the meeting is to be held in two or more plac [...]	
Replaced (proofing): subrule [...]	42
Replaced (proofing): 53 [...]	43
Deleted (CAP5-Meeting-At-More-Than-One-Place): Use of technology to be present at general meetings [...]	43
Deleted (CAP5-Meeting-At-More-Than-One-Place): Participation in meetings via electronic communica [...]	
Replaced: subrule [...]	43
Deleted (CAP5-Meeting-At-More-Than-One-Place): A member who participates in a general meeting as [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): General meeting at more than one place [...]	43
Added (CAP5-Meeting-At-More-Than-One-Place): A general meeting may be held in two or more plac [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): gives the members as a whole in those places a reas [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): enables the chair of the meeting to be aware of proc [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): enables the members in each place to vote on a show [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): If a general meeting is held in two or more places [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): a member present at one of the places is taken to be [...]	
Added (CAP5-Meeting-At-More-Than-One-Place): the chair of that meeting may determine at which [...]	
Deleted (proofing): Quorum for a committee meeting is stated in Guida [...]	43
Deleted (CAP6-Delete-Further-Delay-Clauses): the members present may elect to wait up to anothe [...]	
Replaced (proofing): subrule [...]	44

Replaced (proofing): lesser	44
Replaced (proofing): subrule	44
Replaced (proofing): subrule	45
Added (CAP4-Corporate-Members): unless the member may also vote on behalf of a bod [...]	45
Added (CAP4-Corporate-Members): An ordinary member that is a body corporate may, [...]	45
Added (CAP4-Corporate-Members): A copy of the document by which the appointment [...]	45
Added (CAP4-Corporate-Members): The appointment has effect until —	45
Added (CAP4-Corporate-Members): the end of any general meeting to which the appoin [...]	45
Added (CAP4-Corporate-Members): the appointment is revoked by the body corporate [...]	45
Replaced (CAP4-Corporate-Members): or on behalf of an ordinary member that is a body [...]	45
Replaced (CAP1-Exclude-Voluntary-Invoices): must have paid the membership fee for the period [...]	45
Added (CAP1-Exclude-Voluntary-Invoices): must not have any other overdue debts to the Asso [...]	45
Added (CAP1-Exclude-Voluntary-Invoices): Debts of the following types are excluded for the pu [...]	45
Added (CAP1-Exclude-Voluntary-Invoices): Pledged donations to a donation drive. . . .	45
Added (CAP1-Exclude-Voluntary-Invoices): If a general meeting is adjourned as per rule 57, only [...]	46
Replaced (proofing): Subrule	46
Replaced (proofing): subrule	46
Replaced (proofing): subrule	47
Replaced (proofing): subrule	47
Replaced (proofing): subrule	49
Replaced (proofing): committee	51
Replaced (proofing): the committee	51
Replaced (proofing): Association	51
Replaced (): the Association	51
Replaced:	51
Replaced (proofing): Association's	51
Replaced (proofing): Association's	51
Replaced (proofing): Association	51
Replaced (proofing): subrule	52
Replaced (proofing): Subrules	52
Replaced (proofing): Subrule	52

Replaced (proofing): subrule	53
Replaced (proofing): subrule	53
Deleted (proofing): but does not include books relating to the managem [...]	54
Added (proofing): but does not include books relating to the managem [...]	54
Added (CAP3-Community-Shed): If the Association is wound up or its endorsement [...]	54
Added (CAP3-Community-Shed): gifts of money or property for the principal purpose [...]	54
Added (CAP3-Community-Shed): contributions made in relation to an eligible fundrai [...]	54
Added (CAP3-Community-Shed): money received by the Association because of such [...]	54
Added (CAP3-Community-Shed): If the Association is wound up, after it has paid all [...]	54
Added (CAP3-Community-Shed): must not be distributed to the members or former [...]	54
Added (CAP3-Community-Shed): subject to the requirements of Australian laws and [...]	54