



RULES OF ASSOCIATION

U3A Network WA Inc.

IARN A1016644H

ABN 35392349758

OCTOBER 1, 2023

PART 1 — PRELIMINARY	1
1. Name of the Association	1
2. Terms used.....	1
3. Objects of the Association.....	1
4. Financial year	2
PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY.....	2
5. Not-for-profit body.....	2
PART 3 — MEMBERS	2
6. Eligibility for membership	2
7. Applying for membership	2
8. Rights of Membership	3
9. Classes of membership	3
10. When membership ceases	3
11. Resignation	3
12. Membership fees.....	3
13. Register of members	4
PART 4 — DISPUTES AND MEDIATION	4
14. Grievance procedure	4
PART 5 — COMMITTEE	5
15. Committee powers	5
16. Committee members	5
17. Responsibilities of committee members	6
18. President.....	6
19. Secretary.....	6
20. Treasurer.....	7
21. Appointment of committee members	7
22. Nomination of office holders	7
23. Election of office holders	7
24. Term of office	8
25. Resignation from office.....	8
26. When membership of committee ceases	8
27. Filling casual vacancies.....	8
28. Validity of acts	8
29. Payments to committee members	8

30.	Committee meetings	9
31.	Notice of committee meetings	9
32.	Procedure and order of business.....	9
33.	Use of technology to be present at committee meetings.....	9
34.	Quorum for committee meetings	10
35.	Voting at committee meetings	10
36.	Minutes of committee meetings	10
37.	Subcommittees and subsidiary offices.....	10
38.	Delegation to subcommittees and holders of subsidiary offices	11
PART 6 — GENERAL MEETINGS OF ASSOCIATION.....		11
39.	Annual general meeting.....	11
40.	Special general meetings	12
41.	Notice of general meetings.....	12
42.	Presence at general meetings.....	12
43.	Presiding member and quorum for general meetings	13
44.	Adjournment of general meeting.....	13
45.	Determining whether resolution carried	13
46.	When special resolutions are required.....	14
47.	Voting at general meetings.....	14
48.	Minutes of general meeting	14
PART 7 — FINANCIAL MATTERS.....		15
49.	Source of funds	15
50.	Control of funds.....	15
51.	Financial statements and financial reports.....	15
PART 8 — GENERAL MATTERS		16
52.	By-laws	16
53.	Custody of books and securities.....	16
54.	Record of office holders.....	16
55.	Inspection of records and documents.....	16
56.	Publication by committee members of statements about Association business prohibited.....	17
57.	Distribution of surplus property on cancellation of incorporation or winding up ..	17
58.	Alteration of Rules	17

PART 1 — PRELIMINARY

1. Name of the Association

The name of the incorporated association is U3A Network WA Incorporated (the Association).

2. Terms used

Act means the *Associations Incorporation Act 2015*.

AGM means Annual General Meeting

Association means the incorporated association to which these Rules apply.

Association member or **Member** means an incorporated U3A Group within the State of Western Australia which has joined the Association.

Casual Vacancy means a vacant position on the Committee caused for any reason between annual general meetings.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Committee means the management Committee of the Association.

Committee member means a member of the Committee appointed or elected as a delegate or office holder.

Delegate means a person appointed by an Association member to represent it at any Association meeting and to vote on its behalf.

General meeting of the Association means a meeting of the Association that all Association members are entitled to receive notice of and to be represented.

President means the office holder who is the representative of the Association.

Proxy means a person designated by an Association member to replace its delegate should that delegate be unable to attend a general meeting in person or electronically.

Quorum for committee meetings: delegates from at least three Association members.

Quorum for general meetings: at least fifty percent of Association members.

Special general meeting means a general meeting of the Association other than the annual general meeting.

Special resolution means a resolution passed by at least 75% of the members at a general meeting.

U3A Group means any incorporated U3A group in Western Australia.

