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THE CHUNG WAH ASSOCIATION INCORPORATED

(Founded in 1910)

CONSTITUTION AND RULES

As updated and adopted 26 May 2019

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**CONSTITUTION AND RULES
OF THE CHUNG WAH ASSOCIATION INCORPORATED**

Western Australia

Part 1 — Name

1 Name of Association

The name of the Association is “The Chung Wah Association Incorporated”.

Part 2 — Definitions

2 Definitions

In these Rules unless the context otherwise forbids:

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

“**Associate Member**” means one of the persons referred to in Rule 13;

“**Association**” means the association referred to in Rule 1;

“**By-Laws**” means the administrative, day to day running regulations and orders of the Association as proclaimed by the Executive Committee;

“**Company**” includes all bodies or associations corporate or unincorporated;

“**Council of Elders**” means the council referred to in Rule 15;

“**Day**” means a calendar day;

“**Elder**” means an ordinary member and one of the persons referred to in Rule 15 (a)(ii);

“**Executive Committee**” means the management committee of the Association referred to in Rule 23;

“**Executive Committee Meeting**” means a meeting referred to in Rule 31;

“**Executive Committee Member**” means one of the persons referred to in Rule 25;

“Extraordinary General Meeting” means all general meetings other than the Annual General Meeting;

“Financial Year” means the year commencing in the 1st day of July and ending on the following 30th day of June;

“General Meeting” means a meeting convened under Rule 36;

“Group” means a group or association of Members pursuing a common field of interest in accordance with the purposes and objects of the Association and had been approved by the Executive Committee;

“Honorary Life Member” means one of the persons referred to in Rule 14;

“Internal Dispute” means one of the disputes referred to in Rule 54;

“Life Member” means one of the persons referred to in Rule 12;

“Members” mean those persons who form the various classes of membership of the Association detailed in Rule 9; and appear on the Register of Members according to Rule 6;

“Officer” means a member of the Executive Committee referred to in Rule 25;

“Ordinary Member” means one of the persons referred to in Rule 10;

“Ordinary Resolution” means a resolution other than a special resolution;

“Patron” means a person referred to in Rule 17;

“President” means the person referred to in Rule 25 (a) (i);

“Returning Officer” means a person appointed by the Executive Committee in Rule 43(a);

“Rules” means the Constitution and Rules of the Association as set out herein;

“Secretary” means the person referred to in Rule 25 (a) (iii);

“Special Resolution” has the meaning given by Rule 39;

“Sub-Committee” means a sub-committee referred to in Rule 26;

“Trustees” means the persons referred to in Rule 16; and

“Treasurer” means the persons referred to in Rule 25 (a) (v).

Words importing masculine gender shall include feminine gender and vice versa.

Part 3 — Objects

3 Objects of Association

The Objects and Purposes of the Association are:

- (a) to be an association of a general character for persons of Chinese descent living in Australia without regard to social standing, occupation, political or religious beliefs;
- (b) to look after the welfare and interests of its Members and the Chinese community and other Asian communities in Western Australia;
- (c) to encourage and foster the Chinese language, culture, customs, values and way of life and in this way to contribute to and enrich Australian cultural life;
- (d) to promote cohesion within Australian society;
- (e) to provide its Members and their guests with community centres, facilities and equipment for leisure activities and for education in the form of lectures, debates, discussions, lessons, sports and physical culture, games, dancing, stage performances, music and singing and etc;
- (f) to provide facilities and equipment for playing of games and sports;
- (g) to provide, maintain, fit out and furnish premises for the use and accommodation of Members;
- (h) to provide, maintain, fit out and furnish school or college premises suitable for the education of the children of Members and the children of the community;
- (i) to provide a home for the aged;
- (j) to provide childcare facilities for the children of the Members and the children of the community;
- (k) to develop the Balcatta site as a multi-purpose community complex and any other future Association's real property so as to fulfill and crystallise the objects listed in (e) to (j); and
- (l) to do such acts or things as are or may be incidental or conducive to the attainment of any of the objects of the Association.

4 Members Not to Obtain Benefit

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 of the Association, except in good faith in the promotion of those objects or purposes.

- (a) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (b).
- (b) A payment to a member out of the funds of the Association is authorised if it is —
 - (i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association; or
 - (v) by way of salary or wages as an employee of the Association.

5 Powers of Association

The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may —

- (a) acquire, hold, lease, hire or deal with any real or personal property;
- (b) sell, exchange, lease, mortgage, hire, dispose of or otherwise deal with all or any part of the real and personal property of the Association subject to the requirement under Rule 38 provided that the Association will not exercise any of the power under this rule without the prior approval of the Council of Elders —
 - (i) in case of all real properties;
 - (ii) in case of personal properties exceeding a value of twenty five thousand dollars (\$25,000) per item and the total value of these items exceeding fifty thousand dollars (\$50,000) per annum or as may from time to time deemed appropriate and varied by the Council of Elders in writing; and

- (c) erect, maintain, repair, alter, pull down and amend any buildings and other improvements on any lands for the time being belonging to leased or occupied by the Association;
- (d) invest its money in any security in which trust moneys may be invested or in any other manner as may from time to time be determined by the Association;
- (e) borrow, raise or secure the payment of money upon such terms and conditions as the Association thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf;
- (h) enter into negotiations contracts and engagement in relation to the conduct and management of the affairs of the Association and to rescind and vary any such contracts or engagements;
- (i) found and maintain scholarships and bursaries and provide such other assistance for pupils of the Association's Chinese school and other children of the Members of the Association;
- (j) act as the trustee of public funds and accept and hold real and personal property upon trust for use for or in connection with the activities of the Association's Chinese School and home for the aged;
- (k) solicit donations and gifts for all or any of the purposes of the Association;
- (l) attract and encourage bequest legacies and all forms of deferred gifts for all or any of the purposes of the Association;
- (m) donate money to charitable and benevolent organisations;
- (n) levy fees special contribution for the attainment of the objects of the Association or any part of them; and
- (o) execute in favour of any person who may incur or be about to incur any liability actual or contingent for the benefit of the Association such guarantee or indemnities and to secure the same by mortgage or other security over the whole or any part of the real or personal property of the Association as it may think fit.

Part 4 — Members

6 Members of Association

The Members shall consist of all Members whose names appear *on* the register of Members from time to time.

7 Nomination for Membership

- (a) A nomination of a person for membership of the Association —
 - (i) must be made in writing in the prescribed form as shall time to time be determined by the Executive Committee;
 - (ii) must be lodged with the Secretary of the Association and accompanies by the prescribed subscription and/or nomination fee where applicable; and
 - (iii) must be proposed and seconded by Ordinary Members.
- (b) On receipt of a nomination for membership, the Secretary of the Association must refer the nomination to the Executive Committee, which is to determine whether to approve or to reject the nomination. In the case of an application had been rejected, the Executive Committee is not required to assign any reason for so doing.
- (c) As soon as practicable after the Executive Committee made that determination, the Secretary must:
 - (i) notify the nominee, in writing, the Executive Committee's decision; and
 - (ii) the Secretary must enter the approved nominee's name in the register of members and on the name being so entered, the nominee becomes a provisional or associate member of the Association or according to the class of members that the Executive Committee so determined.

