



# THE ORGAN SOCIETY OF WESTERN AUSTRALIA (INC.)

## CONSTITUTION

### Revision E

**13 October 2018**

This was a general revision to comply with the new compliance rules published by the WA Department of Commerce.

### Revision F

**30 October 2022**

This was a revision to Clauses 9.2 and 9.6 relating to Junior Membership

**Compliance with the Act:**

This Constitution complies with the Western Government Department of Commerce "Associations Incorporation Act 2015"

A. The name of the Association is The Organ Society of Western Australia (Incorporated) herein referred to as the "Society".

B. The objects of the Association are:

To foster the appreciation, knowledge and experiences gained in connection with organs.

To promote visits to interesting organs, recitals, talks.

To give advice to churches and other bodies, and Society members on matters relating to organs.

Other activities appropriate to the Society, including co-operation with other musical organisations.

C. Brief History: The Society was founded in 1966 and affiliated with the Incorporated Association of Organists (U.K.) in 1973. The Society is a non-profit making organisation. This Constitution was revised in October 1967, October 2009, October 2010, October 2011 and on 9 October 2012 at the AGM.

D. Any 15% of Metropolitan members who are financial at commencement of the meeting and personally present (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 or a Special Meeting

E. Any 51% of the committee members shall constitute a quorum for the conduct of the business of a committee meeting.

F. The Society's financial year will be the period of 12 months commencing on 1 July of each year and ending on 30 June of the following year.

## CONTENTS

	<i>Page</i>
1.0 TERMS USED AND GUIDE NOTES	1
2.0 OBJECTS	3
3.0 FINANCIAL YEAR	3
4.0 NOT FOR PROFIT BODY	4
5.0 ELIGIBILITY FOR MEMBERSHIP	5
6.0 APPLYING FOR MEMBERSHIP	5
7.0 DEALING WITH MEMBERSHIP APPLICATIONS	6
8.0 BECOMING A MEMBER	7
9.0 CLASSES OF MEMBERSHIP	7
10.0 WHAT HAPPENS WHEN MEMBERSHIP CEASES	10
11.0 RESIGNATION	10
12.0 RIGHTS NOT TRANSFERRABLE	11
13.0 MEMBERSHIP FEES	11
14.0 REGISTER OF MEMBERS	13
15.0 TERM USED FOR MEMBER	14
16.0 SUSPENSION OR EXPULSION	14
17.0 CONSEQUENCES OF SUSPENSION	16
18.0 TERMS USED FOR RESOLVING DISPUTES	16
19.0 APPLICATION OF DIVISION FOR RESOLVING DISPUTES	16
20.0 PARTIES TO ATTEMPT TO RESOLVE DISPUTE	17
21.0 HOW GRIEVANCE PROCEDURE IS STARTED	17
22.0 DETERMINATION OF DISPUTE BY COMMITTEE	18
23.0 APPLICATION OF DIVISION FOR MEDIATION	19
24.0 APPOINTMENT OF MEDIATOR	19
25.0 MEDIATION PROCESS	20
26.0 MEDIATION RESULTING IN REVOKING SUSPENSION OR EXPULSION	21
27.0 COMMITTEE	22
28.0 COMMITTEE MEMBERS	23
29.0 PRESIDENT	24
30.0 SECRETARY AND EDITOR	24
31.0 TREASURER AND REGISTRAR	25
32.0 HOW MEMBERS BECOME COMMITTEE MEMBERS	26
33.0 NOMINATION OF COMMITTEE MEMBERS	26

34.0	ELECTION OF OFFICE HOLDERS	27
35.0	ELECTION OF ORDINARY COMMITTEE MEMBERS	28
36.0	TERM OF OFFICE	29
37.0	RESIGNATION AND REMOVAL FROM OFFICE	29
38.0	WHEN MEMBERSHIP OF COMMITTEE CEASES	30
39.0	FILLING CASUAL VACANCIES	31
40.0	VALIDITY OF ACTS	31
41.0	PAYMENTS TO COMMITTEE MEMBERS	31
42.0	COMMITTEE MEETINGS	32
43.0	NOTICE OF COMMITTEE MEETINGS	33
44.0	MEETING PROCEDURE AND ORDER OF BUSINESS	33
45.0	USE OF TECHNOLOGY TO BE PRESENT AT COMMITTEE MEETINGS	34
46.0	QUORUM FOR COMMITTEE MEETINGS	35
47.0	VOTING AT COMMITTEE MEETINGS	36
48.0	MINUTES OF COMMITTEE MEETINGS	36
49.0	SUBCOMMITTEES AND SUBSIDIARY OFFICES	38
50.0	DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES	39
51.0	ANNUAL GENERAL MEETING	40
52.0	SPECIAL GENERAL MEETINGS	42
53.0	NOTICE OF GENERAL MEETINGS	44
54.0	PROXIES	45
55.0	USE OF TECHNOLOGY TO BE PRESENT AT AGM'S	46
56.0	PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS	46
57.0	ADJOURNEMENT OF GENERAL MEETING	47
58.0	VOTING AT A GENERAL MEETING	48
59.0	WHEN SPECIAL RESOLUTIONS ARE REQUIRED	49
60.0	DETERMINING WHETHER SPECIAL RESOLUTION CARRIED	50
61.0	MINUTES OF GENERAL MEETING	51
62.0	SOURCE OF FUNDS	53
63.0	CONTROL OF FUNDS	53
64.0	FINANCIAL STATEMENTS AND FINANCIAL REPORTS	54
65.0	BY LAWS	55
66.0	EXECUTING DOCUMENTS AND COMMON SEAL	56
67.0	GIVING NOTICE TO MEMBERS	57
68.0	CUSTODY OF BOOKS AND SECURITIES	57

<b>69.0</b>	<b>RECORD OF OFFICE HOLDERS</b>	<b>57</b>
<b>70.0</b>	<b>INSPECTION OF RECORDS AND DOCUMENTS</b>	<b>58</b>
<b>71.0</b>	<b>PUBLICATION BY COMMITTEE MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS</b>	<b>59</b>
<b>72.0</b>	<b>DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP</b>	<b>59</b>
<b>73.0</b>	<b>ALTERATION OF RULES AND CONSTITUTION</b>	<b>60</b>

## PART 1 PRELIMINARY

### 1.0 TERMS USED AND GUIDE NOTES

#### 1.1 Terms used and Nomenclature

*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 9.3;

**Association** means the incorporated association to which these rules apply, in this constitution meaning the Organ Society of Western Australia, herein referred to as the Society;

**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** means the Committee 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;

**financial records** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

**financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**financial year**, of the Association, has the meaning given in rule 3;

**general meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

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

**ordinary committee member** means a committee member who is not an office holder of the Association under rule 28.3;

**ordinary member** means a member with the rights referred to in rule 9.8;

**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** 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;

**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.

## 1.2 Guidance Notes

Throughout this document are several paragraphs that are pertinent guidance notes that are not part of the Constitution. *These are typed in italic font.*

## 2.0 OBJECTS

The objects of the Society shall be:

- a) To foster the appreciation, knowledge and experiences gained in connection with organs.
- b) To promote visits to interesting organs, recitals, talks.
- c) To give advice to churches and other bodies, and Society members on matters relating to organs.
- d) Other activities appropriate to the Society, including co-operation with other musical organisations.

