

# **Rules of Association**

## **Australian Labour and Employment Relations Association Incorporated**

An Association incorporated under the  
*Associations Incorporation Act 2015 (WA)*

# Rules of Association

Australian Labour and Employment Relations Association Incorporated

## Part 1 – Preliminary

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### 1. Definitions and interpretation

#### *Definitions*

1.1 In these Rules:

**Act** means the *Associations Incorporation Act 2015* (WA).

**Applicable Laws** includes but is not limited to the Act and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**Constituent Body** means each Designated State or Territory Body, or other body, which is member of the National Association in accordance with Rule 5.3.

**Constituent Body Delegate** means a person who is a member of the National Association by virtue of being nominated by a Constituent Body in accordance with Rule 5.4 and who is a member of the National Committee in accordance with Rule 15.

**Designated State or Territory Body** means each of the following bodies:

- (a) The Industrial Relations Society of NSW;
- (b) The Industrial Relations Society of Queensland Inc;
- (c) The Industrial Relations Society of South Australia Incorporated (trading as ALERA (SA));
- (d) The Industrial Relations Society of Victoria;
- (e) The Industrial Relations Society of Western Australia (Incorporated);
- (f) The Industrial Relations Society of Tasmania;
- (g) The Australian Labour and Employment Relations Association – ACT Incorporated;  
and
- (h) The equivalent body of the Northern Territory (provided it is recognised as such by unanimous determination of the National Committee), when and if it is established.

**Executive Committee** means the body established under Rule 13 and constituted in accordance with Rule 14 (the management committee for the purposes of the Act and Regulations).

**Financial Year** means a 12-month period beginning on 1 July and ending on 30 June.

**Life Member** means a person admitted to Life Membership in accordance with Rule 5.5 and Rule 16.2.

**National Association** means the association incorporated under the Act and constituted by these Rules.

**National Association in General Meeting** means a meeting of the National Association that all members are entitled to receive notice of and to attend (a general meeting for the purposes

of the Act and Regulations) and includes a meeting called for the purpose of providing a right of appeal for a disciplined member and on the written requisition of not less than two Constituent Bodies.

**National Committee** means, in accordance with Rule 15, all members of the National Association acting in a National Committee Meeting (noting, to avoid doubt, that only Constituent Body Delegates may vote in a National Committee Meeting as provided by Rule 24.

**National Committee Meeting** means a meeting of the National Association that all members are entitled to receive notice of and to attend (a general meeting for the purposes of the Act and Regulations).

**Office-bearers** means those persons holding the positions named in Rule 18.1 from time to time.

**President** means the person elected or appointed to the office of president of the National Association in accordance with Rule 18 from time to time.

**Regulations** means the *Associations Incorporation Regulations 2016 (WA)*.

**Rules** means these rules, as amended and replaced from time to time.

**Secretary** means the person elected or appointed to the office of secretary of the National Association in accordance with Rule 18 from time to time.

**Special Resolution** means a resolution passed by the members at a National Committee Meeting in accordance with section 51 of the Act;

**Treasurer** means the person elected or appointed to the office of treasurer of the National Association in accordance with Rule 18 from time to time.

**Vice-President** means a person elected or appointed to the office vice-president of the National Association in accordance with Rule 18 from time to time.

### **Interpretation**

1.2 In this these Rules, unless the context otherwise requires:

- (a) headings are used only for convenience and do not affect interpretation;
- (b) the singular includes the plural and vice versa;
- (c) words of one gender include all other genders;
- (d) the word person includes a firm, a body corporate, an unincorporated association or an authority and vice versa;
- (e) the word 'including' and other similar expressions are not and must not be treated as words of limitation; and
- (f) a reference to:
  - (i) these Rules includes any schedule, annexure or exhibit to them;
  - (ii) a function includes a power, authority and duty;
  - (iii) the exercise of a function includes, if the function is a duty, a reference to the performance of that duty; and
  - (iv) a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;

- (v) anything (including any amount) is a reference to the whole and each part of it; and
- (vi) a group of persons is a reference to any one or more of them; and
- (g) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;

1.3 Where not inconsistent with Rule 1.2, the provisions of the Act apply to and in respect of these Rules in the same manner as those provisions would apply if these Rules were an instrument made under the Act.

#### ***Displacement of model rules***

1.4 The model rules prescribed by the Act do not apply to the National Association and are displaced in full by these Rules.

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## **2. Name of association**

2.1 The name of the National Association shall be the "Australian Labour and Employment Relations Association Incorporated".

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## **3. Objects and not-for profit nature of association**

### ***Objects***

3.1 The objects of the National Association are to:

- (a) organise and foster discussions, research, education and publication within the field of industrial relations;
- (b) represent the national interests, and coordinate the national activities, of Constituent Bodies, including by:
  - (i) administering the Journal of Industrial Relations, to enhance awareness and knowledge within the field of industrial relations;
  - (ii) holding national professional development conferences relating to the field of industrial relations;
  - (iii) awarding a national Service to Employment Relations award in recognition of individuals' service within the field of industrial relations;
- (c) liaise with international associations involved in the field of industrial relations, including by affiliating with such bodies as the National Committee thinks appropriate and participating in the activities of such international associations;
- (d) develop public awareness of and interest in all aspects of industrial relations and related issues and of their importance to and impact upon society;
- (e) liaise with government departments and other organisations and agencies interested in the field of industrial relations;
- (f) apply for and enter into arrangements, and conclude agreements, in relation to grants of any public moneys to assist the National Association in the furtherance of its objects;
- (g) raise, receive, have, hold, administer and dispose of moneys in the form of subscriptions, donations, legacies, bequests or as a consequence of fundraising

activities of all types or otherwise received from any other source whatsoever;

- (h) employ, instruct and (subject to applicable law) dismiss such staff as from time to time may be required for the purposes or administration of the National Association; and
- (i) generally do such lawful things as are incidental or conducive to the attainment of the objects set out in this Rule 3.

### ***Not-for-profit status***

- 3.2 The property and income of the National Association must be applied solely towards the promotion of the objects or purposes of the National Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the National Association, except in good faith in the promotion of those objects or purposes.
- 3.3 A payment may only otherwise be made to a member out of the funds of the National Association if it is:
  - (a) a payment in good faith to the member as reasonable remuneration for any services provided to the National Association, or for goods supplied to the National Association, in the ordinary course of business; or
  - (b) a payment of interest, on money borrowed by the National Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) a payment of reasonable rent to the member for premises leased by the member to the National Association;
  - (d) a payment to correct any overpayment of membership fees made to the National Association by the member; or
  - (e) a reimbursement of reasonable expenses properly incurred by the member on behalf of the National Association.

