

**CAT WELFARE SOCIETY INC.
RULES OF ASSOCIATION**

Adopted on 11 September 2022

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1. Name of Association

The name of the Association is Cat Welfare Society Inc.

2. Definitions

2.1 In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 2015* (WA);

"**Annual General Meeting**" is the General Meeting convened under Rule 16.2;

"**Association**" means the Association referred to in Rule 1;

"**Board**" means the Board of Management of the Association referred to in Rule 10.1;

"**Board meeting**" means a meeting referred to in Rule 15;

"**Board member**" means each person referred to in Rule 10 as a Board member;

"**Body**" includes a Public Authority;

"**Books of the Association**" has the meaning given to "books" of the Association in Section 3 of the Act and includes all of the registers; Financial Records, Financial Statements or Financial Reports, as each of those terms is defined in Section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association;

"**By-laws**" are additional arrangements or processes adopted by members by ordinary resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner;

"**Chairperson**" means:

- (a) in relation to the proceedings at a Board meeting or General Meeting, the person presiding at the Board 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 Rule 10.16 or, if that person is unable to perform their functions, the Vice-Chairperson;

"**Chief Executive Officer**" or "**CEO**" means the person who is from time to time appointed by the Board and is responsible for, and has the powers needed to administer (but subject to the control of the Board), the day to day operations of the Association;

"**Circular Resolution**" means a Board Circular Resolution that is passed without a Board meeting being held';

"**Commissioner**" means the Commissioner for Consumer Protection exercising powers under the Act;

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

"**Financial Records**" has the meaning given to it in Section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (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**" has the meaning given to it in Sections 62 and 63 of the Act;

"Financial Statements" has the meaning given to it in Section 62 of the Act;

"financial year" means each period commencing 1 May and ending on 30 April in the following year;

"Finance Manager" means the person who is from time to time appointed by the CEO and is responsible for, and has the powers needed to administer (but subject to the control of the Board), the day to day management of the finances of the Association;

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

"member" means a member of the Association;

"ordinary resolution" means a resolution other than a special resolution and is described in Rule 17.7;

"poll" means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to a show of hands);

"Public Authority" means:

- (a) Minister of the State or the Commonwealth; or
- (b) a government department, agency or organisation of the State or the Commonwealth; or
- (c) a body, corporate or unincorporated, that is established or continued for a public purpose by the State or the Commonwealth, regardless of the way it is established; or
- (d) a local government or regional local government;

"register" means the register of members referred to in section 53 of the Act.

"Regulations" means the *Associations Incorporation Regulations 2016* (WA).

"Relevant Contract" means a contract as to the manner in which property referred to in Rule 29.4, or any part of the property, is to be dealt with if the Association is wound up or its incorporation is cancelled.

"relevant documents and records" means documents and records pertaining to the management of the affairs of the Association that:

- (a) were in the possession of Board member who has died, were in the possession of the Board member immediately before the member's death; or
- (b) were in the possession of Board member who has ceased to be a Board member, are in the possession of that person.

"Rules" mean these Rules of the Association as amended from time to time under Rule 21;

"Secretary" means the Secretary referred to in Rule 10.16;

"Special General Meeting" means a General Meeting other than the Annual General Meeting;

"special resolution" is a resolution that complies with Section 51 of the Act;

"Surplus Property" has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- (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 pertaining to the management of the Association;

"Tier 1 Association" has the meaning given to it in Section 62 of the Act;

"**Tier 2 Association**" has the meaning given to it in Section 62 of the Act;

"**Tier 3 Association**" has the meaning given to it in Section 62 of the Act.

"**Treasurer**" means the Treasurer referred to in Rule 10.16; and

"**Vice-Chairperson**" means the Vice-Chairperson referred to in Rule 10.16;

2.2 Notices:

- (a) a notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee;
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee; and
- (b) any notice given to a member under these Rules, must be sent to member's address as set out in the register.

3. Objects of Association

3.1 The objects of the Association are:

- (a) General Business:
 - (i) to promote and improve the welfare and well-being of cats within the State of Western Australia;
 - (ii) to educate the public about cat welfare;
 - (iii) to purchase, acquire, lease, in exchange, or otherwise acquire any real and personal property and any rights or privileges for the purposes of the Association;
 - (iv) to cooperate with the Government of Western Australia, the Police Department, any or all of the Local Government Authorities in Western Australia, any body corporate or any association or person in carrying into effect the provisions of any act of the Parliament of Western Australia or of any regulations made thereunder for the time being in force relating to cats and their protection and / or prevention of cruelty; and
 - (v) any other objects which the Association shall hereafter at any Annual General Meeting or Special General Meeting of the Association by special resolution declare to be the objects of the Association;
- (b) Cat Shelter:
 - (i) to establish, acquire, conduct and / or carry on cat welfare centres and clinics and any institution for the care of sick or homeless cats;
 - (ii) to rescue, protect and care for unowned cats, and to provide temporary shelter and food to lost, abandoned, wandering or starving cats;
 - (iii) to reunite lost and / or wandering cats with their owners;
 - (iv) to, by sale or other means approved by the Board, as delegated to the CEO, find homes for cats suitable for adoption;