## 3.0 FINANCIAL YEAR

### 3.1 First Financial Year

The first financial year of the Society is to be the period notified to the Commissioner under section 7(4) (e) or, if relevant, section 29(5) (e) of the Act.  
The Society financial year is from 1 July to 30 June.

### 3.2 Subsequent Financial Year

Each subsequent financial year of the Society is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination



## PART 2 ASSOCIATION TO BE NOT FOR PROFIT BODY

### 4.0 NOT FOR PROFIT BODY

#### 4.1 Purpose of Property and Income

The property and income of the Society must be applied solely towards the promotion of the objects or purposes of the Society 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 Payments to Members

A payment may be made to a member out of the funds of the Society only if it is authorised under rule 4.3

#### 4.3 Authorising Payments to Members

A payment to a member out of the funds of the Society is authorised if it is —

- a) the payment in good faith to the member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business; or
- b) the payment of interest, on money borrowed by the Society from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- c) the payment of reasonable rent to the member for premises leased by the member to the Society; or
- d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society

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

## PART 3 MEMBERS

### DIVISION 1- MEMBERSHIP

#### 5.0 ELIGIBILITY FOR MEMBERSHIP

##### 5.1 Eligibility

Any person who supports the objects or purposes of the Society is eligible to apply to become a member.

##### 5.2 Age Constraint

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.

#### 6.0 APPLYING FOR MEMBERSHIP

##### 6.1 Written Application

A person who wants to become a member must apply in writing to the Society.

##### 6.2 Nomination

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

##### 6.3 Signatures

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

##### 6.4 Class of Membership

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

## **7.0 DEALING WITH MEMBERSHIP APPLICATIONS**

### **7.1 Committee Decision**

The committee must consider each application for membership of the Society and decide whether to accept or reject the application.

### **7.2 Sequence of Applications**

Subject to rule 7.3 the committee must consider applications in the order in which they are received by the Society.

### **7.3 Clarification**

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.

### **7.4 Governing Rules**

The committee must not accept an application unless the applicant —

- a) Is eligible under rule 5; and
- b) Has applied under rule 6.

### **7.5 Rejection of Applicant**

The committee may reject an application even if the applicant —

- a) Is eligible under rule 5; and
- b) Has applied under rule 6.

### **7.6 Acceptance/Rejection Criteria**

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

### **7.7 Privacy of Reasons for Rejection**

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

## 8.0 BECOMING A MEMBER

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

- a) The committee accepts the application; and
- b) The applicant pays any membership fees payable to the Society under rule 12.

## 9.0 CLASSES OF MEMBERSHIP

### 9.1 Type of Member

Membership of the Society is open to any person or organisation interested in organs and organ music

Membership shall be divided into two classes, as follows:

### 9.2 Ordinary Membership

This class of membership includes:

#### **Ordinary Membership**

**Country Membership.** Country Membership shall apply to members resident outside the Perth Metropolitan Area.

**Concession Membership.** Concession Membership shall apply to members engaged in full time study at a recognised Educational Institution or to those members who hold Senior Citizen status.

**Family Membership.** Family Membership shall confer all privileges of membership on a husband and wife and their dependent children, excepting that Family Membership shall be entitled to only two votes at any General Meeting.

**Life Membership.** Life Membership shall be conferred by the Annual General Meeting at its discretion upon a member of not less than five years' standing, in recognition of outstanding service to the Society. Nominations for Life Membership shall first be considered by the Committee, and, if agreed, recommended to the Annual General Meeting. Such nominations shall be included in the notification of business to the Annual General Meeting-

**Junior Membership:** Junior membership will be available to persons under the age of 15. They will not be entitled to vote. They will participate in all other benefits of the Society including the Journal. A membership fee will not be charged,

### 9.3 Associateship Membership

**Associate Membership.** Associate Members of the Society will normally be persons or organisations with a similar interest keen to be linked for the purposes of sharing material or information. It would be expected there is a reciprocal sharing in place rather than a membership fee. Associate Members shall not be entitled to vote at any General Meeting.

#### 9.4 Resignation of Membership

Any member may resign at any time by giving written notice to the Hon. Secretary.

#### 9.5 Approval of Variations of Membership

The Society may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.

#### 9.6 Status of Persons under Age 15

An individual who has not reached the age of 15 years is only eligible to be an associate member or a Junior Member.

#### 9.7 Single Class of Membership Only

A person can only be an ordinary member or belong to one class of associate membership.

#### 9.8 Voting Rights of Ordinary members

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.

#### 9.9 Voting Rights of Associate Members

An associate member has the rights referred to in rule 5 other than full voting rights.

#### 9.10 Numbers of Members

The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## 9.11 Membership Privileges

- a) Members shall be notified of forthcoming events organised by the Society at least fourteen days in advance.
- b) Upon joining the Society every member shall receive a copy of the Society's Constitution.
- c) Every financial member shall receive the Society's Journal as part of their membership entitlement, and shall be further entitled to a reduction in admission charges to functions of the Society as determined by the Committee.

## 9.12 Patrons

The Society may at each Annual General Meeting elect a Patron or Patrons who shall hold office for a period of three (3) years.

Such Patron or Patrons shall have exhibited an active interest in the organ, the Society or its objects. Nominations for Patron shall first be considered by the Committee, and, if agreed, recommended to the Annual General Meeting. Such nominations shall be included in the notification of business of an Annual General Meeting.

## 10.0 WHAT HAPPENS WHEN MEMBERSHIP CEASES

### 10.1 Causes of Ceased Membership

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

- a) For a member who is an individual, the individual dies.
- b) For a member who is a body corporate, the body corporate is wound up.
- c) The person resigns from the Society under rule 11.
- d) The person is expelled from the Society under rule 16.
- e) The person ceases to be a member under rule 13.4

### 10.2 Records of Ceased Membership

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

- a) The date on which the person ceased to be a member; and
- b) The reason why the person ceased to be a member.

## 11.0 RESIGNATION

### 11.1 Written Notice

A member may resign from membership of the Society by giving written notice of the resignation to the secretary.

### 11.2 Resignation Becomes Effective

The resignation takes effect —

- a) When the secretary receives the notice; or
- b) If a later time is stated in the notice, at that later time.

### 11.3 Fee Liability of Resigned members

A person who has resigned from membership of the Society remains liable for any fees that are owed to the Society (the **owed amount**) at the time of resignation.

## 11.4 Recovery of Owed Fees

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

## 12.0 RIGHTS NOT TRANSFERRABLE

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

## DIVISION 2- MEMBERSHIP FEES

## 13.0 MEMBERSHIP FEES

### 13.1 Determination

The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Society.

### 13.2 Differing Fees

A member must pay the annual 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.

### 13.3 Payment of Subscriptions, Levies, Fees, Financial Year

A member must pay the annual membership fee to the Treasurer, or another person authorised by the committee to accept payments, by the date as determined by the committee.

