

Constitution of Perth Artifactory Inc

December 8, 2022

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Guidance Notes^{proofing}

- A. The name of the Association is: Perth Artifactory Inc.
- B. The objects of the Association are:
- promote the creative use of technology;
 - establish, maintain, and equip a shared work space for its members;
 - 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.
- C. 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. Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.
- E. The Association's financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

[1] Call this section "Guidance Notes" for now, because (correct or not) that is how items C and D are called out in the text. This should be revised.

[RC 1] Is this broad enough to cover purchasing, maintaining and repairing equipment and materials?

Part 1 - PRELIMINARY

1 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 65;
 - **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; _____
 - **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; _____
 - **financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;
 - **financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;
 - **financial year** of the Association, has the meaning given in rule 3;
 - **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 who is an ordinary member or an associate member of the Association; _____
 - **ordinary committee member** means a committee member who is not an office holder of the Association under ~~28.2~~^{rule 28.1}^{proofing};

[2] "Executive committee" is not used anywhere in this document. Is it used in bylaws? Suggest deleting this term.

[3] Need some formatting help here. These should be labelled i) and ii).

[4] Variance from model rules - model rules permit body corporates to be members.

- **office holder~~officer bearer~~**^{proofing} – refers to the Chairperson, Treasurer, Secretary, Vice Chairperson
- **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.

[5] 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 sub-rule 28.2.

2 Purpose/Objects

The Purpose of the Association is to encourage and facilitate creative use of technology. The objects of the Association are to:

- 2.1. promote the creative use of technology;
- 2.2. establish, maintain, and equip a shared work space for its members;
- 2.3. provide work space, storage, and other resources for the creative and artistic use of technology;
- 2.4. foster a collaborative, inclusive, safe, and creative environment for artistic and technological projects;
- 2.5. educate and train its members in skills relevant to its objects;
- 2.6. organise educational, social and cultural events to promote the creative use of technology;

[6] This is a duplicate of what is in the "guidance notes". Should be de-duplicated.

- 2.7. raise funds to support its other objects;
- 2.8. communicate and collaborate with others with similar objectives.

3 Financial year

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

Part 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

4 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~~^{proofing} 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 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

[proofing 1] Informational note added.

5(1) of the Act.

Part 3 - MEMBERS

Division 1 - Membership

Text of Model Rules:

4. Eligibility for membership

(1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.

(2) An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

5. Applying for membership

Note: (1) A person who wants to become a member must apply in writing to the Association.

(2) The application must include a member's nomination of the applicant for membership.

(3) The application must be signed by the applicant and the member nominating the applicant.

(4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

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

5 Applying for Membership

5.1. Any person who is at least 18 years of age and supports the objects or purposes of the Association is eligible to apply to become a member.

5.2. A person who wishes to become a member of the Association must submit an application to the Committee.

5.3. The applicant must specify in the application the class of membership.

6 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.

6.2. 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 —

[8] Variance to model rules: subrule about considering applications "in the order they are received" is deleted.

6.3.a. is eligible under rule 5.1; and

6.3.b. has applied under rule 5.2.

6.4. The committee must notify the applicant of the committee's decision to reject an application as soon as practicable after making the decision.

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

[9] Variance to model rules: Rule about rejecting applications is deleted.

[10] Variance to model rules: model rules require both acceptance or rejection to be notified.

7 Becoming a member

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

a) ~~the committee accepts the application at a committee meeting or as stated in the by-laws; and~~^{proofing}

b) the applicant pays any membership fees payable to the Association under rule ~~1212.4~~^{proofing}; ~~and~~^{proofing}

c) ~~the committee accepts the application at a committee meeting or as stated in the by-laws.~~^{proofing}

[11] Variance to model rules: The model rules simply say "the committee accepts the application."

8 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 can only hold one class of membership.

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.

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

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.

[12] Variances to model rules: Many. Notable are that there is no restriction on age of ordinary members (restricting our ability to have junior / student members) and that there is no provision for members who are bodies corporate (e.g. corporate sponsors). The committee can also limit membership numbers.

9 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. the person resigns from the Association under rule 10;
- 9.1.c. the person is expelled from the Association under rule 16;
- 9.1.d. the person ceases to be a member under rule 12.5

[13] Variance to model rules: Clause about body corporates is deleted. Reinsert so we can accomodate corporate members.