- (v) to provide a depot for the safekeeping of cats seized by any lawful authority and for the feeding and disposing of same in accordance with the law for the time being in force; and
- (vi) to secure a merciful and painless death for cats where it is deemed appropriate or necessary; and
- (c) Other Services:
 - (i) to provide veterinary services to shelter cats and the public; and
 - (ii) to provide separate boarding premises for healthy owned cats.

4. Powers of Association

4.1 The powers conferred on the Association are the same as those conferred by Sections 13 and 14 of the Act, so that subject to the 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, including:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
 - (i) as trust funds may be invested under the *Trustees Act 1962* (WA) Part III; or
 - (ii) in any other manner authorised by these Rules;
- (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; and
- (g) enter into any contract it considers necessary or desirable.

5. Qualifications for Membership of Association

5.1 A person who wishes to become a member must:

- (a) be of good character, repute and standing in the community;
- (b) have reached the age of 18 years;
- (c) agree to support the objects of the Association; and
- (d) apply for membership to the Board in writing by completing the Association's membership application form and include with that application form:
 - (i) the person's full name; and
 - (ii) the means of which contact can be made with the person being any of the persons:
 - (A) residential address; or
 - (B) postal address; or
 - (C) email address.

- 5.2** The Board members must consider each application made under Rule 5.1 at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application. The Board may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 5.1.
- 5.3** An applicant whose application for membership of the Association is rejected under Rule 5.2 must, if he or she wishes to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 5.4** When notice is given under Rule 5.3, the Board must convene a General Meeting, no later than the next Annual General Meeting, and the Association in that General Meeting must either confirm or revoke the decision of the Board by ordinary resolution 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. If the resolution of the Association is that the decision of the Board be revoked, the application will be deemed to have been accepted by the Board on and from the date on which the rejection of application by the Board occurred.
- 5.5** The Association shall consist of all persons who are members. Membership classes are:
- (a) Adult;
 - (b) Seniors (60 years of age or over);
 - (c) Lifetime (up to 54 years of age); and
 - (d) Lifetime (55 years of age or over).
- 5.6** A person becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote, and must comply with all of the obligations of membership under these Rules, when the following has been fulfilled:
- (a) the person is eligible for membership under Rule 5.1;
 - (b) the person applies in writing to the Association under Rule 5.1;
 - (c) the Board approves the person's application for membership; and
 - (d) the person pays any subscription fees due under Rule 7.
- 5.7** The Association must have at least six members with full voting rights.

6. Register of Members of Association

- 6.1** The Secretary, or their delegate, 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, as applicable, their electronic mail, postal or residential addresses. The Secretary must record in the register any change in the membership of the Association within 28 days after the change occurs.
- 6.2** Upon the written request of a member of the Association for purposes solely and directly related to the objects of the Association, the Secretary shall provide the member with a copy of the register (subject to the member paying the Association the charges determined by the Board for the cost of complying with the written request) or 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. The Secretary may require a member who wishes to receive or make a copy of, or take an extract from, the register to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

- 6.3** The register must be maintained by the Secretary or their delegate and kept at the Association's offices, or at such other place as the members at a General Meeting decide.
- 6.4** The Secretary must cause the name of a person who ceases to be a member under Rule 8 to be deleted from the register.
- 6.5** A member must not use or disclose the information on the register:
- (a) to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - (b) to contact or send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or
 - (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

7. Subscriptions of Members of Association

- 7.1** The Board shall each year determine the amount of the subscription to be paid by each class of member.
- 7.2** Each member must pay to the Association the amount of the applicable subscription fee determined under Rule 7.1:
- (a) upon first being accepted as a member;
 - (b) for membership renewals, annually on the membership commencement anniversary date; and
 - (c) as otherwise may be determined by the Board.
- 7.3** A member whose subscription is not paid within 3 months after the relevant date fixed by or under Rule 7.2 ceases on the expiry of that period to be a member, unless the Board decides otherwise.

8. Termination of Membership of the Association

- 8.1** Membership of the Association may be terminated upon:
- (a) receipt by the Secretary or another Board member of a notice in writing from a member of their resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - (b) non-payment by a member of the required subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with Rule 7.3; or
 - (c) expulsion of a member in accordance with Rule 9.
- 8.2** A person's membership ceases, if the person:
- (a) dies;
 - (b) resigns as a member under Rule 8.1(a);

- (c) has its membership terminated under Rule 8.1(b); or
- (d) is expelled from the Association under Rule 9.