8 Register of Members

- (a) The Secretary shall keep and maintain an up-to-date condition a register of Members of the Association.
- (b) The Secretary shall cause the name of a person who dies or who ceases to be a Member under the rules to be deleted from the register of Members referred to in sub-rule (a).

9 Classes of Members

Members shall be classified as:

- (i) Ordinary
- (ii) Provisional
- (iii) Life
- (iv) Associate
- (v) Elders
- (vi) Honorary Life
- (vii) Patrons

10 Ordinary Members

- (a) A person is qualified to be an Ordinary Member of the Association if, but only if —
 - (i) the person is a permanent resident or citizen of Australia and over the age of eighteen (18);
 - (ii) the person is of Chinese descent or is the spouse of an Ordinary Member;
 - (iii) the person has been nominated for membership of the Association as provided by Rule 7(a); and
 - (iv) the person has been approved for membership of the Association by the Executive Committee.
- (b) Only an Ordinary Member whose subscription has been paid shall be entitled to vote at general meetings and shall be entitled to be elected to the Executive Committee.
- (c) Ordinary Members can subscribe as individual or family Members. For the purposes of this paragraph, family Members shall be construed as meaning the two spouses, children under the age of eighteen (18) and dependent parents or parents-in-law. Although the number of persons may exceed (two) 2 in the family membership, only the two spouses are entitled to vote.

11 Provisional Members

Provisional members —

- (a) are members who have been admitted for ordinary membership for less than twelve (12) months;
- (b) require the same qualifications as for those Ordinary Members of the Association prescribed under Rule 10(a);
- (c) shall advance automatically to ordinary membership at the expiration of twelve (12) months from the date of admission;
- (d) are not entitled to vote at any general meetings of members until they have advanced to ordinary membership; and
- (e) are not entitled to be appointed or nominated and elected to the Executive Committee.

12 Life Members

- (a) The Executive Committee and the Council of Elders may recommend for election as a Life Member any Ordinary Member who has rendered meritorious and exceptional services to the Association or who has experienced long-term membership to the Association.
- (b) Life Members shall be elected at the Annual General Meeting on a three fourths majority of the vote of Members present at the meeting.
- (c) A Life Member shall have all the rights and privileges of the Ordinary Member, including the right to vote at elections or to be himself elected to office in the Association.

13 Associate Members

- (a) Any person over the age of eighteen (18) years who would not otherwise be entitled to apply as an Ordinary Member and any Company may apply to become an Associate Member.
- (b) Associate Members have no voting rights *nor* will they be eligible to hold office in the Executive Committee.
- (c) Any Associate Member who is a Company, may nominate any one individual associated with that Company to represent the Company in its capacity as an Associate Member.

14 Honorary Life Members

(a) Nomination and qualification

An Honorary Life Member must be nominated by the Executive Committee or the Council of Elders and approved by the Executive Committee and the Council of Elders independently.

In making their nomination, the Executive Committee and the Council of Elders shall take into account the following —

- (i) the person must have given substantial contribution to the Association whether monetary or otherwise; or
- (ii) must have rendered considerable assistance to the Association; or
- (iii) for any other reason that the Executive Committee and the Council of Elders feel is deserving.

(b) Cessation of Honorary Life Membership

A person ceases to be an Honorary Life Member if the person —

- (i) dies, or
- (ii) resigns or retires, or
- (iii) is convicted of a criminal act, or
- (iv) becomes a bankrupt, or
- (v) becomes a medically incapacitated person, or
- (vi) is considered by the Executive Committee and the Council of Elders that he is no longer acting in the best interest of the Association.

15 Council of Elders

- (a) There shall be a Council of Elders —
 - (i) Members of the Council of Elders shall be known as Elders of the Association and as such hold a place of esteem.
 - (ii) There shall be no more than fifteen (15) members in the Council of Elders in any one financial year.
 - (iii) The Council shall act as an advisory and supervisory body to the Executive Committee to ensure the proper administration of the Association and, subject to the Act, in accordance with the rules and to any resolution passed by the Association in general meeting.
 - (iv) The Council be authorised to inspect and copy all financial and other records and documents of the Association as it considers necessary to carry out its proper duties and responsibilities.
 - (v) Although the Council of Elders shall not be entitled to refuse the execution of decisions of the Executive Committee in respect of expenditure, property and dealings or any other matter, they may refer any matter back to the Executive Committee for clarification, or make the appropriate recommendation to the Executive Committee. In case of a dispute between the Executive Committee and the Council of Elders, the Council of Elders may refer the dispute to an Extraordinary General Meeting to discuss the decisions of the Executive Committee.
 - (vi) The Council may perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper administration of the Association.
 - (vii) Up to two (2) members of the Council may attend the meetings of the Executive Committee, sub-committees and groups provided that the Council has advised the appropriate committee or group in advance. The Elders attending the meeting is not entitled to vote at such meeting.
 - (viii) The Council of Elders shall have the power to grant or withhold the approval pursuant to Rule 5(b).

- (b) Qualification of Elders —
- (i) Life members of the Association;
 - (ii) Any Ordinary Member who had served as a member of the Executive Committee of the Association for a minimum period of seven (7) years;
 - (iii) Any worthy Ordinary Member, notwithstanding of the pre-requisite prescribed in (i) or (ii) nominated by the Council of Elders or the Executive Committee;
 - (iv) A nominee must sign a consent to act as an Elder of the Association;
 - (v) Membership of the Council of Elders must be nominated by the Executive Committee or the Council of Elders and approved by the Executive Committee and the Council of Elders independently;
 - (vi) Members of the Council of Elders shall be chosen by the Executive Committee and the Council of Elders; and
 - (vii) Having been approved by the Executive Committee and the Council of Elders, the Association must announce the nominee or nominees at its next general meeting of the Association for formal recognition and acknowledgement of the choice.
- (c) Duties and Responsibilities of the Council of Elders —
- (i) appoint a Chairperson and a Secretary amongst its members;
 - (ii) the Council shall meet at least once in every three (3) months;
 - (iii) elect two (2) of its members to act as Trustees of the Association triennially;
 - (iv) keep proper minutes of all the meetings of the Council;
 - (v) provide assistance and guidance to the Executive Committee, sub-committee or group that they may seek from time to time;
 - (vi) take all reasonable steps to protect and ensure the long and stable environment and prosperity of the Association;
 - (vii) act as the caretaker Executive Committee should event under Rule 30 (c)(iii) occur; and
 - (viii) advance the objects of the Association.