Subscriptions as approved by the Committee shall become due for existing members on October 31<sup>st</sup> each year.-

Rates of subscriptions shall be as follows:

Ordinary Member: full subscription

Country Member: 80% of full subscription

Concession Member: 50% of full subscription

Family Member: 150% of full subscription

Life Member: no subscription

Associate Member: no subscription



Members shall be notified by mail or email when subscriptions are due. The Hon. Treasurer shall forward an account to any member whose subscription is more than two months in arrears and if necessary a second and final account after four months. Membership benefits shall cease after six months in arrears and membership shall be deemed to have lapsed on failure to pay subscriptions by October 31<sup>st</sup>.

A new member joining the Society after October 31<sup>st</sup> shall be required to pay a pro-rata subscription based on the number of months remaining in the year.

The financial year of the Society shall commence on July 1<sup>st</sup> and terminate June 30<sup>th</sup> each year.

It shall be competent for a General Meeting, on recommendation by the Committee, to impose a levy.

Members can pay fees by cash, cheque, or by any electronic means.

#### **13.4 Non Paid Fees Results in Expired Membership**

If a member has not paid the annual 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.

#### **13.5 Reinstatement of Expired Membership**

If a person who has ceased to be a member under rule 13.4 offers to pay the annual membership fee after the period referred to in that rule has expired —

- a) the committee may, at its discretion, accept that payment; and
- b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **DIVISION 3- REGISTER OF MEMBERS**

### **14.0 REGISTER OF MEMBERS**

#### **14.1 Responsibility for Maintaining of Register**

The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Society under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Society.

#### **14.2 Essential Details to be Listed in register**

In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

#### **14.3 Register Safe Keeping**

The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.

#### **14.4 Inspection of Register**

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

#### **14.5 Rules governing Copying of Register**

If —

- (a) A member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) A member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the 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 Society.

The committee reserves the right to refuse these requests based on the judgement of protecting the private details of the membership.

## PART 4 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### DIVISION 1: TERM USED

#### 15.0 TERM USED FOR MEMBER

In this Part —

**member**, in relation to a member who is expelled from the Society, includes former member.

### DIVISION 2: DISCIPLINARY ACTION

#### 16.0 SUSPENSION OR EXPULSION

##### 16.1 Reasons for Expulsion

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

- a) The member contravenes any of these rules; or
- b) The member acts detrimentally to the interests of the Society.

##### 16.2 Notice of Expulsion

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

##### 16.3 Content of Notice of Expulsion

The notice given to the member must state —

- a) when and where the committee meeting is to be held; and
- b) the grounds on which the proposed suspension or expulsion is based; and
- c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;

## 16.4 Committee Consideration of Expulsion

At the committee meeting, the 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 committee about the proposed suspension or expulsion; and
- b) Give due consideration to any submissions so made; and
- c) Decide —
  - (i) Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (ii) Whether or not to expel the member from the Society.

## 16.5 Timeline of Expulsion

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

## 16.6 Notification of Expulsion

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 Expelled Member Request for Mediation

A member whose membership is suspended or who is expelled from the Society may, within 14 days after receiving notice of the Committee's decision under rule 16.6, give written notice to the secretary requesting the appointment of a mediator under rule 24.

## 16.8 Parties to Mediation

If notice is given under rule 16.7, the member who gives the notice and the committee are the parties to the mediation.

## 17.0 CONSEQUENCES OF SUSPENSION

### 17.1 Members Loss of Rights

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

- a) Loses any rights (including voting rights) arising as a result of membership; and
- b) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Society

### 17.2 Required Actions by Secretary

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

- a) That the member's membership is suspended; and
- b) The date on which the suspension takes effect; and
- c) The period of the suspension.

### 17.3 Protocol for End of Suspension

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

## 18.0 TERMS USED FOR RESOLVING DISPUTES

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

## 19.0 APPLICATION OF DIVISION FOR RESOLVING DISPUTES

The procedure set out in this Division (the grievance procedure) applies to disputes —

- a) Between members; or
- b) Between one or more members and the Society.

## **20.0 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.

## **21.0 HOW GRIEVANCE PROCEDURE IS STARTED**

### **21.1 Written Notice to Commence Grievance Resolution**

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 —

- a) The parties to the dispute; and
- b) The matters that are the subject of the dispute

### **21.2 Timeline for Determination of the Dispute**

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

### **21.3 Written Notice of Meeting**

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 Content of Written Notice**

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

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

## 21.5 Reasons to Request a Mediator

If —

- a) The dispute is between one or more members and the Society; and
  - b) Any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under rule 24,
- the committee must not determine the dispute.

## 22.0 DETERMINATION OF DISPUTE BY COMMITTEE

### 22.1 Protocol for Dispute Committee Meeting Re Disputes

At the committee meeting at which a dispute is to be considered and determined, the committee must:

- a) Give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
- b) Give due consideration to any submissions so made; and
- c) Determine the dispute.

### 22.2 Notice of Determination

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 Request for Mediator

A party to the dispute may, within 14 days after receiving notice of the committee's determination under rule 22.1 (c), give written notice to the secretary requesting the appointment of a mediator under rule 24.

### 22.4 Parties to Dispute Mediation

If notice is given under rule 22.2 each party to the dispute is a party to the mediation.

## **DIVISION 4: MEDIATION**

### **23.0 APPLICATION OF DIVISION FOR MEDIATION**

#### **23.1 When Applicable**

This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —

- a) By a member under rule 16.7; or
- b) By a party to a dispute under rule 21.5 (b) (ii) or 21.3.

#### **23.2 Mediator Requirement**

If this Division applies, a mediator must be chosen or appointed under rule 24.

### **24.0 APPOINTMENT OF MEDIATOR**

#### **24.1 Method of Choice of Mediator**

The mediator must be a person chosen —

- a) If the appointment of a mediator was requested by a member under rule 16.7 — by agreement between the Member and the committee; or
- b) If the appointment of a mediator was requested by a party to a dispute under rule 21.5 (b) (ii) or 22.3 — by agreement between the parties to the dispute.

#### **24.2 Resolving Lack of Agreement on Mediation**

If there is no agreement for the purposes of rule (24.1) (a) or (b), then, subject to rule 24.3 and rule 24.4 the committee must appoint the mediator.

#### **24.3 Attributes of Mediator**

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 —

- a) A member under rule 16.7; or
- b) A party to a dispute under rule 21.5 (b)(ii); or
- c) A party to a dispute under rule 22.3 and the dispute is between one or more members and the Society.



## **24.4 Mediator Relationship to Committee and OSWA**

The person appointed as mediator by the committee may be a member or former member of the Society but must not —

- a) Have a personal interest in the matter that is the subject of the mediation; or
- b) Be biased in favour of or against any party to the mediation

## **25.0 MEDIATION PROCESS**

### **25.1 Settlement of Mediation**

The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

### **25.2 Need for Written Statements**

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 Conduct of Mediation**

In conducting the mediation, the mediator must —

- a) Give each party to the mediation every opportunity to be heard; and
- b) Allow each party to the mediation to give due consideration to any written statement given by another party; and
- c) Ensure that natural justice is given to the parties to the mediation throughout the mediation process.

