FOLK WORLD

FolkWorld Inc.

Constitution

Incorporation No A1004843P
ABN 32 924 029 706
Registered office
21 Raleigh Road, Sorrento Western Australia 6020
hello@folkworld.com.au
www.fairbridgefestival.com.au
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Revision History

Revision	Date	Comments	Author	Checked	Approved
1	1995	Issued upon Incorporation of Fairbridge Festival Inc.			
2	2011	Name change to FolkWorld Inc.			
3	MAR_2020	Current version			
4	21/09/2025	Changes as per NOT-002 Notice of Special Resolution and approved by majority at the AGM 21/09/2025	DLL	HMcK	AGM Majority

Constitution

A. The name of the Association is: FolkWorld Inc. (FWI)

B. The objects of the Association are as follows:

   FolkWorld Inc. is dedicated to promoting traditional, contemporary and multicultural folk, roots and world music, dance and related performing arts, with particular emphasis on the involvement of families.

C. Any 25 members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

D. 50% of Management Committee members, which must include at least two Office Bearers, constitute a quorum for the conduct of the business of a Management Committee meeting.

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

Preamble

In May 1993 two organisations, the WA Folk Federation and WA Parents for Music held the first Fairbridge Festival with a view to providing a weekend of folk and acoustic music and related arts with appeal to families with primary-school age children in a safe, self-contained, bush environment. That core ethos remains.

In 1995 the WA Folk Federation decided to stop operating festival-scale events and Fairbridge Festival Inc. was created as a stand-alone, incorporated, not-for-profit body.

The name was changed to FolkWorld Inc. in 2011 to avoid confusion with the operator of the Fairbridge Village and to allow a diversification of events away from Fairbridge Village.

The Fairbridge Festival remains the primary focus of FolkWorld Inc. which forms part of a national network of organisers of community events focussed on folk, world and acoustic music that share a dedication to non-commercial creativity, participation, volunteerism and community involvement.

Part 1 — Preliminary

1 Terms used

In these rules, unless the contrary intention appears —

Act *means the Associations Incorporation Act 2015;*

associate member *means a member with the rights referred to in rule 8(2)****Error! Reference source not found.*** *on page* ***Error! Bookmark not defined.****;*

Association *means the incorporated association to which these rules apply;*

books*, of the Association, includes the following —*

(a) a register;

(b) financial records, financial statements or financial reports, however compiled, recorded or stored;

(c) a document;

(d) any other record of information;

by laws *means by-laws made by the Association under rule 65 on page 34;*

Chair *means the Management Committee member holding office as the Chair of the Association;*

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

financial records *include —*

(a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and

(b) documents of prime entry; and

(c) working papers and other documents needed to explain —

(i) the methods by which financial statements are prepared; and

(ii) adjustments to be made in preparing financial statements;

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

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

financial year*, of the Association, has the meaning given in rule 2 on page 7;*

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

management committee *means the management committee of the Association;*

management committee meeting *means a meeting of the Management Committee;*

management committee member *means a member of the Management Committee;*

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

ordinary Management Committee member *means a Management Committee member who is not an office holder of the Association under rule 27(2) on page 17;*

ordinary member *means a member with the rights referred to in rule 8(2)(b) on page 9;*

register of members *means the register of members referred to in section 53 of the Act;*

rules *mean these rules of the Association, as in force for the time being;*

schedule *means the supporting document associated with the Constitution that contains operational or procedural information which may be updated by the Management Committee from time to time;*

Secretary *means the Management Committee member holding office as the Secretary of the Association;*

special general meeting *means a general meeting of the Association other than the annual general meeting;*

special resolution *means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;*

subcommittee *means a subcommittee appointed by the Management Committee under rule 50(1)(a) on page 26;*

tier 1 association *means an incorporated association to which section 64(1) of the Act applies;*

tier 2 association *means an incorporated association to which section 64(2) of the Act applies;*

tier 3 association *means an incorporated association to which section 64(3) of the Act applies;*

treasurer *means the Management Committee member holding office as the treasurer of the Association.*

2 Financial year

(1) The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act, being 1 July 2019 to 30 June 2020.

(2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

Part 2 — Association to be not for profit body

3 Not-for-profit body

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

(2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).

(3) A payment to a member out of the funds of the Association is authorised if it is —

(a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or

(b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or

(c) the payment of reasonable rent to the member for premises leased by the member to the Association; or

(d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

(4) Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes including items at 14(1)(a)-(g).

3A Establishment of a Gift Fund

The Association will maintain a Gift Fund account called FolkWorld Inc. Gift Fund.

(a) which will be used for the principal purpose of the Association;

(b) all gifts and deductible contributions of money or property for that purpose are made to the account;

(c) monies received because of such gifts or deductible contributions is credited to the account;

(d) and it does not receive any other money or property.

