



# **CONSTITUTION**

## **(Rules of Association)**

of the

# **GOLDFIELDS-NULLABOR RANGELANDS BIOSECURITY ASSOCIATION Inc.**

Adopted ..... 2018

## Development Log

Date of AGM Acceptance	Changes Made By Whom	Précis of Changes	Date Accepted by WA Dept of Commerce
June 2010		Document Created	
Nov 2014	Ross Wood	<p>S2:- Definition 'ratepayer', 'the commissioner'</p> <p>S5:- Membership changed to that of issuing rate assessment</p> <p>S8:- Terminating Membership – delete (1) non payment of rates; delete (2) resignation, non payment, or termination</p> <p>S16:- General Meetings,- change from 5 to 4 months from End of Fin. Year</p> <p>S19:- (1) Full Member voting right on rates issued not rates paid; Ass. Member ability to vote on Rate issued rather than Declared Pest Rate</p>	
Oct 2018	Ross Wood		

## **Name of Association**

1 The name of the Association is

**Goldfields-Nullarbor Rangelands Biosecurity Association Inc.**

## **Definitions**

2 In these rules, unless the contrary intention appears-

"*Annual general meeting*" is the meeting convened under paragraph (b) of rule 16 (1);

"*Associate member*" is a person appointed to the Association in accordance with rule 5(1)(b);

"*Convene*" means to call together for a formal meeting;

"*Department*" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"Declared pest" has the meaning given to that term in the *Biosecurity and Agriculture Management Act 2007*

"*Financial year*" means a period not exceeding 15 months fixed by the Management Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"*General meeting*" means a meeting to which all members are invited;

"*Management Committee meeting*" means a meeting referred to in rule 15;

"*Management Committee member*" means person referred to in paragraph (a), (b), (c), or (d) of rule 10 (1);

"*Member*" means member of the Association and includes both full and associate members, unless otherwise stipulated;

"*Minister*" means the Minister administering the *Biosecurity and Agriculture Management Act 2007*

"*Ordinary resolution*" means resolution other than a special resolution;

"*Poll*" means voting conducted in written form (as opposed to a show of hands);

"*Public authority*" has the meaning given to that term in the *Biosecurity and Agriculture Management Act 2007*

"*Rate*" has the meaning given to that term in the *Biosecurity and Agriculture Management Act 2007*

"*Rate amounts*" has the meaning given to that term in the *Biosecurity and Agriculture Management Act 2007*

"Ratepayer" means an owner or occupier of land within the Area, in respect of which a rate determined under section 130(1) of the *Biosecurity and Agriculture Management Act 2007* has been assessed by the Commissioner of State Revenue as being payable.

"Special general meeting" means a general meeting other than the annual general meeting;

"Special resolution" has the meaning given by section 51 of the *Associations Incorporation Act (2015)*, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"The Act" means the *Associations Incorporation Act 2015*,

"The Area" means the municipal districts of Wiluna, Sandstone, Leonora, Menzies, Coolgardie, Dundas, City of Kalgoorlie/ Boulder, Laverton, Ngaanyatjarra, and sundry other pastoral leases in adjoining municipal districts which the Association may from time to time agree to service for reasons of cost-efficiency.

"The Association" means the Association referred to in rule 1;

"The Chairperson" means-

(a) in relation to the proceedings at a Management Committee meeting or general meeting, the person presiding at the Management Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"The Commissioner" has the meaning given to that term in the *Associations Incorporation Act 2015*;

"The Committee or Management Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"*The Secretary/Treasurer*" means the Secretary/Treasurer" referred to in paragraph (c) of rule 10 (1);

"*The Vice-Chairperson*" means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

### **Objects of Association**

- 3 (1) The objects of the Association are to-
- initiate, promote and foster the control of declared pests in the Area,
  - encourage landholders and other persons to adopt sound biosecurity practices throughout the Area,
  - foster the sustainable development of the Area and;
  - encourage the control of pests other than those declared in the Area.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### **Powers of Association**

- 4 The powers conferred on the Association are the same as those conferred by section 14 of *the Act*, so that subject to that Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –
- (a) acquire, hold, deal with, and dispose of any real or personal property;
  - (b) open and operate bank accounts;
  - (c) invest its money -
    - (i) in any security in which trust monies may lawfully be invested; or
    - (ii) in any other manner authorised by the rules of the Association;
  - (d) borrow money upon such terms and conditions as the Association thinks fit;
  - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (f) appoint agents to transact any business of the Association on its behalf;
  - (g) enter into any other contract it considers necessary or desirable; and
  - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene *the Act* or the rules of the Association.

