

Constitution of BLAZING SWAN, INCORPORATED

September 2023

The Blazing Swan community acknowledges the Traditional Custodians of Country throughout Australia and their connections to land, sea and community. We pay our respect to their Elders past and present and extend that respect to all First Nations Australia peoples today.

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PART 1 – PRELIMINARY

1. Name of Association

(1) The name of the Association is **BLAZING SWAN, INCORPORATED**.

2. Definitions and Interpretations

(1) In these Rules the following terms have the following meanings unless a contrary intention is evident.

The **Act** means the Associations Incorporation Act 2015.

ACNC Commissioner means the Australian Charities and Not-for-profits Commission Commissioner.

Annual General Meeting means a meeting convened in accordance with Rule 52.

The **Association** means the Association referred to in Rule 1.

The **Chairperson** means the Committee Member holding office as the Chairperson of the Association.

Commissioner means the person for the time being designated as the Commissioner in accordance with section 153 of the Act.

The **Committee** means the Committee of Management of the Association.

Committee Meeting means a meeting referred to in Part 5, Division 4.

Committee Member means a person appointed to the Committee in accordance with Part 5, Division 3.

Deputy Chairperson means the Committee Member holding office as the Deputy Chairperson of the Association.

Event has the same meaning as festival.

General Meeting means a meeting of the Association that all Members are entitled to receive notice of and to attend.

Junior Member means a person who holds a Junior Membership class of Associate Membership with the Association.

Member means a natural person who holds any class of voting or non-voting membership of the Association in accordance with Rule 6 and Rule 9.

Object means an Object of the Association as listed in subrule 4(1).

Ordinary Committee Member means an Ordinary Committee Member referred to in Rule 29.

Ordinary Member means a member of the Association who holds voting rights.

Ordinary Resolution means a resolution other than a Special Resolution.

quorum in relation to a Committee Meeting is achieved when a majority of Committee Members eligible to participate in a Committee Meeting are present at that meeting.

quorum in relation to a General Meeting is achieved when at least 30% of the total number of the Association's Ordinary Members who are eligible to participate in a General Meeting are present at that General Meeting.

quorum in relation to a Special Committee Meeting is achieved when either the Chairperson or the Deputy Chairperson, along with two other Committee Members eligible to participate in a Committee Meeting are present at that Meeting.

Rules means these Rules of the Association, as in force for the time being.

The **Secretary** means the Committee Member holding office as the Secretary of the Association.

Special Resolution has the meaning given by section 51(1) of the Associations Incorporation Act (2015), specifically a resolution that is passed at a General Meeting of the Association by the votes of not less than three-fourths of the Members of the Association who are eligible to cast a vote at the meeting.

Subcommittee means a Subcommittee appointed by the Committee in accordance with subrule 50(1)(a).

subrule means a sub element of a Rule, either standing alone or in the particular context of that Rule or the other subrules below that Rule.

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.

The **Treasurer** means the Committee Member holding office as the Treasurer of the Association.

(2) In these Rules the following interpretations apply.

- (a) Headings are for convenience only and do not affect interpretation.
- (b) **under** has the meaning 'In accordance with' when applied to rules, laws, conventions, standards and regulations, but otherwise has the meaning 'below'.
- (c) **Including** and similar expressions are not words of limitation.
- (d) If a word or phrase is defined, other grammatical forms of that word or phrase have corresponding meaning.
- (e) Unless the context otherwise requires:
 - (i) **person** means a natural individual and does not include a corporation, a firm, a body corporate, an unincorporated association or any authority
 - (ii) the singular includes the plural
 - (iii) **time** is a reference to Standard Western Time in Western Australia
 - (iv) **dollars** or **\$** refers to Australian currency.

3. Financial year

- (1) The first financial year of the Association was 1 July 2013 to 30 June 2014.
- (2) The period of the first financial year of the Association was notified to the Commissioner in accordance with the Act.
- (3) 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.

