

**LIVING PROUD INCORPORATED (ABN 57 648 379 285)**  
**CONSTITUTION (December 2025)**

**1. Name of Association**

The name of the Association is Living Proud Incorporated.

**2. Definitions**

In these rules, unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 2015* (WA);

“Annual General Meeting” is the meeting convened under paragraph (b) of rule 16(1);

“Associate Member” means a member with the rights referred to in rule 5(9)

“Association” means the incorporated Association to which these rules apply;

“Board” means the Board of management of the Association;

“Board Meeting” means a meeting of the Board;

“Board Member” means a member of the Board;

“Chairperson” means the Board Member holding office as the chairperson of the Association;

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

“Convene” means to call together for a formal meeting;

“Books” of the Association, includes the following:

(a) a register;

(b) financial records, Financial Statements or Financial Reports, however compiled, recorded or stored;

(c) a document; and

(d) any other record of information;

“Financial Report” of a tier 2 Association or a tier 3 Association has the meaning given in section 63 of the Act;

“Financial Statement” means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

“Financial Year” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“General Meeting” means a meeting of the Members of the Association convened under rule 16, to which all Members are entitled to receive notice of and attend;

“LGBTIQA+” means lesbian, gay, bisexual, transgender, intersex, queer, asexual, and other sex, sexuality and gender diverse people (collectively LGBTIQA+);

“Life Member” means a member with the rights referred to in rule 5(8);

“Member” means a member of the Association;

“Membership” means membership of the Association;

“Membership Fees” has the meaning given to that term in rule 7(1);

“Ordinary Member” means a Member with the rights referred to in rule 5(7);

“Ordinary Resolution” means a resolution of the Members means a resolution of a general meeting where more than one half of the total votes cast on the resolution are in favour of the resolution;

“Person” includes an individual, a corporation or an incorporated or unincorporated association, as the context requires;

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

“Register of Members” means the register of members referred to in section 53 of the Act;

“Regulations” means the *Associations Incorporation Regulations 2016* (WA);

“Rules” means these rules of Association, as in force for the time being;

“Secretary” means the person holding office as the secretary of the Association, having the duties referred to in rule 12;

“Special General Meeting” means a General Meeting of the Association other than the Annual General Meeting;

"Special Resolution" means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

"Subcommittee" means a subcommittee appointed by the Board under rule 10(19)(c);

"Treasurer" means the person holding office as the treasurer of the Association, having the duties referred to in rule 13; and

"Vice-Chairperson" means the Vice-Chairperson referred to in rule 10.

### **3. Objects of Association**

(1) The objects of the Association are to:

- (a) provide a range of quality services, support and resources which promote the health and wellbeing of LGBTIQ+ people;
- (b) provide advocacy and leadership aimed at reducing disadvantage and discrimination among LGBTIQ+ people;
- (c) encourage and empower LGBTIQ+ people to actively participate within the Association, partner organisations and the community;
- (d) provide consultancy, information, education and training to a range of professionals and service providers which promotes access to services and improves the quality of services for LGBTIQ+ people;
- (e) develop the capacity of groups, organisations, businesses and other institutions to be inclusive of LGBTIQ+ people; and
- (f) establish an ongoing structure to finance the above aims.

(2) 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, transferred or otherwise distributed, directly or indirectly, to Members, except in good faith by way of remuneration for services rendered in the promotion of those objects.

### **4. Powers of Association**

(1) 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; and
- (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 of the Association; and
- (i) do all such things as are necessary, incidental or conducive to the attainment of its objects (as set out in rule 3).

### **5. Eligibility for Membership of Association**

(1) Membership of the Association is open to all persons that support the aims and objects of the Association as set out in rule 3.