### **Qualifications for membership of Association**

- 5 (1) Membership:
- a) **Full Members**  
Full membership of the Association is open only to ratepayers within the Area, and subject to rule 19(3), is automatically bestowed upon the individual or entity appearing on the relevant rate assessment, for a period of 12 months from the date of issue of that assessment.
  - b) **Associate members**  
Subject to rules 5(2) and 19(3), Associate membership of the Association is available to any public authority and other corporate bodies that are responsible for the care, control or management of land within the Area, or that are conducting significant activities on land in the Area.

(2) A public authority or other corporate body wishing to become an associate member must -  
(a) apply to the Management Committee in such form as the Management Committee from time to time directs; and  
(b) be proposed by one full member and seconded by another full member.

(3) The Management Committee members must consider each application made under sub-rule (2) at a Management Committee meeting and must at the Management Committee meeting or the next Management Committee meeting accept or reject that application.

(4) An applicant for Associate Membership must receive 75% or more of the votes of the Management Committee present to be accepted.

(5) An applicant whose application for membership of the Association is rejected under sub-rule (3) must, if the applicant wishes to appeal against that decision, give notice to the Secretary/Treasurer of intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(6) When notice is given under sub-rule (5), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Management Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

#### **Register of members of Association**

**6** (1) The Secretary/Treasurer, on behalf of the Association, must comply with section 53 of *the Act* by keeping and maintaining-

In an up to date condition a register of the members of the Association and the postal or residential or email addresses, respective member status (full / associate), and upon the request of a member of the Association, subject to the provision of a statutory declaration setting out the purpose for which the copy of the members register is required and payment of a fee that complies with Sections 56 of the Associations Incorporation Act (2015), shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Secretary/Treasurer place of residence, or at such other place as the members at a general meeting decide.

(3) The Secretary/Treasurer must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

#### **Subscriptions of members of Association**

**7**

(1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member (if any).

(2) If a subscription is determined under sub-rule (1), each member must pay to the Secretary/Treasurer, annually on or before 1 July or such other date as the Management Committee from time to time determines, the amount of the subscription.

(3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Management Committee decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Management Committee allows.

### **Lapsing/Termination of membership of the Association**

**8** Deleted 20 Nov 2014 by special resolution

### **Suspension or expulsion of members of Association**

**9** (1) If the Management Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Management Committee must communicate, either orally or in writing, to the member-

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Management Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct, not less than 30 days before the date of the Management Committee meeting referred to in paragraph (a).

(2) At the Management Committee meeting referred to in a notice communicated under sub-rule (1), the Management Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Management Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary/Treasurer of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

(a) the Association in a general meeting, must either confirm or set aside the decision of the Management Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Management Committee to suspend or expel him or her is confirmed under this sub-rule.

### **Committee of Management**

**10** (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Management Committee consisting of-

(a) a Chairperson;

- (b) a Vice-Chairperson;
- (c) a Secretary/ Treasurer; and
- (d) not less than two and not more than five other persons, all of whom must be either a full member or associate member of the Association and have not been convicted of an offence as specified in Section 39 of *the Act*.

The Management Committee must not simultaneously include more than four associate members.

The Management Committee may decide to split the position of Secretary / Treasurer but to do so, must notify Members of this intention prior to receiving nominations for positions to be voted on at the Annual General Meeting.

(2) Management Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8)

(3) Subject to sub-rule (8), the term of a management Committee member will be up to three years from his or her election at an annual general meeting but he or she is then eligible for re-election to serve further terms on the Management Committee. The terms of all full members serving on the Management Committee will be arranged so that, as near as possible, one-third of their number shall expire in each and every year.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Management Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election, to the Secretary/Treasurer not less than 7 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may -  
(a) propose or second himself or herself for election or re-election; and  
(b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Management Committee does not exceed the number of vacancies in that membership to be filled

- (a) the Secretary/Treasurer must report accordingly to; and
- (b) the Chairperson must declare those persons to be duly elected as members of the Management Committee at, the annual general meeting concerned.

(7) If vacancies remain on the Management Committee after the declaration under sub rule (6), additional nominations of Management Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Management Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Management Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Management Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Management Committee-



- (a) the Management Committee may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will -
  - (i) hold office until the election referred to in sub-rule (2); and
  - (ii) be eligible for election to membership of the Management Committee, at the next following annual general meeting.

(9) The Management Committee may delegate, in writing, to one to more subcommittees (consisting of such member/members of the association as the Management Committee thinks fit) the exercise of such functions of the Management Committee as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Management Committee by *the Act* or any other law.

