

MALLESONS STEPHEN JAQUES

Rules of Association -
Nutrition Australia WA
Division Inc

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Nutrition Australia WA Division Inc

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Nutrition Australia WA Division Inc

1 Definitions and interpretation

1.1 Definitions

In these Rules, these meanings apply unless the contrary intention appears:

Act means the Associations Incorporation Act 1987 (WA).

ANFI means The Australian Nutrition Foundation Inc, an incorporated association registered in the ACT.

Annual General Meeting is the General Meeting Convened under Rule 16(a)(ii).

Association means the Association referred to in Rule 2.

Chairperson means:

- (a) in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee Meeting or General Meeting in accordance with Rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in sub-Rule 10.1(a) or, if that person is unable to perform his or her functions, the Deputy-Chairperson.

Commissioner means the Commissioner for Fair Trading exercising powers under the Act.

Committee means the Committee of management of the Association referred to in Rule 10.

Committee Meeting means a meeting of the Committee referred to in Rule 15.

Committee Member means a member of the Committee.

Convene means to call together for a formal meeting.

Department means the government department with responsibility for administering the Act.

Deputy Chairperson means the Deputy Chairperson referred to in sub-Rule 10.1(b).

Financial Year means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 31 December and thereafter each period commencing 1 January and ending on 31 December in the same year.

General Meeting means a meeting to which all Members are invited.

Immediate Past Chairperson means the Immediate Past Chairperson referred to in sub-Rule 10.1(c).

Member means a member of the Association.

Ordinary Resolution means a resolution other than a Special Resolution.

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

Rules means these rules as amended from time to time, and a reference to a rule is a reference to a rule of these Rules.

Special Resolution means a resolution passed by a majority of not less than 75% of the Members who are entitled under the Rules to vote, in person or by proxy, at the General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules.

Secretary means the Secretary referred to in sub-Rule 10.1(d).

Treasurer means the Treasurer referred to in sub-Rule 10.1(e).

1.2 Interpretation

In these Rules, unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;
- (b) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture;
- (c) **(singular includes plural)** the singular includes the plural and vice versa;
- (d) **(meaning of undefined terms)** an undefined word or term in these Rules has the same meaning that the word or term has in the Act;
- (e) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (f) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) **(from time to time)** a power, an authority or a discretion reposed in a Committee Member, the Committee, the Association in general meeting or a Member may be exercised at any time and from time to time;
- (h) **(signed)** where, by a provision of these Rules, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee; and

- (i) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 Headings

Headings are inserted for convenience and are not to affect the interpretation of these Rules.

2 Name

The name of the Association is **Nutrition Australia WA Division Inc.**

3 Objects

3.1 General object

The overall object of the Association is to be an independent and authoritative body that aims to promote the health and well-being of the Australian people by encouraging them to make informed food choices. The Association aims to achieve this by basing its activities on scientific principles and knowledge related to human nutrition and dietetics, food science and technology, as more fully detailed in Rule 3.2.

3.2 Specific objects

The specific objects of the Association are:

- (a) to advance the science of nutrition and its application with reference to:
 - (i) the current nutritional status of the Australian people;
 - (ii) changes in food habits in relation to health and well-being;
 - (iii) changes in foods brought about by developments in technology in agriculture and industry; and
 - (iv) the effects of information and education programs and the media;
- (b) to acquire and disseminate knowledge of nutritional science and the means of communicating nutritional knowledge to the community;
- (c) to encourage optimal health and increase awareness in the community of principles of human nutrition and dietetics and to encourage the application of these principles by groups and individuals such as:
 - (i) medical practitioners, health professionals and health services;
 - (ii) the food industry;

- (iii) the media; and
- (iv) consumer groups, families and individuals;
- (d) to encourage innovation in the dissemination of nutritional knowledge;
- (e) to be closely affiliated with ANFI and its associated divisions across Australia; and
- (f) to liaise with ANFI in devising policies for implementation of the Association's objects.

3.3 Application of property and income

The property and income of the Association shall 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 Members, except in good faith in the promotion of those objects.

4 Powers

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the Rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee

that, if done otherwise than as a trustee, would contravene this Act or the Rules; and

- (i) employ such people and organisations as may be deemed necessary and pay such remuneration and benefits to such persons and organisations as may be deemed reasonable and proper.

5 Membership

5.1 Members of ANFI on incorporation

Subject to their agreement to be bound by these Rules, the members of ANFI who are resident in Western Australia as at the date of the incorporation of the Association will automatically become Members.

5.2 New Members

Membership of the Association is open as follows:

- (a) **Members of ANFI** - subject to the member's agreement to be bound by these Rules, a member of ANFI who is resident in Western Australia will automatically become a Member; and
- (b) **Others** - any person who applies in accordance with Rule 5.3 may become a Member.