(d) Cessation of Membership of the Council of Elders —

A person ceases to be a member of the Council of Elders if the person:

- (i) dies, or
- (ii) ceases to be a member of the Association, or
- (iii) resigns or retires, or
- (iv) is convicted of a criminal act, or
- (v) becomes a bankrupt, or
- (vi) becomes a medically incapacitated person, or
- (vii) is considered by the Council that he is no longer acting in the best interest of the Association, or
- (viii) is absent from three (3) consecutive meetings without permission from the Council.

16 Trustees of the Association

- (a) There shall be two (2) Trustees of the Association. They shall be elected triennially by the Council of Elders.
- (b) The Trustees shall be the custodian of the common seal of the Association and the title deeds of the Association's real property; and any contract, deed or other documents where the common seal of the Association had been affixed thereon.
- (c) The Trustees are empowered to use the common seal of the Association jointly with the Secretary; provided the Executive Committee or the members of the Association have given prior express authority.
- (d) The Trustees shall advise the Council of Elders about the use of common seal on every document that they have affixed the common seal of the Association.
- (e) A Trustee may resign by notice in writing to the Council of Elders. Whenever a vacancy shall occur in the number of Trustees it shall be filled by the Council of Elders. Notwithstanding any vacancy the continuing Trustee may act until the vacancy is filled.
- (f) A Trustee may attend any meetings of the Executive Committee but has no voting right at such meetings.

17 Patrons

The Association may appoint anyone who the Members unanimously consider worthy of the esteemed position to be a patron of the Association.

18 Resignation of Members of Association

- (a) A Member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Executive Committee Member ceases on that delivery to be a Member.
- (b) A person who ceases to be a Member under sub-rule (a) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

19 Suspension of Membership

- (a) Membership may be temporarily suspended in the following manner, but not otherwise:
 - (i) by a decision of the Executive Committee for a period of up to twelve (12) months, if a Member has committed a minor breach of the Rules or By-Laws or has been found guilty of unruly behaviour or of conduct which is detrimental to the interests of the Association;
 - (ii) by a decision of the Executive Committee until further notice for a period of not exceeding six (6) months while an investigation is being carried out. At the conclusion of the investigation such suspension shall terminate. Action by the Executive Committee pursuant to this clause shall create a neutral status and shall in no way be regarded as a penalty or a reflection on the character of the Member suspended;
 - (iii) upon a Member's own request and with the approval of the Executive Committee for a period of up to two (2) years, in any case where special reasons are given to the satisfaction of the Executive Committee. Provided that the Member is informed of the decision in writing under the hand of the Secretary.
- (b) During any period that a Member shall be suspended he shall be relieved of his obligation to pay his subscription and shall forfeit all his rights and privileges.
- (c) An Executive Committee Member may only be temporarily suspended from his position by either the President or the Executive Committee. The final decision of suspension, which should not exceed a period of more than three (3) months, can only be decided by the Executive Committee.

- (d) The following procedure will apply if a member is to be suspended —
- (i) The Secretary must give the member written notice of the proposed suspension at least twenty (28) days before the Executive Committee meeting at which the proposal is to be considered by the Executive Committee.
 - (ii) The notice given to the member must state —
 - (A) when and where the Executive Committee meeting is to be held; and
 - (B) the grounds on which the proposed suspension is based; and
 - (C) that the member, or the member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension.
 - (iii) At the Executive Committee meeting, the Executive Committee must —
 - (A) give the member, or the member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension; and
 - (B) give due consideration to any submissions so made; and
 - (C) decide —
 - (i) whether or not to suspend the member’s membership and,
 - (ii) if the decision is to suspend the membership, the period of suspension; or
 - (iv) A decision of the Executive Committee to suspend the member’s membership takes immediate effect.
 - (v) The Executive Committee must give the member written notice of the Executive Committee’s decision, and the reasons for the decision, within seven (7) days after the Executive Committee meeting at which the decision is made.
 - (vi) A member whose membership is suspended may, within fourteen (14) days after receiving notice of the Executive Committee’s decision, give written notice to the Secretary requesting the appointment of a mediator under Rule 54.

- (vii) If notice is given under sub-rule (vi), the member who gives the notice and the Executive Committee are the parties to the mediation.

20 Expulsion from Membership

- (a) If the Executive Committee considers that a Member should be expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association or he or she contravenes any of these rules, the Executive Committee shall communicate, in writing, to the Member —
 - (i) notice of the proposed expulsion and of the time, date and place of the Executive Committee Meeting at which the question of that expulsion will be decided;
 - (ii) particulars of that conduct; and
 - (iii) 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 Executive Committee about the proposed expulsion

not less than thirty (30) days before the date of the Executive Committee Meeting referred to in paragraph (a).

- (b) At the Executive Committee Meeting referred to in a notice communicated under sub-rule (a), the Executive Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Executive Committee, expel or decline to expel that Member from membership of the Association and shall, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.
- (c) Subject to sub-rule (d), a Member who is expelled under sub-rule (b) from membership of the Association ceases to be a Member fourteen (14) days after the day on which the decision so to expel him or her is communicated to him or her under sub- rule (b).
- (d) A Member who is expelled under sub-rule (b) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to refer the appeal to mediation under Rule 54 within the period of fourteen (14) days referred to in sub-rule (c).

21 Expiry of Membership

Any Member who has failed to pay his subscription within ten (10) days after having been issued with a final notice for payment or who fails to provide the Executive Committee with an acceptable excuse for such failure, shall be removed from the register of Members. In such case the membership shall be regarded as expired, but the Member concerned shall not be regarded as expelled. A future re-admission may be considered without the necessity of paying a nomination fee, if the application for re-admission is within two (2) years from the expiry date and the subscription in arrears is paid in full or unless exempted by the Executive Committee.

22 Subscriptions of Members

- (a) Every Member shall be liable to pay subscriptions in advance by a date determined by the Executive Committee provided that no subscription shall be paid more than three (3) years in advance.
- (b) No subscriptions shall be refunded to any Member retiring from the Association.
- (c) The Executive Committee shall determine the annual subscription. Their recommendation shall be declared at the Annual General Meeting relevant to the year that the new subscription will apply.

Part 5 — Management

23 Executive Committee of Association

Subject to the Act and these rules and to any resolution passed by the Association in general meeting on a matter or issue which requires a resolution to be passed by the Association in general meeting.

The Executive Committee —

- (i) shall manage the business and affairs of the Association.
- (ii) may exercise all such powers as may be exercised by the Association, other than those powers that are required by these rules (and also under the Act) to be exercised by a general meeting of members of the Association.
- (iii) may perform all such acts and do all such things as the Executive Committee deemed to be necessary or desirable for the proper management of the affairs of the Association.
- (iv) shall comprise only of financial Ordinary Members elected by the general body of Ordinary Members, save as otherwise herein provided, to hold office for a period of not less than twenty four (24) months and until discharged at an annual general meeting following the date of the members' election.
- (v) Notwithstanding of sub-rule (iv) of this rule a member of the Executive Committee may retire at the end of first year of the two-year term.