3. Objects of the Association

- (1) Promote the University of the Third Age movement for lifelong learning in Western Australia.
- (2) Facilitate communication between local and national groups.

- (3) Provide support for existing groups and for the formation of new groups.
- (4) Establish connections with local and state government agencies and with other appropriate groups in the community.

4. Financial year

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

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any group or person, except in good faith in the promotion of those objects.
- (2) A payment may be made to an Association member or person out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to an Association member or person out of the funds of the Association is authorised if it is:
 - (a) the payment in good faith as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the Association member or person on behalf of the Association.

PART 3 — MEMBERS

6. Eligibility for membership

Any incorporated U3A Group in WA which supports the objects of the Association and the ideals of the U3A movement is eligible to become a member.

7. Applying for membership

- (1) To apply to become a member of the Association the U3A Group must submit a written application to the Committee stating that the U3A Group:
 - (a) wishes to become a member of the Association;
 - (b) supports the purpose of the Association;
 - (c) is an incorporated body;
 - (d) agrees to comply with the Rules of the Association; and
 - (e) will fulfil its obligations under the terms and conditions approved by the Association.
- (2) The application must be:
 - (a) signed by the President and Secretary of the U3A Group; and
 - (b) accompanied by the agreed joining fee.
- (3) As soon as possible after receiving an application for membership:

- (a) the Committee must decide by resolution at a committee meeting whether or not to accept the application;
- (b) the Committee must notify the applicant in writing of its decision;
- (c) reimburse any money received with the application if the decision has been rejected.
- (d) No reason need be provided for the rejection of an application.
- (e) Membership becomes current from the date of advice of the successful application.
- (f) New Association members must be referred to the Rules of Association and, in particular to Rule 17, Responsibilities of committee members.

8. Rights of Membership

Association Members have the right, via their delegates:

- (1) to receive notice of committee and general meetings and of proposed special resolutions in the time prescribed in these Rules of Association;
- (2) to submit items of business for consideration at committee and general meetings;
- (3) to attend and be heard at committee and general meetings;
- (4) to vote at committee and general meetings;
- (5) to have access to the minutes of committee and general meetings and other documents of the Association.

9. Classes of membership

The Association is a coordinating body for incorporated U3A Groups in WA represented through their delegate and does not accept personal memberships.

10. When membership ceases

- (1) Membership of the Association ceases upon:
 - (a) receipt by the Secretary or President of a notice in writing from an Association member of their resignation from the Association; or
 - (b) non-payment by an Association member of their subscription within three months of the date fixed by the Committee for subscriptions to be paid unless the Committee decides otherwise; or
 - (c) the Association member is wound up.
- (2) The Secretary must keep a record, for at least one year after a group ceases to be a member, of:
 - (a) the date on which the group ceased to be a member; and
 - (b) the reason why the group ceased to be a member.

11. Resignation

- (1) A group may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect:
 - (a) when the Secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

12. Membership fees

- (1) The Committee must determine annual membership fee (if any) to be paid for membership of the Association.

- (2) An Association member must pay the annual membership fee to the Treasurer, or another person authorised by the Committee to accept payments, by the date determined by the Committee.
- (3) If an Association member has not paid the annual membership fee within the period of 3 months after the due date, the Association member ceases to be a member on the expiry of that period.
- (4) If an Association member who has ceased to be a member under subrule (3) offers to pay the annual membership fee after the period referred to in that subrule has expired:
 - (a) the Committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the Association member's membership is reinstated from the date the payment is accepted.

13. Register of members

- (1) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (3) A committee member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

PART 4 — DISPUTES AND MEDIATION

14. Grievance procedure

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (a) Association members; or
 - (b) an Association 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 ten (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 member U3As, a person appointed by the Committee of the Association or another U3A not involved in the dispute.
 - (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) The mediator cannot be a member who is a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) 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.
- (8) The mediator must not determine the dispute.
- (9) The mediation must be confidential and without prejudice.
- (10) 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.