8.3 For a period of one year after a person's membership ceases, the Secretary must keep a record of:

- (a) the date on which a person ceases to be a member under Rule 8.2; and
- (b) the reason why the person ceases to be a member.

9. Suspension or Expulsion of Members of the Association

9.1 The Board may consider that a member should be suspended or expelled from membership of the Association because they or their conduct:

- (a) does not align with the objects of the Association; or
- (b) is detrimental to the interests of the Association; or
- (c) shows that the member refuses or neglects to comply with the Rules.

9.2 If the Board considers that a member should be suspended or expelled from membership of the Association, the Board must communicate, in writing, to the member:

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of the conduct referred to in Rule 9.1,

not less than 14 days before the date of the Board meeting referred to in Rule 9.2(a).

9.3 At the Board meeting referred to in a notice communicated under Rule 9.2, the Board may, having afforded the member concerned a reasonable opportunity to be heard by and / or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, within 14 days after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member and give that member written reasons for the decision.

9.4 A member has their membership suspended or ceases to be a member as of the date on which the decision to suspend or expel a member is made by the Board under Rule 9.3.

9.5 During the period a member's membership is suspended, the member:

- (a) loses any rights (including voting rights and any right to be a member of the Board) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for subscriptions paid, or payable, to the Association.

9.6 When a member's membership is suspended, the Secretary must record in the register:

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

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

- 9.8** A member who is suspended or expelled must, if he or she or they want to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within 30 days of the date of the decision referred to in Rule 9.3.
- 9.9** When notice is given under Rule 9.8, the Association in a General Meeting, must either confirm or revoke the decision of the Board to suspend or expel the member by ordinary resolution, after having afforded the member who gave that notice a reasonable opportunity to be heard by and / or to make representations in writing to, the Association in the General Meeting.
- 9.10** If the Board's decision to suspend or expel a member is revoked under these Rules, any act performed by the Board or members in a General Meeting during the period that the member was suspended or expelled from membership under Rule 9.3, is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

10. Board of Management

- 10.1** The affairs of the Association will be managed and overseen by a Board of Management consisting of no less than 5 and up to 8 members, which Board:
- (a) subject to the Act, these Rules (including Rule 10.21 where the Board does not have a sufficient number of members required to be able to form a quorum), the By-laws (if any) and any resolution passed at a General Meeting, has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association; and
 - (b) must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-laws (if any).
- 10.2** In order to be eligible for appointment to the Board a person must:
- (a) be a member of the Association who has complied with Rule 7.2;
 - (b) not be a suspended member;
 - (c) not be receiving wages or monetary remuneration for services rendered to the Association; and
 - (d) not have been employed by the Association in any capacity for a period of at least 12 months immediately preceding the election and / or appointment.
- 10.3** Board members must be elected to membership of the Board by poll at an Annual General Meeting where at least 50% of members present at the Annual General Meeting vote in favour of the nominee's appointment or appointed under Rule 10.10.
- 10.4** Subject to Rule 10.10, a Board member's term will be from their election at an Annual General Meeting for a period of two years. A Board member is eligible for re-election to membership of the Board.
- 10.5** Except for nominees under Rule 10.9, a person is not eligible for election to membership of the Board unless two members have nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (a) the nominators, including a statement by at least one nominator in support of the nomination; and
 - (b) the nominee to signify their willingness to stand for election,
- to the Secretary not less than 28 days before the day on which the Annual General Meeting

concerned is to be held.

- 10.6** A person who is eligible for election or re-election may:
- (a) nominate them self for election or re-election (as the case requires); and
 - (b) vote for them self.
- 10.7** A person who accepts nomination for membership of the Board must provide a brief statement of
- (a) their reasons for seeking appointment to the Board; and
 - (b) any relevant qualifications or experience,
- to members prior to or at the Annual General Meeting.
- 10.8** If, at a General Meeting, more members are nominated than there are vacant positions for membership of the Board, a secret ballot will be conducted of members present at the General Meeting using a procedure determined Chairman presiding at the Board meeting to determine which members nominated will proceed to an election for membership of the Board.
- 10.9** If vacancies remain on the Board after elections under Rule 10.3, additional nominations of Board members may be accepted from the floor of the Annual General Meeting. All nominations from the floor of the Annual General Meeting must be made by a member of the Association and accepted by the nominee who should provide a brief statement under Rule 10.7 to the Annual General Meeting prior to voting.
- 10.10** If a vacancy remains on the Board after the application of Rule 10.9, or when a casual vacancy within the meaning of Rule 14 occurs in the membership of the Board, the Board may appoint a member to fill that vacancy. A member appointed under this Rule will:
- (a) hold office until the election referred to in Rule 10.3; and
 - (b) be eligible for election to membership of the Board, at the next following Annual General Meeting.
- 10.11** The Board may delegate, in writing, to one or more sub-Boards (consisting of such member or members of the Association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- 10.12** Any delegation under Rule 10.11 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 Board may continue to exercise any function delegated.
- 10.13** Any act or thing done by a sub-Board under a delegation has the same force and effect as if it had been done by the Board.
- 10.14** The Board may, in writing, revoke wholly or in part any delegation under Rule 10.11.
- 10.15** The Board will constitute the "management committee" of the Association for the purposes of Section 38 of the Act.
- 10.16** At the first meeting of the Board after the Annual General Meeting the Board must elect from its members the following office holders:
- (a) a Chairperson;