- (2) A person who wishes to become a Member must:
  - (a) apply for membership to the Board in writing:
    - (i) signed by that person;
    - (ii) specifying the class of Member; and
    - (iii) in such form as the Board from time to time directs;
  - (b) be proposed by a current Member; and
  - (c) be over the age of 18 years (for Ordinary or Life membership), or 16 years (for Associate membership).
- (3) The Board Members must consider each application made under sub-rule (2) at a Board Meeting and must, at the Board Meeting or the next Board Meeting, accept or reject that application.
- (4) An applicant becomes a Member of the Association when the Board accepts the application and the Membership Fees payable under rule 7 are received by the Treasurer. In accordance with the Act and the Regulations, the Secretary will provide a copy of the Rules of the Association to the new Member either in hard copy, by electronic transmission or via access to a website (unless a hard copy is requested by the new Member, in which case a hard copy must be provided within 14 days of the date of their request). Once the applicant becomes a Member they are entitled to exercise all the rights and privileges of Members and must comply with all the obligations of Members.
- (5) An applicant whose application to become a Member of the Association is rejected under sub-rule (3) must, if they wish to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date they are advised of the rejection.
- (6) When notice is given under sub-rule (4), the Association in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board 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.
- (7) The Board may accept any person as an Ordinary Member who, in the opinion of the Board, supports the objects of the Association. For the avoidance of any doubt, Ordinary Members have full voting rights and are eligible to hold office on the Board.
- (8) The Board may accept any person as a Life Member who, in the opinion of the Board, has made an outstanding contribution to the objectives of the Association as set out in rule 3 over a long period of time. Life Members shall have full voting rights and be eligible to hold office on the Board.
- (9) The Board may accept any person as an Associate Member who, in the opinion of the Board, supports the objects of the Association. Associate Members do not have voting rights and are not eligible to hold office on the Board.
- (10) The Members may, by Special Resolution, create further classes of Membership and may dissolve such classes at its discretion.

## **6. Register of Members of the Association**

- (1) The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining, in an up to date condition, a register of the Members of the Association which shall contain each Member's name and either their postal, residential

and/or email address, the class of Membership to which they belong and the date on which they became a Member.

- (2) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements. If the Member wishes to make a copy of or take an extract from the Register under section 54(2) of the Act, or a Member makes a written request to the Board under section 56(1) of the Act to be provided with a copy of the Register, the Board 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, and may charge a reasonable fee for providing a copy of the register.
- (3) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the Board Members decide.
- (4) An Associate Member who meets the requirements for Ordinary or Life membership under rule 2 must apply for that new class of membership. For the avoidance of doubt, Associate Members do not automatically become Ordinary members when reaching 18 years of age.
- (5) The Secretary must cause the name of a person who ceases to be a Member under rule 8 to be deleted from the Register of Members referred to in sub-rule (1) within 28 days after any such change occurs.

#### **7. Annual subscription fee for Members of Association**

- (1) The Board must determine the amount of the annual subscription fees (if any) to be paid by each member class (Membership Fees) and determine the amount of Membership Fees to be paid by each Member.
- (2) Each Member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the Membership Fee determined under sub-rule (1).
- (3) Subject to sub-rule (4), a Member whose Membership Fee is not paid within 1 month after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a Member, unless the Board decides otherwise.
- (4) A person exercises all the rights and obligations of a Member for the purposes of these rules if the Membership Fee of that person is paid on or before the relevant date fixed by or under sub-rule (2) or within 1 month thereafter, or such other time as the Board allows.

#### **8. Termination of Membership of the Association**

- (1) A person ceases to be a Member when any of the following takes place:
  - (a) the person dies;
  - (b) the person resigns from the Association under sub rule 2;
  - (c) the person is expelled from the Association under rule 9;
  - (d) the person ceases to be a Member under sub rule 3.
- (2) A Member may resign from membership of the Association by giving written notice of the resignation to the Secretary or another Board Member. The resignation takes effect when the Secretary receives the notice or, if a later time is stated in the notice, at that time. A person who has resigned as a Member remains liable for any fees that are owed to the Association.

- (3) The rights of a Member are not transferable and end when the person ceases to be a Member.
- (4) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of
  - (a) the date on which the person ceased to be a Member; and
  - (b) the reason why the person ceased to be a Member.

## **9. Suspension or expulsion of Members of Association**

- (1) If the Board considers that a Member should be suspended or expelled as a Member of the Association because their conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the Member:
  - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board Meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct, not less than 30 days before the date of the Board Meeting referred to in paragraph (a).
- (2) At the Board Meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (3) Subject to sub rule (1) a decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- (4) A Member who is suspended or expelled under sub-rule (2) must, if that member wishes to appeal against that suspension or expulsion, give notice to the Secretary of the intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
  - (a) the Association in a General Meeting, must either confirm or set aside the decision of the Board 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
  - (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel them is confirmed under this sub-rule.
- (6) During the period a Member's membership is suspended, the Member:
  - (a) loses any rights (including voting rights) arising as a result of being a Member; and
  - (b) is not entitled to a refund, rebate, relief or credit for Membership Fees paid, or payable, to the Association.
- (7) When a Member's membership is suspended, the Secretary must record in the Register of Members:
  - (a) that the Member's membership is suspended;
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (8) 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.