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## **4. Registered office**

- 4.1 Subject to Rule 4.2, the location of the registered office of the National Association will be the place determined by the Executive Committee from time to time which must be located in Western Australia.
- 4.2 Rule 4.1 does not override the operation of the Act or Regulations to the extent that it (they) deem the National Association's registered office to be a different location for the purposes of certain prescribed circumstances.

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## **Part 2 – Membership**

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### **5. Membership**

#### ***General***

- 5.1 The members of the National Association are:
  - (a) The Constituent Bodies, who hold membership pursuant to Rule 5.3;
  - (b) The Constituent Body Delegates, who hold membership pursuant to Rule 5.4;

- (c) Life Members, who hold membership pursuant to Rule 5.5; and
- (d) Members belonging to such other category of membership as may be created in accordance with Rule 5.6.

5.2 Membership of the National Association entitles a person to such rights and privileges, carries such obligations and is subject to such terms, as are set out:

- (a) in these Rules, in the case of Constituent Bodies, Constituent Body Delegates and Life Members; or
- (b) the resolution of the Executive Committee creating the new category of membership, in the case of a category of membership created under Rule 5.6.

### 5.3 **Constituent Bodies**

(a) Subject to this Rule 5.3, a Designated State or Territory Body is eligible for membership of the National Association, if it is:

- i. a Designated State or Territory Body; or
- i. such other representative body in the field of industrial relations which the National Committee, with the unanimous approval of National Committee members, determines is eligible for Constituent Body membership,

(b) A Designated State or Territory Body or other body which holds membership under this Rule 5.3 will cease to be a member of the National Association if:

- (i) The National Committee makes a determination under Rule 5.3(c); or
- (ii) The body otherwise ceases to be a member in accordance with Rule 7.

(c) The National Committee may determine, by resolution, that a body (**outgoing body**) will cease to hold membership under this Rule 5.3 on the basis that there is another body (**incoming body**) in the relevant State or Territory which should instead hold membership under this Rule 5.3. In the event of such a determination:

- (i) the outgoing body will cease to be a member of the National Association immediately (and the Secretary of the National Association will serve a written notice on the body setting out the resolution of the National Committee);
- (ii) the incoming body will be invited to make an application for membership in accordance with Rule 6;
- (iii) the incoming body will become a member upon approval of that application in accordance with Rule 6 and payment of any amount required under Rule 11.

(d) In the event of vacancy pursuant to Rule 5.3(b)(ii), the National Committee may determine that another body in the relevant State or Territory should hold membership under this Rule 5.3. In the event of such a determination:

- (i) the body will be invited to make an application for membership in accordance with Rule 6;
- (ii) the body will become a member upon approval of that application in accordance with Rule 6 and payment of any amount required under Rule 11.

(e) A body which holds membership in accordance with this Rule 5.3 is referred to in these Rules as a **Constituent Body**.

(f) There will be no more than 1 Constituent Body from each State and Territory.

#### **5.4 Constituent Body Delegates**

- (a) Each Constituent Body will nominate up to 3 members of the governing body of the Constituent Body to be members of the National Association.
- (b) Each person nominated by a Constituent Body in accordance with Rule 5.4(a) is entitled to make an application for membership in accordance with Rule 6 and will become a member upon approval of that application in accordance with Rule 6 and payment of any amount required under Rule 11.
- (c) A person who becomes a member in accordance with Rule 5.4(b) will cease to be a member of the National Association immediately upon any of the following occurring:
  - (i) The person ceases to be member of the governing body of the Constituent Body which nominated them;
  - (ii) The Constituent Body which nominated the person gives written notice to the Secretary of the National Association (accompanied by evidence of a resolution of the Constituent Body to this effect) that the person shall no longer be a member of the National Association;
  - (iii) The body which nominated the person ceases to be a Constituent Body;
  - (iv) The body otherwise ceases to be a member in accordance with Rule 7.
- (d) A person who holds membership in accordance with this Rule 5.4 is referred to in these Rules as a **Constituent Body Delegate**.
- (e) To avoid doubt, there will be no more than 3 Constituent Body Delegates from each Constituent Body.

#### *Transitional Provision*

- (f) If, at the time immediately before this subrule comes into operation, a Designated State or Territory Body (which was Constituent Body Member and will become a Constituent Body) has:
  - (i) 3 or fewer of the members of its governing body as Executive Members of the National Association, then those Executive Members will become Constituent Body Delegates, without the need for any application under Rule 6;
  - (ii) more than 3 of the members of its governing body as Executive Members of the National Association, then the body will nominate 3 of those Executive Members to become Constituent Body Delegates and will, within 11 months of the commencement of this subrule, indicate to the Secretary of the National Association which 3 persons have been selected; those 3 persons will become Constituent Body Delegates, without the need for any application under Rule 6, and persons not selected will immediately cease to members.

#### **5.5 Life Membership**

- (a) A Constituent Body may nominate a person to become a Life Member of the Association if the person has made a significant and lasting contribution to industrial relations in Australia and the activities of the National Association.
- (b) Where a Constituent Body makes a nomination in accordance with Rule 5.5(a), the Constituent Body will make an application for membership on behalf of the prospective Life Member in accordance with Rule 6 and the person will become a Life Member upon approval of that application in accordance with Rule 6 and Rule 15.

## **5.6 Other membership categories**

- (a) The National Committee may, with the unanimous approval of all Constituent Bodies (such approval to be evidenced by resolutions of each Constituent Body), create one or more other categories of membership of the National Association having such eligibility criteria, possessing such rights, privileges and obligations and being subject to such terms, as the National Committee, with the unanimous approval of Constituent Bodies, determines.
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## **6. Application for membership**

### ***Form of application***

- 6.1 An application for membership of the National Association:
- (a) may only be made by (or, in the case of Life Membership, on behalf of) a person who is eligible to become a member in accordance with any provision of Rule 5;
  - (b) will be made in writing to the Secretary;
  - (c) will be in the form determined by the Executive Committee (if such a form has been determined);
  - d. in the case of an application for membership as a Constituent Body Delegate - the form will be accompanied by:
    - (i) satisfactory evidence of the nomination of the person by the relevant Constituent Body; and
    - (ii) the written consent of the applicant.
  - e. in the case of an application for membership as a Life Member, the form will be completed and lodged by the Constituent Body member nominating the person for Life Membership.
  - f. in the case of an application for membership of a category established pursuant to Rule 5.6 — the form will be accompanied by any evidence or other material determined by the Executive Committee.