4. Objects and Powers of the Association

- (1) The Objects of the Association are to:
 - (a) organise, develop and promote:
 - (i) an annual arts, music, and cultural event which is inclusive, accepting and safe
 - (ii) other related events promoting self-expression, identity and understanding.
 - (b) foster and create new art projects in Western Australia
 - (c) develop and support workshops and training activities

- (d) promote the interests of, and advocate for, Members as a whole
- (e) provide Members, and other persons as decided by the Committee, with a range of services, products and assistance
- (f) provide facilities for the benefit of Members and other persons as decided by the Committee
- (g) support and develop community based fundraising events to further the Association's Objects
- (h) train volunteers to facilitate the Association's Objects, and
- (i) conduct the Association's activities in an environmentally sustainable manner.

(2) Application of Objects

- (a) Each Object is a separate and independent object and is not subsidiary or ancillary to any of the other Objects.
- (b) The Association must operate solely for the purpose of promoting and advancing the Objects. However, the Association is not required to promote each of the Objects at the same time or in any particular order and may in the Committee's absolute discretion determine the level and amount of promotion, funding and other support that should be applied to any one or more specific Objects at any given time.

(3) Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its Objects and purposes 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 in:
 - (i) any security in which trust monies may lawfully be invested, or
 - (ii) any other manner authorised by the Rules of the Association.
- (d) borrow money upon such terms and conditions as the Association thinks fit
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit

- (f) appoint agents to transact any business of the Association on its behalf
- (g) enter into any other contract it considers necessary or desirable, and
- (h) 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 of the Association.

PART 2: ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the Objects 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
 - (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
 - (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.

PART 3: MEMBERS

Division 1: Membership

6. Eligibility for membership of Association

- (1) Any person who is a natural person and who supports the Objects or purposes of the Association and who has reached the age of 18 years is eligible to apply to become an Ordinary Member of the Association.

- (2) Any person who is a natural person who supports the Objects or purposes of the Association and who is aged 12 years or older and has not reached the age of 18 years is eligible to apply to become a Junior Member of the Association.

7. Applying for membership

- (1) A person who wants to become a Member must apply to the Association using the appropriate form determined by the Committee.
- (2) The application for membership of the Association must include a current Ordinary Member's nomination of the applicant for membership.
- (3) The application for an Ordinary Membership must be signed by the applicant and the Ordinary Member nominating the applicant.
- (4) The application for a Junior Membership must be signed by the applicant, the applicant's parent or legal guardian, and the Ordinary Member (if that is not also their parent or legal guardian) nominating the applicant.
- (5) The applicant must specify in the application the class of membership to which the application relates.

8. Dealing with membership applications

- (1) The 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 Committee must consider applications in the order in which they are received by the Association.
- (3) The Committee may delay its consideration of an application if the 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 Committee must not accept an application unless the applicant is eligible under Rule 6 and has applied under Rule 7.
- (5) The Committee may reject an application even if the applicant is eligible under Rule 6 and has applied under Rule 7.
- (6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.

- (7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

9. Becoming a Member

- (1) An applicant for membership of the Association becomes a Member when the Committee accepts the application and the applicant pays any membership fees payable to the Association under Rule 14.
- (2) Subject to Rule 11, Ordinary Membership and Junior Membership will last for one calendar year from the date of acceptance.
- (3) Ordinary Members and Junior Members may elect to pay their membership fees by means of automatic electronic funds transfer or recurring credit card billing on a monthly, quarterly or yearly cycle.
- (4) Each person who becomes a Member of the Association must be given access to a printed or electronic copy of the Rules of the Association in force at the time their membership commences, in accordance with section 36(1)(b) of the Act and regulation 10 of the Associations Incorporation Regulations (2016).
- (5) Notwithstanding subrule 9(4), a Member of the Association must, if they so request of the Association, be given a printed copy of the Rules of the Association in force at the time of that request in accordance with regulation 10(2) of the Associations Incorporation Regulations (2016) and no charge may be levied by the Association against the Member for the provision of this copy.

10. Classes of membership

- (1) The Association consists of Ordinary Members, and any Associate Members as provided for under subrule (2) and subrule (3).
- (2) An Associate Membership class of Junior Membership is available to natural persons who support the Objects or purposes of the Association and have reached the age of 12 and are not yet 18 years of age. Junior Members may attend and speak at General Meetings of the Association but have no voting rights.
- (3) The Association may have any further class of Associate Membership approved by resolution at a General Meeting, including Senior Membership, Life Membership, Community Membership and Honorary Membership.
- (4) A person can only be an Ordinary Member or belong to one class of Associate Membership.
- (5) An Ordinary Member has 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 Committee.
- (6) An Associate Member has the rights referred to in subrule (5) other than full voting rights.