PART 5 — COMMITTEE

15. Committee powers

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the by-laws (if any).
- (4) If an urgent decision needs to be made between committee meetings the issues may be discussed, and action agreed and taken by no less than three office holders from separate Association members. The matter is to be brought to the next committee meeting for ratification.

16. Committee members

- (1) The committee members consist of :
 - (a) one delegate from each Association member which has less than 300 individual members;
 - (b) two delegates from each Association member which has 300 or more individual members;
 - (c) the office holders of the Association elected from delegates of the Association members.
 - (d) If an office holder position is vacant following an AGM or a casual vacancy occurs and cannot be filled by an existing committee member, the position will be filled in a joint arrangement between the management committees of the Association members and the Association.
 - (e) If the office holder referred to in subrule 1(d) belongs to an Association member which already has two delegates on the Committee, one of those delegates will stand down.
 - (f) If the situation referred to in subrule 1(d) occurs and the office holder belongs to an Association member which has one delegate on the Committee, that delegate will not be stood down.
 - (g) Should the position in subrule 1(d) be the position of President of the Association no delegate will step down because this role is neutral.
 - (h) the maximum number of delegates or office holders on the Committee may not exceed two from any Association member subject to subrule 1(f).
- (2) The following are the office holders of the Association —
 - (a) the President
 - (b) the Deputy President
 - (c) the Secretary
 - (d) the Treasurer.

17. Responsibilities of committee members

- (1) As soon as practicable after appointment to the Committee, each committee member must become familiar with these Rules of Association.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and that individual members of the Committee comply with these Rules of Association.
- (3) The committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties -
 - (a) in good faith in the best interest of the Association; and
 - (b) for a proper purpose.
- (5) Delegates are to facilitate information sharing between their Association member and the Association.
- (6) Committee members and former committee members must not make improper use of:
 - (a) their position; or
 - (b) information gained by virtue of holding their position so as to gain an advantage for themselves or any U3A Group to which they belong or have belonged to cause detriment to the Association or any other U3A Group.
- (7) In addition to any duties imposed by these Rules of Association, a committee member must perform any other duties agreed from time to time by resolution at a meeting of the Association.

18. President

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these Rules.

19. Secretary

The Secretary has the following duties —

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

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

20. Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report;
- (g) carrying out any other duty given to the Treasurer under these Rules or by the Committee.

21. Appointment of committee members

At least 49 days before an AGM the Association member must send written notice to the Association advising the following:

- (1) name and contact details of their delegate/s
- (2) a statement from the President or chairperson of the Association member supporting the appointment of the delegate/s

22. Nomination of office holders

- (1) At least 42 days before an annual general meeting (AGM), the Secretary must send written notice to all Association members seeking nominations for all Office holder positions
- (2) A continuing or nominated delegate who wishes to be considered for election as an office holder at the AGM must nominate for election by sending written notice of their nomination to the Secretary at least 14 days before the AGM.

23. Election of office holders

- (1) At the AGM, a separate election must be held for each position of office holder of the Association
- (2) If only one person has nominated for a position, the chairperson of the meeting must declare the nominee elected to the position.
- (3) If more than one person has nominated for a position, the committee members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (4) In the event an office holder position is not filled at the AGM, the position will be filled as per Rule 16(1)(d) as soon as possible.
- (5) A nominee for the position may vote for themselves.

24. Term of office

- (1) The term of office for a delegate is subject to the Association member they represent.
- (2) The term of office for committee members begins when the person:
 - (a) is elected at an annual general meeting (in the case of office holders; or
 - (b) is appointed to fill a casual vacancy under Rule 27.
- (3) A President who has remained in office for two consecutive years shall not be eligible to stand again as President until a minimum of 12 months has passed.

25. Resignation from office

- (1) A committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the chairperson.
- (2) The resignation takes effect:
 - (a) when the notice is received by the Secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.