24 Nominations to Executive Committee

- (a) The following procedure will apply —
 - (i) At least forty two (42) days before an annual general meeting, the Secretary must send written notice to all Ordinary Members —
 - (A) calling for nominations for election to the Executive Committee; and
 - (B) stating the date by which nominations must be received by the Secretary to comply with sub-rule (ii).
 - (ii) An Ordinary Member who wishes to be considered for election to the Executive Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least twenty one (21) days before the annual general meeting.
 - (iii) The written notice must include a statement by another Ordinary Member in support of the nomination.

- (iv) An Ordinary Member may nominate for one specified position of office holder of the Association or to be an ordinary Executive Committee member.
- (v) An Ordinary Member whose nomination does not comply with this rule is not eligible for election to the Executive Committee unless the member is nominated under Rule 30(b) or Rule 25.

25 Officers of the Executive Committee

- (a) The Executive Committee shall consist of the following officers —
 - (i) President
 - (ii) Two Vice-Presidents of which one will be the Senior Vice-President and the other Vice-President
 - (iii) Secretary
 - (iv) Assistant Secretary
 - (v) Treasurer
 - (vi) Assistant Treasurer

Plus up to six (6) other Members appointed by the elected Executive Committee Members
- (b) The Executive Committee shall have the power to appoint additional Members to the Executive Committee providing that the total number of the Executive Committee shall not exceed thirteen (13) unless approval has been granted by a resolution of a majority of the Members present at a General Meeting of the Association.

26 Sub-Committees of Association

- (a) The Executive Committee may delegate to one or more sub-committees the exercise of the powers of the Executive Committee other than —
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- (b) The Executive Committee shall deliver a term of reference setting out the purpose, rules, conditions or limitations as to the exercise of any function, or as to time or circumstances for each sub-committee so formed.

- (c) The Chairperson of any Sub-Committee shall be appointed by the Executive Committee and the sub-committee shall consist of any members of the Association as the Executive Committee thinks fit.
- (d) Each sub-committee appointed shall present a report to the Executive Committee within a period of twenty eight (28) days of each meeting being held.
- (e) Notwithstanding the fact that there may be a change in the Executive Committee at the Annual General Meeting, every Sub-Committee shall continue to pursue its aims until it has achieved the purpose and object for which it was formed unless the Executive Committee thinks otherwise.
- (f) Each Sub-Committee shall continue to operate notwithstanding any change in its Chairpersonship and/or composition.
- (g) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.

27 Duties of the Principal Officers of the Executive Committee

The duties and powers of the following officers of the Executive Committee are as follows —

- (a) **The President shall —**
 - (i) Chair all Executive Committee Meetings and all general or any other meetings of the Association unless members of the Association present at the meetings should decide otherwise.
 - (ii) Ensure the Rules and By-Laws are being adhered to and that all responsibilities and duties of office bearers are being properly carried out.
 - (iii) Have a casting vote but not a deliberative vote.
 - (iv) Have the same right to speak on any question as any Member.
 - (v) Remove any Member of the Executive Committee at any time where such action is justified, save that such action must be confirmed by the Executive Committee and at the next ensuing Members' meeting, and may
 - (vi) Attend any Executive Committee, Sub-Committee and Group meetings without prior invitation.

- (vii) With the express authority from the Executive Committee, shall represent the Association in all its negotiations and dealings with any other bodies and organisations provided that the express authority from the Executive Committee is able to be delegated.
 - (viii) Shall sign any contract jointly with the Secretary provided such contract is not requiring the use of the common seal of the Association and the Executive Committee has given its express authority for him to sign jointly with the Secretary on that contract on behalf of the Association.
 - (ix) Countersign cheques.
- (b) **The Vice-Presidents Shall —**
- (i) Aid and assist the President in his duties.
 - (ii) In the absence of the President, and in the order of seniority be authorised to carry out the functions of the President, be responsible to meet the President's obligations and be entitled to exercise all the privileges of the President's office.
 - (iii) May be entrusted with special assignments and duties provided that the Executive Committee has the power to delegate the special assignments and duties.
 - (iv) Countersign cheques.
- (c) **The Secretary Shall —**
- (i) Act as the Executive Officer of the Association and be in charge of the administration and running of the Association provided that the Executive Committee has the power to delegate the power to administer and run the Association.
 - (ii) Ensure that minutes of all proceedings at Executive Committee meetings and general meetings of the Association are properly kept for that purpose.
 - (iii) Sign correspondence.
 - (iv) Be responsible to maintain an up-to-date list of Members.
 - (v) Have the right to attend all meetings of the Association, Groups and Sub-Committee without special invitation.
 - (vi) Be entitled to inspect all cash, inventory, order books, records and accounts of the Association.

- (vii) Countersign cheques.
 - (viii) Be one of the signatories to the affixing of the Common Seal of the Association.
 - (ix) Shall sign any contract jointly with the President provided that the Executive Committee has given its express authority to sign such contract.
- (d) **The Assistant Secretary shall —**
- Assist the Secretary in carrying out his duties and deputise for him in his absence.
- (e) **The Treasurer shall —**
- (i) keep such accounting records as correctly record and explain the financial transactions and financial position of the Association.
 - (ii) keep its accounting records in such a manner as will enable true and fair accounts of the Association to be prepared from time to time.
 - (iii) keep its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited.
 - (iv) be in charge of the receipt of the subscriptions and contributions of Members and other moneys due to the Association and shall be authorised to issue official receipts for the same.
 - (v) arrange for all cheques for disbursement and for their signature by any two (2) of the President, the Vice-Presidents, Secretary, himself or another appointed signatory who must be an Elder and approved by the Council of the Elders of the Association.
 - (vi) submit regular statement of income and expenditure together with a statement of outstanding liabilities to each ordinary meeting of the Executive Committee.
 - (vii) be responsible to prepare an annual income and expenditure budget of the Association.
 - (viii) submit to the members at the Annual General Meeting of the Association an audited financial report.
 - (ix) direct all sub-committees and groups to submit their financial report regularly for review and in a standard format for consolidation of accounts as and when so requires.

- (x) countersign cheques.
- (xi) be responsible for all petty cash, the maximum amount of which shall be determined by the Executive Committee from time to time.
- (xii) ensure that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.
- (xiii) ensure that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Executive Committee.
- (xiv) ensure that any payments to be made by the Association that have been authorised by the Executive Committee or at a general meeting are made on time.
- (xv) ensure that the Association complies with the relevant requirements of Part 5 of the Act.
- (xvi) ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
- (xvii) if the Association is a tier 1 association, coordinate the preparation of the Association's financial statements before their submission to the Association's annual general meeting.
- (xviii) if the Association is a tier 2 association or tier 3 association, coordinate the preparation of the Association's financial report before its submission to the Association's annual general meeting.
- (xix) provide 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; and
- (xx) carry out any other duty given to the treasurer under these rules or by the Executive Committee.

(f) **The Assistant Treasurer shall —**

Assist the Treasurer in carrying out his duties and deputise for him in his absence.