- (7) The number of members of any class is not limited unless otherwise approved by resolution at a General Meeting.

11. When membership ceases

- (1) A person ceases to be a Member when any of the following takes place:
- (a) for a member who is an individual, the individual dies
 - (b) the person resigns from the Association under Rule 12
 - (c) the Member is expelled from the Association under Rule 17
 - (d) the person ceases to be a Member under rule 14(4)
 - (e) the Member who is a Junior Member reaches the age of 18.
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of the:
- (a) date on which the person ceased to be a Member, and
 - (b) reason why the person ceased to be a Member.

12. 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 when the Secretary receives the notice, or 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 at the time of resignation, and any such fees owed may be recovered by the Association in a Court of competent jurisdiction as a debt due to the Association.

13. Rights not transferable

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

Division 2: Membership fees

14. Membership fees

- (1) The Committee must determine the entrance 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, or another person authorised by the Committee to accept payments, by the date (the due date) determined by the Committee.
- (4) If a Member has not paid the annual membership fee within the period of 1 month after the due date, the Member ceases to be a Member on the expiry of that period.
- (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 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.
- (6) A person who ceased to be a Member under subrule 11(1)(e) is entitled to a refund of their membership fees proportionate to the amount of time between their ceasing to be a Member and the end of the period that their membership fee had been paid up to.

Division 3: Register of Members

15. Register of members of the Association

- (1) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association by virtue of section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Association.
- (2) 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.
- (3) The Register of Members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (4) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- (5) If a Member inspecting the Register of Members wishes to make a copy of or take an extract from the Register by virtue of section 54(2) of the Act, the Committee may 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 is connected with the affairs of the Association.
- (6) If 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 Committee must supply either a hard copy or an electronic copy and may require the Member to:

- a. provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association, and
- b. pay to the Association a reasonable charge for providing the copy.

PART 4: DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1: Term used

16. Term Used: Member

In this part in relation to a Member who is expelled, the term **Member** includes former Member.

Division 2: Disciplinary action

17. Suspension or expulsion

- (1) The 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 Committee Meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the Member must state:
 - (a) when and where the Committee Meeting is to be held
 - (b) the grounds on which the proposed suspension or expulsion of the Member 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 Committee about the proposed suspension or expulsion.
- (4) At the Committee Meeting, the 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 Committee about the proposed suspension or expulsion
 - (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 by the Committee to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- (6) The Committee must give the Member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the 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 Committee's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under Rule 25.
- (8) If notice is given under subrule (7), the Member who gives the notice and the Committee are the parties to the mediation.

18. Consequences of suspension

- (1) During the period a Member's membership is suspended, the Member loses any rights arising as a result of membership including voting rights and 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 that the Member is suspended, the date the suspension of that Member's membership took effect, and 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

19. Terms used

In this Division the following terms have the following meanings.

grievance procedure means the procedures set out in this Division.

party to a dispute includes a person who is a party to the dispute; and who ceased to be a Member at any time during the 6 months prior to this dispute coming to the attention of each party to the dispute.

20. Application of Division

The procedure set out in this Division applies to disputes between Members, or between one or more Members and the Association.

21. Parties to attempt to resolve dispute

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.

22. 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 21, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of the names of the parties to the dispute and details of the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a 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 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 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 Committee about the dispute.
- (5) In the case that the dispute is between one or more members and the Association, the Committee must not determine the dispute if any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the Committee and requests the appointment of a mediator under Rule 25.

23. Determination of dispute by the Committee

- (1) At the Committee Meeting at which a dispute is to be considered and determined, the 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 Committee about the dispute

- (b) give due consideration to any submissions so made, and
 - (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee Meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under Rule 25.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4: Mediation

24. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator by:
- (a) a Member under subrule 17(7), or
 - (b) a party to a dispute under subrule 22(5) or subrule 23(3).
- (2) If this Division applies, a mediator must be chosen or appointed under Rule 25.