### ***Approval or rejection***

- 6.2 The Secretary will refer applications for Constituent Body Delegate membership to the Executive Committee which will decide at the next Executive Committee meeting whether to approve or reject the application.
- 6.3 The Executive Committee will approve any application which complies with Rule 6.1 and is made by a person entitled to apply to become a Constituent Body Delegate under Rule 5.4;
- 6.4 Upon the Executive Committee deciding to approve or reject an application for membership, the Secretary will, as soon as practicable after that decision, notify the applicant of that decision.
- 6.5 The Secretary will refer applications for Constituent Body Membership and Life Membership to the next National Committee Meeting which will decide whether to approve or reject the application in accordance with Rule 16.2.
- 6.6 An applicant for membership of the National Association becomes a member of the applicable category of membership when the application is approved and, if applicable, the applicant pays any amount payable to the National Association under Rule 11.



## ***Entry in register***

6.7 The Secretary will enter the applicant's name, category of membership and the other details set out in Rule 10.1 in the register of members within 28 days of the applicant becoming a member pursuant to Rule 6.3, Rule 16.1 and Rule 16.2.

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## **7. Cessation of membership**

- 7.1 A person ceases to be a member of the National Association if the person:
- (a) ceases to be a member by virtue of the operation of any provision of Rule 5;
  - (b) being a natural person, dies;
  - (c) being an incorporated body, is wound up;
  - (d) resigns membership in accordance with Rule 9;
  - (e) is expelled from the National Association in accordance with Rule 17; or
  - (f) fails to pay an amount due under Rule 11 within 90 days after its due date.
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## **8. Membership entitlements not transferable**

- 8.1 A right, privilege or obligation which a person has by reason of being a member of the National Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on cessation of the person's membership.
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## **9. Resignation of membership**

- 9.1 A member is not entitled to resign from membership of the National Association except in accordance with this Rule 9.
- 9.2 A member of the National Association may resign from membership of the Association by first giving notice (of not less than 7 days or, if the Executive Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- 9.3 If a person ceases to be a member, the Secretary will make an appropriate entry in the register of members recording the date the person ceased to be a member within 28 days after the cessation date.
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## **10. Registers of members and Executive Committee members**

- 10.1 The Secretary will establish and maintain a register of members and Executive Committee members of the National Association specifying the name, class of membership or nature of office (as applicable), start date of membership or appointment to office (as applicable), postal, residential or email address and any other matters required by Applicable Laws of each person who is such a member (each a **Register**).
- 10.2 The Registers will be kept at the registered office of the National Association.

- 10.3 The Registers must be open for inspection, free of charge, by any member of the National Association at the registered office of the National Association during the hours of 9.00am to 5.00pm Monday to Friday (excluding public holidays in Western Australia).
- 10.4 A member of the National Association may obtain a copy of any part of the Registers on written request and on payment of such fee as the Executive Committee, acting in good faith, determines is reasonable for each page copied provided that the purpose for which the request is made is connected with the affairs of the association.
- 10.5 A member must not use information about a person obtained from a Register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a notice of meeting or other event relating to the National Association or other material relating to the National Association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulations.
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## **11. Fees and subscriptions**

- 11.1 Each Constituent Body will pay to the National Association for each Financial Year of membership the annual membership fee determined in accordance with Rule 11.2 (**Constituent Body Fee**).
- 11.2 The Constituent Body Fee for each Financial Year is equal to a base amount determined by the Executive Committee from time to time multiplied by the highest number of members of the Constituent Body at any time during the previous Financial Year. The base amount unless the Executive Committee resolves otherwise is \$3.75.
- 11.3 Where a determination is made under Rule 5.3(c), the Constituent Body Fee of the outgoing body will be refunded, and the Constituent Body Fee of the incoming body will be calculated, pro-rata to reflect that Constituent Body Fee should only relate to the part of the financial year for which the body is a Constituent Body.
- 11.4 A Constituent Body will pay its Constituent Body Fee:
- (a) for the first Financial Year of membership, on or before the date which is 28 days after the Constituent Body's application for membership is approved by the Executive Committee; and
  - (b) for each subsequent Financial Year of membership thereafter, on or before 1 July of that Financial Year.
- 11.5 Unless the National Committee, with the unanimous approval of Constituent Bodies (such approval to be evidenced by resolutions of each Constituent Body), resolves otherwise, Constituent Body Delegates and Life Members are not required to pay any fees or subscriptions in connection with their membership of the National Association.
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## **12. Members' liabilities**

The liability of a member of the National Association to contribute towards the payment of the debts and liabilities of the National Association or the costs, charges and expenses of the winding up of the National Association is limited to the amount, if any, unpaid by the member in respect of membership of the National Association as required by Rule 11.

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## Part 3 – Committees of the National Association

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### 13. Executive Committee

#### *Name, powers and duties of the Executive Committee*

- 13.1 The name of the management committee (within the meaning of the Act) of the National Association shall be the “*Executive Committee of the Australian Labour and Employment Relations Association Incorporated*”, referred to in these Rules as the Executive Committee.
- 13.2 Subject to the Act, the Regulations and these Rules, the Executive Committee:
- (a) manages the affairs of the National Association;
  - (b) is accountable to the National Committee and must observe the annual budget adopted by the National Committee and, insofar as practicable, any annual work plan adopted by the National Committee;
  - (c) will implement any resolution passed by the National Committee, where necessary;
  - (d) may exercise all functions as may be exercised by the National Association, other than those functions that are required by these Rules to be exercised by the National Committee;
  - (e) will exercise any functions delegated to the Executive Committee by the National Committee under Rule 15.5; and
  - (f) has power to perform all acts and do all things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the National Association.
- 13.3 The Executive Committee members will comply with the duties of their roles prescribed by any Applicable Laws.