**10. Board of management**

- (1) The Board 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, and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, the Regulations and these rules.
- (4) Subject to sub-rule (19), the affairs of the Association will be managed exclusively by a Board consisting of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) 4 or more Ordinary Board Members,all of whom must be Ordinary Members or Life Members of the Association, have reached at least 18 years of age, and who are not ineligible under section 39 of the Act to be a member of the Board.
- (5) The Chairperson, Vice Chairperson, Secretary and Treasurer and two (2) Ordinary Members will be elected by the Membership and will take office upon election at the Annual General Meeting.
- (6) The Board may appoint up to 5 Co-opted Board Members for a period of one (1) year according to the skills, knowledge and experience required by the Association.
- (7) In the first Annual General Meeting after the change to the Constitution, the Chairperson, the Secretary and one (1) Ordinary Member will be up for nomination for a two (2) year term and the Vice Chairperson, the Treasurer and one (1) Ordinary Member positions will be up for nomination for a one (1) year term. The following year the positions of Vice Chairperson, Treasurer and one (1) Ordinary Member will be elected for two (2) years. These persons will be eligible for re-election at an Annual General Meeting subject to sub-rules (8) and (11).
- (8) No person shall hold the same Executive position (Chairperson, Vice- Chairperson, Treasurer or Secretary) for more than six (6) consecutive years unless a Special Resolution to extend that person is passed at a General Meeting.
- (9) No person shall hold 2 or more Executive positions (Chairperson, Vice-Chairperson, Treasurer or Secretary) under sub rule (4) at the same time.
- (10) No person shall be an Ordinary Board Member for more than nine (9) consecutive years unless a Special Resolution to extend that person is passed at a General Meeting.
- (11) Should circumstances arise where a person is required to hold a position beyond the term limits prescribed in sub-rules (8) and (10), a 1-year extension may be granted subject to an approved Special Resolution at a General Meeting.

- (12) At least 28 days before an Annual General Meeting, the Secretary must send written notice to all the Members indicating the positions on the Board which are due for election, calling for nominations for election and stating the date by which nominations must be received.
- (13) A person is not eligible for election as a Board Member unless nominated and seconded by other Members by delivering notice of that nomination, indicating which position on the Board the person is seeking election, on a form approved by the Board, signed by:
- (a) the nominator;
  - (b) the seconder; and
  - (c) the nominee to signify their willingness to stand for election,
- to the Secretary not less than fourteen (14) days before the day on which the Annual General Meeting concerned is to be held.
- (14) A person who is eligible for election or re-election under this rule may not nominate themselves but can vote for themselves in any subsequent election.
- (15) The Secretary, either at or before the Annual General Meeting, will make available to the Membership, information about the candidates for each of the available positions, the voting process including absentee voting and the name of the independent returning officer, or their substitute.
- (16) In the event that there is more than one (1) nomination for each of the available positions, a written 'Poll' will be conducted by the independent returning officer, or their substitute, at the Annual General Meeting.
- (17) Members unable to be present at the Annual General Meeting may cast an absentee vote by:
- (a) proxy at the Annual General Meeting; or
  - (b) requesting official ballot papers from the Secretary of the Association which will be completed and returned in the prescribed manner to the Association's office by 5.00pm, before the Annual General Meeting and to be opened by the independent returning officer, or their substitute, at the Annual General Meeting.
- (18) If the number of persons nominated in accordance with sub-rule (13) for election as Board Members does not exceed the number of vacancies to be filled:
- (a) the Secretary must report accordingly to the Chairperson; and
  - (b) the Chairperson must declare those persons to be duly elected as members of the Board at the Annual General Meeting concerned.
- (19) If a vacancy remains on the Board after the application of sub-rule (13), or when a casual vacancy within the meaning of rule 14 occurs on the Board:
- (a) the Board may appoint a Member to fill that vacancy;
  - (b) a Member appointed under this sub-rule will:
    - (i) hold office until the election referred to in sub-rule (5) and (7); and
    - (ii) be eligible for election to membership of the Board, at the following Annual General Meeting;
  - (c) subject to the requirement for a quorum under rule 15(8), the Board may continue to act despite any vacancy in its membership; and
  - (d) if there are fewer Board Members than required for a quorum under rule 15(8), the Board may act only for the purpose of:
    - (i) appointing Board Members under this rule; or
    - (ii) convening a general meeting.