25. Appointment of mediator

- (1) If the appointment of a mediator was requested by a Member under subrule 17(7) the mediator must be a person chosen by agreement between the Member and the Committee,
- (2) If the appointment of a mediator was requested by a party to a dispute under Rule 22(5) or Rule 23(3) the mediator must be a person chosen by agreement between the parties to the dispute.
- (3) If there is no agreement for the purposes of subrule (1) or subrule (2), then the Committee must appoint the mediator, the mediator being a person:
- (a) who is accredited as a mediator under the National Mediator Accreditation Scheme, and
 - (b) who is not a Member or former Member of the Association, and
 - (c) who does not have an actual or perceived conflict of interest in respect to the matter which is in dispute, or in relation to any party to the dispute.

26. Mediation process

- (1) The parties to a mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to a mediation must give the mediator a written statement of the issues that they wish to have considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting a mediation, the mediator must:
 - (a) give each party to the mediation every opportunity to be heard
 - (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.

27. If mediation results in decision to suspend or expel being revoked

If mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under subrule 17(7) and 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 Committee Meeting or General Meeting during the period of suspension or expulsion.

PART 5: COMMITTEE OF MANAGEMENT

Division 1: Powers of Committee

28. Committee

- (1) The Committee Members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the by-laws (if any).

Division 2: Composition of Committee and duties of members

29. Committee Members

- (1) The Committee Members consist of the Office Holders of the Association and at least one Ordinary Committee Member.
- (2) The Committee must determine the maximum number of Members who may be Ordinary Committee Members.
- (3) The following are the Office Holders of the Association.
 - (a) The Chairperson.
 - (b) The Deputy Chairperson.
 - (c) The Secretary.
 - (d) The Treasurer.
- (4) A person may be a Committee Member if the person is:
 - (a) an individual who has reached 18 years of age, and
 - (b) an Ordinary Member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.
- (6) A person who is disqualified from managing a corporation by virtue of the Corporations Act 2001 or who has been disqualified from being a Committee Member by the ACNC Commissioner may only be appointed as a Committee Member if the appointment is made with the permission of the ACNC Commissioner.
- (7) All Committee Members must before being appointed to the Committee sign a declaration stating they are not disqualified from managing a corporation nor disqualified by the ACNC Commissioner from being a Committee Member and that they are not a person who has been convicted, within or outside the State, of:
 - (a) an indictable offence in relation to the promotion, formation or management of a body corporate
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months, or
 - (c) an offence under Part 4 Division 3 or section 127 of the Act.
- (8) In accordance with the Act, Committee Members must exercise their powers and discharge their duties:

- (a) with the degree of care and diligence that a reasonable person would exercise if that person was in the same circumstances as the Committee Member
- (b) in good faith in the best interests of the Association, and for a proper purpose
- (c) without improperly using their position to gain an advantage for themselves or another person, or to cause detriment to the Association
- (d) without, in their role as Committee Member or at any time subsequently, improperly using information they have come into possession of as a Committee Member to gain an advantage for themselves or another person, or to cause detriment to the Association.

30. Chairperson

- (1) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Committee Meeting and General Meeting.
- (2) The Chairperson has the powers and duties relating to convening and presiding at Committee Meetings and presiding at General Meetings provided for in these Rules.

31. Secretary

- (1) The Secretary shall be responsible for the following duties.
 - (a) Dealing with the Association's correspondence.
 - (b) Consulting with the Chairperson regarding the business to be conducted at each Committee Meeting and General Meeting.
 - (c) Preparing the notices required for meetings and for the business to be conducted at meetings.
 - (d) Unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the membership, as required by section 53(1) of the Act.
 - (e) Maintaining on behalf of the Association an up-to-date copy of these Rules, as required by section 35(1) of the Act.
 - (f) Unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association, as required by section 58(2) of the Act.
 - (g) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.

- (h) Maintaining full and accurate minutes of Committee Meetings and General Meetings.
- (i) Carrying out any other duty given to the Secretary in accordance with these Rules or by the Committee.