### 14. Constitution and membership

- 14.1 The Executive Committee is constituted by:
- (a) every Office-bearer; and
  - (b) any other Constituent Body Delegate whom the Executive Committee may co-opt from time to time in accordance with Rule 14.2.
- 14.2 The Executive Committee may, by resolution, co-opt any Constituent Body Delegate to be a member of the Executive Committee if in the view of the Executive Committee this is necessary or appropriate in order to ensure fair representation of any State or Territory and to ensure inclusion of all Advisory Committee Chairs.
- 14.3 The Executive Committee may, by resolution, dismiss any person co-opted under Rule 14.2 from the Executive Committee at any time and for any or no reason.
- 14.4 Any person co-opted under Rule 14.2 from the Executive Committee will also cease to be a member of the Executive Committee if any of the events referred to in Rule 17 happen with respect to that person.

*Transitional Provision*

- 14.5 The persons who constituted the Executive Advisory Committee immediately before this subrule comes into operation:
- (a) will transition to constitute the Executive Committee subject to any changes in Office Bearers, elected in accordance with Rule 18 or in co-opted Constituent Body Delegates who are co-opted in accordance with Rule 14.2.

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**15. National Committee**

***Name, powers and duties of the National Committee***

- 15.1 All members of the National Association together comprise the “*National Committee of the Australian Labour and Employment Relations Association Incorporated*”, referred to in these Rules as the National Committee.
- 15.2 The National Committee makes decisions and transacts all business in National Committee Meetings constituted in accordance with Rule 21, Rule 22 and Rule 23.
- 15.3 The National Committee will meet at least 3 times a year in accordance with Rule 22.
- 15.4 Subject to the Act, the Regulations and these Rules, the National Committee:
- (a) approves or rejects applications for Constituent Body membership and Life Membership in accordance with Rule 16;
  - (b) determines cessation of a Constituent Body's membership and invite another body to make an application for membership in accordance with Rule 5.3;
  - (c) sets the strategic direction of the National Association;
  - (d) controls the National Association's finances;
  - (e) approves the annual budget of the National Association;
  - (f) elects the Office Bearers of the National Association at National Committee Meetings in accordance with Rule 18;
  - (g) approves any changes to the Rules of the Association;
  - (h) approves annual work plans for the Executive Committee, and
  - (i) disciplines members in accordance with Rule 17
  - (j) approves policies and/or material changes to policies.
- 15.5 The National Committee may delegate to the Executive Committee any functions which may be exercised by the National Committee, except any function which is required under the Act or Regulations to be exercised in a general meeting or which is expressly required under these Rules to be exercised in a National Committee Meeting.
- 15.6 Any delegation to the Executive Committee:
- (c) does not detract from the ability of the National Committee to exercise the relevant power or function;
  - (d) may be subject to such conditions as the National Committee sees fit; and

- (e) is revocable at will by the National Committee.

## **16. Approval or rejection of membership applications**

16.1 The National Committee will approve a Constituent Body application which complies with Rule 6.1 and is in accordance with the requirements of Rule 5.3.

16.2 The National Committee, at the next National Committee meeting following receipt of a Life Member application which complies with Rule 6.1, will decide whether or not to approve or reject the application for Life Membership.

16.3 Upon the National Committee Meeting deciding to approve or reject an application for membership, the Secretary will, as soon as practicable after that decision, notify the applicant of that decision. If the decision is to approve the application, the Secretary will request (if applicable) that the applicant pay, within 28 days after receipt of the notification, the amount payable by the applicant on becoming a member under Rule 11 (if any).

## **17. Disciplining of members**

### ***Resolution by the National Committee***

17.1 If the National Committee is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of these Rules; or
- (b) has persistently acted in a manner prejudicial to the interests of the National Association;

the National Committee may, by resolution:

- (c) expel the member from the National Association; or
- (d) suspend the member from the rights and privileges of membership of the National Association for a specified period that the National Committee may decide.

### ***Right of appeal of disciplined member***

17.2 If the National Committee passes a resolution under Rule 17.1, a member may appeal to the National Association in General Meeting, within 7 days after the notice of resolution is served on the member, by lodging with the Secretary a notice to that effect.

17.3 The Secretary will, as soon as practicable after the National Committee has passed a resolution under Rule 17.1, serve a written notice on the member:

- (a) setting out the resolution of the National Committee and the grounds on which it is based;
- (b) stating that the member may address the National Association in General Meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
  - (e) attend and speak at that meeting; and
  - (f) submit to the National Committee, at or before the date of that meeting, written representations relating to the resolution.

17.4 On receipt of a notice from a member under Rule 17.3, the Secretary will notify the National Committee which will call a National Association in General Meeting to be held within 21 days after the date on which the Secretary received the notice.

17.5 Subject to any requirements of the Act or Regulations, at a meeting of the National Association in General Meeting in Rule 23, the National Committee will:

- (a) give to the member mentioned in Rule 17, an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the National Committee by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the National Committee made under Rule 17.1.

17.6 Subject to any requirements of the Act or Regulations, at a National Association in General Meeting called under Rule 17.4:

- (a) no business other than the question of the appeal may be transacted;
- (b) the Executive Committee and the member must be given the opportunity to make representations in relation to the appeal orally and in writing, or both; and
- (c) the members present and entitled to vote must vote by secret ballot on the question of whether the resolution made under Rule 17.1 should be confirmed or revoked.

17.7 The appeal is to be determined by a simple majority of votes cast by members of the National Association.

17.8 A resolution confirmed by the National Committee under Rule 17.1 does not take effect:

- (a) until the end of the period within which the member is entitled to appeal against the resolution, if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal, unless and until the National Association confirms the resolution in accordance with Rule 17.5.

17.9 If the meeting passes a resolution in favour of the confirmation of the resolution made under Rule 17.1, that resolution is confirmed, otherwise that resolution is of no effect whatsoever.

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## **18. Office-bearers of the National Association**

### ***Offices***

18.1 The Office-bearers of the National Association are:

- (a) the President;
- (b) four Vice Presidents;
- (c) the Secretary; and
- (d) the Treasurer,

each of whom is elected in accordance with this Rule 18.

18.2 Only Constituent Body Delegates are eligible to be elected as Office Bearers.

### ***Term***

18.3 Subject to Rule 18.12, each person elected as an Office-bearer will hold that position for a term of 2 calendar years commencing 1 January following their election.

### ***Election of Office-bearers***

18.4 Elections for Office-bearer positions will take place at a National Committee Meeting to be held within 6 months before the expiry of the term of the current Office-bearers.