5.3 Application

- (a) Pursuant to sub-Rule 5.2(b), a person who wishes to become a Member must:
 - (i) apply for membership to the Committee in writing:
 - (A) signed by that person and by both of the Members referred to in sub-Rule 5.3(a)(ii); and
 - (B) in such form as the Committee from time to time directs; and
 - (ii) be proposed by one Member and seconded by another Member.
- (b) The Committee must consider each application made under sub-Rule 5.3(a) at a Committee Meeting and must at that Committee Meeting accept or reject that application.
- (c) An applicant whose application for membership of the Association is rejected under sub-Rule 5.3(b) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (d) When notice is given under sub-Rule 5.3(c), the Association in a General Meeting no later than the next Annual General Meeting, must

either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.

6 Register of Members

- (a) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the Members and their postal or residential addresses and, upon the request of a Member, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (b) The register must be so kept and maintained at the office of the Association, the Secretary's place of residence, or at such other place as the Members at a General Meeting decide.
- (c) The Secretary must cause the name of a person who dies or who ceases to be a Member under Rule 8 to be deleted from the register of Members referred to in sub-Rule 6(a).

7 Subscriptions

- (a) The Committee shall determine the amount of the subscription to be paid by each Member.
- (b) Each Member must pay to the Treasurer, or as determined by the Committee, annually on or before 1 January or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-Rule 7(a).
- (c) Subject to sub-Rule 7(d), a Member whose subscription is not paid within three months after the relevant date fixed by or under sub-Rule 7(b) ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.
- (d) A person exercises all the rights and obligations of a Member for the purposes of these Rules if his or her subscription is paid on or before the relevant date fixed by or under sub-Rule 7(b) or within three months thereafter, or such other time as the Committee allows.

8 Termination of membership

Membership of the Association may be terminated upon:

- (a) receipt by the Secretary or another Committee Member of a notice in writing from a Member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination;

- (b) non - payment by a Member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with Rule 7(c); or
- (c) expulsion of a Member in accordance with Rule 9.

9 Suspension or expulsion of Members

- (a) If the Committee considers that a Member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the Member:
 - (i) notice of the proposed suspension or expulsion and of the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) particulars of that conduct,

not less than 30 days before the date of the Committee Meeting referred to in paragraph 9(a)(i).
- (b) At the Committee Meeting referred to in a notice communicated under sub-Rule 9(a), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (c) Subject to sub-Rule 9(e), a Member has his or her membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to him or her under sub-Rule 9(b).
- (d) A Member who is suspended or expelled under sub-Rule 9(b) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-Rule 9(c).
- (e) When notice is given under sub-Rule 9(d):
 - (i) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
 - (ii) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the

Committee to suspend or expel him or her is confirmed under this sub-Rule.

10 Committee

10.1 Composition

Subject to sub-Rule 10.4, the affairs of the Association will be managed exclusively by a Committee of management consisting of:

- (a) a Chairperson;
- (b) a Deputy Chairperson;
- (c) the Immediate Past Chairperson, unless she or he does not agree to be a Committee Member;
- (d) a Secretary;
- (e) a Treasurer; and
- (f) not less than three and not more than 10 other Committee Members,

all of whom must be Members and of whom at least two thirds must be health professionals.

10.2 Student observers

The Committee may appoint up to 20 student observers to observe the activities of the Committee. The student observers must be Members. The student observers are not entitled to vote on decisions of the Committee.

10.3 Elections and term of office

- (a) Committee Members must be elected to the Committee at an Annual General Meeting or appointed under sub-Rule 10.3(g).
- (b) Subject to sub-Rule 10.3(g), a Committee Member's term will be from his or her election at an Annual General Meeting until the election referred to in sub-Rule 10.3(a) at the next Annual General Meeting after his or her election, but he or she is eligible for re-election to the Committee.
- (c) Except for nominees under sub-Rule 10.3(f), a person is not eligible for election to the Committee unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
 - (i) two Committee Members; and
 - (ii) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than seven days before the day on which the Annual General Meeting concerned is to be held.

- (d) A person who is eligible for election or re-election under this Rule may:
 - (i) propose or second himself or herself for election or re-election; and
 - (ii) vote for himself or herself.
- (e) If the number of persons nominated in accordance with sub-Rule 10.3(c) for election to the Committee does not exceed the number of vacancies in the Committee to be filled:
 - (i) the Secretary must report accordingly to; and
 - (ii) the Chairperson must declare those persons to be duly elected as Committee Members at,

the Annual General Meeting concerned.
- (f) If vacancies remain on the Committee after the declaration under sub-Rule 10.3(e), additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as Committee Members. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (g) If a vacancy remains on the Committee after the application of sub-Rule 10.3(f), or when a casual vacancy within the meaning of Rule 14 occurs in the Committee:
 - (i) the Committee may appoint a Member to fill that vacancy; and
 - (ii) a Member appointed under this sub-Rule will:
 - (A) hold office until the election referred to in sub-Rule 10.3(a); and
 - (B) be eligible for election to the Committee,

at the next following Annual General Meeting.