28 Chairperson

- (a) The President shall preside as Chairperson at all General Meetings unless members of the Association should decide otherwise.
- (b) In the event of the absence of the President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Senior Vice President shall be the Chairperson.
- (c) If the Senior Vice President is not present or is unwilling to act the Vice President shall be the Chairperson.
- (d) If the Vice President is not present or is unwilling to act then a Member elected by other Members present at the meeting shall preside at the General Meeting or Executive Committee Meeting, as the case requires.

29 Auditor of Association

- (a) The Association shall appoint a qualified auditor or firm of auditors at its Annual General Meeting.
- (b) The auditors shall submit a report to the members on the scope of their audit and express an opinion on the annual financial report prepared by the Executive Committee whether that report present truly and fairly the state of affairs of the Association's financial position and its operation; and
- (c) Any other matters that should be brought to the attention of the members of the Association.
- (d) The Association will also comply with sections 62 and 91 of the Act.

30 Cessation of Membership of Executive Committee and Filling Vacancies of Executive Committee Membership

- (a) Cessation of Executive Committee Membership.

A Member of the Executive Committee shall cease to be a Member thereof if he —

- (i) resigns his office by notice in writing to the Executive Committee;
- (ii) becomes bankrupt or makes an arrangement with his creditors;
- (iii) becomes proven lunatic or of unsound mind or subject to sections 39 and 40 of the Act, convicted of a criminal act;
- (iv) absents himself from three consecutive meetings without permission;

- (v) ceases to be a member of the Association.
- (b) Filling vacancies of Executive Committee Membership —
- (i) In the event that a vacancy occurs in the Executive Committee, other than the office of the President, such vacancy shall be filled by an eligible Member appointed by the Executive Committee.
 - (ii) If the office of the President becomes vacant, the vacancy shall be filled by the Senior Vice-President immediately upon that office being declared vacant.
 - (iii) In the event that the Senior Vice-President also resigned or ceased to be a member of the Executive Committee then the vacancy shall be filled by the other Vice-President.
 - (iv) If all the offices of the elected Presidents become vacant then the Executive Committee shall among themselves elect a President provided that the name of any person proposed to fill such vacancy shall be submitted to the Council of Elders for their prior approval.
 - (v) If the office of Secretary becomes vacant, this office must be filled within fourteen (14) days after the date which the vacancy arises.
- (c) Removal of Executive Committee Member or Executive Committee —
- (i) The Association in a duly convened general meeting may resolve by way of a motion of no confidence in the Executive Committee or against any individual Executive Committee members from the office before the expiration of the term of office.
 - (ii) In the event that such a motion being carried at the general meeting of the Association, the Executive Committee or Executive Committee Member as the case may be shall no longer hold office immediately.
 - (iii) In the event of the whole Executive Committee having been voted out of office as a result of a no confidence motion, the Council of Elders shall become the Caretaker Executive Committee and proceed to arrange for an immediate election of a new Executive Committee at an Extraordinary General Meeting.
 - (iv) If a member or the Executive Committee is the subject of a proposed resolution referred to in (i) that member or the Executive Committee as the case may be may make representation in writing not exceeding a reasonable length be notified to the members of the Association and such representation should be read out, if it has not been so sent, at the general meeting at which the resolution is considered.

- (v) The Secretary or chairperson may give a copy of the representations to each Ordinary Member or, if they are not so given, the Executive Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

31 Executive Committee Meetings

- (i) The Executive Committee shall meet at least once a month.
- (ii) The President or Secretary or any Member of the Executive Committee may convene additional meetings of the Executive Committee.
- (iii) Half the number of the Executive Committee shall form a quorum for the transaction of the business of a meeting of the Executive Committee.
- (iv) Written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive committee at least seven (7) days (or such other period as may be unanimously agreed on by the members of the Executive committee) before the time appointed for the holding of the meeting.
- (v) No business other than the business as stated in the notice of meeting shall be transacted except business which the majority of Executive Committee members present at the meeting agrees to treat as urgent business.
- (vi) No business is to be transacted by the Executive Committee unless a quorum is present.
- (vii) If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the follow week.
- (viii) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

32 Resolution of Executive Committee

The Executive Committee shall, subject to Rule 38, act by resolution, other than a resolution that requires the approval of the members of the Association, upon being declared carried by the Chairperson of the Executive Committee shall become binding on all Members of the Association.

33 Procedure of Executive Committee Meetings

- (a) Unless the Executive Committee shall by resolution otherwise determine the procedure, all meetings of the Executive Committee shall be governed by the rules ordinarily observed in the conduct of Executive Committee Meetings.

- (b) In any case of doubt the Chairperson of the Executive Committee Meeting shall give a ruling as to the procedure to be followed.
- (c) Payments to Members of the Executive Committee from the Funds of the Association.
 - (i) In this rule —
 - Executive Committee member* includes a member of a subcommittee;
Executive Committee meeting includes a meeting of a subcommittee.
 - (ii) An Executive Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (A) in attending an Executive Committee meeting or
 - (B) in attending a general meeting; or
 - (C) otherwise in connection with the Association's business.
- (d) Any other payments whatsoever to any Executive Committee member from the funds of the Association must be authorised by an ordinary resolution of the Association.

34 Groups of Members of Association

- (a) Groups may be formed with the consent of the Executive Committee to carry on and engage in activities of the Association provided that they fall within the objects and purposes of the Association.
- (b) Members of the groups must be Members of the Association.
- (c) Groups shall elect a leader from their midst who shall be responsible for the conduct of the groups and affairs, whose election shall be confirmed by the Executive Committee and shall represent the group on the Executive Committee.
- (d) Where a group becomes associated with any organisation outside the Association it shall have a management committee over which the President of the Association shall preside, the group leader shall be the secretary and either the treasurer or such person elected by the group shall be its treasurer.
- (e) The Executive Committee shall be fully informed of affairs and running of the Groups by the group leaders.

- (f) Only with the approval of the Executive Committee can a group make any permanent arrangements with outside organisations.
- (g) Groups may adopt their own name save that the affiliation with the Association shall be clearly shown on all letterheads, web sites, pamphlets, circulars, placards and other publications in writing of the group.
- (h) All facilities and implements which are in the possession of the groups irrespective of whether they were purchased or donated, shall be the property of the Association. The groups shall have the right to use such property and be responsible for safeguarding such property.
- (i) Notwithstanding the fact that there may be a change in the Executive Committee at the Annual General Meeting, every approved and established group shall continue to pursue its intended aims, purposes and activities, unless the Executive Committee thinks otherwise.
- (j) For reasons that the Executive Committee thinks that an approved and established group should not be allowed to continue it must have taken into consideration of the following:
 - (i) The performance of the group in accordance with its stated aims and purposes;
 - (ii) Whether the group concerned has regularly and persistently breached its own rules and the rules prescribed within this Rule 50 and any other rules of the Association; and
 - (iii) Whether the group has acted in the best interest of the Association.
- (k) All Groups will be deemed to be sub-committees and therefore subject to Rule 26.