18.5 The National Committee Meeting referred to in Rule 21.1 will be the Annual General Meeting of the National Association, or another National Committee Meeting if the National Committee so resolves.

18.6 Nominations of Constituent Body Delegates as a candidate for election as an Office-bearer of the National Association:

a. will be:

- i. made in writing in the form approved by the Executive Committee from time to time;
- ii. signed by the authorised representative of the Constituent Body of which they are a member; and
- iii. accompanied by the written consent of the candidate to act as Office-bearer in the form approved by the Executive Committee from time to time; and

(b) will identify the office or offices (which may be all offices) to which the candidate is nominated for election;

(c) will be delivered to the Secretary not less than 7 days before the date fixed for the holding of the National Committee Meeting at which the election is to take place.

18.7 A candidate may renounce their nomination for election to any office, at any time to the National Committee by writing to the Secretary.

18.8 If only one candidate is nominated to the office of President, Treasurer or Secretary, and the candidate is not nominated to any other office (or renounces their nomination to any other office), the candidate is taken to be elected to that office.

18.9 If (following any renouncements) more than one candidate is nominated to the office of President, Treasurer or Secretary, a ballot is to be held at the National Committee Meeting, in accordance with Rule 21.4, in such usual and proper manner as the Executive Committee may direct, to elect a candidate to that office.

18.10 If 4 or fewer candidates are nominated to the office of Vice-President, and all of those candidates are not nominated to any other office (and/or have renounced their nomination to any other office), the candidates is taken to be elected to that office.

18.11 If (following any renouncements) more than 4 candidates are nominated to the office of Vice-President, a ballot is to be held at the National Committee Meeting, in such usual and proper manner as the Executive Committee may direct, to elect 4 candidates to that office.

18.12 If insufficient nominations are received to fill any of the offices referred to in Rule 18.1, the Executive Committee will, at its first meeting after 1 January, following the Annual General Meeting at which elections were held, appoint a Constituent Body Delegate to each vacant office and persons appointed in this way will hold office until the same nominal expiration date as the other Office bearers elected in accordance with Rule 18.

### ***President and Vice-Presidents***

18.14 The President will:

- (a) manage the National Association's affairs;

- (b) represent the National Association both nationally (including at conferences of the National Association) and internationally;
- (c) use best efforts to ensure that the National Association operates efficiently and in accordance with the objects mentioned in Rule 3;
- (d) be well informed about the activities and finances of the National Association;
- (e) subject to Rule 14 and Rule 15, chair meetings of the Executive Committee and National Committee; and
- (f) provide a President's report at Annual General Meetings of the National Association.

18.15 The Vice-Presidents will assist the President in the performance of the functions mentioned in Rule 18.14.

18.16 The Executive Committee may nominate one or more of the Vice-Presidents to perform a function or functions of the President while the President is unavailable.

### **Secretary**

18.17 The Secretary of the National Association will:

- (a) organise Executive Committee meetings and National Committee Meetings (liaising with relevant members) including preparing and disseminating the agenda and minutes and collating reports;
- (b) issue and distribute all notices required by these Rules;
- (c) maintain the register of members and other records of the National Association;
- (d) provide a copy of the Rules to each new member of the National Association.

18.18 The Secretary may, with the prior approval by resolution of the Executive Committee, appoint an assistant Secretary from among those Executive Committee members who are not Office-bearers (if any) to assist with the performance of his or her duties.

### **Treasurer**

18.19 The Treasurer of the National Association will:

- (a) collect and receive all amounts owing to, and make all payments authorised by, the National Association, and
- (b) keep correct accounts and books showing the financial affairs of the National Association with full details of all receipts and expenditure connected with the activities of the National Association.

18.20 The Treasurer may, with the prior approval by resolution of the Executive Committee, appoint an assistant Treasurer from among those Executive Committee members who are not Office-bearers (if any) to assist with the performance of his or her duties.

### **Vacancies**

18.21 An office referred to in Rule 18 becomes vacant if the person holding that position:

- (a) ceases to be a Constituent Body Delegate;
- (b) becomes bankrupt or personally insolvent;
- (c) becomes a mentally or physically incapacitated person;



- (d) becomes convicted of:
  - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
  - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more;
- (e) is absent without the consent of the Executive Committee from three consecutive meetings of the Executive Committee;
- (f) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth); or
- (g) is prohibited from being an Executive Committee member under any other Applicable Laws.

18.22 If a casual vacancy occurs in any of the offices referred to in Rule 18, the Executive Committee will appoint a Constituent Body Delegate to the vacant office, for the remainder of the term of office.

18.23 Subject to the requirement for a quorum under Rule 20.6, the Executive Committee may continue to act despite any vacancy in its membership.

18.24 If there are fewer Executive Committee members than required for a quorum under Rule 20.6, the Executive Committee may act only for the purpose of:

- (a) appointing Executive Committee members under this Rule; or
- (b) convening a National Committee Meeting.

#### **Payments to Executive Committee members**

18.25 A member of the Executive Committee is entitled to be paid out of the funds of the National Association for any out-of-pocket expenses for travel and accommodation properly incurred in attending an Executive Committee meeting, attending a National Committee Meeting or otherwise in connection with performance of the Executive Committee member's functions, in accordance with the reimbursement protocol as approved by resolution of the Executive Committee from time to time.

18.26 Any payment to be made to a member of the Executive Committee of the National Association that does not fall within the scope of payments made pursuant to Rule 0 must be approved by resolution in a National Committee Meeting.

## **19. Sub Committees**

19.1 The Executive Committee may establish such sub committees as it considers appropriate to further the work of the National Association (each a **Sub Committee**).

19.2 Subject to this Rule 19, the Executive Committee may determine all aspects of the membership (including presiding member), terms of reference and procedures of a Sub Committee.

19.3 A Sub Committee has the power to co-opt any Constituent Body Delegate, or any member of any Constituent Body, provided always that a majority of the members of the Sub Committee must be Executive Committee members.

19.4 A Sub Committee's powers will be limited to investigating and deliberating on

matters requested by the Executive Committee, and making recommendations to the Executive Committee with respect to those matters. No determination or recommendation of a Sub Committee is binding on the Executive Committee.

19.5 A Sub Committee must meet as often as necessary to discharge its business, or as otherwise required by the Executive Committee, and must report promptly to the Executive Committee on its deliberations.