3B Winding up and revocation of a Gift Fund

If the Association is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a charity with a similar charitable purpose to which income tax-deductible gifts can be made.

Part 3 — Members

(1) Under sections 4 and 17 of the Act our Association will always have a minimum of 6 ordinary members with full voting rights

(2) Liabilities of the association –

(a) Under section 19 of the Act a member of the Management Committee , trustee or a member of the association is not liable in respect of the liabilities of the association.

(b) This does not apply to liabilities incurred by or on behalf of the association prior to incorporation.

(3) Liabilities of members –

(a) A member is only liable for their own outstanding membership fees (if any) payable under rule 12.

Division 1 — Membership

4 Eligibility for membership

(1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.

(2) An individual who is 18 years and older may apply to become an ordinary voting member

(3) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

(4) The association will comply with all legal and regulatory obligations that may apply to the association under any other law when assessing eligibility of an applicant for membership.

5 Applying for membership

(1) A person who wishes to become a member must apply to the Association through the approved online platform or by completing the Application for Membership form.

(2) The application must include an ordinary member's nomination.

(3) The application process will be managed by the Secretary who will contact the nominator by email and the register will be updated with the outcome.

(4) The applicant must specify in the application the class of membership, to which the application relates.

6 Dealing with membership applications

(1) The Management Committee must consider each application for membership of the Association and decide whether to accept or reject the application.

(2) Subject to subrule (3), the Management Committee must consider applications in the order in which they are received by the Association.

(3) The Management Committee may delay its consideration of an application if the Management Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

(4) The Management Committee must not accept an application unless the applicant —

(a) is eligible under rule 4; and

(b) has applied under rule 5.

(5) The Management Committee may reject an application even if the applicant —

(a) is eligible under rule 4; and

(b) has applied under rule 5.

(6) The Management Committee must notify the applicant of the Management Committee's decision to accept or reject the application as soon as practicable after making the decision.

(7) If the Management Committee rejects the application, the Management Committee must give the applicant its reasons for doing so.

(8) New Membership Applications will be issued by the Secretary to the Management Committee for approval.

(9) Once approved the Secretary will notify the member and update their membership level in the online platform.

7 Becoming a member

(1) An applicant for membership of the Association becomes a member when —

(a) the Management Committee accepts the application;

(b) the applicant pays any membership fees according to rule 12 on page 10 of the Association.

(2) The applicant immediately becomes a member, when subrule (1) has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with the obligations of membership under these rules.

(3) New members will be provided a link to the online Association rules in force at the time their membership commences as per Section 36(1)(b) of the Act, alternatively they may request a hardcopy which will be made available.

8 Classes of membership

(1) The Association consists of life, ordinary and associate members provided for under subrule (2).

(2) The Association resolved at a general meeting to accept membership classes

(a) life members are recognised members of the FWI community for their dedication and commitment to the ongoing success of FWI and are deemed

(i) financial members and fees are not required

(ii) may vote at general meetings

(iii) may hold positions on the Management Committee

(b) ordinary members

(i) pay membership fees and are deemed ordinary financial members

(ii) may vote at general meetings

(iii) may hold positions on the Management Committee

(i) 7 general meetings

(ii) may include further sub-classes of associate membership, as defined in the Schedule to this Constitution

(3) The management committee may, by resolution at a management committee meeting, to vary, add or remove membership classes or sub-classes as required.

(4) Life and ordinary members have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Management Committee.

(5) The number of members of any class is not limited unless otherwise approved by resolution at a management committee meeting.

9 When membership ceases

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

(a) the person dies;

(b) for a member who is a body corporate, the body corporate is wound up;

(c) the person resigns from the Association under rule 10;

(d) the person is expelled from the Association under rule 15 on page 12;

(2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —

(a) the date on which the person ceased to be a member; and

(b) the reason why the person ceased to be a member.

10 Resignation

(1) A member 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.

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

(4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

11 Rights not transferable

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

Division 2 — Membership fees

12 Membership fees

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

(2) The fees determined under subrule (1) may be different for different classes of membership.

(3) A member must pay the annual membership fee to the treasurer, another authorised by the Management Committee to accept payments, or through the online membership platform by the date (the ***due date***) determined by the Management Committee.

(4) If a member has not paid the annual membership fee within the period of 3 months after the due date, then on the expiry of that period the member ceases to be an ordinary member and moves to an associate membership.

(5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —

(a) the Management Committee may, at its discretion, accept that payment; and

(b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted; and

(c) the membership fee must be received no later than 21 days prior to any general meeting.

Division 3 — Register of members

13 Register of members

(1) Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.

(2) Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.

(3) Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.