26. When membership of Committee ceases

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

- (a) dies or otherwise ceases to belong to an Association member;
- (b) resigns from the Committee under Rule 25; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act; or
- (d) fails to attend three consecutive committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

27. Filling casual vacancies

- (1) The Committee may appoint a person who is eligible under Rule 16 to fill a position on the Committee under the following circumstances:
 - (a) if an Association member loses a delegate to the Association committee for any reason, it should appoint a replacement delegate;
 - (b) if the person was an office holder of the Association, the Committee should, when the new delegate takes up the role, appoint a committee member to fill the casual vacancy on the Committee.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under Rule 16 to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under Rule 34, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under Rule 34, the Committee may act only for the purpose of:
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

28. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

29. Payments to committee members

- (1) In this rule:
 - committee member** includes a member of a subcommittee;
 - committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (a) in attending a committee meeting; or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

30. Committee meetings

- (1) The Committee must meet at least three times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the President or any two committee members.

31. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree.

32. Procedure and order of business

- (1) The President or, in the President's absence, the Deputy-President must preside as chairperson of each committee meeting.
- (2) If the President and Deputy President are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A person who is not a committee member may attend a committee meeting if invited to do so by the Committee.
- (6) A person invited under subrule (5) to attend a committee meeting:
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

33. Use of technology to be present at committee meetings

- (1) Committee meetings may be conducted by electronic means and if so, each committee member at the meeting needs to be simultaneously in contact.
- (2) A committee member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the committee member votes at the meeting, the person's vote is valid.

34. Quorum for committee meetings

- (1) Subject to Rule 27(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (2) At a committee meeting three committee members constitute a quorum.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting, the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to a time and place by mutual agreement.
- (4) If a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(b), and at least two committee members are present at the meeting, those members present are taken to constitute a quorum.

35. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote, except the chairperson under subrule (4).
- (2) If a committee member is unable to attend a committee meeting for any reason, the relevant Association member may nominate a proxy in place of the committee member who may vote on behalf of the Association member.
- (3) A motion is carried if a majority of the votes are in favour of the motion.
- (4) If the votes are divided equally on a question, the chairperson of the meeting has a casting vote.
- (5) A vote may take place by the committee members present indicating their clear agreement or disagreement to the chairperson unless the Committee decides that a secret ballot is needed to determine a particular question.
- (6) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

36. Minutes of committee meetings

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the committee members present at the meeting and any proxies;
 - (b) the name of any person attending the meeting under Rule 33;
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (4) When the minutes of a committee meeting have been signed as correct, they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

37. Subcommittees and subsidiary offices

- (1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following:

- (a) appoint one or more subcommittees
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A person may be appointed to a subsidiary office whether or not the person is member of a U3A Group.
- (3) Subject to any directions given by the Committee:
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

38. Delegation to subcommittees and holders of subsidiary offices

- (1) The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (2) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (4) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (6) The Committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

39. Annual general meeting

- (1) The Committee must determine the date, time and place of the AGM.
- (2) If it is proposed to hold the AGM more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the AGM is as follows:
 - (a) to confirm the minutes of the previous AGM and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) financial statements of the Association for the preceding financial year; and
 - (c) to elect the office holders of the Association and introduce other committee members.
 - (d) If applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by U3A Groups.

- (4) Any other business of which notice has been given in accordance with these Rules may be conducted at the annual general meeting.

40. Special general meetings

- (1) The Committee may convene a special general meeting.
- (2) The Committee must convene a special general meeting if at least 2 or 20% (whichever is greater) of the Association members require a special general meeting to be convened.
- (3) The Association member requiring a special general meeting to be convened must:
 - (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Committee does not convene a special general meeting within that 28-day period, the Association member making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by Association members under subrule (5):
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the Association member convening a special general meeting under subrule (5).