19.6 All members of a Sub Committee hold office at the pleasure of the Executive Committee.

19.7 The Executive Committee may dissolve a Sub Committee if it considers it appropriate to do so.

19.8 A Sub Committee is subject to the direction and control of the Executive Committee.

19.9 Insofar as not otherwise dealt with by these Rules or by any resolution of the Executive Committee, a Sub Committee will regulate its proceedings as it thinks fit.

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## **20. Executive Committee meetings and Out-of-session motions**

### ***Holding of Executive Committee meetings***

20.1 The Executive Committee will meet as frequently as is necessary to discharge its functions, at such place and time as the Executive Committee may determine.

20.2 Additional meetings of the Executive Committee may be convened by any member of the Executive Committee.

20.3 A meeting of the Executive Committee may be called or held using any technology that gives the members of the Executive Committee as a whole a reasonable opportunity to participate in the meeting.

### ***Notice***

20.4 A written notice of a meeting of the Executive Committee will be given by the Secretary to each member of the Executive Committee at least 14 days (or such other period as unanimously agreed by the Executive Committee) before the time appointed for the holding of the meeting.

20.5 Notice of a meeting given under Rule 20.4 will specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee unanimously agree to treat as urgent business.

### ***Quorum***

20.6 To establish a quorum for an Executive Committee meeting, there will be:

- (a) at least 4 Executive Committee members present; and
- (b) the Executive Committee members referred to in paragraph (a) must be from at least 4 of the Constituent Bodies.

20.7 For quorum purposes, an Executive Committee member who participates in a meeting held in accordance with Rule 20.4 is treated as being present and entitled to vote at the

Executive Committee meeting.

20.8 No business is to be transacted at an Executive Committee meeting unless a quorum is present (with the exception of Rule 18.24) and if, within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time and (unless another place is communicated by written notice to the Executive Committee members given not less than 5 days before the day to which the meeting is adjourned) at the same place.

20.9 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting is dissolved.

### **Chair**

20.10 At a meeting of the Executive Committee:

- (a) the President or, in the President's absence, a Vice-President chosen by the Executive Committee, is to preside; or
- (b) if the President and each Vice-President is absent or unwilling to act – one of the remaining Executive Committee members as may be chosen by the members present is to preside.

### **Voting and decisions**

20.11 Except where stated otherwise in these Rules or as required by the Act, questions arising at a meeting of the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee present and entitled to vote at the meeting.

20.12 Each member of the Executive Committee present at a meeting of the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding at the meeting may exercise a second or casting vote.

### **Observers**

20.13 The Executive Committee may by majority resolution approve the invitation of one or more persons other than Executive Committee members, who may or may not be members of a Constituent Body, to attend all or part of an Executive Committee meeting and address, but not vote at, the meeting.

### **Out-of-session Motions or Resolutions**

20.14 The Executive Committee may propose a motion or resolution to the National Committee by requesting the Secretary to distribute such motion or resolution by email to the members of the National Committee (**Out-of-session Motion**). An Out-of-session Motion requires a seconder and will be considered as approved when a majority of National Committee members indicate support of such motion by email, reply all.

### **Minutes of Committee meetings**

20.15 The Executive Committee will ensure that minutes are taken and kept of each Executive Committee meeting, which record:

- (a) the names of the Executive Committee members present at the meeting;
- (b) the name of any person invited to attend the meeting by the Executive Committee pursuant to Rule 20.13;
- (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.

20.16 The minutes of an Executive Committee meeting will be entered in the National Association's online minute book within 30 days after the meeting is held.

20.17 The minutes of an Executive Committee meeting will be submitted for confirmation at the next meeting of the Executive Committee. The minutes are confirmed to be correct (following any correction) once agreed to by the Executive Committee.

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## **Part 4 – National Committee meetings, Annual General Meetings and General Meetings**

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### **21. National Committee meetings**

#### ***Calling of National Committee Meetings***

21.1 The National Committee will at least 3 times in each calendar year convene a meeting of all members of the National Association (**National Committee Meeting**).

21.2 One of the at least 3 National Committee meetings will be the Annual General Meeting held in accordance with Rule 22.

21.3 Subject to Rule 21.4, the date, time and place of each National Committee Meeting convened for the purpose of Rule 21.1 will be determined in a prior National Committee Meeting.

21.4 If, in the opinion of the Executive Committee, the date, time and/or place of a National Committee Meeting determined by the National Committee under Rule 21.3 must be changed for any reason, the Executive Committee may change the date, time and/or place of that National Committee Meeting as it sees fit, subject to the following:

- (a) If the change occurs after notice of the National Committee Meeting has already been provided, the Secretary must prepare and issue a revised notice as soon as practicable and will take any other steps which the Secretary considers to be reasonably necessary to bring the change to the attention of all members;
- (b) If the relevant National Committee Meeting is a meeting at which Office-bearers will be elected, the reason for the change must be included in the notice of the meeting.

21.5 National Committee Meetings will be conducted in accordance with the provisions of Rule 24.

### **22. Annual General Meetings**

#### ***Holding of Annual General Meetings***

22.1 The National Association must, within 6 months after the end of each Financial Year of the National Association, convene a meeting of all members of the National Association (**Annual General Meeting**). This meeting constitutes one of the three National Committee Meetings to be held each year in accordance with Rule 21.1.

22.2 The time period specified in this Rule 22.1 has effect subject to the Commissioner

appointed under the Act granting an extension of time.

### ***Calling of and business of Annual General Meetings***

22.3 Each Annual General Meeting of the National Association will be convened in accordance with Rule 24.

22.4 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) to confirm the minutes of the last Annual General Meeting and of any other National Committee Meetings held since that meeting, if required;
- (b) to receive from the President a report on the activities of the National Association during the preceding Financial Year;
- (c) to receive and consider any financial statement or report required to be submitted to members under the Act;
- (d) to elect the Office-bearers of the National Association (in every alternate year only);
- (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.

22.5 The fact that a meeting is an Annual General Meeting must be specified in the notice calling it.

22.6 An Annual General Meeting is a National Committee Meeting and will be conducted in accordance with the provisions of Rule 24.

## **23. General meetings**

### ***Calling of a General Meeting***

23.1 The National Committee may, whenever it considers it appropriate, convene a General Meeting.

### ***Requisitioning of a General Meeting***

23.2 In addition to those National Committee Meetings convened for the purpose of Rule 21.1, the National Committee will, on the requisition in writing of not less than two Constituent Bodies, call a General Meeting.