(4) Under section 56 of the Act the Management Committee is authorised to determine a reasonable charge for providing a copy of the register.

(5) The Secretary, or another person authorised by the Management 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.

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

(7) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Management Committee.

(8) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

(9) If —

(a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Management Committee will require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose relates to the affairs of the Association.

Part 4 — Disciplinary Action, Disputes and Mediation

Division 1 — Term used

14 Term used: member

(1) In this Part —

(a) ***member,*** in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action

15 Suspension or expulsion

(1) The Management Committee may decide to suspend a member's membership or to expel a member from the Association if —

(a) the member contravenes any of these rules; or

(b) the member acts detrimentally to the interests of the Association.

(2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Management Committee meeting at which the proposal is to be considered by the Management Committee.

(3) The notice given to the member must state —

(a) when and where the Management Committee meeting is to be held; and

(b) the grounds on which the proposed suspension or expulsion is based; and

(c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the proposed suspension or expulsion;

(4) At the Management Committee meeting, the Management Committee must —

(a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the proposed suspension or expulsion; and

(b) give due consideration to any submissions so made; and

(c) decide —

(i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or

(ii) whether or not to expel the member from the Association.

(5) A decision of the Management Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

(6) The Management Committee must give the member written notice of the Management Committee's decision, and the reasons for the decision, within 7 days after the Management Committee meeting at which the decision is made.

(7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Management Committee's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 23 on page 15.

(8) If notice is given under subrule (7), the member who gives the notice and the Management Committee are the parties to the mediation.

(9) Once the Management Committee has decided to suspend or expel a member under subrule (5) the member is immediately suspended or expelled.

16 Consequences of suspension

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

(a) loses any rights (including voting rights) arising as a result of membership; and

(b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

(2) When a member's membership is suspended, the Secretary must record in the register of members —

(a) that the member's membership is suspended; and

(b) the date on which the suspension takes effect; and

(c) the period of the suspension.

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

Division 3 — Resolving disputes

17 Terms used

(1) In this Division —

(a) ***grievance procedure*** means the procedures set out in this Division;

(b) ***party to a dispute*** includes a person –

(i) who is a party to the dispute; and

(ii) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

(2) For the purposes of rules 17and 18, the term **this Division** relates to rules 19 — 21

18 Application of Division

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

(a) between members; or

(b) between one or more members and the Association.

19 Parties to attempt to resolve dispute

(1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20 How grievance procedure is started

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —

(a) the parties to the dispute; and

(b) the matters that are the subject of the dispute.

(2) Within 28 days after the Secretary is given the notice, a Management Committee meeting must be convened to consider and determine the dispute.

(3) The Secretary must give each party to the dispute written notice of the Management Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

(4) The notice given to each party to the dispute must state —

(a) when and where the Management Committee meeting is to be held; and

(b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute.

(5) If —

(a) the dispute is between one or more members and the Association; and

(b) any party to the dispute gives written notice to the Secretary stating that the party —

(i) does not agree to the dispute being determined by the Management Committee; and

(ii) requests the appointment of a mediator under rule 23 on page 15;

the Management Committee must not determine the dispute.

21 Determination of dispute by Management Committee

(1) At the Management Committee meeting at which a dispute is to be considered and determined, the Management Committee must

(a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute; and

(b) give due consideration to any submissions so made; and

(c) determine the dispute.

(2) The Management Committee must give each party to the dispute written notice of the Management Committee's determination, and the reasons for the determination, within 7 days after the Management Committee meeting at which the determination is made.

(3) A party to the dispute may, within 14 days after receiving notice of the Management Committee's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 23 on page 15.

(4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

(1) For the purposes of rule 22, the term **this Division** relates to rules 22 — 25

22 Application of Division

(1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —

(a) by a member under rule 15(7); or

(b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).

(2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23 Appointment of mediator

(1) The mediator must be a person chosen —

(a) if the appointment of a mediator was requested by a member under rule 15(7) on page 13;— by agreement between the Member and the Management Committee; or

(b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.

(2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Management Committee must appoint the mediator.

(3) The person appointed as mediator by the Management Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

(a) a member under rule 15(7); or

(b) a party to a dispute under rule 20(5)(b)(ii) or 21(3) or

(c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.

(4) The person appointed as mediator by the Management Committee may be a member or former member of the Association but must not —

(a) have a personal interest in the matter that is the subject of the mediation; or

(b) be biased in favour of or against any party to the mediation.

24 Mediation process

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

(2) 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.

(3) In conducting the mediation, the mediator must —

(a) give each party to the mediation every opportunity to be heard; and

(b) allow each party to the mediation to give due consideration to any written statement given by another party; and

(c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

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

(5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

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

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

25 If mediation results in decision to suspend or expel being revoked

(1) If —

(a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7) on page 13; and

(b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Management Committee meeting or general meeting during the period of suspension or expulsion.