### **25.4 Limit of Mediator Authority**

The mediator cannot determine the matter that is the subject of the mediation.

### **25.5 Confidentiality**

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 Payment of Costs of Mediation

The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 25.7 Action when Resolution of Dispute Fails

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

## 26.0 MEDIATION RESULTING IN REVOKING SUSPENSION OR EXPULSION

If

- a) Mediation takes place because a member whose membership is suspended or who is expelled from the Society gives notice under rule 6.7; and
- b) As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,  
that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## PART 5 COMMITTEE

### DIVISION 1-POWERS OF COMMITTEE

#### 27.0 COMMITTEE

##### 27.1 Committee Member Empowerment

The committee members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society.

##### 27.2 Committee Empowerment

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 Society.

##### 27.3 Compliance with Act

The committee must take all reasonable steps to ensure that the Society complies with the Act, these rules and the by-laws (if any).

## **DIVISION 2-COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS**

### **28.0 COMMITTEE MEMBERS**

#### **28.1 Composition of Committee**

The management of the affairs of the Society shall be vested in an elected Committee, consisting of:

- a) The President,
- b) The Vice President,
- c) The Hon. Treasurer,
- d) The Secretary,
- e) The Editor
- f) And up to four ordinary members.

The Committee shall have the power to co-opt for specific purposes and specific periods not more than three members to form a Sub-Committee.

#### **28.2 Limits on Numbers of Ordinary Members**

The committee must determine the maximum number of members who may be ordinary committee members.

#### **28.3 Pre-Qualification to be a Committee Member**

A person may be a committee member if the person is —

- a) An individual who has reached 18 years of age; and
- b) An ordinary member.

#### **28.4 Limitation on Number of Roles**

For this Society the committee will adhere as much as possible to the regulation in the Act that a person must not hold 2 or more of the offices mentioned in rule 28.1 at the same time. However, there may be some circumstances where the committee may decide that it becomes necessary for a committee member to hold an extra official duty.

## 28.5 Relevant Clauses of the Act

Refer to Sections 3; Part 4 Division 3:13D; 39; 44; 45; 46; 47; 127 for supplementary information.

## 29.0 PRESIDENT

### 29.1 Duty of President Regarding Setting Meeting Agenda

The President shall preside at all meetings of the Committee  
Or if absent, the Vice President, and if both are absent the Committee shall select a President.

It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting

The Immediate Past President shall be regarded *ex-officio*. The Immediate Past President is referred to only as an acknowledgement of their previous office.

### 29.2 General Powers and Duties

The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

## 30.0 SECRETARY AND EDITOR

### 30.1 Secretary

The Secretary has the following duties —

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

- h) maintaining full and accurate minutes of committee meetings and general meetings;
- i) carrying out any other duty given to the secretary under these rules or by the committee.

## 30.2 Editor

The Editor shall be responsible for:

- a) Preparing a Society Journal at periodic intervals, and arranging its printing and distribution to members.
- b) Coordination of the Society web site and regular updating of information thereon.

## 31.0 TREASURER AND REGISTRAR

### 31.1 Treasurer

The treasurer has the following duties —

- a) Ensuring that any amounts payable to the Society are collected and issuing receipts for those amounts in the Society's name.
- b) Ensuring that any amounts paid within a reasonable time to the Society are credited to the appropriate account of the Society, as directed by the committee.
- c) Ensuring that any payments to be made by the Society that have been authorised by the committee or at a general meeting are made on time.
- d) Ensuring that the Society complies with the relevant requirements of Part 5 of the Act;
- e) Ensuring the safe custody of the Society's financial records, financial statements and financial reports, as applicable to the Society.
- f) As the Society is a tier 1 association, coordinating the preparation of the Society's financial statements before their submission to the Society's annual general meeting.
- g) This paragraph from the model rules is not used; and
- h) Providing any assistance required by a reviewer conducting a review of the Society's financial statements or financial report under Part 5 Division 5 of the Act;
- i) Carrying out any other duty given to the treasurer under these rules or by the committee.
- j) The Hon. Treasurer shall further ensure that proper books of account shall be kept for the society that at each Committee Meeting the Committee shall be furnished a statement of the financial position of the Society and that at each Annual General Meeting of the Members a Statement of Receipts and Payments for the preceding year, duly audited, shall be read and be available for scrutiny by any financial member or their accredited nominees.
- k) The Society's bank account shall be maintained with Bankers approved by the Committee and styled "The Organ Society of Western Australia (Incorporated)", and signatories to such account shall be any two of the President, Vice-President, Hon. Secretary or Hon. Treasurer for the time being.

## 31.2 Registrar

The Committee may appoint a Registrar. The duties of the Registrar shall be to maintain a list of members who are available to act as Church relief organists.

# DIVISION 3-Election of Committee members and Tenure of Office

## 32.0 HOW MEMBERS BECOME COMMITTEE MEMBERS

A member becomes a committee member if the member —

- a) Is elected to the committee at a general meeting; or
- b) Is appointed to the committee by the committee to fill a casual vacancy under rule 39.

## 33.0 NOMINATION OF COMMITTEE MEMBERS

### 33.1 Written Notification

At least 42 days before an annual general meeting, the secretary must send written notice to all the members —

- a) Calling for nominations for election to the committee; and
- b) Stating the date by which nominations must be received by the secretary to comply with rule 33.2.

### 33.2 Protocol for Nomination

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 28 days before the annual general meeting.

### 33.3 Statement Supporting Nomination

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

### 33.4 Option to Nominate for Special Role

A member may nominate for one specified position of office holder of the Society or to be an ordinary committee member.

### **33.5 Ineligibility**

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 or rule 35.2 (b).

## **34.0 ELECTION OF OFFICE HOLDERS**

### **34.1 Committee Election Protocol I**

At the annual general meeting, a separate election must be held for each position of office holder of the Society.

The President, Vice- President, Hon. Secretary, Hon. Treasurer, Editor and up to four ordinary Committee Members shall be elected annually by preferential secret ballot by financial members or their proxies present at an Annual General Meeting, excepting that the nominee for any particular office shall be declared duly elected if not more than the required nominations for that office shall have been received.

Every financial member of the Society shall be eligible for election to the Committee. Retiring members of the Committee are eligible for re-election, with the proviso that no member shall serve as President or Vice- President for more than three consecutive years.

Nomination forms shall be issued to all members not less than four weeks prior to the date fixed for such Annual General Meeting. Completed nomination forms, signed by a proposer and seconder and the nominee shall be returned to the Secretary by the date of the Annual General Meeting.

If during any year a vacancy, other than that of President, occurs on the Committee, the Committee may forthwith elect some member of the Society to fill such vacancy for the period for which the vacating member would have been in office.

In the event of the retirement during the period of office of the President, a special General Meeting shall be called and the vacant office be filled by election at that meeting.

The Committee shall take office immediately upon the conclusion of the Annual General Meeting at which it is elected.

### **34.2 Action When No prior Nominations**

If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.