32. Treasurer

- (1) The Treasurer shall be responsible for the following duties:
 - (a) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.
 - (b) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee.
 - (c) Ensuring that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time.
 - (d) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act.
 - (e) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
 - (f) 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 in accordance with Part 5 Division 5 of the Act.
 - (i) Carrying out any other duty given to the Treasurer under these Rules or by the Committee.

Division 3: Election of Committee Members and tenure of office

33. How Members become Committee Members

A Member becomes a Committee Member if the Member is elected to the Committee at a General Meeting, or is appointed to the Committee by the Committee to fill a casual vacancy under Rule 40.

34. Nomination of Committee Members

- (1) At least 42 days before an Annual General Meeting, the Secretary must send written notice to all the Members:
 - (a) calling for nominations for election to the Committee,. and
 - (b) 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 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) Subject to subrule 29(4) and subrule 29(6), a person must meet at least one of the following criteria to be eligible for election to the Committee.
 - (a) Be a volunteer within the Association for at least 2 years
 - (b) Be a Member who is deemed to be eligible by resolution of the Committee.
 - (c) Have been appointed to the Committee for a minimum period of 9 months prior to their election.
- (4) The written notice must include a statement by another Member in support of the nomination.
- (5) A Member may nominate for one specified position of Office Holder of the Association and to be an Ordinary Committee Member.
- (6) A Member whose nomination does not comply with this Rule is not eligible for election to the Committee unless the Member is nominated under subrule 35(2)(b) or Rule 36(1)(b).

35. Election of Office Holders

- (1) At the Annual General Meeting, a separate election must be held for each position of Office Holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from others who have nominated for a role on the Committee, and then if that is not successful from the Ordinary Members at the meeting.
- (3) If only one Member has nominated for a position, the chairperson of the meeting must declare the Member elected to that position.
- (4) If more than one Member has nominated for a position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to that position.

- (5) Each Ordinary Member present at the meeting may vote for one Member who has nominated for the position.
- (6) A Member who has nominated for the position of Office Holder of the Association may vote for themselves.
- (7) At the completion of voting on all positions open for election, the new Chairperson of the Association may take over as the chairperson of the meeting.

36. Election of Ordinary Committee Members

- (1) If the number of Members nominating for the position of Ordinary 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 subrule (1)(a).
- (2) If the number of Members nominating for the position of Ordinary Committee Member is greater than the number of positions of Ordinary Committee Member available to be filled, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide the Members who are to be elected to the position of Ordinary Committee Member.
- (3) A Member who has nominated for the position of Ordinary Committee Member may vote for themselves.

37. Term of office

- (1) The term of office of a Committee Member begins when the Member:
 - (a) is elected at an Annual General Meeting or under subrule 38(3), or
 - (b) is appointed to fill a casual vacancy under Rule 40.
- (2) Subject to Rule 39, a Committee Member who is re-elected or appointed holds office until the positions on the Committee are declared vacant at the next Annual General Meeting after their election or appointment.
- (3) A Committee Member may be re-elected.

38. Resignation and removal from office

- (1) A Committee Member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chairperson.
- (2) The resignation takes effect when the notice is received by the Secretary or Chairperson. or if a later time is stated in the notice, then at that later time.
- (3) At a General Meeting, the Association may by resolution remove a Committee Member from office and elect a Member who is eligible under subrule 29(4) to fill the vacant position.
- (4) A Committee Member who is the subject of a proposed resolution under subrule 38(3) may make written representations of a reasonable length to the Secretary or Chairperson and may ask that the representations be provided to the Members.
- (5) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Committee Member may require them to be read out at the General Meeting at which the resolution is to be considered.

39. When membership of Committee ceases

- (1) A person ceases to be a Committee Member if the person:
 - (a) dies or otherwise ceases to be a Member
 - (b) resigns from the Committee or is removed from office under Rule 38 or becomes ineligible to accept an appointment or act as a Committee Member by virtue of Section 39 of the Act
 - (c) becomes permanently unable to act as a Committee Member because of a mental or physical disability, or
 - (d) fails to attend 3 consecutive Committee Meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

40. Filling casual vacancies

- (1) The Committee may appoint a Member who is eligible under subrule 29(4) to fill a position on the Committee that:
 - (a) has become vacant under Rule 39, or
 - (b) was not filled by election at the most recent Annual General Meeting or under subrule 38(3).