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

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. _____

[14] 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. _____

[15] 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

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

Division 2 - Membership fees

12 Membership fees

12.1. 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.

[16] Variances to the model rules: many. This section needs a bit of love.

12.2. The membership fee and payment schedule will be fixed by the Management Committee, subject to review by the members at a general meeting.

[17] Note the literal meaning of this phrasing is that the committee can determine the "period of the membership

- 12.3. All members must pay the membership fees on the schedule set by the Management Committee.
- 12.4. 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.
- 12.5. 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.
- 12.6. If a person who has ceased to be a member under ~~subrule~~^{proofing} 12.5 offers to pay the appropriate membership fee relevant to their membership level after the period referred to in that ~~subrule~~^{proofing} has expired —
- 12.6.a. the committee may, at its discretion, accept that payment; and
- 12.6.b. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

[18] For consistency this should be "the fee relevant to their class of membership" rather than "membership level", a term which is not defined anywhere in this document.

Division 3 - Register of members

13 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. _____
- 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,

[19] 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.

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

Division 1 - Term used

14 Term Used: Member

In this Part ~~(Pt 4)~~^{proofing} —
~~member~~^{member}^{proofing} in relation to a member who is expelled from the Association, includes former member.

Division 2 - Disciplinary action

15 Emergency Temporary Suspension

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

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

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

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.
- 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 16.6](#), give written notice to the secretary requesting the appointment of a mediator under rule 24.
- 16.8. If notice is given under [subrule 16.7](#), the member who gives the notice and the committee are the parties to the mediation.

17 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

18 Terms Used

In this Division —

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.

[21] Some formatting help needed here.

19 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

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

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,

the committee must not determine the dispute.

22 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.

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~~^{proofing} 22.1.c~~22.1.b~~^{proofing}, give written notice to the secretary requesting the appointment of a mediator under rule 24.

22.4. If notice is given under ~~subrule~~^{proofing} 22.3, each party to the dispute is a party to the mediation.

Division 4 - Mediation

23 ~~Application of division~~Appointment of mediator^{proofing}

23.1. This Division ~~(Pt 4, Div 4)~~^{proofing} 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~~^{proofing}16.6; or

23.1.b. by a party to a dispute under rule ~~21.5.b.ii~~^{proofing}21.5.b.i or 22.3.

23.2. If this Division ~~(Pt 4, Div 4)~~^{proofing} applies, a mediator must be chosen or appointed under rule 24.

24 Appointment of mediator

24.1. ~~Rule 22—applies if written notice has been given to the secretary requesting the appointment of a mediator —~~

[proofing 2] Duplicate text

24.1.a. ~~by a member under rule 16.6; or~~

24.1.b. ~~by a party to a dispute under rule 21.5.b.ii~~^{proofing}21.5.b.i or 22.3.

[proofing 3] Duplicate text

24.2. The mediator must be a person chosen —

[proofing 4] Duplicate text

24.2.a. if the appointment of a mediator was requested by a member under rule ~~16.7~~^{proofing}16.6 — by agreement between the Member and the committee; or

24.2.b. if the appointment of a mediator was requested by a party to a dispute under rule ~~21.5.b.ii~~^{proofing}21.5.b.i or 22.3 — by agreement between the parties to the dispute.

24.3. If there is no agreement for the purposes of ~~subrule~~^{proofing}rule 24.2.a or 24.2.b, then, subject to ~~subrules~~^{proofing}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 —

24.4.a. a member under rule ~~16.7~~^{proofing}16.6; or

24.4.b. a party to a dispute under rule ~~21.5.b.ii~~^{proofing}21.5.b.i; 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 —

- 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

- 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 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.

[proofing 5] Informational note added.

26 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

Division 1 - Powers of Committee

27 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

28 Committee members

- 28.1. The Management Committee must consist of at least 5 but not more than 10 members. _____
- 28.2. The following are the office ~~holders~~bearers^{proofing} of the Association —
- 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 —
- 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. _____

[22] 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.

[23] Variance to the model rules. Why does the term "executive committee" need to be defined?

29 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

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

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

32 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

- 33.1. At least 21 days before an annual general meeting, the secretary must send written notice to all the members —

[24] Variance to model rules: 42 days.