### 34.3 Declaration of Election

If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.

### 34.4 Voting if More than One Nominee

If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.

### 34.5 Election Protocol II

Each ordinary member present at the meeting may vote for one member who has nominated for the position.

### 34.6 Election Protocol III

A member who has nominated for the position may vote for himself or herself.

### 34.7 Election Protocol IV

On the member's election, the new chairperson of the Society may take over as the chairperson of the meeting.

## 35.0 ELECTION OF ORDINARY COMMITTEE MEMBERS

### 35.1 AGM Decision on Ordinary Committee Members

At the annual general meeting, the Society must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.

### 35.2 AGM Finalising of Number of Ordinary Committee Members

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 —

- a) Must declare each of those members to be elected to the position; and
- b) May call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

### 35.3 AGM Protocol for Voting on Ordinary Committee Members

If —

- a) The number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
- b) The number of members nominating under rule 35.2 (b) is greater than the number of positions remaining unfilled,

then the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member

### 35.4 Voting Rights of Ordinary Committee Members

A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

## 36.0 TERM OF OFFICE

### 36.1 Commencement

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

- a) Is elected at an annual general meeting or under rule 37.3; or
- b) Is appointed to fill a casual vacancy under rule 39.

### 36.2 Duration

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 Candidacy for Re-Election

A committee member may be re-elected.

## 37.0 RESIGNATION AND REMOVAL FROM OFFICE

### 37.1 Written Notice

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 Timeline for Resignation

The resignation takes effect —

- a) When the notice is received by the secretary or chairperson; or
- b) If a later time is stated in the notice, at the later time.

## 37.3 AGM Replacement of Committee Member

At a general meeting, the Society may by resolution —

- a) Remove a committee member from office; and
- b) Elect a member who is eligible under rule 28.4 to fill the vacant position.

## 37.4 Written Plea

A committee member who is the subject of a proposed resolution under rule 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 Distribution of Copies of Plea

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.

## 38.0 WHEN MEMBERSHIP OF COMMITTEE CEASES

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

- a) Dies or otherwise ceases to be a member; or
- b) Resigns from the committee or is removed from office under rule 37; or
- c) Becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- d) Becomes permanently unable to act as a committee member because of a mental or physical disability; or
- e) 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

## 39.0 FILLING CASUAL VACANCIES

### 39.1 Protocol I

The committee may appoint a member who is eligible under rule 28.4 to fill a position on the committee that —

- a) Has become vacant under rule 38; or
- b) Was not filled by election at the most recent annual general meeting or under rule 37.3 (b)).

### 39.2 Protocol II

If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 28.4 to fill the position within 14 days after the vacancy arises

### 39.3 Protocol III

Subject to the requirement for a quorum under rule 46, the committee may continue to act despite any vacancy in its membership.

### 39.4 Resolving Occasional Lack of Quorum

If there are fewer committee members than required for a quorum under rule 46, the committee may act only for the purpose of —

- a) Appointing committee members under this rule; or
- b) Convening a general meeting.

## 40.0 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.

## 41.0 PAYMENTS TO COMMITTEE MEMBERS

### 41.1 Terms Used

*In this rule —*

**committee member** includes a member of a subcommittee;  
**committee meeting** includes a meeting of a subcommittee.

## 41.2 Committee Member Entitlements

A committee member is entitled to be paid out of the funds of the Society for any out-of-pocket expenses for travel and accommodation properly incurred —

- a) In attending a committee meeting or
- b) In attending a general meeting; or
- c) Otherwise in connection with the Society's business.

# DIVISION 4- COMMITTEE MEETINGS

## 42.0 COMMITTEE MEETINGS

### 42.1 Minimum Number of Meetings

The committee must meet not less than once every two months on the dates and at the times and places determined by the committee.

### 42.2 Date and Venue of First Meeting after AGM

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 Calling Special Meeting

Special committee meetings may be convened by the chairperson or any 2 committee members.

### 42.4 Committee Meeting Protocol

- a) The Hon. Secretary shall give to all members of the Committee at least seven days' notice of all committee meetings.
- b) At all meetings of the Committee fifty-one percent (51%) of the Committee members shall form a quorum.
- c) All questions arising at any meetings of the Committee shall be decided by vote of the majority of the members of the Committee present. Co-opted members of the Committee while they serve shall be eligible to vote. The President or Presider shall have both casting and deliberative vote.

- d) All actions of the Committee are valid and binding unless and until the same shall have been revoked or disapproved, by the Society in General Meeting, but shall only be deemed revoked as from that date.

## **43.0 NOTICE OF COMMITTEE MEETINGS**

### **43.1 Timeline for Notification**

Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.

### **43.2 Notification Detail**

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 Restrictions on Business to be Discussed**

Unless rule 43.4 applies, the only business that may be conducted at the meeting is the business described in the notice.

### **43.4 Dealing with Urgent Business**

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.

## **44.0 MEETING PROCEDURE AND ORDER OF BUSINESS**

### **44.1 Presiding Officer**

The President or, in the President's absence, the Vice President must preside as President of each committee meeting.

### **44.2 Proxy for President**

If the President and Vice President are absent or are unwilling to act as Presider of a meeting, the committee members at the meeting must choose one of them to act as Presider of the meeting.

### **44.3 Meeting Procedure**

The procedure to be followed at a committee meeting must be determined from time to time by the committee.

### **44.4 Order of Business**

The order of business at a committee meeting may be determined by the committee members at the meeting.

### **44.5 Invitation to Non Committee Members**

A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.

### **44.6 Rights of Non Committee Members at Meetings**

A person invited under rule 44.5 to attend a committee meeting —

- a) Has no right to any agenda, minutes or other document circulated at the meeting; and
- b) Must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
- c) Cannot vote on any matter that is to be decided at the meeting

## **45.0 USE OF TECHNOLOGY TO BE PRESENT AT COMMITTEE MEETINGS**

### **45.1 ATTENDANCE VIA ELECTRONIC MEDIA**

The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

### **45.2 RIGHTS OF ATTENDANCE VIA ELECTRONIC MEDIA**

A member who participates in a committee meeting as allowed under rule 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.

## 46.0 QUORUM FOR COMMITTEE MEETINGS

### 46.1 Veto of Meeting Business if No Quorum Present

Subject to rule 39.4, no business is to be conducted at a committee meeting unless a quorum is present

### 46.2 Consequences of no Quorum

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

- a) In the case of a special meeting — the meeting lapses; or
- b) Otherwise, the meeting is adjourned to the same time, day and place in the following week.

### 46.3 Quorum Governed by Attendance of Committee Members

If —

- a) A quorum is not present within 30 minutes after the commencement time of a committee meeting held under rule 46.2 (b); and
- b) At least 2 committee members are present at the meeting,  
those members present are taken to constitute a quorum.