Part 5 — Management Committee

Division 1 — Powers of the Management Committee

26 Management Committee

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

Division 2 — Composition of the Management Committee and duties of members

27 Management Committee members

(1) The Management Committee members consist of —

(a) the office holders of the Association; and

(b) at least one and not more than eight ordinary Management Committee members;

(c) no more than two co-opted Management Committee members.

(2) The following are the office holders of the Association —

(a) Chair;

(b) Vice-Chair;

(c) Secretary;

(d) Treasurer.

(3) A person may be a Management Committee member if the person is —

(a) an individual who has reached 18 years of age; and

(b) an ordinary member.

(4) A person must not hold 2 or more of the offices mentioned in subrule (2) at the same time.

(5) An ordinary member may not join the Management Committee if they have committed any offences under section 39 of the Act.

(6) Section 3 of the Act provides a definition of 'officer' and the duties provisions will apply to Management Committee members and to those persons who can influence the Management Committee but who do not hold a formal Management Committee position and means any of the following –

(a) a member of the management committee of the association;

(b) a person, including an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association;

(c) a person who has the capacity to significantly affect the association's financial standing;

(d) a person in accordance with whose instructions or wishes the management committee of the association is accustomed to act (but excluding a person who gives advice to the association in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the management committee or with the association);

(7) Under section 44 of the Act an officer of an association must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise if that person –

(a) were an officer of the association in the association's circumstances; and

(b) occupied the office held by, and had the same responsibilities within the association as, the officer.

(8) Under section 45 of the Act an officer of an association must exercise their powers and discharge their duties —

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(9) Under section 46 of the Act an officer of an association must not improperly use their position to –

(a) gain an advantage for the officer or another person; or

(b) cause detriment to the Association.

(10) Under section 47 of the Act a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to —

(a) gain an advantage for the person or another person; or

(b) cause detriment to the Association.

28 Chair

(1) It is the duty of the Chair to consult with the Secretary regarding the business to be conducted at each Management Committee meeting and general meeting.

(2) The Chair has the powers and duties relating to convening and presiding at Management Committee meetings and general meetings provided for in these rules.

29 Vice Chair

(1) It is the duty of the Vice Chair to support the Chair in fulfilling their responsibilities and to be always informed of the business of the Management Committee.

(2) The Vice Chair will act in the role of Chair when the Chair is absent, unavailable, or otherwise unable to perform their duties.

(3) When acting as Chair, the Vice Chair assumes all powers and responsibilities assigned to the Chair under these rules.

30 Secretary

(1) The Secretary has the following duties —

(a) dealing with the Association's correspondence;

(b) consulting with the Chair regarding the business to be conducted at each Management Committee meeting and general meeting;

(c) preparing the notices required for meetings and for the business to be conducted at meetings;

(d) unless another member is authorised by the Management 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;

(f) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;

(g) unless another member is authorised by the Management Committee to do so, maintaining on behalf of the Association a record of Management Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;

(h) 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;

(i) maintaining full and accurate minutes of Management Committee meetings and general meetings;

(j) carrying out any other duty given to the Secretary under these rules or by the Management Committee.

(2) detailed information about what must be included in the record of office holders is included under rule 69 on page 35.

31 Treasurer

(1) 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 Management Committee;

(c) ensuring that any payments to be made by the Association that have been authorised by the Management 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) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;

(g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;

(h) 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;

(i) carrying out any other duty given to the treasurer under these rules or by the Management Committee.

Division 3 — Election of Management Committee members and tenure of office

32 How members become Management Committee members

(1) A member becomes a Management Committee member if the member —

(a) is elected to the Management Committee at an annual general meeting; or

(b) is appointed to the Management Committee by the Management Committee to fill a casual vacancy under rule 39 on page 22 or

(c) is co-opted by the Management Committee at any time upon a unanimous vote of all current members of the Management Committee.

33 Nomination of Management Committee members

(1) At least 42 days before an annual general meeting, the Secretary must send written notice to all the members —

(a) identifying those Management Committee positions that fall vacant in accordance with subrule (6);

(b) calling for nominations for election to the vacant Management Committee positions; and

(c) stating the date by which nominations must be received by the Secretary to comply with subrule (2).

(2) A member who wishes to be considered for election to the Management Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the annual general meeting.

(3) The written notice must include a statement by another two members in support of the nomination.

(4) A member may nominate for one or both vacant specified positions of office holder of the Association or to be an ordinary Management Committee member.

(5) A member whose nomination does not comply with this rule is not eligible for election to the Management Committee unless the member is nominated under rule 34(2) or 35(2)(b).