- 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.^{RC}

33.2. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.

[25] Variance to

33.3. The written notice must include a statement by another member in support of the nomination.

[26] CAP to change this so nominations can be recieved by electronic communications.

33.4. A member may nominate to be a committee member.

33.5. 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.

[27] Variance to moel rules: A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

34 Election of ordinary committee members

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.

[28] Variance to Model Rules: No clause about nominations for specific offices.

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 —

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

[RC 2] Clause is not in model laws. Is it necessary, or does s.54 cover this

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

[29] 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.

34.3. 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.

[30] Refer to this from the Annual General Meeting section, so all provisions for the AGM are in the same section.

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.

[31] Variance to model rules: the ordinary members at the meeting must

35 Election of office holdersbearers^{proofing}

- 35.1. The office holdersbearers^{proofing} of the Association are determined by the elected committee after the annual general meeting. _____
- 35.2. The newly elected committeeCommittee^{proofing} must decide by vote on office holdersbearers^{proofing} of the Association and any other officers/roles for the Association. _____
- 35.3. If there is no nomination for a position, the chairperson of the meeting 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 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 a^{the}^{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. _____

[34] 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.

[RC 3] do we want to be able to have ordinary members fill positions other than office bearers? How do ordinary members nominate? Clarify this in relation to s.49

[35] Taken literally, this would mandate that we must appoint all officers and roles (even things like the Member Storage Officer) at the first meeting. intended.

[RC 4] Do we specify how this role (chairperson of the meeting) is decided?

[RC 5] Is this wording intentional? Other places leave it open for ordinary members to fill positions

[RC 6] insert after 35.2, and a clause that the chairperson is the first elected.

36 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

- 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

37.3.b. elect a member who is eligible under rule 28.3 to fill the vacant position.

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

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. _____

Note:

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

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.

[36] 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.

[proofing 6] Informational note added.

- 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 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

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

- 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** 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.

[37] 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??

Division 4 - Committee meetings

42 Committee meetings

- 42.1. The **committeeManagement Committee** will meet at least once every two months. _____
- 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. _____
- 42.3. Special committee meetings may be convened by the chairperson or any 3 committee members. _____

[38] 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

43 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 must describe the general nature of the business to be conducted at the meeting.
- 43.3. Unless ~~subrule~~^{ruleproofing} 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.

44 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~~^{Membersproofing} or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- 44.6. A person invited under ~~subrule~~^{ruleproofing} 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.

[40] Badly drafted.
Tighten this up.

- 45.2. A member who participates in a committee meeting as allowed under ~~subrule~~^{ruleproofing} 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.

46 Quorum for committee meetings

- 46.1. Quorum for a Committee Meeting is stated in Guidance Note D _____

- 46.2. Subject to ~~subrule~~^{ruleproofing} 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 —

- 46.3.a. the committee members present may elect to wait up to another 60 minutes for the quorum to be present _____

- 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.

- 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~~^{ruleproofing} 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

- 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.

[41] Revise constitution to clarify what "Guidance Notes" are intended to refer to.

[42] Variance to model rules - no such clause. Suggest this is deleted.

48 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 record within 7 days after the meeting is held. _____

48.4. The committee must ensure that the minutes of a committee meeting are reviewed as correct by a motion at the next committee meeting. _____

48.5. When the minutes of a committee meeting have been accepted 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 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

49 Subcommittees and subsidiary offices

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;
- 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.

[43] Variation to model rules: "Minute book" instead of "minute record". Seems like a well-meaning change, however the entire rest of the document refers to "books" as defined at the start. Suggest this be changed back to "minute book". Also, 7 days instead of 30 days.

[44] 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

[45] Variation to model rules: "accepted" vs "signed"

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

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

51 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.

[46] Variation from the model rules, which allows for AGMs to be held later than 3 months

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

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;

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;

51.3.c. to elect the 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.

[47] Variation from the model rules - "To elect the office holders of the Association and other committee members".

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.

[proofing 9] Informational note added.

52 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
 - 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 [subrule 52.3.a](#)^{proofing}
- 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.
- 52.6. A special general meeting convened by members under [subrule 52.5](#)^{proofing} —
- 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

- 53.1. The secretary or, in the case of a special general meeting convened under [subrule 52.5](#)^{proofing}, 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
 - 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 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.