- (b) a Vice-Chairperson;
- (c) a Secretary; and
- (d) a Treasurer,

and the remaining members will be ordinary members of the Board. Only a member of the Board is eligible to be an office holder of the Association and no person shall hold more than one of the office holder positions at any time.

10.17 No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:

- (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
- (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- (c) an offence under Part 4 Division 3 or Section 127 of the Act,

unless the person has obtained the consent of the Commissioner.

10.18 No person shall be entitled to hold a position on the Board if the person is, according to section 13D of the *Interpretation Act 1984* (WA), a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

10.19 No person shall be entitled to hold a position on the Board if the person has not obtained a director identification number in accordance with section 1272 of the Corporations Act 2001.

10.20 Subject to the Act, these Rules and any By-law or lawful resolution passed by the Association in General Meeting, the Board:

- (a) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members; and
- (b) has power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of the Association.

10.21 If the number of Board members is less than the number fixed under Rule 15.4 as the quorum for Board meetings, the continuing Board members may act only to:

- (a) increase the number of members on the Board to at least the number required for a quorum; or
- (b) convene a General Meeting of the Association.

10.22 The acts of the Board or a sub-Board or of a Board member or sub-Board member are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or sub-Board member.

10.23 As soon as is practicable after a person has ceased to be a Board member of the Association:

- (a) the person; or
- (b) if the person has died, the personal representative of the person,

must deliver to a member of the Board all relevant documents and records or, in the case of relevant documents or records that are stored on a computer, a copy of all such documents and records.

11. Chairperson and Vice-Chairperson

- (a) The Chairperson must convene and preside at all General Meetings and Board meetings.
- (b) In the event of the absence of the Chairperson, the Vice-Chairperson must convene and preside at all General Meetings and Board meetings.
- (c) In the event of the absence from a General Meeting of 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.
- (d) In the event of the absence from a Board meeting of both the Chairperson and the Vice-Chairperson, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.
- (e) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board meeting and General Meeting.

12. Secretary**12.1** The Secretary must ensure there are effective processes in place to:

- (a) prepare and issue the agenda and any other materials needed by the Board prior to each meeting, at least seven days in advance of each meeting;
- (b) prepare and distribute minutes of each Board meeting within seven days of each meeting;
- (c) prepare and issue the agenda and any other materials needed by members prior to each General Meeting, at least 21 days in advance of each meeting;
- (d) prepare and distribute minutes of each General Meeting within 30 days of each General Meeting;
- (e) comply, on behalf of the Association, with Section 53 of the Act with respect to the register of members of the Association, and as referred to in Rule 6;
- (f) comply, on behalf of the Association, with Part 3 of the Act by:
 - (i) keeping and maintaining in an up to date condition, the Rules of the Association;
 - (ii) upon the request of a member of the Association, giving the member a copy of the Rules or part of the Rules as required (including in hard copy if requested by the member) or making available the 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) giving new members a copy of the Rules as in force when their membership commences (including in hard copy if requested by the new member);
- (g) comply, on behalf of the Association, with Section 58 of the Act by maintaining a confidential record of the names and electronic mail, residential or postal 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 Board and persons who are authorised to sign documents or use the common seal of the Association under Rule 22 (and, upon request of a member, make available the record for the inspection of the member);
- (h) dealing with the Association's correspondence;

- (i) consulting with the Chairperson regarding the business to be conducted at each Board meeting and General Meeting;
- (j) ensuring the safe custody of the Books of the Association, other than the Financial Records, Financial Statements and Financial Report, as applicable to the Association;
- (k) allow a reviewer or auditor of the Association access at all reasonable times to the Books of the Association in its custody; and
- (l) perform such other duties as are imposed by these Rules on the Secretary.