- (20) The Board may delegate, in writing, to one or more sub-committees (consisting of such Member or Members of the Association as the Board thinks fit) or the holder of a subsidiary office, the exercise of such functions of the Board as are specified in the delegation other than:
- (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (21) Any delegation under sub-rule (20) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- (22) A power or duty, the exercise or performance of which has been delegated by the Board to a Subcommittee or the holder of a subsidiary office under sub-rule (20), may only be exercised or performed by the Subcommittee or holder in accordance with the terms of the delegation.
- (23) Any act or thing done by a Subcommittee or by the holder of a subsidiary office, under sub-rule (20) has the same force and effect as if it had been done by the Board.
- (24) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (20).

#### **11. Chairperson and Vice-Chairperson**

- (1) Subject to this rule, the Chairperson must preside at all General Meetings and Board Meetings.
- (2) In the event of the absence from a General Meeting of:
- (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson, the Treasurer or Secretary present at the General Meeting, must preside at the General Meeting.
- (3) In the event of the absence from a Board Meeting of:
- (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson, the Treasurer or Secretary present at the Board Meeting, must preside at the Board Meeting.

#### **12. Secretary**

The Secretary has the following duties:

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each Board 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 Board to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in Members, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the Books of the Association, other than the financial records, Financial Statements and Financial Reports, as applicable to the Association;

- (h) maintaining full and accurate minutes of Board Meetings and General Meetings; and
- (i) carrying out any other duty given to the Secretary under these rules or by the Board.

### **13. Treasurer**

The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the Association are collected and receipts are issued;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a General Meeting
- (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;
- (f) whenever directed to do so, submit to the Board a report, balance sheet and financial statement in accordance with that direction;
- (g) coordinating the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 Division 5 of the Act; and
- (i) carrying out any other duty given to the Treasurer under these rules or by the Board.

### **14. Casual vacancies in Board Members**

- (1) A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
  - (a) dies;
  - (b) resigns by notice in writing delivered to the Chairperson or, if the Board Member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
  - (c) is convicted of an offence under the Act or are declared bankrupt, or otherwise becomes excluded from being a member of the Board by reason of section 39 of the Act;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) is absent from more than:
    - (i) 3 consecutive Board Meetings; or
    - (ii) 3 Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings, of which meetings the Board Member received notice, and the Board has resolved to declare the office vacant;
  - (f) ceases to be a Member of the Association; or
  - (g) is the subject of a resolution passed by a General Meeting of Members terminating that Board Member's appointment as a Board Member.
- (2) As soon as practicable after a Board Member ceases to be a member of the Board, that former Board Member (or if they have passed away, their personal representative) must deliver to a current Board Member all relevant documents and records that the former Board Member holds (or held) pertaining to the management of the Association's affairs.

## **15. Proceedings of Board**

- (1) The Board must meet together for the dispatch of business not less than 6 times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- (2) Notice of each meeting, stating the date, time and place of the meeting, and describing the general nature of the business to be conducted at the meeting, shall be given to all Board Members at least 48 hours before the time of meeting.
- (3) The only business to be conducted at the meeting is the business described in the notice. Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members agree at the meeting to treat that business as urgent.
- (4) A Member or other person who is not a Board Member may attend a Board Meeting if invited to do so by the Board. Such persons may be invited by the Board to speak but cannot vote on any matter decided at the meeting.
- (5) The presence of a Board Member at a Board Meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (6) Each Board Member has a deliberative vote.
- (7) A question arising at a Board Meeting must be decided by a majority of votes of the Board Members present at the Board Meeting, but, if there is no majority, the Chairperson at the Board Meeting will have a casting vote in addition to their deliberative vote.
- (8) At a Board Meeting, quorum will be calculated by dividing the number of filled positions by two and taking the next higher whole number. No business is to be conducted at a Board Meeting unless a quorum is present, unless that business is in accordance with rule 10(20)(d).
- (9) Subject to these rules, the procedure and order of business to be followed at a Board Meeting must be determined by the Board Members present at the Board Meeting.
- (10) As required under section 42 of the Act, a Board Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must:
  - (a) as soon as the Board Member become aware of that interest, disclose the nature and extent of the interest to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (11) Sub-rule (10)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- (12) The Secretary must cause every disclosure made under sub-rule (10)(a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