(6) Each year two office holder positions and two ordinary committee member positions become vacant as follows —

(a) On an even numbered year, the positions of Chair and Secretary and two ordinary Management Committee member positions become vacant; and

(b) On an odd numbered year, the positions of Vice-Chair and treasurer and two ordinary Management Committee member positions become vacant.

34 Election of office holders

(1) At the annual general meeting, a separate election must be held for each of the two positions of office holder of the Association that have become vacant in accordance with subrule 32(6).

(2) If a member has nominated for both positions, the election for the most senior position must be held first. Consistent with subrule 27(4) on page 17 , only those members that were not elected to the more senior position shall be included in any election for the more junior position.

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

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

(5) If more than one member has nominated for a position, the ordinary members at the meeting must vote by secret ballot and otherwise in accordance with procedures that have been determined by the Management Committee to decide who is to be elected to the position.

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

(7) A member who has nominated for the position may vote for themselves.

(8) On the member's election, the new Chair of the Association may take over as the chairperson of the meeting.

35 Election of Ordinary Management Committee members

(1) At each annual general meeting, a separate election must be held for each of the two positions of ordinary Management Committee members that have become vacant in accordance with subrule 32(6) and each of the positions of ordinary Management Committee member appointed by the Management Committee under rule 39 on page 22 to fill a casual vacancy.

(2) If the number of members nominating for the position of ordinary Management Committee member is not greater than the number to be elected, the chairperson of the meeting —

(a) must declare each of those members to be elected to the position; and

(b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

(3) If —

(a) the number of members nominating for the position of ordinary Management Committee member is greater than the number to be elected; or

(b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote by secret ballot in accordance with procedures that have been determined by the Management Committee to decide the members who are to be elected to the position of ordinary Management Committee member.

(4) A member who has nominated for the position of ordinary Management Committee member may vote in accordance with that nomination.

36 Term of office

(1) The term of office of a Management Committee member begins when the member —

(a) is elected at an annual general meeting or under subrule 37(3)(b); or

(b) is appointed to fill a casual vacancy under rule 39.

(2) Subject to rules 37 and 38, a Management Committee member holds office until:

(a) in the case of a member elected to the Management Committee at an annual general meeting, that position is declared vacant at the second annual general meeting after that election; and

(b) in the case of a member appointed to the Management Committee under subrules 32(1)(b) and 39 or co-opted to the Management Committee under subrule 32(1)(c), the next annual general meeting.

(3) A Management Committee member may be re-elected.

37 Resignation and removal from office

(1) A Management Committee member may resign from the Management Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair.

(2) The resignation takes effect —

(a) when the notice is received by the Secretary or Chair; or

(b) if a later time is stated in the notice, at the later time.

(3) At a general meeting, the Association may by resolution —

(a) remove a Management Committee member from office; and

(b) elect a member who is eligible under rule 27(3) on page 17 to fill the vacant position.

(4) A Management Committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the Secretary or Chair and may ask that the representations be provided to the members.

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

38 When membership of Management Committee ceases

(1) A person ceases to be a Management Committee member if the person —

(a) dies or otherwise ceases to be a member; or

(b) resigns from the Management Committee or is removed from office under rule 36; or

(c) becomes ineligible to accept an appointment or act as a Management Committee member under section 39 of the Act;

(d) becomes permanently unable to act as a Management Committee member because of a mental or physical disability; or

(e) fails to attend 3 consecutive Management Committee meetings, of which the person has been given notice, without having notified the Management Committee that the person will be unable to attend.

(f) where a person ceases to be a member of the association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee the relevant documents and records they hold pertaining to the management of the association's affairs.

39 Filling casual vacancies

(1) The Management Committee may appoint a member who is eligible under rule 27(3) on page 17 to fill a position on the Management Committee that —

(a) has become vacant under rule 38; or

(b) was not filled by election at the most recent annual general meeting at which the position became vacant or under rule 37(3)(b).

(2) If the position of Secretary becomes vacant, the Management Committee must appoint a member who is eligible under rule 27(3) to fill the position within 14 days after the vacancy arises.

(3) Subject to the requirement for a quorum under rule 47, the Management Committee may continue to act despite any vacancy in its membership.

(4) If there are fewer Management Committee members than required for a quorum under rule 47 on page 25, the Management Committee may act only for the purpose of —

(a) appointing Management Committee members under this rule; or

(b) convening a general meeting.

40 Validity of acts

(1) The acts of the Management Committee or subcommittee, or of a Management 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 Management Committee member or member of a subcommittee.

41 Payments to Management Committee members

In this rule —

Management Committee member *includes a member of a subcommittee;*

Management Committee meeting *includes a meeting of a subcommittee.*

(1) A Management Committee member is not entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel or accommodation incurred —

(a) in attending a Management Committee meeting or

(b) in attending a general meeting.