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Management Committee may continue to exercise any function delegated.

(11) The Management Committee may at any time, in writing, revoke wholly or in part any delegation under sub-rule (9).

### **Chairperson and Vice-Chairperson**

- 11** (1) Subject to this rule, the Chairperson must preside at all general meetings and Management Committee meetings.
- (2) In the event of the absence from a general meeting of-
- (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
- (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Management Committee members present at the Management Committee meeting, must preside at the Committee meeting.

### **Secretarial Responsibilities**

- 12** (1) The secretarial component of the Secretary/Treasurer's responsibilities require this Office-bearer to-
- (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Management Committee and of the Association;
  - (c) comply on behalf of the Association with-
    - (i) section 53 of *the Act* with respect to the register of members of the Association, as referred to in rule 6;
    - (ii) section 35(1) of *the Act* by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

- (iii) section 36(1)(b) of *the Act* by giving each person who becomes a member of the association a copy of the rules as in force when membership commenced ; and
- (iv) section 58 (2) of *the Act* by maintaining a record of -
  - (a) the names and residential or postal or email addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Management Committee and persons who are authorised to use the common seal of the Association under rule 22; and
  - (b) the names and residential or postal or email addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary/Treasurer must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
  - (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 6 to be kept and maintained by, or in the custody of, the Secretary/Treasurer; and
  - (e) perform such other duties as are imposed by these rules on the Secretary/Treasurer.

(2) If the role of Secretary/Treasurer should be split in accordance with rule 10(1), both the Secretary and the Treasurer may be paid such remuneration and allowances as determined by the Management Committee. Alternatively, if the role remains combined the Secretary/Treasurer may also be paid such remuneration and allowances as the Management Committee thinks fit.

### **Treasurer Responsibilities**

- 13** (1) The treasurer's component of the Secretary/Treasurer's responsibilities require this Office-bearer to -
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Management Committee may from time to time direct;
  - (c) make payments from the funds of the Association that have been ratified by the Management Committee and, in so doing, ensure that all cheques / electronic payment vouchers are signed by himself or herself and at least one other authorised Management Committee member, or by any two others as are authorised by the Management Committee;
  - (d) comply on behalf of the Association with sections 66 and 67 of *the Act* with respect to the accounting records of the Association by-
    - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
    - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
    - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

- (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Secretary/Treasurer.

#### **Casual vacancies in membership of Management Committee**

- 14** A casual vacancy occurs in the office of a Management Committee member and that office becomes vacant if the Management Committee member-
- (a) dies;
  - (b) resigns by notice in writing delivered to the Chairperson or, if the Management Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Management Committee;
  - (c) is convicted of an offence as specified in Section 39 of *the Act*;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) is absent from more than-
    - (i) 3 consecutive Management Committee meetings; or
    - (ii) 3 Management Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Management Committee meetings of which meetings the member received notice, and the Management Committee has resolved to declare the office vacant;
  - (f) ceases to be a member of the Association; or
  - (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Management Committee member.

#### **Proceedings of Management Committee**

- 15** (1) The Management Committee must meet together for the dispatch of business not less than twice in each year and the Chairperson, or at least half the members of the Management Committee may at any time convene a meeting of the Management Committee.
- (2) Each Management Committee member has a deliberative vote.
- (3) A question arising at a Management Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Management Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Management Committee meeting half of the total number of Management Committee members plus one constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Management Committee meeting must be determined by the Management Committee members present at the Management Committee meeting.

(6) As required under section 42 of *the Act* a Management Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except of that pecuniary interest exists only by virtue of the fact that the member of the Management Committee is a member of a class of persons for whose benefit the Association is established), must -

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee
- (b) not take part in any deliberations or decision of the Management Committee with respect to that contract

(7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Management Committee is an employee of the Association.

(8) The Secretary/Treasurer must cause every disclosure made under sub-rule (6)(a) by a member of the Management Committee to be recorded in the minutes of the meeting of the Management Committee at which it is made and also subsequently in the minutes of the general meeting at which the disclosure is made and also subsequently in the minutes of the general meeting at which the disclosure is made.

### **General meetings**

**16** (1) The Management Committee – by electronic notification to all members (unless postal notification is requested) -

- (a) May at any time convene a special general meeting;
- (b) Must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of *the Act*, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner (subject to the Commissioner's endorsement), except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) Must, within 30 days of -
  - (i) receiving a request in writing to do so from not less than 5% of members, convene a special general meeting for the purpose specified in that request; or
  - (ii) the Secretary/Treasurer receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
- (d) Must, after receiving a notice under rule 9(4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Management Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Management Committee.