35 Common Seal of Association

- (a) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (b) All contracts relating to acquisition, selling , exchanging , mortgaging, leasing, hiring, borrowing, or dealing with all or any part of the real or personal property of the Association or other persons or parties and all contracts relating to application of grants, subsidies and other financial assistance from Local, State or Federal authorities that would be required to be in writing must bear the common seal of the Association in accordance with Rule 35(c) save except all dealings in personal properties outside the ambit of Rule 5(b)(ii).

- (c) The common seal of the Association shall not be affixed to any instrument except by the authority of the Executive Committee and every use of the common seal shall be recorded in the minutes of the meeting that the authority was given.
- (d) The affixing of the common seal of the Association must be attested by the signatures of the Secretary of the Association and two of the following —
 - (i) The Trustees
 - (ii) The Chairman of the Council of Elders
- (e) The common seal of the Association is to be kept in the custody of the Trustees.
- (f) The Association may execute a document without using a common seal if the document is signed by —
 - (i) two (2) Executive Committee members; or
 - (ii) one (1) Executive Committee member and a person authorised by the Executive Committee.

Part 6 — Meetings

36 General Meetings

- (a) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (b) The Executive Committee —
 - (i) may at any time convene a special General Meeting;
 - (ii) shall convene Annual General Meetings not later than six (6) months after the end of the Association's financial year, unless the Secretary applies to the Commissioner for permission to hold the Annual General meeting more than six (6) months after the end of the Association's financial year under section 50 (3)(b) of the Act within four (4) months after the end of the Association's financial year; and
 - (iii) shall, within thirty (30) days of —
 - (A) receiving a signed request by at least 20% of the Ordinary Members stating the purpose for which the meeting is requested, convene a General Meeting for the purpose specified in that request; or
 - (B) receiving a notice under Rule 20(d), convene a special General Meeting for the purpose of dealing with the appeal to which the notice relates.
- (c) If a General Meeting is not convened within the relevant period of thirty (30) days referred to in sub-rule (b)(iii).
 - (i) the Members who made the request concerned may themselves convene a General Meeting;
 - (ii) the Member who gave the notice under Rule 20(d) concerned may himself convene a General Meeting as if he were the Executive Committee.
 - (iii) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under this sub-rule (c).
- (d) Subject to sub-rule (f), the Secretary shall give to all Members not less than fourteen (14) days notice of a General Meeting and of any motions to be moved at the General Meeting.

- (e) A notice given under sub-rule (d) shall specify —
 - (i) when and where the General Meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
 - (iii) if the meeting is the annual general meeting, include the names of the Ordinary Members who have nominated for election to the Executive Committee; and
 - (iv) if a special resolution is proposed —
 - (A) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (B) state that the resolution is intended to be proposed as a special resolution; and
 - (C) if applicable, state that an Ordinary Member may appoint an individual who is an Ordinary Member as a proxy for the meeting and include a copy of any form that the Executive Committee has approved for the appointment of a proxy.
- (f) The Secretary shall give to all Members not less than twenty one (21) days notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.

37 Quorum in Proceedings at General Meetings

- (a) At a General Meeting 100 Members or 10% whichever is the lesser of the total numbers of Ordinary Members of the Association who are eligible to vote present in person constitute a quorum.
- (b) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 36(e) or (f) —
 - (i) as a result of a request or notice referred to in Rule 36(b)(iii)(A) or (B) or as a result of action taken under Rule 36 (b)(i) a quorum is not present, the General Meeting lapses; or
 - (ii) otherwise than as a result of a request, notice or action referred to in paragraph 36(b)(i) and (iii), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

- (c) If within thirty (30) minutes of the time appointed by sub-rule (b)(ii) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (d) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (e) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (f) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under Rule 36 of the adjourned General Meeting as if that General Meeting was a fresh General Meeting.
- (g) At a General Meeting —
 - (i) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (ii) a special resolution put to the vote shall be decided by a majority of not less than 75% of the Ordinary Members who are eligible under the Rules to vote and vote in person.
- (h) A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General meeting before or on the declaration of the show of hands a poll is demanded in accordance with Rule 37(i).
- (i) At a general meeting, a poll may be demanded by any two (2) Members providing such demand is supported, by showing of hands, by at least half of the members present who are eligible to vote present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (j) If a poll is demanded and taken under sub-rule (i) in respect of an ordinary resolution, the poll must be taken immediately a declaration by the Chairperson of the result of the poll is evidence of the resolution of the meeting on that matter so declared.
- (k) A poll demanded under sub-rule (i) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

38 Matters Requiring Special Resolutions

A Special Resolution is required for the following matters or transactions of the Association proposed at a general meeting.

- (a) to dissolve or wind up the Association.
- (b) to amend the constitution and rules of the Association.
- (c) to sell, exchange, grant, lease or vary any right or easement or otherwise deal with any real or personal property within the ambit of Rule 5(b)(ii) of the Association.
- (d) to mortgage, pledge or guarantee any real or personal property within the ambit of Rule (5)(b)(ii) of the Association as a security for obtaining a payment of money for attainment of the objects of the Association or any of them.
- (e) to acquire any real property for the Association.
- (f) to lease any real property or land for use of the Association's activities, which are within the objects of the Association.
- (g) to change the name of the Association.
- (h) to affiliate the Association with another body.
- (i) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (j) to decide to apply for registration or incorporation as a prescribed body corporate under section 93 (1) of the Act.
- (k) to approve the terms of an amalgamation with one or more other incorporated associations under section 102 (4) of the Act.
- (l) to be wound up voluntarily under section 121 (2) of the Act or by the Supreme Court under section 124 (a) and schedule 4 item 9 of the Act.
- (m) to cancel its incorporation under section 129 of the Act.

The above does not limit the matters in relation to which a special resolution may be proposed.

Provided none of these provisions will have retrospective effect.

39 Special Resolutions

A resolution is a special resolution whereby the notice of the General Meeting is duly given to Members under sub-rule 36(f) and the proposed resolution is passed at a General Meeting convened specifically for that purpose by a majority of not less than 75% of the Ordinary Members who are entitled under the Rules to vote and vote in person, and a declaration by the Chairperson presiding that the resolution has been passed as a special resolution.

40 Minutes of Meetings

- (a) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Executive Committee Meetings to be kept and copies thereof shall be forwarded to all members of the Executive Committee and the Council of Elders and then to be entered within thirty (30) days after the holding of each General Meeting or Executive Committee Meeting, as the case requires, in a minute book kept for that purpose.
- (b) The Chairperson shall ensure that the minutes taken of a General Meeting or Executive Committee Meeting under sub-rule (a) are checked and signed as a true and correct record by the Chairperson of the General Meeting or Executive Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Executive Committee Meeting, as the case requires.
- (c) When minutes have been entered and signed as true and correct under this rule, they shall, until the contrary is proved, be evidence that —
 - (i) the General Meeting or Executive Committee meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;
 - (ii) all decisions recorded as having taken place at the meeting did in fact take place thereat; and
 - (iii) all decisions, appointments or elections purporting to have been made at the meeting have been validly made.
- (d) As a minimum, the minutes must record —
 - (i) the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
 - (ii) In addition, the minutes of each annual general meeting must record —
 - (A) the names of the Ordinary Members attending the meeting; and
 - (B) any proxy forms given to the chairperson of the meeting ; and

- (C) the financial statements or financial report presented at the meeting; and
- (D) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.