13. Treasurer

13.1 The Treasurer must ensure there are effective processes in place to:

- (a) ensure that any amounts payable to the Association are collected, account for the receipt of all monies paid to or received by the Association, or any person on behalf of the Association, and issue receipts for those moneys in the name of the Association;
- (b) pay all monies referred to in Rule 13.1(a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) authorise and make payments from the funds of the Association in support of the objects of the Association and in keeping with the delegations of authority approved by the Board;
- (d) make payments from the funds of the Association only when authorised as required by Rule 13.1(c);
- (e) comply on behalf of the Association with Part 5 of the Act with respect to the accounting records, Financial Records, Financial Report and Financial Statements of the Association including:
 - (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;
 - (iv) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
 - (v) 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;
 - (vi) submit to the Board a report, balance sheet or financial statement in accordance with directions of the Chairperson;
 - (vii) manage custody of all securities, books and documents of a financial nature and accounting records of the Association;
 - (viii) allow a reviewer or auditor of the Association access at all reasonable times to the Books of the Association in its custody;

- (ix) within 14 days after being given a notice of resignation by a reviewer or auditor, lodge with the Commissioner notice of the resignation in the approved form; and
- (x) perform such other duties as are imposed by these Rules on the Treasurer.

14. Casual Vacancies in Membership of Board

14.1 A casual vacancy in the office of a Board member occurs and that office becomes vacant if the Board member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson;
- (c) is convicted of an offence under the Act;
- (d) becomes ineligible to accept an appointment or act as a Board member under Section 39 of the Act;
- (e) is permanently incapacitated by mental or physical ill-health; or
- (f) is absent from more than:
 - (i) 3 consecutive Board meetings;
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings; of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (g) ceases to be a member of the Association; or
- (h) is the subject of a resolution passed by a General Meeting of members terminating their appointment as a Board member.

14.2 A vacancy occurring under Rule 14.1 takes effect in relation to the relevant member immediately on and from:

- (a) the death of the member;
- (b) in relation to a notice referred to in Rule 14.1(b), the later of:
 - (i) when the notice is received; or
 - (ii) if a later time is stated in that notice, at the later time;
- (c) the time the member is no longer able to accept or continue to act as a Board member in accordance with Section 39 of the Act;
- (d) the conviction referred to in Rule 14.1(c);
- (e) the receipt of sufficient evidence of the permanent incapacity referred to in Rule 14.1(e);
- (f) in relation to an absence referred to in Rule 14.1(f)(i), resolution of the Board declaring the office vacant
- (g) the resolution of the Board under Rule 14.1(f)(ii);
- (h) ceasing to be a member of the Association; or

- (i) the member of the Board's appointment being terminated in accordance with Rule 14.1(h).

15. Proceedings of Board

15.1 The Board must meet together for the dispatch of business not less than 10 times in each calendar year. The Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.

15.2 Each Board member has a deliberative vote.

15.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting shall have a casting vote in addition to their deliberative vote.

15.4 At a Board meeting:

- (a) subject to Rule 15.4(d), five (5) Board members constitute a quorum;
- (b) subject to Rule 10.21, no business is to be conducted at a Board meeting unless a quorum is present;
- (c) if a quorum is not present within 30 minutes after the notified commencement time of a Board meeting, the meeting is adjourned to the same time, day and place in the following week;
- (d) if a quorum is not present within 30 minutes after the commencement time of a Board meeting held under Rule 15.4(c) and at least 2 Board members are present at the meeting, those members present are taken to constitute a quorum.

15.5 Subject to these Rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

15.6 As required under Sections 42 and 43 of the Act, a Board member having any direct or indirect pecuniary or other material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board 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 their interest to the Board and give details of the relation of the interest to the activities of the Association;
- (b) disclose the nature and extent of the interest at the next General Meeting;
- (c) not take part in any deliberations or decision of the Board with respect to that contract; and
- (d) must not be present when the matter is being considered at the meeting or vote on the matter.

15.7 The Secretary must cause every disclosure made under Rule 15.6 by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

15.8 Notice of each Board meeting must be given to each Board member at least 72 hours before the time of the Board meeting unless a meeting is called in response to an emergency.

15.9 In relation to a notice given for the purpose of Rule 15.8:

- (a) 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;
- (b) unless Rule 15.9(c) applies, the only business that may be conducted at the meeting is the business described in the notice; and
- (c) urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

15.10 If a notice of a Board meeting specifies that attendance may be by telephone or other means of instantaneous communication then the presence of a Board member at that Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

15.11 A Board member who participates in a Board meeting as allowed under Rule 15.10 is taken to be present at the Board meeting and, if the Board member votes at the Board meeting, the Board member is taken to have voted in person.

15.12 Circular Resolutions of the Board

- (a) The Board may pass a Circular Resolution without a Board meeting being held.
- (b) A Board Circular Resolution is passed if 75% of the Board members entitled to vote on the resolution sign or otherwise agree to the Board Circular Resolution in the manner set out in Rules 15.12(c) and 15.12(d).
- (c) Each Board member may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the Board Circular Resolution; or
 - (ii) separate copies of that document, provided the wording of the Board Circular Resolution is the same in each copy.
- (d) The Association may send a Board Circular Resolution by email to the Board members and the Board members may agree to the Board Circular Resolution by sending a reply email to that effect, including the text of the Board Circular Resolution in their reply.
- (e) Each Board Circular Resolution, and the decision made, should be noted in the minutes of the next following Board meeting.