[proofing 10] Informational note added.

54 Proxies

- 54.1. Subject to ~~subrule~~^{proofing} 54.2, an ordinary member may appoint an individual who is an ordinary member 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.
- 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 53 ^{proofing} must —
 - 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 before the commencement of the general meeting for which the proxy is appointed.

[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.

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

55.1. Participation in meetings via electronic communications technology shall be considered attendance if acceptable to the Secretary and Chair.

55.2. A member who participates in a general meeting as allowed under ~~sub-rule~~^{proofing} 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.

[48] This clause varies from the Model Rules for no really good reason.

56 Presiding member and quorum for general meetings

56.1. Quorum for a committee meeting is stated in Guidance Note E.

56.2. The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.

56.3. 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.

56.4. No business is to be conducted at a general meeting unless a quorum is present.

56.5. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —

56.5.a. the members present may elect to wait up to another 60 minutes for the quorum to be present; or

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

56.5.c. in the case of the annual general meeting — the meeting is adjourned to —

56.5.c.i. the same time and day in the following week; and

56.5.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.

56.6. If —

56.6.a. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under ~~sub-rule~~^{proofing} 56.5.c; and

56.6.b. the ~~lesser~~^{proofing} of 10 or 10% ordinary members are present at the meeting,

those members present are taken to constitute a quorum.

[49] Revise constitution to clarify what "Guidance Notes" are intended to refer to.

[50] Variance to the model rules, which have no such clause. Suggest deleting this clause.

[51] Variance to model rules - "at least 2 ordinary members are present at the meeting,"

57 Adjournment of general meeting

- 57.1. 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.
- 57.2. Without limiting ~~subrule~~^{ruleproofing} 57.1, a meeting may be adjourned —
- 57.2.a. if there is insufficient time to deal with the business at hand; or
 - 57.2.b. to give the members more time to consider an item of business.
- 57.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 57.4. 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.

58 Voting at general meeting

- 58.1. On any question arising at a general meeting —
- 58.1.a. subject to ~~subrule~~^{ruleproofing} 58.3, each ordinary member has one vote; and
 - 58.1.b. ordinary members may vote personally or by proxy.
- 58.2. 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.
- 58.3. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 58.4. 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.
- 58.5. For a person to be eligible to vote at a general meeting as an ordinary member, they
- 58.5.a. must have been an ordinary member at the time notice of the meeting was given under rule 53; and
 - 58.5.b. must have paid any fee or other money payable to the Association by the member. _____

[52] 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).

[53] Subject of a CAP.

59 When special resolutions are required

59.1. A special resolution is required if it is proposed at a general meeting —

- 59.1.a. to affiliate the Association with another body; or
- 59.1.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.

59.2. ~~Subrule~~^{proofing} 59.1 does not limit the matters in relation to which a special resolution may be proposed.

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).

[proofing 11] Informational note added.

60 Determining whether resolution carried

60.1. In this rule —

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

60.2. Subject to ~~subrule~~^{proofing} 60.4, 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 —

- 60.2.a. carried; or
- 60.2.b. carried unanimously; or
- 60.2.c. carried by a particular majority; or
- 60.2.d. lost.

60.3. If the resolution is a special resolution, the declaration under ~~subrule~~^{proofing} 60.2 must identify the resolution as a special resolution.

60.4. 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 —

- 60.4.a. the poll must be taken at the meeting in the manner determined by the chairperson;
- 60.4.b. the chairperson must declare the determination of the resolution on the basis of the poll.
- 60.5. If a poll is demanded on the election of the committee or on a question of an adjournment, the poll must be taken immediately.
- 60.6. 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.
- 60.7. A declaration under ~~subrule~~^{ruleproofing} 60.2 or 60.4 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.

[54] Variance from the model rules, which state "chairman", not "committee".

61 Minutes of general meeting

- 61.1. The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- 61.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 61.3. In addition, the minutes of each annual general meeting must record —
 - 61.3.a. the names of the ordinary members attending the meeting; and
 - 61.3.b. any proxy forms given to the Secretary of the meeting under rule 54.8; and
 - 61.3.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
 - 61.3.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.
- 61.4. The minutes of a general meeting must be entered in the Association's minute record within 7 days after the meeting is held.
- 61.5. The chairperson must ensure that the minutes of a general meeting are reviewed as correct by a motion of the next general meeting.
- 61.6. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - 61.6.a. the meeting to which the minutes relate was duly convened and held; and
 - 61.6.b. the matters recorded as having taken place at the meeting took place as recorded; and

[55] Variance to model rules - 30 days

[56] 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.