23.3 A requisition under Rule 23.2:

- (a) will state the purpose or purposes of the proposed meeting;
- (b) will be signed by the Constituent Body Delegates on behalf of the Constituent Bodies requisitioning the meeting;
- (c) will be accompanied by evidence of the resolutions of the Constituent Bodies to make the requisition;
- (d) will be lodged with the Secretary; and
- (e) may consist of several documents in a similar form, each signed by one or more of the Constituent Bodies making the requisition.

23.4 If the National Committee fails to call and convene a General Meeting within 1 month after the date on which a requisition under Rule 23.2 for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may call a General Meeting to be held not later than 3 months after that date.

23.5 A General Meeting called pursuant to a requisition under Rule 23.2 must be called in a manner which as nearly as practicable conforms with the manner in which National Committee Meetings are called by the National Committee.

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## **24. Meeting protocols**

24.1 National Committee Meetings, an Annual General Meeting and General Meetings will be held in accordance with this Rule 24.

### ***Notice***

24.2 Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the National Association, the Secretary will, at least 21 days before the date fixed for the holding of the National Committee Meeting, Annual General Meeting or General Meeting, give a notice to each member specifying the place, date and time of the meeting, the right of the member to attend and (if applicable) vote at the meeting, and the nature of the business proposed to be transacted at the meeting.

24.3 If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the National Association, the Secretary will, at least 28 days before the date fixed for the holding of the General Meeting, give notice to each member specifying, in addition to the matters required under Rule 21.4, the intention to propose the resolution as a Special Resolution and setting out the wording of the proposed Special Resolution.

24.4 Except with the unanimous consent of Constituent Body Delegates present at the meeting, no business other than that specified in the notice calling a National Committee Meeting, Annual General Meeting or a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 21.4.

24.5 A member desiring to bring any business before a National Committee Meeting, Annual General Meeting or General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling the meeting given after receipt of the notice from the member.

### ***Technology***

24.6 The meetings specified in Rule 24.1 may be called or held using any technology that gives the members as a whole a reasonable opportunity to participate in the meeting.

### ***Constituent Body Representation***

24.7 Constituent Bodies are represented at National Committee Meetings, Annual General Meetings and General Meetings by their Constituent Body Delegates. Constituent Bodies will not have any additional representative beyond their Constituent Body Delegates. However, to avoid doubt, Constituent Body Delegates are also members in their own right and may exercise their rights and privileges under these Rules however they see fit.

### ***Quorum***

24.8 No item of business is to be transacted at a National Committee Meeting, Annual General Meeting or General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

24.9 To establish a quorum for a National Committee Meeting, Annual General Meeting and a General meeting, there must be:

- (a) at least 10 Constituent Body Delegates present; and
- (b) the Constituent Body Delegates referred to in paragraph (a) must be from at

least 5 of the Constituent Bodies.

24.10 For quorum purposes:

- (a) a Constituent Body Delegate who participates in a National Committee Meeting, Annual General Meeting or General Meeting held in accordance with Rule 21.1 and Rule 21.2 is treated as being present and entitled to vote at the meeting; and
- (b) a Constituent Body Delegate who has appointed another Constituent Body Delegate as proxy is treated as being present and entitled to vote at the meeting (provide that the Constituent Body Delegate who holds the proxy is present and entitled to vote at the meeting, either physically or in accordance with Rule 24.16).

24.11 No business is to be transacted at a National Committee Meeting, Annual General Meeting or General Meeting unless a quorum is present. If within 30 minutes after the appointed time for the National Committee Meeting, Annual General Meeting or General Meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is communicated by written notice to the members given not less than 5 days before the day to which the meeting is adjourned) at the same place.

24.12 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Constituent Body Delegates present, provided they are from at least 3 of the Constituent Bodies, shall form a quorum.

#### ***Chair of meeting***

24.13 At a National Committee Meeting, Annual General Meeting or General Meeting:

- (a) The President or, in the President's absence, a Vice-President nominated by the National Committee, is to preside;
- (b) If the President and the Vice-Presidents are absent or unwilling to act, the members present at a General Meeting must elect another Constituent Body Delegate present to preside as chair.

#### ***Adjournment***

24.14 The chair of a National Committee Meeting, Annual General Meeting or General Meeting at which a quorum is present may, with a majority vote of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.15 If a National Committee Meeting, Annual General Meeting or General Meeting is adjourned, the Secretary will give written notice of the adjourned meeting to each member of the National Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

#### ***Voting and decision making***

24.16 Only the Constituent Body Delegates are entitled to vote at National Committee Meetings, Annual General Meetings or General Meetings.

24.17 Each Constituent Body Delegate has one vote only.

24.18 All votes must be given personally or by proxy.

24.19 Notwithstanding the above, a Constituent Body Delegate is not entitled to vote at any National Committee Meeting, Annual General Meeting or General Meeting (personally or by proxy) unless all money due and payable by the Constituent Body which nominated the Constituent Body Delegate, or by the Constituent Body Delegate themselves, to the National Association, has been paid.

24.20 In the case of an equality of votes on a question at a National Committee Meeting, Annual General Meeting or General Meeting, the chair of the meeting is entitled to exercise a second or casting vote.

24.21 A question arising at a National Committee Meeting, Annual General Meeting or General Meeting is to be decided on a show of hands and, unless before or on the declaration of the show of hands a vote is demanded, a declaration by the chair of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the National Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

24.22 At a National Committee Meeting, Annual General Meeting or General Meeting, a poll may be demanded by the chair of the meeting or by not less than 3 Constituent Body Delegates present in person and entitled to vote at the meeting.

24.23 If a vote is demanded at a National Committee Meeting, Annual General Meeting or General Meeting, the vote will be taken:

- (a) immediately if the vote relates to the election of the person to chair the meeting or to the question of an adjournment; or
- (b) in any other case - in the way and at the time before the close of the meeting that the chair directs, and the resolution of the vote on the matter is taken to be the resolution of the meeting on that matter.

24.24 The National Association may pass a resolution (other than a Special Resolution) without a General Meeting being held if all the Constituent Body Delegates entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document referred to in this Rule 24.24 may be used for signing by members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member signs.

### ***Special Resolutions***

24.25 The National Association may only pass a Special Resolution if:

- (a) the resolution is passed at a General Meeting, being a meeting of which at least 28 days' notice, accompanied by notice of intention to propose the resolution as a Special Resolution, has been given to members; and
- (b) it is passed by at least 75% of the Constituent Body Delegates who cast a vote (in person or by proxy) at the meeting.