15.13 A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board. A person invited under this Rule 15.13 to attend a Board 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 Board to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting.

16. General Meetings

16.1 The Board may at any time convene a Special General Meeting.

16.2 The Board 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 6 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, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation.

16.3 The Board must, within 30 days of:

- (a) receiving a request in writing to do so from not less than ten per cent (10%) of members, convene a Special General Meeting for the purpose specified in that request; or
- (b) the Secretary receiving a notice under Rule 9.8, convene a General Meeting to deal with the appeal to which that notice relates.

16.4 Not used.

16.5 The members making a request referred to in Rule 16.3(a) must:

- (a) state in that request the purpose for which the Special General Meeting concerned is required, including the business to be considered; and
- (b) sign that request.

16.6 If a Special General Meeting is not convened within the relevant period of 30 days referred to:

- (a) in Rule 16.3(a), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or
- (b) in Rule 16.3(b), the member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Board.

16.7 When a Special General Meeting is convened under Rule 16.6(a) or Rule 16.6(b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

16.8 Subject to Rule 16.7, the Secretary must give to all members not less than 14 days' notice of a Special General Meeting and that notice must specify:

- (a) the time, date and place where the Special General Meeting concerned is to be held and their rights to attend and vote at the Special General Meeting;
- (b) particulars of the business to be transacted at the Special General Meeting concerned (including the motions to be put to the members and the wording of the proposed special resolution.) and of the order in which that business is to be transacted; and
- (c) the details set out at Rule 20.2.

16.9 Subject to Rule 16.2, the Secretary must give to all members not less than 21 days' notice of an Annual General Meeting and that notice must specify:

- (a) the time, date and place where the Annual General Meeting is to be held and their rights to attend and vote at the Annual General Meeting; and
- (b) the details set out at Rule 20.2;
- (c) the particulars and order in which business is to be transacted, as follows:
 - (i) 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;
 - (ii) to receive and consider:
 - (A) the Board's annual report on the Association's activities during the preceding financial year; and

- (B) if the Association is a Tier 1 Association, the Financial Statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (C) if the Association is a tier 2 association or a Tier 3 Association, the Financial Report of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (D) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the Financial Statements or Financial Report;
- (iii) the election of Board members to replace outgoing Board members;
 - (iv) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (v) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members; and
 - (vi) any other business requiring consideration by the Association at the Annual General Meeting including the motions to be put to the members.

16.10 A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary 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 Rule 16.5 and Rule 16.6, as relevant, the notice must also set out the wording of the proposed resolution as required by Section 51(4) of the Act and state that the resolution is intended to be proposed as a special resolution. .

16.11 The Secretary must give a notice of any meetings under clause 16.8 or 16.9 by:

- (a) serving it on a member personally; or
- (b) sending it by electronic mail or post to a member at the address of the member appearing in the register of members kept and maintained under Rule 6.

16.12 In respect to the provision of notice under Rule 16.11, notice is deemed to be received:

- (a) where the notice is sent to the member by electronic mail, on the date it is sent provided no return error message is received;
- (b) where the notice is sent to the member by post, three (3) business days after the date it is posted.

16.13 The Secretary must give a reviewer or auditor of the Association, or an agent of a reviewer or auditor, all notices of and other communications relating to any General Meeting of the Association that a member is entitled to receive and must allow the reviewer, auditor or their agent to be heard at any General Meeting they attend as required by Section 86 of the Act.

16.14 The Board may resolve that instead of, or in addition to, a physical meeting place, any General Meeting may be conducted in whole or in part (including by any member) using any means of instantaneous electronic communication whereby the business of a General Meeting may be conducted and each member has materially the same opportunity to participate in that General Meeting so conducted as if all members attending the General Meeting were held in one physical place and such will constitute a "place" for the purposes of Rule 16.8(a), Rule 16.9(a) and Rule 17.4.

16.15 A member who participates in a General Meeting as allowed under Rule 16.14 is taken to be present in person at the General Meeting and, if the member votes at the General Meeting, the member is taken to have voted in person.

17. Quorum and Proceedings at General Meetings

17.1 At a General Meeting, twelve (12) members present in person constitute a quorum. Non-members may not attend.

17.2 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 16.8:

- (a) as a result of a request or notice referred to in Rule 16.3 or as a result of action taken under Rule 16.6 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 17.2(a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

17.3 If within 30 minutes of the time appointed by Rule 17.2(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.

17.4 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.

17.5 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.