- (2) If the position of Secretary becomes vacant, the Committee must appoint a Member who is eligible under subrule 29(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under Rule 47, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee Members than required for a quorum under Rule 47, the Committee may act only for the purpose of:
 - (a) appointing Committee Members under this Rule, or
 - (b) convening a General Meeting.
- (5) Prior to appointing a Member to fill a vacant position on the Committee under subrule 40(1), the Committee must give the Members of the Association two weeks notice of the vacancy in the case of any position on the Committee other than the Secretary, and in the case of the position of Secretary, one weeks notice.

41. Validity of acts

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

42. Payments to Committee Members

- (1) In subrule (2) the following interpretations apply:

Committee Member includes a member of a subcommittee.

Committee Meeting includes a meeting of a subcommittee.

- (2) A Committee Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (a) in attending a Committee Meeting
 - (b) in attending a General Meeting
 - (c) otherwise in connection with the Association's business.

Division 4: Committee Meetings

43. Committee Meetings

- (1) The Committee must meet at least 10 times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee Meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting at which the Committee Members are elected.
- (3) Special Committee Meetings may be convened by either the Chairperson or the Deputy Chairperson, along with a minimum of 2 other Committee Members.

44. Notice of Committee Meetings

- (1) Notice of each Committee Meeting must be given to each Committee Member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) 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 Committee Members at the meeting unanimously agree to treat that business as urgent.
- (5) In accordance with subrule 43(3), Special Committee Meetings may be called at little or no notice depending upon the situation that is being dealt with.
- (6) If a Special Committee Meeting is convened the Chairperson or Deputy Chairperson must inform the rest of the Committee before the end of the next Committee Meeting of the outcome of the Special Committee Meeting.
- (7) The Committee has the right to call a vote on any resolution of a Special Committee Meeting, unless that resolution has already been actioned and is underway.

45. Procedure and order of business

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as chairperson of each Committee Meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as chairperson of a meeting, the Committee Members at the meeting must choose one of them to act as chairperson of

the meeting.

- (3) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee Meeting may be determined by the Committee Members at the meeting.
- (5) A member or other person who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee.
- (6) A person invited under subrule (5) to attend a Committee Meeting:
 - (a) has no right to any agenda, minutes or other document circulated at the meeting, and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so, and
 - (c) cannot vote on any matter that is to be decided at the meeting.

46. Use of technology to be present at Committee Meetings

- (1) The presence of a Committee Member at a Committee Meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the Committee Meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Committee Meeting as allowed under subrule (1) is taken to be present at the Committee Meeting for all purposes including the calculation of a quorum and, if the Member votes at the Committee Meeting, the Member is taken to have voted in person.

47. Quorum for Committee Meetings

- (1) Subject to subrule 40(4), no business is to be conducted at a Committee Meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
 - (a) in the case of a Special Meeting — the meeting lapses, or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

- (3) If a quorum is not present within 30 minutes after the commencement time of a Committee Meeting held under subrule (2)(b); and at least two Committee Members are present at the meeting, those members present are taken to constitute a quorum for that meeting only.

48. Voting at Committee Meetings

- (1) Each Committee Member present at a Committee Meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee Members present at the Committee Meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (4) A vote may take place by the Committee Members present indicating their agreement or disagreement or by a show of hands, unless the 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 Committee Meetings

- (1) The Committee must ensure that minutes are taken and kept of each Committee Meeting. The minutes must record the following:
- (a) the names of the Committee Members present at the meeting
 - (b) the name of any person attending the meeting under subrule 45(5)
 - (c) the business considered at the meeting
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (2) The minutes of a Committee Meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (3) The Chairperson must ensure that the minutes of a Committee Meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next Committee Meeting.