### ***Observers***

24.26 A Constituent Body may invite one or more persons, who are members of a Constituent Body, to attend all or part of a National Committee Meeting or General Meeting, but the person must not vote at or, without the approval of a majority of the Constituent Body Delegates entitled to vote at the meeting (in person or by proxy), address the meeting.

### ***Appointment of proxies***

24.27 Each Constituent Body Delegate is entitled to appoint another Constituent Body Delegate as proxy by notice given to the Secretary in the form approved by the Executive Committee from time to



time no later than 24 hours before the time of the meeting for which the proxy is appointed.

### **Minutes of Committee meetings**

24.28 The National Committee will ensure that minutes are taken and kept of each National Committee meeting, which record:

- (a) the names of the National Committee members present at the meeting;
- (b) the name of any person invited to attend all or part of a National Committee Meeting or General Meeting, pursuant to Rule 24.26;
- (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.

24.29 The minutes of a National Committee Meeting or General Meeting will be entered in the National Association's online minute book within 30 days after the meeting is held.

24.30 The minutes of a National Committee Meeting or General Meeting will be submitted for confirmation at the next meeting of the National Committee or General Meeting. The minutes are confirmed to be correct (following any correction) once agreed to by the National Committee.

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## **Part 5 – General**

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### **25. Insurance**

25.1 The National Association may from time to time effect and maintain insurance appropriate for the activities which are undertaken by the National Association in accordance with its objects.

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### **26. Funds**

#### ***Source***

26.1 The funds of the National Association are to be derived from subscriptions, donations, legacies, bequests, as a consequence of fundraising activities or other activities consistent with its objects and, subject to any resolution passed by the National Committee, such other sources as the Executive Committee determines.

26.2 All money received by the National Association will be deposited as soon as practicable and without deduction to the credit of the National Association's bank or other authorised deposit-taking institution account.

26.3 The National Association will, as soon as practicable after receiving any money, issue an appropriate receipt.

#### ***Management***

26.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two Office-bearers.

26.5 The Executive Committee will decide on the responsible financial management of the National Association including:

- (a) any suitable written delegations of power to an officer or employee of the National Association; and
- (b) how money will otherwise be managed such as:

- (i) appropriate financial controls;
  - (ii) record keeping;
  - (iii) how funds can be raised; and
  - (iv) keeping finances secure.
- 

## **27. Auditor**

27.1 The Executive Committee will appoint an auditor who shall audit and certify the financial statements of the National Association for each Financial Year.

27.2 If there is a casual vacancy in the appointment of an auditor, it shall be filled by resolution of the Executive Committee.

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## **28. Change of name, objects and Rules**

28.1 The following may only be changed by way of Special Resolution (except insofar as permitted under the Act):

- (a) these Rules (including any addition, alteration, or rescission of any Rule or Rules);
  - (b) the objects of the National Association; and
  - (c) the name of the National Association.
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## **29. Affiliation**

29.1 The National Association may:

- (a) make application for affiliation with such organisations and associations (each an **Affiliate**) as the Executive Committee in its absolute discretion from time to time considers appropriate;
  - (b) elect a representative or representatives to attend meetings of each such Affiliate; and
  - (c) invite a representative or representatives from each such Affiliate to attend any meetings of the National Association.
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## **30. Common seal**

30.1 The common seal of the National Association must be kept in the custody of the Secretary.

30.2 The common seal must not be attached to any instrument except by the authority of the Executive Committee and the attaching of the common seal must be attested by the signatures of any two Office-bearers.

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## **31. Custody of books and securities**

31.1 Subject to the Act, the Regulations and these Rules, the Secretary must keep in his or her

custody or under his or her control all records, books, and other documents relating to the National Association, and any securities of the National Association.

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### **32. Inspection of books**

32.1 The records, books and other documents of the National Association must be open to inspection, free of charge, by any member of the National Association at the registered office of the National Association during the hours of 9.00am to 5.00pm Monday to Friday (excluding public holidays in Western Australia).

32.2 A member of the National Association may obtain a copy of any part of the records, books or other documents of the National Association on written request and on payment of such fee as the Executive Committee, acting in good faith, determines is reasonable for each page copied provided that the purpose for which the request is made is connected with the affairs of the association.

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### **33. Service of notices**

33.1 For the purpose of these Rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving of notices.

33.2 For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
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### **34. Surplus property**

34.1 If upon the winding up or dissolution of the National Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members or former members. The surplus property must be given or transferred to other institutions with similar objects to the National Association that are charitable at law and which have rules prohibiting the distribution of assets and income to their members.

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### **35. Circumstances not provided for**

35.1 If any circumstances arise as to which these Rules are silent or are incapable of taking effect or being implemented according to their strict provisions, the Executive Committee shall, subject to the Act and any direction from time to time given to it by resolution made in a National Committee Meeting, have power to determine what action may be taken to best give effect to the objects of the National Association and ensure its efficient administration and every act of the Executive Committee bona fide resolved upon pursuant to this Rule shall be as valid and effectual as if specifically authorised by these Rules.

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## **36. Dispute Resolution**

36.1 The dispute resolution procedure in this Rule 36 is available only for disputes between

- (a) members of the National Association; or
- (b) one or more members of the National Association, and the National Association.

36.2 The dispute resolution procedure in this Rule 36 is not available in respect of disputes which have been or can be the subject of dispute resolution procedures under the Rules or applicable governing legislation of any Constituent Body.

36.3 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.

36.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 36.3, any party to the dispute may start the dispute resolution procedure by giving written notice to the Secretary of —

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

36.5 Within 28 days after the Secretary is given the notice, a National Committee meeting must be convened to consider and determine the dispute.

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

36.7 The notice given to each party to the dispute must state —

- (a) when and where the National 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 National Committee about the dispute.

36.8 At the National Committee meeting at which a dispute is to be considered and determined, the National 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 National Committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

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

36.10 The National Committee may require that a National Committee meeting under this Rule 36 is held, and any attendance at or submission to any National Committee meeting by any party is made, using any technology consented to by all the National Committee members under Rule 24.6.

36.11 For the avoidance of doubt, the National Committee may, in determining a dispute, pass a resolution under Rule 17.1 in respect of any one or more members.