- 61.6.c. any election or appointment purportedly made at the meeting was validly made.

Part 7 - FINANCIAL MATTERS

62 Source of funds

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

[58] Variation from the model rules, which say "annual subscriptions".

63 Control of funds

63.1. 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.

63.2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.

63.3. 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.

63.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —

63.4.a. 2 committee members; or

63.4.b. one committee member and a person authorised by the committee.

63.5. 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. _____

[59] 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.

64 Financial statements and financial reports

64.1. 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.

64.2. Without limiting ~~subrule~~^{proofing} 64.1, those requirements include —

64.2.a. if the Association is a tier 1 association, the preparation of the financial statements; and

- 64.2.b. if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
- 64.2.c. if required, the review or auditing of the financial statements or financial report, as applicable; and
- 64.2.d. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- 64.2.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.

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.

[proofing 12] Informational note added.

Part 8 - GENERAL MATTERS

65 By-laws

- 65.1. The ~~committeemanagementcommittee~~^{proofing} shall have the power to make, alter and rescind any by-laws that it considers necessary for the effective administration of the ~~Associationassociation~~^{proofing}, provided that no by-law may be inconsistent with the rules of the ~~Associationassociation~~^{proofing}.
- 65.2. The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- 65.3. By-laws may —
 - 65.3.a. provide for the rights and obligations that apply to any classes of membership approved under rule 8; and
 - 65.3.b. impose restrictions on the committee's powers, including the power to dispose of the ~~Association'sassociation's~~^{proofing} assets; and
 - 65.3.c. impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the ~~Association'sassociation's~~^{proofing} accounts; and
 - 65.3.d. provide for any other matter the ~~Associationassociation~~^{proofing} considers necessary or convenient to be dealt with in the by-laws.

[60] This needs revision.

[61] 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.

- 65.4. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 65.5. Without limiting rule 65.4, a by-law made for the purposes of rule 65.3.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.
- 65.6. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

66 Executing documents

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

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

67 Giving notices to members

- 67.1. In this rule —
- recorded** means recorded in the register of members.
- 67.2. 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 —
- 67.2.a. sent by electronic transmission to an appropriate recorded electronic address of the member; or
 - 67.2.b. delivered by hand to the recorded physical address of the member; or
 - 67.2.c. sent by prepaid post to the recorded postal address of the member.

[63] 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 Custody of books and securities

- 68.1. Subject to ~~subrule~~^{rule}^{proofing} 68.2, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- 68.2. 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.
- 68.3. ~~Subrules~~^{Rules}^{proofing} 68.1 and 68.2 have effect except as otherwise decided by the committee.
- 68.4. The books of the Association must be retained for at least 7 years.

69 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.

[proofing 13] Informational note added.

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.

70 Inspection of records and documents

70.1. ~~Subrule~~^{Rule}^{proofing} 70.2 applies to a member who wants to inspect —

70.1.a. the register of members under section 54(1) of the Act; or

70.1.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

70.1.c. any other record or document of the association.

70.2. The member must contact the secretary to make the necessary arrangements for the inspection.

70.3. The inspection must be free of charge.

70.4. 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.

70.5. The member may make a copy of or take an extract from a record or document referred to in ~~subrule~~^{rule}^{proofing} 70.1.c but does not have a right to remove the record or document for that purpose.

[proofing 14] Informational note added.

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).

70.6. The member must not use or disclose information in a record or document referred to in ~~subrule~~^{rule}^{proofing} 70.1.c except for a purpose —

70.6.a. that is directly connected with the affairs of the Association; or

70.6.b. that is related to complying with a requirement of the Act.

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).

[proofing 15] Informational note added.

71 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 —

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

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

72.1. In this rule -

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

- 72.1.a. the debts and liabilities of the Association; and
- 72.1.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}

- 72.2. 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.

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.

[proofing 16] Informational note added.

73 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 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.

[proofing 17] Informational note added.

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