Division 4 — Management Committee meetings

42 Management Committee meetings

(1) The Management Committee must meet at least six times in each year on the dates and at the times and places determined by the Management Committee.

(2) The date, time and place of the first Management Committee meeting must be determined by the Management Committee members as soon as practicable after the annual general meeting at which the Management Committee members are elected.

(3) Special Management Committee meetings may be convened by the Chair or any 2 Management Committee members.

43 Notice of Management Committee meetings

(1) Notice of each Management Committee meeting must be given to each Management Committee member at least 72 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) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.

(4) Urgent business that has not been described in the notice may be conducted at the meeting if the Management Committee members at the meeting by simple majority agree to treat that business as urgent.

44 Procedure and order of business

(1) The Chair or, in the Chair's absence, the Vice-Chair must preside as chairperson of each Management Committee meeting.

(2) If the Chair and Vice-Chair are absent or are unwilling to act as chairperson of a meeting, the Management 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 Management Committee meeting must be determined from time to time by the Management Committee.

(4) The order of business at a Management Committee meeting may be determined by the Management Committee members at the meeting.

(5) A member or other person who is not a Management Committee member may attend a Management Committee meeting if invited to do so by the Management Committee.

(6) A person invited under subrule (5) to attend a Management 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 Management Committee to do so; and

(c) cannot vote on any matter that is to be decided at the meeting.

45 Disclosure of material personal interests of the Management Committee

(1) Under section 42 of the Act a member of the Management Committee who has a material personal interest in a matter being considered at a Management Committee meeting must:

(a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Management Committee;

(b) disclose the nature and extent of the interest at the next general meeting of the association.

(2) Under section 42(3) of the Act this rule does not apply in respect of a material personal interest

(a) that exists only because the member -

(i) is an employee of the incorporated association; or

(ii) is a member of a class of persons for whose benefit the association is established; or

(iii) that the member has in common with all, or a substantial proportion of, the members of the Association.

(3) Under section 43 of the Act a member of the Management Committee who has a material personal interest in a matter being considered at a meeting of the Management Committee must not be present while the matter is being considered at the meeting or vote on the matter. The Management Committee member who has a material personal interest may be permitted to provide input on a matter prior to being excluded from further discussion and consideration.

(4) Under section 42(6) of the Act the association must record every disclosure made by a Management Committee member of a material personal interest in the minutes of the Management Committee meeting at which the disclosure is made and recorded by the Secretary in the applicable register.

46 Use of technology to be present at Management Committee meetings

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

(2) A member who participates in a Management Committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

47 Quorum for Management Committee meetings

(1) Subject to rule 39(4) on page 22, no business is to be conducted at a Management Committee meeting unless a quorum of at least two office holders and two ordinary Management Committee members is present.

(2) If a quorum is not present within 30 minutes after the notified commencement time of a Management Committee meeting —

(a) in the case of a special meeting — the meeting lapses; or

(b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

(3) If —

(a) a quorum is not present within 30 minutes after the commencement time of a Management Committee meeting held under subrule (2)(b); and

(b) at least 3 Management Committee members are present at the meeting,

those members present are taken to constitute a quorum.

48 Voting at Management Committee meetings

(1) Each Management Committee member present at a Management Committee meeting has one vote on any question arising at the meeting.

(2) A motion is carried if a majority of the Management Committee members present at the Management Committee meeting vote in favour of the motion.

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

(4) A vote may take place by the Management Committee members present indicating their agreement or disagreement or by a show of hands, unless the Management Committee decides that a secret ballot is needed to determine a particular question.

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

49 Minutes of Management Committee meetings

(1) The Management Committee must ensure that minutes are taken and kept of each Management Committee meeting.

(2) The minutes must record the following —

(a) names of the Management Committee members present at the meeting;

(b) name of any person attending the meeting under rule 44(5) on page 24;

(c) 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 minutes of a Management Committee meeting are recorded in the authorised online platform and added to the Management Committee meeting register within 30 days after the meeting is held.

(4) The Chair must ensure that the minutes of a Management Committee meeting are reviewed and signed as correct by —

(a) the chairperson of the meeting; or

(b) the chairperson of the next Management Committee meeting.

(5) When the minutes of a Management 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.

(6) Section 42 of the Act requires details relating to the disclosure of a Management Committee member's material personal interest in a matter being considered at a Management Committee meeting to be recorded in the minutes of the meeting and to include the

(a) nature and extent of the interest; and

(b) relationship of the interest to the activities of the incorporated association.

Division 5 — Subcommittees and subsidiary offices

50 Subcommittees and subsidiary offices

(1) To help the Management Committee in the conduct of the Association's business, the Management 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 subcommittee may consist of the number of associate members that the Management Committee considers appropriate.