*If these model rules are adopted, the quorum for a committee meeting is as notified to the Commissioner under section 7(4) (d) or 29(5) (d) of the Act.*



## **47.0 VOTING AT COMMITTEE MEETINGS**

### **47.1 Single Vote per Committee Member**

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

### **47.2 Motion Being Carried**

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

### **47.3 Casting Vote if a Tie**

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

### **47.4 Use of Secret Ballot**

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 Protocol for a Secret Ballot**

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

## **48.0 MINUTES OF COMMITTEE MEETINGS**

### **48.1 Governing Rule on Taking Minutes**

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

### **48.2 Essential Contents of Minutes**

The minutes must record the following —

- a) The names of the committee members present at the meeting.
- b) The name of any person attending the meeting under rule 44.5.
- c) The business considered at the meeting.
- d) Any motion on which a vote is taken at the meeting and the result of the vote.

### 48.3 Use of Minute Book

The minutes of a committee meeting must be entered in the Society's minute book within 30 days after the meeting is held. This will be in the form of an electronic folder.

### 48.4 Authorisation of Minutes

The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by —

- a) The Presider of the meeting; or
- b) The Presider of the next committee meeting.

### 48.5 Authenticity of Minutes

When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —

- a) The meeting to which the minutes relate was duly convened and held; and
- b) The matters recorded as having taken place at the meeting took place as recorded; and.
- c) Any appointment purportedly made at the meeting was validly made, and.
- d) The matters recorded as having taken place at the meeting took place as recorded

*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 –SUBCOMMITTEE AND SUBSIDIARY OFFICES**

### **49.0 SUBCOMMITTEES AND SUBSIDIARY OFFICES**

#### **49.1 Decision on Formation of Subcommittees**

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

- a) Appoint one or more subcommittees;
- b) Create one or more subsidiary offices and appoint people to those offices.

#### **49.2 Members Comprising the Subcommittee**

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

#### **49.3 Pre-Qualification of a Subcommittee Member**

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

#### **49.4 Protocol for Sub Committee Meetings**

Subject to any directions given by the committee —

- a) A subcommittee may meet and conduct business as it considers appropriate; and
- b) The holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

## 50.0 DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES

### 50.1 Terms Used

*In this rule —*

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

### 50.2 Empowerment of Subcommittee Members: Protocol 1

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 —

- a) the power to delegate; and
- b) A non-delegable duty.

### 50.3 Empowerment of Subcommittee Members: Protocol 2

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 Empowerment of Subcommittee Members: Protocol 3

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 Empowerment of Subcommittee Members: Protocol 4

The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.

### 50.6 Empowerment of Subcommittee Members: Protocol 5

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 Modifications to Delegation and Subcommittee

The committee may, in writing, amend or revoke the delegation.

# PART 6 GENERAL MEETINGS OF ASSOCIATION

## 51.0 ANNUAL GENERAL MEETING

### 51.1 Timeline for Annual General Meetings

An Annual General Meeting shall be held within four calendar months of the end of the Society's financial year.

### 51.2 Time Limitation on Holding Annual General Meeting

If it is proposed to hold the annual general meeting more than 6 months after the end of the Society's financial year, the secretary must apply to the Commissioner for permission under section 50(3) (b) of the Act within 4 months after the end of the financial year.

### 51.3 Ordinary Business of an Annual General meeting

The ordinary business of the annual general meeting is as follows —

- a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
- b) To provide a statement of Receipts and Payments for the past financial year and reviewer's report.
- c) To receive and consider —
  - (i) the committee's annual report on the Society's activities during the preceding financial year;
  - (ii) As the Society is a Tier 1 Association, the financial statements of the Society for the preceding financial year presented under Part 5 of the Act; and
  - (iii) This paragraph from the model rules is not used; and

- (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the reviewer's report on the financial statements or financial report;
- d) To elect the committee members and the office holders of the Society;
- e) If applicable, to appoint or remove a reviewer of the Society in accordance with the Act;
- f) To confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- g) Determination of the date for the following Annual General Meeting.

## 51.4 General Meeting Protocol

- a) All Members shall be notified by the Hon. Secretary in writing at least twenty one days before, of the date, time and place of an Annual General Meeting. Such notice shall contain a reasonable reference to the nature of any business to be trans- acted thereat
- b) The quorum at an Annual General Meeting shall be fifteen percent (15%) of metropolitan members financial at the commencement of the meeting.
- c) The President shall preside at an Annual General Meeting or if absent the Vice President, and if both are absent the Committee shall appoint a Presider.
- d) All questions except as herein provided shall be decided by a simple majority of those pre- sent and entitled to vote plus any valid proxy votes. Each member, except as provided for Family Members, shall have one vote. A financial member may cast a written proxy vote on any agenda resolution: such proxy vote shall be submitted to the Hon. Secretary prior to the commencement of the meeting.
- e) The President or Presider of the meeting shall have both casting and deliberative vote.
- f) Any member un-financial at the commencement of the meeting shall not be entitled to vote or take part in any meeting unless otherwise decided by the meeting.

## 51.5 Any Other Business

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

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 Society's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

## 52.0 SPECIAL GENERAL MEETINGS

### 52.1 Committee Authorisation

The committee may convene a special general meeting.

### 52.2 Members can call for a Special Meeting

The committee must convene a special general meeting if at least 25% of the members require a special general meeting to be convened.

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

- a) Make the requirement by written notice given to the secretary; and
- b) State in the notice the business to be considered at the meeting; and
- c) Each sign the notice.

### 52.3 Special Meeting Protocol 1

- a) The Hon. Secretary shall, upon receipt of a written request of not less than twenty five per- cent of the financial membership of the Society, or upon resolution of the Committee, convene a Special General Meeting within two months of such a request or resolution. The business of such a Special General Meeting shall be confined to that given in such a request or resolution.
- b) All Members shall be notified by the Hon. Secretary in writing at least twenty one days before, of the date, time and place of any Special General Meeting. Such notice shall contain a reasonable reference to the nature of any business to be trans- acted thereat.
- c) The quorum at any Special General Meeting shall be fifteen percent (15%) of metropolitan members financial at the commencement of the meeting.
- d) The President shall preside at any Special General Meeting or if absent the Vice President, and if both are absent the Committee shall appoint a Presider.
- e) All questions except as herein provided shall be decided by a simple majority of those pre- sent and entitled to vote plus any valid proxy votes. Each member, except as

provided for Family Members, shall have one vote. A financial member may cast a written proxy vote on any agenda resolution: such proxy vote shall be submitted to the Hon. Secretary prior to the commencement of the meeting.

- f) The President or Presider of the meeting shall have both casting and deliberative vote.
- g) Any member un-financial at the commencement of the meeting shall not be entitled to vote or take part in any meeting unless otherwise decided by the meeting.

## **52.4 Timeline for Special Meetings**

The special general meeting must be convened within 28 days after notice is given under rule 52.3

## **52.5 Default Timeline if Committee Fails to Act**

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 Special Meeting Protocol 2**

A special general meeting convened by members under rule 52.5 —

- a) Must be held within 3 months after the date the original requirement was made; and
- b) May only consider the business stated in the notice by which the requirement was made.