10.4 Delegation

- (a) The Committee may delegate, in writing, to one to more sub-committees (consisting of such Member or Members as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
 - (i) the power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Act or any other law.

- (b) Any delegation under sub-Rule 10.4(a) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (c) The Committee may, in writing, revoke wholly or in part any delegation under sub-Rule 10.4(a).

10.5 Auditor

If considered necessary, the Committee may appoint an auditor of the Association.

11 Chairperson and Deputy Chairperson

- (a) Subject to this Rule, the Chairperson must preside at all General Meetings and Committee Meetings.
- (b) In the event of the absence from a General Meeting of:
 - (i) the Chairperson, the Deputy Chairperson; or
 - (ii) both the Chairperson and the Deputy Chairperson, a Member elected by the other Members present at the General Meeting,must preside at the General Meeting.
- (c) In the event of the absence from a Committee Meeting of:
 - (i) the Chairperson, the Deputy Chairperson; or
 - (ii) both the Chairperson and the Deputy Chairperson, a Committee Member elected by the other Committee Members present at the Committee Meeting,must preside at the Committee Meeting.

12 Secretary

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with:
 - (i) section 27 of the Act with respect to the register of Members, as referred to in Rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the Rules and, upon the request of a Member, must make available those Rules for the inspection of the

Member and the Member may make a copy of or take an extract from the Rules but will have no right to remove the Rules for that purpose; and

- (iii) section 29 of the Act by maintaining a record of:
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these Rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under Rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a Member, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these Rules on the Secretary.

13 Treasurer

The Treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself or the Chairperson; and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:

- (i) keeping its accounting records correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such a manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such a manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year;
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - (f) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
 - (g) perform such other duties as are imposed by these Rules on the Treasurer.

14 Casual vacancies in the Committee

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Secretary or, if the Committee Member is the Secretary, to the Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) three consecutive Committee Meetings; or
 - (ii) three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings;

of which meetings the Member received notice, and the Committee has resolved to declare the office vacant;

- (f) ceases to be a Member; or
- (g) is the subject of a resolution passed by a General Meeting terminating his or her appointment as a Committee Member.

15 Proceedings of the Committee

- (a) The Committee must meet together for the dispatch of business not less than six times in each Financial Year and the Chairperson, or at least half the Committee Members, may at any time Convene a meeting of the Committee.
- (b) Each Committee Member has a deliberative vote.
- (c) A question arising at a Committee Meeting must be decided by a majority of votes, but, if there is no majority, the Chairperson will have a casting vote in addition to his or her deliberative vote.
- (d) At a Committee Meeting, four Committee Members constitute a quorum.
- (e) Subject to these Rules, the procedure and order of business to be followed at a Committee Meeting must be determined by the Committee Members present at the Committee Meeting.
- (f) As required under sections 21 and 22 of the Act, a Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the Committee Member is a member of a class of persons for whose benefit the Association is established), must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (ii) not take part in any deliberations or decision of the Committee with respect to that contract.
- (g) Sub-Rule 15(f)(i) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Committee Member is an employee of the Association.
- (h) The Secretary must cause every disclosure made under sub-Rule 15(f)(i) by a Committee Member to be recorded in the minutes of the meeting of the Committee at which it is made.
- (i) A Committee Meeting may be called or held using any technology.
- (j) The Committee Members may pass a resolution without a Committee Meeting being held if all of the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by the Committee Members if

the wording of the resolution and statement is identical in each copy.
The resolution is passed when the last Committee Members signs.

16 General Meetings

- (a) The Committee:
 - (i) may at any time Convene a General Meeting;
 - (ii) must Convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation;
 - (iii) must, within 30 days of:
 - (A) receiving a request in writing to do so from not less than 15 Members, Convene a General Meeting for the purpose specified in that request; or
 - (B) the Secretary receiving a notice under Rule 9(d), Convene a General Meeting to deal with the appeal to which that notice relates; and
 - (iv) must, after receiving a notice under Rule 5.3(c), Convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (b) The Members making a request referred to in sub-Rule 16(a)(iii)(A) must:
 - (i) state in that request the purpose for which the General Meeting concerned is required; and
 - (ii) sign that request.
- (c) If a General Meeting is not Convened within the relevant period of 30 days referred to:
 - (i) in sub-Rule 16(a)(iii)(A), the Members who made the request concerned may themselves Convene a General Meeting as if they were the Committee; or