41 Annual General Meeting of Association

The Agenda for the Annual General Meeting shall be —

- (a) Confirming the presence of a quorum by the Secretary.
- (b) Opening address by the Chairperson.
- (c) Confirming the minutes of the last preceding annual general meeting and of any extraordinary general meeting.
- (d) Adoption of the Committee and Group reports and the audited financial report.
- (e) Discharging the outgoing Executive Committee if applicable. The retiring Chairperson shall continue to preside the meeting until the election of the new President.
- (f) Introduction of Returning Officer.
- (g) Election of the President if applicable.
- (h) Taking over the chair by the newly elected President if applicable.
- (i) Declaration by new President **“I accept my election in the knowledge that the observance of the Rules of our Association is my foremost duty”**.
- (j) Election of the other Members of the Executive Committee if applicable.
- (k) Election of an auditor or auditors.
- (l) Any other business (provided notice of such business to be discussed is considered appropriate by the Secretary and is given in writing twenty one (21) days before the date of Annual General Meeting).
- (m) to receive and consider —
 - (i) the Executive Committee's annual report on the Association's activities during the preceding financial year; and
 - (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

- (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;
- (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.
- (n) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.

42 Election of Executive Committee Members

- (a) Any Ordinary Member is eligible to be nominated to the Executive Committee.
- (b) Nominations of candidates for election as members of the Executive Committee —
 - (i) must duly complete and sign the prescribed nomination form with endorsed written consent to act by the nominee.
 - (ii) must be delivered to the Returning Officer appointed by the Executive Committee at least twenty (21) days before the date of the Annual General Meeting.
- (c) The ballot for the election of members of the Executive Committee must be under the control of the Returning Officer and is to be conducted at the annual general meeting in such usual and proper manner as the Returning Officer may direct.
- (d) Every Executive Committee Member shall be eligible for re-election.
- (e) The Executive Committee Members shall be elected at the Annual General Meeting of the Association except for those who shall be appointed by the Executive Committee under Rule 25(b).

43 Duties and Responsibilities of Returning Officer

- (a) The Executive Committee shall appoint a Returning Officer and not more than four other members to assist him to conduct the election of new Executive Committee at the time when a date of next annual general meeting is fixed. No member of the Executive Committee or any nominated candidate shall act as the Returning Officer or his assistants.
- (b) The Returning Officer may appoint from the members present at the general meeting up to three (3) scrutineers to oversee the counting of votes cast.

- (c) The Returning Officer must —
- (i) preside over the conduct of the election;
 - (ii) ensure the conduct of election is carried out in a usual and proper manner;
 - (iii) exercise a control of the ballot papers before and after the voting;
 - (iv) reconcile the number of votes with the number of the members attending the meeting as per attendance register of the annual general meeting;
 - (v) supervise the counting of votes;
 - (vi) announce the results of the election —
 - (A) if insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected.
 - (B) any vacant positions are to be taken as casual vacancies.
 - (C) if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (D) if the number of nominations received exceeds the number of vacancies to filled, a ballot is to be held.

Part 7 — By-Laws

44 By-Laws of Association

- (a) Save as hereinafter provided the Executive Committee shall have the power to enact special by-laws, including by-laws relating to the use of facilities owned by the Association.
- (b) The following rules shall apply in regard to any of the Association's community centres irrespective of any provision in the by-laws to the contrary —
 - (i) Any person who is not a Member shall not be permitted to remain in the Community centre of the Association unless he is introduced by an Association Member.
 - (ii) Members shall be permitted to introduce relatives or friends as guests into the Community centre of the Association except when special functions open to Members only is in progress. Each guest may only be invited by a Member on three occasions except with the approval of the President or Secretary and where special circumstances justify it.
 - (iii) A former Member of the Association who has been expelled or a Member whose membership the Executive Committee has temporarily suspended may not be introduced as a guest.
 - (iv) At all times the senior Executive Committee Member present shall have authority and shall be responsible for order and discipline within the community centre and shall take action if called upon by the caretaker in case of any difficulties or disputes. The senior Executive Committee Member may request any person creating mischief to leave the Association premises immediately. In the event of an Executive Committee Member not being present, the caretaker may order any person creating a mischief off the premises.
 - (v) At dances and at other functions the respective person in charge or the Executive Committee Member on duty shall carry full responsibility and Authority.
 - (vi) With the exception of the scheduled functions the caretaker may, after midnight, request any person still present to leave the Association premises unless permission to remain has been obtained or granted from a Member of the Executive Committee present.
 - (vii) Any gambling in contravention of the law of the State in Association premises shall be strictly prohibited.

- (viii) Every Member and every guest shall be liable to replace any broken or damaged crockery, glasses, cutlery or any other implements by paying to the caretaker immediately a sum representing such article's replacement values.
 - (ix) Political or religious conversations or discussions, which annoy or offend shall be avoided on the premises of the Association.
- (c) These rules become effective together with the By-Laws and shall be valid irrespective of any By-Laws that may be issued at a future date.

Part 8 — Amendments to Rules and Dissolution

45 Dissolution of Association

- (a) Subject to sections 120, 121 and 122 of the Act, the Association may be dissolved when it can no longer meet financial obligations or when the Membership decreases to such an extent that it can no longer properly exist.
- (b) Any resolution to dissolve the Association must be supported by a special resolution of the Association and any amendments of the rules to alter the number required to dissolve the Association must also be supported by a special resolution.
- (c) Subject to sections 30 to 34 of the Act and except as herein provided, no rule shall be amended or repealed nor shall any new rule is made except by a special resolution at a General Meeting, duly convened for that purpose.

46 Distribution of Surplus Property on Winding Up of Association

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to —

- (a) an incorporated association;
- (b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- (c) a company holding a licence that continues in force under the Corporations Act section 151;
- (d) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946*;

- (e) a body corporate that —
 - (i) is a member or former member of the incorporated association; and
 - (ii) at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- (f) a trustee for a body corporate referred to in paragraph (e);
- (g) a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

shall be determined by special resolution of the Members when authorising and directing the Executive Committee to prepare a distribution plan for the distribution of the surplus property of the Association.

The Association must also comply with section 134 of the Act.

Part 9 — General

47 Accommodation for Members of Association

The Association shall provide accommodation for the Members and their guests upon the Association premises of which the Association is the bona fide occupier and no profit direct or indirect shall be divisible amongst the Members or any of them nor shall any of the assets of the Association be used in support of any object other than the accommodation of the Members and their guests.