- (4) When the minutes of a Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held, and
 - (b) the matters recorded as having taken place at the meeting took place as recorded, and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5: Subcommittees and Subsidiary Offices

50. Subcommittees and Subsidiary Offices

- (1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following:
- (a) appoint one or more Subcommittees
 - (b) create one or more Subsidiary Offices and appoint people to those offices.
- (2) A Subcommittee may consist of the number of Association Members that the Committee considers appropriate.
- (3) A person may be appointed to a Subsidiary Office whether or not the person is a Member.
- (4) Subject to any directions given by the Committee:
- (a) a Subcommittee may meet and conduct business as it considers appropriate, and
 - (b) the holder of a Subsidiary Office may carry out the functions given to the holder as the holder considers appropriate.

51. Delegation to Subcommittees and holders of subsidiary offices

- (1) In this rule, ***non-delegable duty*** means a duty imposed on the committee by the Act or another written law.
- (2) The Committee may, in writing, delegate to a Subcommittee or the holder of a Subsidiary Office the exercise of any power or the performance of any duty of the Committee other than:
- (a) the power to delegate, and
 - (b) a non-delegable duty.

- (3) 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 under the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Subcommittee or by the holder of a Subsidiary Office, under the delegation has the same force and effect as if it had been done by the Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

PART 6: GENERAL MEETINGS OF ASSOCIATION

52. Annual General Meeting

- (1) The 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 in accordance with 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, and
 - (b) to receive and consider:
 - (i) the 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 in accordance with 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 in accordance with Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report

- (c) to elect the Office Holders of the Association and other Committee Members
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by 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 Committee may convene a Special General Meeting.
- (2) The Committee must convene a Special General Meeting if at least 20% of the Ordinary 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, or if that position is vacant, to the Chairperson or Deputy Chairperson, and
 - (b) state in the notice the business to be considered at the meeting, and
 - (c) each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Committee does not convene a Special General Meeting within that 28 day period, the 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 subrule 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 Committee under subrule 34(2), and
 - (d) if a Special Resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act, and
 - (ii) state that the resolution is intended to be proposed as a Special Resolution, and
 - (iii) comply with subrule 55(7).

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, excepting members of the Committee who may be appointed proxy for any number of Ordinary Members, but only where each of those appointments complies with subrule (4).
- (3) The appointment of a proxy must be in writing and signed by the Ordinary Member making the appointment and that appointment will only have effect while the person making the appointment is not present at the General Meeting to which the appointment applies.
- (4) The Ordinary 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 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 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, or in the case the proxy is appointed under subrule (10) the form will be given to the Secretary at that time.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than one hour before the commencement of the meeting.
- (10) An Ordinary Member who has been in attendance at a General Meeting for at least one hour and is required to leave prior to the conclusion of that meeting may at that time pass their proxy to a member of Committee under subrule (2).

56. Use of technology to be present at General Meetings

- (1) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a General Meeting as allowed under subrule (1) is taken to be present at the meeting for all purposes including the calculation of a quorum and if the Member votes at the meeting, the Member is taken to have voted in person.

57. Presiding member and quorum for General Meetings

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as chairperson of each General Meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as chairperson of a General Meeting, the Committee Members at the meeting must choose one of them to act as chairperson of the meeting, and if the Committee Members at the meeting are absent or are unwilling to act as chairperson then the Ordinary Members at the meeting must choose one of the

Ordinary Members to act as chairperson of the meeting.

- (3) No business is to be conducted at a General Meeting unless a quorum 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) and at least two Ordinary Members are present at that meeting,
- those Members present are taken to constitute a quorum.

58. 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 in accordance with 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.

59. Voting at General Meetings

- (1) On any question arising at a General Meeting,
 - (a) Ordinary Members may vote personally or by proxy.
- (2) 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, unless the appointment is made under subrule 55(10).
- (3) The appointment has effect until the end of any General Meeting to which the appointment applies.
- (4) 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.
- (5) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (6) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.

60. 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 alter the Association Rules rules, including changing the name of the Association in accordance with section 30(1) of the Act, or
 - (c) to approve the terms of an amalgamation of the Association with one or more other incorporated associations in accordance with section 102(4) of the Act, or
 - (d) to have the Association wound up voluntarily in accordance with section 121(2)) of the Act, or by the Supreme Court in accordance with section 124(a) and schedule 4 item 9 of the Act, or
 - (e) to cancel the Association's incorporation in accordance with section 129 of the Act, or
 - (f) to request the Commissioner to apply to the State Administrative Tribunal in accordance with 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.