41. Notice of general meetings

- (1) The Secretary or, in the case of a special general meeting convened under Rule 40(5), the Association member convening the meeting, must give to each member:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the persons who have nominated for election to the Committee under Rule 21(2); and
 - (d) if a special resolution is proposed
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution;
 - (e) advise that an authorised proxy, using the form provided, will be permitted to vote if the delegate is indisposed for any reason.

42. Presence at general meetings

- (1) The presence of an Association member or their delegate at a general meeting need not be by attendance in person but may be by that person and each other attendee at the meeting being simultaneously in contact by electronic means.

- (2) A person who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the person (being eligible) votes at the meeting, the person is taken to have voted in person.
- (3) In the event a delegate is unable to attend a general meeting in person or electronically a proxy nominated by the Association member may vote on behalf of that member if the Secretary has been advised ahead of the start time of the meeting.

43. Presiding member and quorum for general meetings

- (1) The President or, in the President's absence, the Deputy President must preside as chairperson of each general meeting.
- (2) If the President and Deputy President are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present meaning at least 50% of Association members are represented (see 42(1)).
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a special general meeting, the meeting lapses; or
 - (b) in the case of the annual general meeting, the meeting is adjourned to a date not more than 21 days after the adjournment at a time and place confirmed by notice to all Association members as soon as practical after the meeting.
- (5) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least two Association members are represented at the meeting, those members present are taken to constitute a quorum.

44. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the delegates more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 41.

45. Determining whether resolutions are carried

- (1) On any question arising at a general meeting each committee member has one vote.
- (2) In the event a delegate is indisposed at the time of the AGM a proxy authorised by the Association member will be permitted to vote on behalf of that group Rule 41(2)(e).
- (3) Except in the case of a special resolution, a motion is carried if a majority of the votes cast at a general meeting are in favour of the motion.
- (4) Except in the case of a special resolution, if votes are divided equally on a question, the chairperson of the meeting has a casting vote.
- (5) In the case of a special resolution a motion is carried if at least seventy five per cent of votes are in favour of the motion.

- (6) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

46. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting:
 - (a) To request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
 - (b) To alter the Association's Rules, including changing the name of the Association; or
 - (c) To approve the terms of an amalgamation with one or more other incorporated associations; or
 - (d) That the Association is to be wound up voluntarily or by the Supreme Court; or
 - (e) To cancel its incorporation
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

47. Voting at General Meetings

- (1) In this rule:
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least two other delegates:
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.

48. Minutes of general meeting

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record:

- (a) the name of each Association member represented, office bearers, delegates and proxies attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, including any report of the review or auditor's report on the financial statements or financial report presented at the meeting,
- (4) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by the chairperson of the meeting within 30 days of the meeting.
- (5) When the minutes of a general meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

49. Source of funds

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

50. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, electronic transfers and other negotiable instruments of the Association must be signed or approved by:
 - (a) two committee members; or
 - (b) one committee member and a person authorised by the Committee.
- (5) All funds of the Association must be deposited into the Association's account within five working days after their receipt.
- (6) The Association must retain the financial records for seven years after the transactions covered by the records are completed.

51. Financial statements and financial reports

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and

- (d) if required, the presentation to the AGM of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

52. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.

53. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Committee.
- (4) The books of the Association must be retained for at least 7 years.

54. Record of office holders

- (1) The record of Association members, office holders and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.
- (2) For purposes of security personal details must be deleted from the record within twelve months of ceasing their involvement with the Association for any reason.

55. Inspection of records and documents

- (1) Subrule (2) applies to an Association member that wants to inspect:
 - (a) the register of Association members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The Association member representative must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the Association member's representative wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The Association member representative may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The Association member representative must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Association; or

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

56. Publication by committee members of statements about Association business prohibited

A committee member must not publish, or cause to be published, or share any statement about the business conducted by the Association at a general meeting or committee meeting with other than the relevant Association member unless:

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

57. Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule:

surplus property, in relation to the Association, means property and funds remaining after satisfaction of :

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association but does not include books relating to the management of the Association.

(2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

58. Alteration of Rules

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