48 Maintenance of Accommodation and Amenities of Association

The accommodation and amenities shall be provided and maintained from the Association joint funds, and except as otherwise expressly provided herein no Member shall be entitled to derive any benefit or advantage from the Association which is not shared equally by every Member.

49 Use of Association Premises

No guest or stranger may use the Association premises nor may any Member admit any guest or stranger to use the Association premises except —

- (a) during the hours when liquor may be lawfully sold or disposed of to the Members on licensed premises;
- (b) when in the company of a Member;
- (c) provided that the guest or stranger has entered his name in a guest book which the Association shall keep continuously available for the purpose; and
- (d) the Member introducing the guest has subscribed the entry.

AND no Member may bring more than three guests on the Association premises at any one time, unless with the consent of an Executive Committee Member.

50 Rules for Groups of Association

A group within the Association must, according to the Constitution, be approved by majority vote by the Executive Committee.

It is the duty of the Executive Committee to put all groups on a par. No one group must be favoured or prejudiced.

The Executive Committee can recognise and approve a group only when the following conditions have been adhered to —

- (a) For the formation of a new group, it must submit a written proposal setting out the aims and purposes, activities and rules of the proposed group; and the names of at least five (5) promoting Ordinary Members.
- (b) Must have a minimum of ten (10) Ordinary Members.
- (c) Hold regular meetings at least once every month.
- (d) Proposal of a group leader who must be approved by the Executive Committee.
- (e) Election of a group committee, consisting of group leader, treasurer and secretary.
- (f) The group committee shall hold regular meetings and keep minutes thereof.
- (g) The Executive Committee must receive a copy of the correspondence and minutes of every meeting.
- (h) All incomes and expenditures must be accounted for and an inventory to be listed.
- (i) At the end of the financial year (30 June of each year) a financial statement of the group and a list of the inventory must be passed on timely to the Treasurer of the Association.
- (j) The group leaders shall participate in Executive Committee Meetings in order to report on the activities of the groups.
- (k) Groups in every way to abide by the Constitution of the Association and eventual regulations by the Executive Committee.
- (l) A group must conduct its election of committee members at least once in every second year.

51 Inspection by Members

- (a) Any member may upon written request to inspect at a reasonable time —
 - (i) the register of members of the Association;
 - (ii) the register of the officers of the Association;
 - (iii) the register of the Elders and the Trustees of the Association;
 - (iv) the up to date Constitution and Rules of the Association; and
 - (v) any other record or document of the Association.

- (b) In all cases the member may make an extract from the record or register but shall have no right to remove the inspected register or record for that purpose.
- (c) Any record extracted from the registers referred to in (i), (ii) and (iii) may not be used for any commercial purposes and any other use of the extract made from the registers the user should have due regard to the provisions of the Privacy Act.

52 Indemnity

- (a) The Association indemnifies and holds harmless members of the Executive Committee, the Council of Elders, and any members of a Sub-Committee or Group established by the Executive Committee, against any claims, demands, regulatory proceedings and/or causes of action, and all damages, liabilities, fines, costs and expenses associated therewith (including solicitor-client legal fees) incurred or suffered by him in exercising the duties conferred on him by law or these rules.
- (b) The right to indemnity conferred by Rule 52(a) does not extend to any claim or other liability arising by reason of willful fraud or wrongdoing (including, but not limited to a wilful breach of trust or negligence) by that member of the Executive Committee or the Council of Elders or the Sub-Committee or the Group.

53 Disclosure of Interest

- (a) The Secretary of the Association shall cause every disclosure made under this rule by a member of the Executive Committee to be recorded in the minutes of the meeting of the Executive Committee at which it is made.
- (b) A member of the Executive Committee who has a material personal interest in a matter being considered at an Executive Committee meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the Executive Committee.
- (c) A member of the Executive Committee who has a material personal interest in a matter being considered at an Executive Committee meeting must disclose the nature and extent of the interest at the next general meeting of the Association.
- (d) Subsections (b) and (c) do not apply in respect of a material personal interest —
 - (i) that exists only because the member —
 - (A) is an employee of the Association; or
 - (B) is a member of a class of persons for whose benefit the Association is established; or

- (ii) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (e) If a member of the Executive Committee discloses a material personal interest in a contract or proposed contract in accordance with this rule, and the member has complied with section 43(1) of the Act or the member's interest is not required to be disclosed because of subsection (d) —
 - (i) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member and the Association; and
 - (ii) the member is not liable to account for profits derived from the contract.
- (f) A disclosure of a material personal interest required by this rule must give details of —
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the activities of the Association.
- (g) The details referred to in subsection (f) must be recorded in the minutes of the meeting of the Executive Committee at which the disclosure is made.

54 Resolution of Internal Disputes

- (a) Disputes between a member and another member (in their capacity as members) of the Association, and disputes between a member and the Association are to be referred to a mediator appointed by the Executive Committee in the case of a dispute between a member and another member; and in the case of a dispute between a member and the Association, a person who is a mediator appointed by the Department of Justice.
- (b) The parties to the dispute must in good faith attempt to settle the dispute by mediation.
- (c) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- (d) If the parties are unable to resolve the dispute at the meeting, or if the party fails to attend that meeting, then the parties must, within ten (10) days hold a meeting in the presence of a mediator.
- (e) At least ten (10) days before a mediation session is to commence, the parties are to exchange statements of issues that are in dispute between them and supply copies to the mediator.

- (f) The mediator in conducting the mediation must —
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement or submission made by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process;
- (g) The mediator must not determine the dispute.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (i) The person appointed as mediator by the Executive Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- (j) The person appointed as mediator by the Executive Committee may be a member or former member of the Association but must not —
 - (i) have a personal interest in the matter that is the subject of the mediation; or
 - (ii) be biased in favour of or against any party to the mediation.
- (k) 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.
- (l) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

55 Notices

- (a) In this rule —

recorded means recorded in the register of members.
- (b) 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 —
 - (i) delivered by hand to the recorded address of the member; or
 - (ii) sent by prepaid post to the recorded postal address of the member; or

- (iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

56 Control of Associations Funds

- (a) 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.
- (b) Subject to any restrictions imposed at a general meeting, the Executive Committee may approve expenditure on behalf of the Association.
- (c) The Executive Committee may authorise the treasurer or any other officer of the Executive Committee to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed in accordance with Rule 27.
- (e) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.
- (f) The Associations funds must also be controlled in accordance with Rule 27.

57 The Day In Each Year Which the Financial Year of the Association Commences

The financial year of the Association will commence on the 1st July in each calendar year and end on the 30th June in the following calendar year.

58 Custody of Books and Securities

- (a) The Securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (b) All other books and records of the Association are to be otherwise retained and kept in accordance with Rules 15, 16 and 27.
- (c) The books of the Association must be retained for at least seven (7) years.

59 Transitional Provision

Rule 23(iv) shall only become effective after a period of twelve (12) months from its date of adoption.