## **16. General Meetings**

- (1) The Board:
  - (a) may at any time convene a Special General Meeting;

- (b) must convene an Annual General Meeting each year no more than 6 months after the end of the Association's Financial Year, unless the Board applies to the Commissioner for permission under section 50(3)(b) of the Act within 4 months of the end of the Financial Year of the Association;
  - (c) must, within 30 days of:
    - (i) receiving a request in writing to do so from at least 20% of Members, convene a Special General Meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9(4), convene a General Meeting to deal with the appeal to which that notice relates; and
  - (d) must, after receiving a notice under rule 5(5), 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 Board's rejection of the application and the Association at that meeting must confirm or set aside the decision of the Board.
- (2) The Members making a request referred to in sub-rule (1)(c)(i) must:
- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (b) sign that request.
- (3) If a Special General Meeting is not convened within the relevant period of 30 days referred to:
- (a) in sub-rule (1)(c)(i), the Members who made the request concerned may convene a Special General Meeting as if those Members were the Board; or
  - (b) in sub-rule (1)(c)(ii), the Member who gave the notice concerned may convene a Special General Meeting as if that Member was the Board.
- (4) When a Special General Meeting is convened under sub-rule (3)(a) or (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all Members not less than 14 days' notice of a Special General Meeting and that notice must specify:
- (a) when and where the General Meeting concerned is to be held;
  - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted;
  - (c) the required steps for appointing a proxy to attend and vote at the General Meeting; and
  - (d) if rule 10(14) applies, the names of all persons seeking election as Board Members.
- (6) Subject to sub-rule (7), the Secretary must give to all Members not less than 21 days' notice of an Annual General Meeting and that notice must specify when and where the Annual General Meeting is to be held and the particulars and order in which business is to be transacted, as follows:
- (a) to confirm the minutes of the previous Annual General Meeting, and any Special General Meeting held since then, if the minutes of such meeting have not yet been confirmed;
  - (b) to receive and consider:
    - (i) the Board's Annual Report of the Associations activities during the preceding Financial Year;
    - (ii) the financial report of the Association for the preceding Financial Year;
 and

- (iii) if required under Part 5 of the Act, a copy of the report of the auditor on the financial report;
  - (c) to elect members of the Board; and
  - (d) to conduct any other business for which notice has been given.
- (7) A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than 21 days' notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- (8) The presence of a Member at a General Meeting, Annual General Meeting or Special 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.
- (9) A Member who participates in a General Meeting, Annual General Meeting or Special General Meeting as allowed under sub-rule (8) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- (10) The Secretary may give notice of General Meetings to Members by personal delivery, by post or by electronic means.

## **17. Quorum and Proceedings at General Meetings**

- (1) At a General Meeting twenty (20) percent of the Members shall constitute a quorum.
- (2) If within 60 minutes after the time specified for the holding of a General Meeting in a notice given under rule 16(5) or (6):
  - (a) as a result of a request or notice referred to in rule 16(1)(c) or as a result of action taken under rule 16(3) a quorum is not present, the General Meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 60 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) 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.
- (7) At a General Meeting:

- (a) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9);
  - (b) a Special Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
  - (c) if votes are divided equally on a question, the Chairperson has a second or casting vote.
- (8) A declaration by the Chairperson of a General Meeting that a resolution has been passed 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 (9).
- (9) At a General Meeting, a Poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a Poll is demanded and taken under sub-rule (9) in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
- (11) A Poll demanded under sub-rule (9) must be taken immediately on that demand being made.

#### **18. Minutes of Meetings of Association**

- (1) The Secretary must take and keep minutes of all business considered and resolutions made at all General Meetings and Board Meetings, including the names of those Members attending the meeting, and ensure the minutes are entered into the Association's Minute Records within 30 days after the holding of each General Meeting or Board Meeting.
- (2) The Chairperson must ensure that the minutes taken of a General Meeting or Board Meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the General Meeting or Board Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board Meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, the minutes are, until the contrary is proved, evidence that:
- (a) the General Meeting or Board Meeting to which the minutes relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

#### **19. Voting rights of Members of Association**

- (1) Subject to these rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.

#### **20. Proxies of Members of Association**

- (1) A Member (in this rule called "the **Appointing Member**") may appoint in writing another Member who is a natural person to be the proxy of the Appointing Member and to attend, speak and vote on behalf of the Appointing Member at, any General Meeting.
- (2) A Member may be appointed the proxy for not more than 5 other Members.