(3) A person may be appointed to a subsidiary office if they are an associate member.

(4) Subject to any directions given by the Management 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.

51 Delegation to subcommittees and holders of subsidiary offices

In this rule —

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

(1) The Management 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 Management 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 Management Committee specifies in the document by which the delegation is made.

(4) The delegation does not prevent the Management 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 Management Committee.

(6) The Management Committee may, in writing, amend or revoke the delegation.

52 Annual general meeting

(1) The Management Committee must determine the date, time and place of the annual general meeting.

(2) If it is proposed to hold the annual general meeting 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 annual general meeting is as follows —

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;

(b) to receive and consider —

(i) the Management Committee's annual report on the Association's activities during the preceding financial year; and

(ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and

(iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;

(iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;

(a) to elect the office holders of the Association and other Management Committee members;

(b) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;

(c) to confirm or vary the application fees, subscriptions and other amounts (if any) to be paid by members.

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

53 Special general meetings

(1) The Management Committee may convene a special general meeting.

(2) The Management Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

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

(a) make the requirement by written notice given to the Secretary; and

(b) state in the notice the business to be considered at the meeting; and

(c) each sign the notice.

(4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).

(5) If the Management Committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.

(6) A special general meeting convened by 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 members convening a special general meeting under subrule (5).

54 Notice of general meetings

(1) The Secretary or, in the case of a special general meeting convened under rule 53(5), the members convening the meeting, must give to each member —

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a general meeting in any other case.

(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 members who have nominated for election to the Management Committee under rule 33(2) on page 20; and

(d) if a special resolution is proposed —

(i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and

(ii) state that the resolution is intended to be proposed as a special resolution; and

(iii) comply with rule 55(7).

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

(a) at a general meeting of an incorporated association; and

(b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

(4) For Tier 2 and 3 associations – under section 86 of the Act a reviewer or auditor of an incorporated association is entitled to receive all notices of and other communications relating to any general meetings of the association that a member is entitled to receive.

55 Proxies

(1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as their proxy to vote and speak on their behalf at a general meeting.

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

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

(4) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.

(5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

(6) If the Management Committee has approved a form for the appointment of a proxy, the member may use that form or any other form —

(a) that clearly identifies the person appointed as the member's proxy; and

(b) that has been signed by the member.

(7) Notice of a general meeting given to an ordinary member under rule 54 must —

(a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and

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

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

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

56 Presiding member and quorum for general meetings

(1) The Chair or, in the Chair's absence, the Vice-Chair must preside as chairperson of each general meeting.

(2) If the Chair and Vice-Chair are absent or are unwilling to act as chairperson of a general meeting, the Management 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 of 25 members is present.

(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 —

(i) the same time and day in the following week; and

(ii) the same place, unless the Chair specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

(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 10 ordinary members are present at the meeting,

those members present are taken to constitute a quorum.

57 Adjournment of general meetings

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(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 members 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 54 on page 28.

58 Voting at general meetings

(1) On any question arising at a general meeting —

(a) subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and

(b) ordinary members may vote personally or by proxy.

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

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

(4) The appointment has effect until —

(a) the end of any general meeting to which the appointment applies; or

(b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary.

(5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.

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

(7) 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.

(8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule (2), the ordinary member —

(a) must have been an ordinary financial member at the time notice of the meeting was given under rule 54 on page 28; and

(b) must have paid any fee or other money payable to the Association by the member.

(9) Where an associate member wishes to become an ordinary financial member, following notice of the meeting, they must pay the membership fee within 21 days of the meeting.

59 When special resolutions are required

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

(a) to affiliate the Association with another body; or

(b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

(2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

(3) In accordance with the Act, a special resolution is required if an incorporated association proposes to do any of the following —

(a) to alter rules including a name change section 30(1);

(b) to approve the terms of an amalgamation with one or more other incorporated associations section 102(4);

(c) to be wound up voluntarily (section 121(2)) or by the Supreme Court section 124(a) and Schedule 4 item 9;

(d) to cancel its incorporation section 129.

(4) In accordance with section 30(3) of the Act, the Secretary shall ensure within one month after the passing of a special resolution the Commissioner is notified including the required documents –

(a) notice of the special resolution setting out particulars of the alterations; and

(b) certificate in the approved form that the resolution was duly passed as a special resolution; and

(c) updated constitution including approved changes of the rules.

(5) The certificate under subsection (4)(b) must be signed by a member of the management committee of the incorporated association.

60 Determining whether resolution carried

(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 3 other ordinary members present in person or by proxy —

(a) the poll must be taken at the meeting in the manner determined by the chairperson of the meeting;

(b) the chairperson of the meeting must declare the determination of the resolution based on the poll.