61. 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
 - (b) the chairperson must declare the determination of the resolution on the basis of the Poll.
- (5) If a Poll is demanded on the election of the chairperson, or on a question of an adjournment, the Poll must be taken immediately.
- (6) If a Poll is demanded on any other question, the Poll must be taken before the close of the meeting at a time determined by the chairperson.
- (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.

62. Minutes of General Meetings

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

- (b) any proxy forms given to the Secretary of the meeting under Rule 55, and
 - (c) the financial statements or financial report presented at the meeting, as referred to in subrule 52(3)(b), 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 subrule 52(3)(b).
- (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 Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next General 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 7: FINANCIAL MATTERS

63. Source of funds

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

64. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.

- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (a) two Committee Members, or
 - (b) one Committee Member and a person authorised by the Committee.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

65. Financial statements and financial reports

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Association in accordance with 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.

PART 8: GENERAL MATTERS

66. By-laws

- (1) The Committee may, by resolution make or amend by-laws, any by-laws decided in this manner, needs to be ratified by the membership at the next General Meeting.
- (2) The Association may, by resolution at a General Meeting, make, amend or revoke by- laws.

(3) By-laws may:

- (a) provide for the rights and obligations that apply to any classes of Associate Membership approved under Rule 10, and
- (b) impose restrictions on the 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.

(4) A by-law is of no effect to the extent that it is inconsistent with the Act, the Regulations, or these Rules.

(5) 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 in accordance with Part 5 of the Act.

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

67. Executing documents and common seal

(1) The Association may execute a document without using a common seal if the document is signed by:

- (a) two Committee Members, or
- (b) one Committee Member and a person authorised by the Committee.

(2) If the Association has a common seal:

- (a) the name of the Association must appear in legible characters on the common seal, and
- (b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of
 - (i) 2 Committee Members, or
 - (ii) one Committee Member and a person authorised by the Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Committee Member authorised by the Committee.

68. 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 in accordance with 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 facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

69. 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) Subrule (1) and subrule (2) have effect except as otherwise decided by the Committee.
- (4) The books of the Association must be retained for at least 7 years.

70. Record of Office Holders

- (1) The record of Committee Members and other persons authorised to act on behalf of the Association that is required to be maintained in accordance with section 59(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

71. Inspection of records and documents

- (1) Subrule (2) applies to a Member who wants to inspect:
 - (a) the Register of Members in accordance with section 54(1) of the Act, or

- (b) the record of the names and addresses of Committee Members, and other persons authorised to act on behalf of the Association, in accordance with 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 Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by Members.
 - (5) The 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) 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.

72. Publication by Committee members of statements about Association business prohibited

- (1) A Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Committee Meeting unless:
 - (a) the Committee Member has been authorised to do so at a Committee Meeting and the authority given to the Committee Member has been recorded in the minutes of the Committee Meeting at which it was given, or
 - (b) the Committee Member is required to do so to comply with these Rules or the Act.

73. 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.

74. Alteration of Rules

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

Schedule to the Constitution

The Founding Members of the Association, meaning those people who first became a member of the Association prior to 1 December 2013, are:

1. Allan Allsop
2. Tamryn Barker
3. Clayton Barnes
4. David Cake
5. Jorja Christensen
6. David Cockerill
7. Cat Conner
8. Benji Dzienciol
9. Frank Mitchell
10. Roy Hickinbotham
11. Ron Jacobs (Deceased)
12. Alanjohn Jones
13. Paul Jorgensen
14. Lara Keegan
15. Gemma Lee
16. Martina Manning
17. Matthew Marwick
18. Skot McDonald
19. Damon Pages-Oliver
20. Kat Polanski (Deceased)
21. Angus Priest
22. Hana Priest
23. Matthew Robinson
24. Ross Carrol
25. Phillipa Scott
26. Daniel Taylor

- 27. Lewis Viljoen
- 28. Serena Wehi
- 29. Wesley Lamont
- 30. Brooke Andrews

**NOTE THAT TEXT THAT FOLLOWS THIS
POINT IS NOT PART OF THE BLAZING SWAN
INCORPORATED CONSTITUTION**

Document Control

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