- (3) The Appointing Member may give specific directions as to how the proxy is to vote on the Member's behalf. If no directions are given the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (4) Notice of a General Meeting given under rule 16 must state that the Member may appoint another Member as a proxy for the meeting, and include a copy of the form for appointing a proxy.
- (5) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.

## **21. Rules of Association**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3, Division 2 of the Act, which is as follows:
  - (a) subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by Special Resolution but not otherwise;
  - (b) within one month of the passing of a Special Resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Member of the Board 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;
  - (c) an alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
  - (d) an alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name; and
  - (e) 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 (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **22. Common seal of Association**

- (1) The Association may execute a document without using a common seal if the document is signed in accordance with the Approved Delegation Policy, or by:
  - (a) 2 Board Members; or
  - (b) one Board Member and a person authorised by the Board.
- (2) If the Association has a common seal:
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) the common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18;
  - (c) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
    - (i) 2 Board Members;
    - (ii) one Board Member and a person authorised by the Board; or

- (iii) any two of the Chairperson, the Vice Chairperson, the Secretary and the Treasurer,  
and each of them is to sign the document to attest that the document was sealed in their presence; and
- (d) the common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

### **23. Inspection of records, etc. of Association**

- (1) A Member may apply to inspect:
  - (a) the Register of Members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Board Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.
- (2) The Member must submit a valid Statutory Declaration to the Secretary when applying to inspect any records. If granted, the inspection must be free of charge.
- (3) If the Member wants to inspect a document that records the minutes of a Board Meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Members.
- (4) The Member may make a copy of or take an extract from a record or document referred to in sub-rule (1) but does not have a right to remove the record or document for that purpose.
- (5) The Member must not use or disclose information in a record or document referred to in sub-rule (1) 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.

### **24. Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
  - (a) a Member and another Member;
  - (b) a Member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at this meeting, or if one of the parties is unwilling or unable to participate in such a meeting, notice in writing must be given to the Secretary of the Board indicating the parties to the dispute and the matters which are the subject of the dispute.
- (4) The Board must within 28 days after the Secretary is given notice, deal with the dispute. The Board may either:
  - (a) decide to determine the dispute themselves, after giving each party to the dispute written notice of the meeting at which the dispute will be dealt with and giving

- reasonable opportunity to both parties to make written and oral presentations to the Board, or
  - (b) appoint a mediator to resolve the dispute.
- (5) The Secretary must give each party to the dispute written notice of the Board Meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held unless the Board agree to shorter notice.
- (6) If the dispute is between one or more Members and the Association, any party to the dispute can give notice that they do not wish the dispute to be determined by the Board and request that a mediator be appointed. If such notice is given the Board must not determine the dispute.
- (7) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
    - (ii) in the case of a dispute between a Member or relevant non-member (as defined by sub-rule (1)(c) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (8) A Member of the Association can be a mediator.
- (9) The mediator cannot be a Member who is a party to the dispute.
- (10) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (11) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (12) The mediator must not determine the dispute.
- (13) The mediation must be confidential and without prejudice.
- (14) The costs of the mediation will be met by the party or parties who appointed the mediator.

## **25. Financial Matters**

- (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 Board.
- (2) 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.
- (3) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.

- (4) In conjunction with the Approved Delegation Policy, the Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed in accordance with the Approved Delegation Policy, or by:
  - (a) 2 Board Members; or
  - (b) one Board Member and a person authorised by the Board.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- (7) For each Financial Year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act (relating to the Financial Statement or financial reporting of the Association) are met. These requirements include:
  - (a) the preparation of:
    - (i) Financial Statements, if the Association is a tier 1 association under the Act; or
    - (ii) a Financial Report, if the Association is a tier 2 association or tier 3 association under the Act;
  - (b) the presentation of Financial Statements or a Financial Report (as relevant) to the Annual General Meeting; and
  - (c) if required, the review or auditing of Financial Statements or a Financial Report (as relevant), and presentation of the relevant findings to the Annual General Meeting.
- (8) The Financial Year is from 1 July to 30 June of the following year.

## **26. Giving notice to Members**

A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:

- (a) delivered by hand to the recorded address of the Member in the Register of Members; or
- (b) sent by prepaid post to the recorded postal address of the Member in the Register of Members; or
- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member in the Register of Members.

## **27. 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) Sub-rules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The Books of the Association must be retained for at least 7 years.

**28. Distribution of surplus property on winding up of Association**

(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.