(5) If a poll is demanded on the election of the chairperson of the meeting 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 of the meeting.

(7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

61 Minutes of general meeting

(1) The Secretary, or a person authorised by the Management 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 names of the ordinary members attending the meeting; and

(b) any proxy forms given to the chairperson of the meeting under rule 55(8) on page 29; and

(c) the financial statements or financial report presented at the meeting, as referred to in rule 52(3)(b)(ii) or (iii) (iii) on page 27; and

(d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 52(3)(b)(iv).

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

(5) The Chair must ensure that the minutes of a general meeting are reviewed and signed as correct by the meeting chairperson within one month of the meeting.

(6) 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 6 — Financial Matters

62 Source of funds

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

63 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 Management Committee may approve expenditure on behalf of the Association.

(3) The Management Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Management Committee for each item on which the funds are expended.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —

(a) two Management Committee members; or

(b) one Management Committee member and a person authorised by the Management Committee.

(5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

64 Financial statements and financial reports

(1) For each financial year, the Management 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) if the Association is a tier 1 association, the preparation of the financial statements; and

(b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and

(c) if required, the review or auditing of the financial statements or financial report, as applicable; and

(d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and

(e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

(3) Under section 66 of the Act, an incorporated association must keep financial records that: -

(a) correctly record and explain its transactions and financial position and performance; and

(b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.

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

Part 7 — General Matters

65 By-laws

A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

(1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.

(2) By-laws may —

(a) provide for the rights and obligations that apply to any classes of membership approved under rule 8(2) on page 9; and

(b) impose restrictions on the Management Committee's powers, including the power to dispose of the association's assets; and

(c) impose requirements relating to the financial reporting and financial accountability of the association and the 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.

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

(4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(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.

(5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

66 Executing documents

(1) The Association does not have a common seal therefore legal and regulatory documents are to be signed by –

(a) two Management Committee members; or

(b) one Management Committee member and a person authorised by the Management Committee.

67 Giving notices to members

(1) In this rule —

recorded *means* recorded in the register of members.

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

(a) delivered by hand to the recorded address of the member; or

(b) sent by prepaid post to the recorded postal address of the member; or

(c) sent by electronic transmission to an appropriate electronic address of the member.

68 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 Management Committee.

(4) The books of the Association must be retained for at least 7 years.

69 Record of office holders

(1) Under section 58 of the Act an association must maintain a record of —

(a) the names and addresses of the persons who are members of its Management Committee; or hold other offices of the association provided for by its rules;

(b) the name and address of any person who is appointed or acts as trustee on behalf of the association;

(c) Prohibits a person from disclosing information in the record except for authorised purposes.

(2) Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

(3) The record of Management Committee 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 kept in the Secretary's custody or under the Secretary's control.

70 Inspection of records and documents

(1) Subrule (2) applies to a member who wants to inspect —

(a) the register of members under section 54(1) of the Act; or

(b) the record of the names and addresses of Management 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 member must contact the Secretary to make the necessary arrangements for the inspection.

(3) The inspection must be free of charge.

(4) If the member wants to inspect a document that records the minutes of a Management Committee meeting, the right to inspect that document is subject to any decision the Management Committee has made about minutes of Management Committee meetings

generally, or the minutes of a specific Management Committee meeting, being available for inspection by members.

(5) The member 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) Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

(7) The member 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.

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

71 Publication by Committee members of statements about Association business prohibited

(1) A Management Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Management Committee meeting unless —

(a) the Management Committee member has been authorised to do so at a Management Committee meeting; and

(b) the authority given to the Management Committee member has been recorded in the minutes of the Management Committee meeting at which it was given.

72 Distribution of surplus property on cancellation of incorporation or winding up

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

(a) the debts and liabilities of the Association; and

(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

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

(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.

(3) Under section 24(1) of the Act surplus property can only be distributed to one or more of the following —

(a) an incorporated association;

(b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;

(c) a company holding a licence that continues in force under the Corporations Act section 151;

(4) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;

(5) a body corporate that —

(a) is a member or former member of the incorporated association; and

(b) at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;

(6) a trustee for a body corporate referred to in paragraph (e);

(7) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

73 Alteration of rules

(1) 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.

(2) Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

(3) Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the way surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

(4) Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33 of the Act.

(5) In accordance with section 30(3) of the Act, the Secretary shall ensure within one month after the passing of a special resolution the Commissioner is notified including the required documents –

(a) notice of the special resolution setting out particulars of the alterations; and

(b) certificate in the approved form that the resolution was duly passed as a special resolution; and

(c) updated constitution including approved changes of the rules.

(d) The certificate under subsection 59(4)(b) on page 31 must be signed by a member of the management committee of the incorporated association.