17.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 16.9 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

17.7 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 Rule 17.9; and
- (b) a special resolution put to the vote will be decided in accordance with Section 51 of the Act, and, if a poll is demanded, in accordance with Rule 17.9 and Rule 17.11; and
- (c) if votes are divided equally on a question, the Chairperson of the General Meeting has a second or casting vote in addition to their deliberative vote.

17.8 A declaration by the Chairperson of a General Meeting that a resolution has been passed, passed unanimously, carried by a particular majority or lost as an ordinary resolution or a special 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 Rule 17.9.

17.9 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.

17.10 If a poll is demanded and taken under Rule 17.9 in respect of an ordinary resolution or a special resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

- 17.11** A poll demanded under Rule 17.9 must be taken immediately on that demand being made.
- 17.12** A declaration under Rule 17.8 or 17.10 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.

18. Minutes of Meetings of Association

- 18.1** The Secretary must cause proper minutes of all proceedings of all General Meetings and Board meetings to be taken and, within seven days of being accepted as a true and accurate record of meeting, be entered into the minute files kept for that purpose.
- 18.2** Without limiting the requirements of Rule 18.1, the minutes of each General Meeting or Board meeting must record:
- (a) the names of the members attending the meeting; and
 - (b) any proxy forms given to the Chairperson of the General Meeting or Board meeting;
 - (c) the Financial Statements or Financial Report presented at the meeting; and
 - (d) any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting.
- 18.3** The Chairperson must ensure that the minutes taken of a General Meeting or Board meeting under Rule 18.1 are checked and signed as correct by the Chairperson of the General Meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board meeting, as the case requires.
- 18.4** 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 Board meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the General Meeting or Board meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the General Meeting or Board meeting have been validly made.

19. Voting Rights of Members of Association

- 19.1** Subject to these Rules, each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- 19.2** For a person to be eligible to vote at a General Meeting as a member, the member must have been a member at the time notice of the meeting was given under Rule 16.8 or Rule 16.9, as relevant.

20. Proxies of Members of Association

- 20.1** A member (in this Rule called "the appointing member") may appoint in writing another member who is a 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.
- 20.2** Notice of a General Meeting given to a member under Rule 16.8 or Rule 16.9 must:
- (a) state that the member may appoint a person who is a member as a proxy for the meeting; and

(b) include a copy of any form that the Board has approved for the appointment of a proxy.

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

21. 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 Rule 21.1(d) and Rule 21.1(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:
 - (i) notice of the special resolution setting out particulars of the alteration;
 - (ii) a certificate in the form approved by the Commissioner signed by a Board member 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; and
 - (iii) except where the Model Rules will apply, a consolidated copy of the Rules including all alterations to which the special resolution relates;
- (c) an alteration of the Rules of the Association does not take effect until Rule 21.1(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 Rules 21.1(a) to 21.1(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, 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, does not take effect until Rules 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

21.2 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.

21.3 The Association may, by resolution at a General Meeting, make, amend or revoke By-laws. By-laws may be made with respect to procedural and administrative arrangements or processes of the Association including:

- (a) provide for the rights and obligations that apply to any classes of membership; and
- (b) impose restrictions on the Board's powers, including the power to dispose of the Association's assets;
- (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing 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.

- 21.4** A By-law is of no effect to the extent that it is inconsistent with the Act, any regulations made under the Act or these Rules.
- 21.5** Without limiting Rule 21.4, a By-law made for the purposes of Rule 21.3(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- 21.6** At the request of a member, the Association must make a copy of the By-laws available for inspection by the member.

22. Common Seal of Association

- 22.1** The Association may, but is not required to, have a common seal on which its corporate name appears in legible characters.
- 22.2** The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute file referred to in Rule 18.
- 22.3** The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer.
- 22.4** The common seal of the Association must be kept in a secure location on the Association's premises and the Secretary or another Board member authorised by the Board has responsibility for the custody of the seal.
- 22.5** The Association may execute a document without using a common seal if the document is signed by:
- (a) any two Board members; or
 - (b) one Board member and a person authorised by the Board.

23. Books and Records of Association

- 23.1** Except as otherwise decided by the Board from time to time, the Secretary must keep in their custody or under their control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Board from time to time, are to be kept under the custody or control of the Treasurer.
- 23.2** The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under Section 58(2) of the Act must be maintained by the Secretary and kept in the Secretary's custody or under the Secretary's control.
- 23.3** The Books of the Association must be retained for at least 7 years.
- 23.4** Subject to these Rules a member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the member.
- 23.5** A member must contact the Secretary to request to inspect the Books of the Association, and the Secretary may require a member who wishes to make a copy of, or take an extract from, the Books of the Association to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- 23.6** The member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.
- 23.7** A member must not use or disclose information in the Books of the Association except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

23.8 Outgoing Board members are responsible for transferring all relevant assets and Books of the Association to the new Board within 14 days of ceasing to be a Board member.