- (ii) in sub-Rule 16(a)(iii)(A), the Member who gave the notice concerned may him or herself Convene a General Meeting as if he or she were the Committee.
- (d) When a General Meeting is Convened under sub-Rule 16(c)(i) or 16(c)(ii) the Association must pay the reasonable expenses of convening and holding the General Meeting.
- (e) Subject to sub-Rule 16(g), the Secretary must give to all Members not less than 14 days notice of a General Meeting and that notice must specify:
 - (i) when and where the General Meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- (f) Subject to sub-Rule 16(g), the Secretary must give to all Members not less than 21 days notice of an Annual General Meeting and that notice must specify:
 - (i) when and where the Annual General Meeting is to be held;
 - (ii) the particulars and order in which business is to be transacted, as follows:
 - (A) first, the consideration of the accounts and reports of the Committee;
 - (B) second, the election of Committee Members to replace outgoing Committee Members; and
 - (C) third, any other business requiring consideration by the Association at the Annual General Meeting.
- (g) A Special Resolution may be moved either at a General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in sub-Rule 16(e) or 16(f), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (h) The Secretary must give a notice under sub-Rule 16(e), 16(f) or 16(g) by:
 - (i) serving it on a Member personally; or
 - (ii) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Rule 6.

- (i) When a notice is sent by post under sub-Rule 16(h)(ii), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

17 Proceedings at General Meetings

- (a) At a General Meeting, eight Members present in person constitute a quorum.
- (b) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 16(e) or 16(f):
 - (i) as a result of a request or notice referred to in Rule 16(a)(iii) or as a result of action taken under Rule 16(c) a quorum is not present, the General Meeting lapses; or
 - (ii) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (c) If within 30 minutes of the time appointed by sub-Rule 17(b)(ii) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (d) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (e) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (f) When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- (g) At a General Meeting:
 - (i) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-Rule 17(i); and
 - (ii) a Special Resolution put to the vote will be decided in accordance with section 24 of the Act as defined in Rule 1.1, and, if a Poll is demanded, in accordance with sub-Rules 17(i) and 17(j).

- (h) A declaration by the Chairperson of a General Meeting that a resolution has been passed at the General Meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a Poll is demanded in accordance with sub-Rule 17(i).
- (i) At a General Meeting, a Poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (j) If a Poll is demanded and taken under sub-Rule 17(i) in respect of a resolution, a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
- (k) A Poll demanded under sub-Rule 17(i) must be taken immediately on that demand being made.

18 Minutes

- (a) The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- (b) The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under sub-Rule 18(a) are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee Meeting, as the case requires.
- (c) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Committee Meeting to which they relate (in this sub-Rule called “the meeting”) was duly Convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

19 Voting rights

- (a) Subject to these Rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (b) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.

- (c) An appointment made under sub-Rule 19(b) must be made by a resolution of the board or other governing body of the body corporate concerned. A certified copy of that resolution must be lodged with the Secretary.
- (d) A person appointed under sub-Rule 19(b) to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

20 Proxies

A Member (in this Rule called “the **Appointing Member**”) may appoint in writing another Member who is a natural person to be the proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at, any General Meeting.

21 Rules

- (a) The Association may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows.
 - (i) Subject to sub-Rule 21(a)(iv) and 21(a)(v), the Association may alter its Rules by Special Resolution but not otherwise.
 - (ii) Within one month of the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Committee Member certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Association as so altered conform to the requirements of this Act.
 - (iii) An alteration of the Rules of the Association does not take effect until sub-Rule 21(a)(ii) is complied with.
 - (iv) An alteration of the Rules of the Association having effect to change the name of the association does not take effect until sub-Rules 21(a)(i) to 21(a)(iii) are complied with and the approval of the Commissioner is given to the change of name.
 - (v) An alteration of the Rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-Rules 21(a)(i) to 21(a)(iii) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

- (b) These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

22 Common seal

- (a) The Association must have a common seal on which its name appears in legible characters.
- (b) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in Rule 18.
- (c) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (d) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

23 Inspection of records

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24 Disputes and mediation

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - (i) a Member and another Member;
 - (ii) a Member and the Association; or
 - (iii) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (b) 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.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:

- (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee;
 - (B) in the case of a dispute between a Member or relevant non-member (as defined by sub-Rule 24(a)(iii)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A Member can be a mediator.
 - (f) The mediator cannot be a Member who is a party to the dispute.
 - (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (i) The mediator must not determine the dispute.
 - (j) The mediation must be confidential and without prejudice.
 - (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

25 Distribution of surplus property on winding up

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members.

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