## **52.7 Reimbursement of Expenses**

The Society must reimburse any reasonable expenses incurred by the members convening a special general meeting under rule 52.5



## 53.0 NOTICE OF GENERAL MEETINGS

### 53.1 Notification Of Meetings

The secretary or, in the case of a special general meeting convened under rule 52.5, the members convening the meeting, must give to each member —

- a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or.
- b) At least 14 days' notice of a general meeting in any other case.

### 53.2 Content of Meeting Notification

The notice must —

- a) Specify the date, time and place of the meeting; and
- b) Indicate the general nature of each item of business to be considered at the meeting; and
- c) If the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 33.2; and
- d) If a special resolution is proposed —
  - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - (ii) state that the resolution is intended to be proposed as a special resolution; and
  - (iii) comply with rule 54.7.

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

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

## **54.0 PROXIES**

### **54.1 Appointment of Proxies**

Subject to rule 54.2 an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.

### **54.2 Limitations on Representation of Proxies**

An ordinary member may be appointed the proxy for not more than 5 other members.

### **54.3 Appointment to be in Writing**

The appointment of a proxy must be in writing and signed by the member making the appointment.

### **54.4 Specific Instruction to Proxy Voting**

The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

### **54.5 Proxy Voting if No Specific instructions Given**

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 Features of Proxy Form**

If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —

- a) That clearly identifies the person appointed as the member's proxy; and
- b) That has been signed by the member.

### **54.7 Appointment of Proxy to AGM**

Notice of a general meeting given to an ordinary member under rule 53 must —

- (a) State that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
- (b) Include a copy of any form that the committee has approved for the appointment of a proxy.

## **54.8 Proxy Form Protocol**

A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.

## **54.9 Timeline for Receipt of Proxy Forms**

A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society not later than 24 hours before the commencement of the meeting.

## **55.0 USE OF TECHNOLOGY TO BE PRESENT AT AGM'S**

### **55.1 Attendance by Electronic Media**

The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

### **55.2 Rights of Attendance by Electronic Media**

A member who participates in a general meeting as allowed under rule 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.

## **56.0 PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS**

### **56.1 Presiding Member**

The President or, in the President's absence, the Vice President must preside as President of each general meeting

### **56.2 Proxy for President**

If the President and Vice President are absent or are unwilling to act as President of a general meeting, the committee members at the meeting must choose one of them to act as President of the meeting.

### **56.3 Veto of Meeting Business if No Quorum**

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

## 56.4 Consequences of No Quorum

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

- a) In the case of a special general meeting — the meeting lapses; or
- b) In the case of the annual general meeting — the meeting is adjourned to —
  - (i) the same time and day in the following week; and
  - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

## 56.5 Quorum Governed by Attendance of Committee Members

If —

- a) A quorum is not present within 30 minutes after the commencement time of an annual general meeting held under rule 56.4 (b) and
- b) At least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

*If these model rules are adopted, the quorum for a general meeting is as notified to the Commissioner under section 79(4) (c) or 29(5) (c) of the Act.*

## 57.0 ADJOURNEMENT OF GENERAL MEETING

### 57.1 Adjournment Protocol 1

The President 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 Adjournment Protocol 2

Without limiting rule 57.1 a meeting may be adjourned —

- a) If there is insufficient time to deal with the business at hand; or.
- b) To give the members more time to consider an item of business

### **57.3 Adjournment Protocol 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 Adjournment Protocol 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 51.

## **58.0 VOTING AT A GENERAL MEETING**

### **58.1 Voting Rights**

On any question arising at a general meeting —

- a) Subject to rule 58.6, each ordinary member has one vote unless the member may also vote on behalf of a body corporate under rule 58.2; and
- b) Ordinary members may vote personally or by proxy

### **58.2 Proxy Voting for Body Corporates : Protocol 1**

An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.

### **58.3 Proxy Voting for Body Corporate: Protocol 2**

A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.

### **58.4 Proxy Voting for Body Corporate: Protocol 3**

The appointment has effect until —

- a) The end of any general meeting to which the appointment applies; or
- b) The appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.

## **58.5 Motion Carried by Majority Voting**

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.

## **58.6 Casting Vote by President**

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

## **58.7 Pre-Qualification to Vote on Minutes of Previous Meeting**

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.

## **58.8 Eligibility for Voting by Ordinary Members**

For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under rule 8.2 the ordinary member —

- (a) Must have been an ordinary member at the time notice of the meeting was given under rule 53; and.
- (b) Must have paid any fee or other money payable to the Society by the member.

# **59.0 WHEN SPECIAL RESOLUTIONS ARE REQUIRED**

## **59.1 Reasons for Special Resolutions**

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

- a) To affiliate the Society with another body; or
- b) To request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

## **59.2 Nil Limitations Regarding Special Resolutions**

Rule 59.1 does not limit the matters in relation to which a special resolution may be proposed

### 59.3 Statutory Reasons for Special Resolutions

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

- (a) To adopt these 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).

## 60.0 DETERMINING WHETHER SPECIAL RESOLUTION CARRIED

### 60.1 Terms Used

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

### 60.2 Protocol for Determining Status of Special resolution

Subject to rule 60.4, the President of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —

- a) Carried; or
- b) Carried unanimously; or
- c) Carried by a particular majority; or
- d) Lost.

### 60.3 Identification of Special Resolutions

If the resolution is a special resolution, the declaration under rule 60.2 must identify the resolution as a special resolution.

## **60.4 Protocol for Taking a Poll**

If a poll is demanded on any question by the President of the meeting or by at least 3 other ordinary members present in person or by proxy —

- a) The poll must be taken at the meeting in the manner determined by the chairperson.
- b) The chairperson must declare the determination of the resolution on the basis of the poll

## **60.5 When a Poll has to be Immediate**

If a poll is demanded on the election of the President or on a question of an adjournment, the poll must be taken immediately.

## **60.6 Poll to be Taken before Meeting Closes**

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 President.

## **60.7 Entry into Minutes**

A declaration under rule 60.2 or rule 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

# **61.0 MINUTES OF GENERAL MEETING**

## **61.1 Requirement for Minutes**

The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.

## **61.2 Essential Contents of Minutes 1**

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 Essential Contents of Minutes 2**

In addition, the minutes of each annual general meeting must record —



- (a) The names of the ordinary members attending the meeting; and
- (b) Any proxy forms given to the chairperson of the meeting under rule 54.8; and
- (c) The financial statements or financial report presented at the meeting, as referred to in rule 51.3 (b)(ii) or (iii); and
- (d) Any report of the review on the financial statements or financial report presented at the meeting, as referred to in rule 51.3 (b) (iv).

## 61.4 Minute Book

The minutes of a general meeting must be entered in the Society's minute book within 30 days after the meeting is held.

## 61.5 Authorisation of Minutes

The President must ensure that the minutes of a general meeting are reviewed and signed as correct by:

- a) The Presider of the meeting; or
- b) The Presider of the next general meeting.

## 61.6 Status of Minutes

When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —

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

## PART 7 FINANCIAL MATTERS

### 62.0 SOURCE OF FUNDS

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

### 63.0 CONTROL OF FUNDS

#### 63.1 Bank Account for All Transactions

The Society must open an account in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited.