24. 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.

In this Rule 24.1 a 'member' includes a person who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

24.2 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.

24.3 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.

24.4 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 Board of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by Rule 24.1(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

24.5 A member or a former member of the Association can be a mediator but must not:

- (a) have a personal interest in the subject of the mediation; or
- (b) be biased in favour or against any party to the mediation.

24.6 The mediator cannot be a member who is a party to the dispute.

24.7 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. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

24.8 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.

24.9 The mediator must not determine the dispute.

24.10 The mediation must be confidential and without prejudice.

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

24.12 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.

25. Funds and Accounts

25.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Board, and:

- (a) the funds of the Association are to be used in pursuance of the objects of the Association;
- (b) subject to Rule 25.1(c), all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by (and any bank or other electronic transfers must be authorised in writing by):
 - (i) any two Board members; or
 - (ii) one Board member and a person authorised by the Board; or
 - (iii) in the case of payments of amounts the subject of budgeted expenditure approved by the Board, each of the CEO and the Finance Manager; and
- (c) all expenditure above the maximum amount set by the Board from time to time must be approved or ratified at a Board meeting.

25.2 The Association must keep Financial Records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act; and
- (c) must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

25.3 For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

25.4 Without limiting Rule 25.3, those requirements include:

- (a) if the Association is a Tier 1 Association, the preparation of the Financial Statements;
- (b) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
- (c) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
- (d) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the Annual General Meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);

- (e) if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the Annual General Meeting of the Association (and a copy of the report of the review or auditor's report, whichever is applicable); and
- (f) the lodgement of the annual information statement as required by regulation 15 of the Regulations and, if directed by the Commissioner, any reviewed or audited Financial Statement or Financial Report (as applicable) and review or auditors report (as applicable) with the Commissioner.

25.5 The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (a) the Association is a Tier 2 or Tier 3 Association;
- (b) the By-laws of the Association require a review or audit;
- (c) the members require a review or audit by resolution at a General Meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement or holding of a charitable collections licence.

26. Liability of Members

- (a) A member is only liable for their outstanding subscription fees payable under Rules 7.1 and 7.2, if any.
- (b) Subject to Rule 26(a), a member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.

27. Payment to Members

27.1 Subject to Rule 27.2, no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members.

27.2 Rule 27.1 does not prevent:

- (a) the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
- (b) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any member;
- (c) the payment of reasonable and proper rent by the Association to a member for premises leased by the member to the Association; or
- (d) the reimbursement of expenses incurred by any member, or any Board member (in accordance with Rule 27.3), on behalf of the Association.

27.3 The Association may pay a Board member's:

- (a) travelling and accommodation expenses as properly incurred:
 - (i) in attending Board meetings or sub-Board meetings;
 - (ii) in attending any General Meetings of the Association; and
 - (iii) in connection with the Association's business; and

- (b) other expenses properly incurred in connection with the performance of the Board member's functions if authorised by an ordinary resolution of the Association.

27.4 Board members must not receive any remuneration for their services as Board members other than as described at Rule 27.3.

28. Not for Profit

The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting those objects or purposes.

29. Cancellation and Distribution of Surplus Property of Association

29.1 The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by special resolution that the Association will:

- (a) apply to the Commissioner for cancellation of its incorporation; or
- (b) appoint a liquidator to wind up its affairs.

29.2 The Association must be wound up under Rule 29.1(b) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.

29.3 Subject to clause 29.4 of these Rules, upon cancellation of the incorporation or winding up of the Association, the Surplus Property must only be distributed to one or more of the following, as determined by a special resolution:

- (a) an incorporated association under the Act;
- (b) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946* (WA);
- (c) a company limited by guarantee that is registered as mentioned in Section 150 of the *Corporations Act 2001* (Cth);
- (d) a company holding a licence that continues in force under Section 151 of the *Corporations Act 2001* (Cth);
- (e) a body corporate that:
 - (i) is a member or former member of the Association; and
 - (ii) at the time of the Surplus Property is distributed, has Rules that prevent the property being distributed to its members;
- (f) a trustee for a body corporate referred to in Rule 29.3(e); or
- (g) a co-operative registered under the *Co-operatives Act 2009* (WA) that, at the time of the distribution, is a non-distributing co-operative as defined in that legislation.

29.4 Where property has been provided to the Association by any Body, then unless the Body agrees otherwise:

- (a) a distribution plan in respect of the Association must give effect to any Relevant Contract that has been made between the Association and the Body; and
- (b) property of the Association consisting of property provided by a Public Authority, must be returned to:

- (i) the Public Authority that provided the property; or
- (ii) a Body nominated by that Public Authority.