(2) The members making a request referred to in sub-rule (1)(c)(i) must -

- (a) State in that request the purpose for which the special general meeting concerned is required; and
- (b) Sign that request.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Management Committee; or
- (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Management Committee.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary/Treasurer must give to all members not less than 21 days' notice of a special general meeting and that notice must specify-

- (a) When and where the general meeting concerned is to be held; and
- (b) Particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Secretary/Treasurer must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify-

- (a) When and where the annual general meeting is to be held;
- (b) The particulars and order in which business is to be transacted, as follows-
  - (i) First, the consideration of the accounts and reports of the Management Committee;
  - (ii) Second, the election of Management Committee members to replace outgoing Management Committee members; and
  - (iii) third, any other business requiring consideration by the Association at the general meeting

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary/Treasurer must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary/Treasurer must give a notice under sub-rule (5), (6) or (7) by-

- (a) Serving it on a member personally; or
- (b) Sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail. When a notice is sent by email the notice will be deemed to be properly effected if the sent email address corresponds with that in the register of members.

### **Quorum and proceedings at general meetings**

**17** (1) At a general meeting, five members (or their properly appointed proxies) present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6) -

(a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary/Treasurer must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of *the Act* as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

(12) From time to time other interested parties who are not members of the Association may attend meetings by invitation of the Management Committee and participate in discussions related to the business of the Association but shall have no capacity to vote on any deliberations.

### **Minutes of meetings of Association**

- 18** (1) The Secretary/Treasurer must cause proper minutes of all proceedings of all general meetings and Management Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Management Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Management Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Management Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Management Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- (a) the general meeting or Management Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **Voting rights of members of Association**

- 19** (1) Full members are entitled to vote on any given issue to be decided at a general or special meeting, but only one deliberative vote is available to each property in respect of which the rate assessment is issued.
- (2) Associate members are entitled to vote on any issue to be decided at a general or special meeting, **except** those relevant to the setting of a rate to apply within the Area. Each associate member has only the one deliberative vote per issue for which they are eligible to vote.
- (3) Every member not being a natural person (ie. joint owners, an unincorporated partnership, incorporated body or other form of business structure, public authority etc.) must appoint in writing a natural person, to represent it at a particular general meeting or at all general meetings. The natural person so appointed does not have to be a member in their own right.
- (4) An appointment made under sub-rule (2) must be made by a resolution of the governing board, if one applies, or otherwise by an authorised senior representative of the business structure concerned - resolutions of any governing Board shall be authenticated under the common seal of that body corporate. In every case, a copy of the resolution / instrument of appointment is to be lodged with the Secretary/Treasurer
- (5) A person appointed under sub-rule (2) to represent a member which is a non-individual business structure is deemed for all purposes to be a member until that appointment is revoked by the business structure or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

### **Proxies of members of Association**

- 20** A member (in this rule called "the appointing member") may appoint in writing another natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member, at any general meeting. The proxy so

appointed does not necessarily have to be a member of the Association, but to be accepted, before the commencement of the meeting concerned, all proxies must have first presented written evidence of their appointment to the presiding Chairperson, using the form approved by the Management Committee for this purpose. A given proxy may represent any number of absent members simultaneously. Proxies may only vote in accordance with their appointing member(s) instructions, as documented on their official instrument of appointment. The Secretary/Treasurer shall cause all instruments of proxy appointments lodged with the presiding Chairperson to be affixed to, and filed with, the official Minutes of the meeting concerned.

### **Rules of Association**

**21** (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31, 32 and 33 of *the Act*, which is as follows-

(a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

(b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Management Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of *the Act*;

(c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;

(d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

(e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

### **Common seal of Association**

**22** (1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Management Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

(3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, Vice-Chairperson, and the Secretary/Treasurer.

(4) The common seal of the Association must be kept in the custody of the Secretary/Treasurer or of such other person as the Management Committee from time to time decides.



### **Inspection of records, etc. of Association**

- 23** A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

### **Disputes and mediation**

- 24** (1) The grievance procedure set out in this rule applies to disputes under these rules between-
- (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement
    - (i) in the case of a dispute between a member and another member, a person appointed by the Management Committee of the Association;
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with *the Act* or otherwise at law.

### **Distribution of surplus property on winding up of Association**

- 25** If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not

be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the *Act* which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

**Non profit Association**

**26** The assets and income of the Association shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.