#### 63.2 Approval of Expenditure

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

#### 63.3 Authorisation of Spending Limits by Treasurer

The committee may authorise the treasurer to expend funds on behalf of the Society up to a specified limit without requiring approval from the committee for each item on which the funds are expended.

#### 63.4 Signatories to Cheques

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

- a) 2 committee members; or
- b) one committee member and a person authorised by the committee.

#### 63.5 Timeline for Depositing of Incoming Funds

All funds of the Society must be deposited into the Society's account within 5 working days after their receipt

## 64.0 FINANCIAL STATEMENTS AND FINANCIAL REPORTS

### 64.1 Statutory Requirements of the Act

For each financial year as defined in rule 3, the committee must ensure that the requirements imposed on the Society under Part 5 of the Act relating to the financial statements or financial report of the Society are met

### 64.2 Requirements of Financial Statements and Reports

Without limiting rule 64.1, those requirements include —

- a) As the Society is a Tier 1 Association, the preparation of the financial statements; and
- b) This paragraph from the model rules is not used; and
- c) If required, the review or auditing of the financial statements or financial report, as applicable; and
- d) The presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- e) If required, the presentation to the annual general meeting of the copy of the report of the review report, as applicable, on the financial statements or financial report.

### 64.3 Notes for This Rule

*1 Under section 66 of the Act, an incorporated association must keep financial records that: -*

- (a) correctly record and explain its transactions and financial position and performance; and*
- (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.*

*2 Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed*

## PART 8 GENERAL MATTERS

### 65.0 BY LAWS

#### 65.1 Power to Amend or Revoke By Laws

The Society may, by resolution at a general meeting, make, amend or revoke by-laws.

#### 65.2 By Laws Provide and Impose

By-laws may —

- a) Provide for the rights and obligations that apply to any classes of associate membership approved under rule 9; and
- b) Impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
- c) Impose requirements relating to the financial reporting and financial accountability of the association and the reviewing of the association's accounts; and
- d) Provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.

#### 65.3 By Laws with Nil Effect

A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

#### 65.4 Minimum Effect of By Laws

Without limiting rule 65.3, a by-law made for the purposes of rule 65.2 (c) may only impose requirements on the Society that are additional to, and do not restrict, a requirement imposed on the Society under Part 5 of the Act.

#### 65.5 Copy of By Laws if Requested by a member

At the request of a member, the Society must make a copy of the by-laws available for inspection by the member.

## **66.0 EXECUTING DOCUMENTS AND COMMON SEAL**

### **66.1 Executing a Document Without the Common Seal**

The Society may execute a document without using a common seal if the document is signed by —

- a) 2 committee members; or
- b) One committee member and a person authorised by the committee.

### **66.2 Required Features of Common Seal**

If the Society has a common seal —

- a) The name of the Society must appear in legible characters on the common seal; and
- b) A document may only be sealed with the common seal by the authority of the committee and in the presence of —
  - (i) 2 committee members; or
  - (ii) one committee member and a person authorised by the committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

### **66.3 Record of Use of Common Seal**

The secretary must make a written record of each use of the common seal.

### **66.4 Custody of Common Seal**

The Common Seal of the Society shall be in the custody of the Hon. Secretary for the time being and may be affixed to any document or instrument with the authority of the Committee. Every such document or instrument to which the Common Seal is affixed shall be signed by any three Officers of the Society.

## 67.0 GIVING NOTICE TO MEMBERS

### 67.1 Terms Used

*In this rule **recorded** means recorded in the register of members.*

### 67.2 Features of Written Notices

A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- a) Delivered by hand to the recorded address of the member; or
- b) Sent by prepaid post to the recorded postal address of the member; or
- c) Sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member

## 68.0 CUSTODY OF BOOKS AND SECURITIES

### 68.1 Secretary to Keep Custody

Subject to rule 68.2, the books and any securities of the Society must be kept in the secretary's custody or under the secretary's control.

### 68.2 Treasurer to Keep Custody

The financial records and, as applicable, the financial statements or financial reports of the Society must be kept in the treasurer's custody or under the treasurer's control.

### 68.3 Committee can decide Alternative Custody

Rule 68.1 and rule 68.2 have effect except as otherwise decided by the committee.

### 68.4 Timeline for Keeping Books

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

## 69.0 RECORD OF OFFICE HOLDERS

The record of committee members and other persons authorised to act on behalf of the Society 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.

## 70.0 INSPECTION OF RECORDS AND DOCUMENTS

### 70.1 Reason to Inspect

Rule 70.2 applies to a member who wants to inspect —

- a) The register of members under section 54(1) of the Act; or
- b) The record of the names and addresses of committee members, and other persons authorised to act on behalf of the Society, under section 58(3) of the Act; or
- c) Any other record or document of the Society.

### 70.2 Arrangements to Inspect

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

### 70.3 Nil Cost for Inspection

The inspection must be free of charge.

### 70.4 Committee has Right of Veto on Inspection of Minutes

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 Members Right to Copy

The member may make a copy of or take an extract from a record or document referred to in rule 70.1 (c) but does not have a right to remove the record or document for that purpose.

Note for this rule:

*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 rule 70.1 (a) and the record referred to in rule 70.1 (b).*

## 70.6 Confidentiality

The member must not use or disclose information in a record or document referred to in rule 70.1 (c) except for a purpose —

- a) That is directly connected with the affairs of the Society; or
- b) That is related to complying with a requirement of the Act.

*Note for this rule:*

*Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in rule 70.1 (a) and the record referred to in rule 70.1 (b).*

## 71.0 PUBLICATION BY COMMITTEE MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS

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

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

## 72.0 DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP

### 72.1 Meaning of Terms Used

*In this rule : **surplus property**, in relation to the Association, means property remaining after satisfaction of —*

- a) the debts and liabilities of the Association; and*
- b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,*

*but does not include books relating to the management of the Association.*

### 72.2 Winding Up

The Society may be wound up by a special resolution passed by a majority of seventy five per- cent (75%) of the members of the Society present and entitled to vote, plus any valid proxy votes, at the General Meeting of the Society summoned for such purpose whereof at least twenty one day's notice shall be given and in which notice the proposal to wind up the Society shall be specified.

If upon the winding up of The Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the



members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects; or for charitable purposes which association or purposes, as the case requires, shall be determined by resolution of the members.

## 72.3 Protocol for Distribution

On the cancellation of the incorporation or the winding up of the Society, 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: 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.*

## 73.0 ALTERATION OF RULES AND CONSTITUTION

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

The Constitution of the Society may be amended, altered enlarged or repealed by a special resolution passed by a seventy five percent (75%) majority of the members of the Society present and entitled to vote, plus any valid proxy votes, at any General Meeting of the Society whereof at least twenty one day's notice shall be given and in which notice of the proposed amendments shall be specified.

Any question arising as to the proper interpretation of the Constitution, or any matter not covered by the Constitution, may be dealt with by the Committee in such manner as the Committee decides, provided that all decisions are made in keeping with the objects of the Society, and such decisions shall become binding on the Society and its members unless the same shall be dissented from at a General Meeting held subsequently.

*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.*

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