

**RULES OF THE ORCHID SOCIETY OF WESTERN AUSTRALIA (INC.)  
FEBRUARY 2018**

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## PART 1 — PRELIMINARY

### 1. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Annual General meeting** means a general meeting of the Society held within six months of the end of the financial year in accordance with the Act.

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

- (a) a register of members;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**by laws** means by-laws made by the Society under rule 68;

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

**Corporate member** means a commercial business;

**financial records** include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

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

**financial year**, of the Society, has the meaning given in rule 4;

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

**honorary member** means a person to whom honorary membership has been granted in recognition of services to orchid culture or the society with the rights referred to in rule 10(4);

**junior member** means a member of less than 18 years of age with the rights referred to in rule 10(5);

**life member** means a person who has been granted life membership of the Society in recognition of meritorious services rendered to the Society with the rights referred to in rule 10(4);

**management committee** means the management committee of the Society;

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

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

**member** means an ordinary member of the Society;

**ordinary management committee member** means a management committee member who is not an office holder of the Society under rule 29(3);

**ordinary member** means a member with the rights referred to in rule 10(4);

**Past-President ex-officio** refers to the person who held the office of President prior to the current President, and who has the right ex-officio to be a member of the management committee with the same rights as elected members;

**Patron** means a person invited to represent the Society in an honorary capacity, and need not be a financial member;

**President** means the management committee member holding office as the President of the Society;

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

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

**Secretary** means the management committee member holding office as the Secretary of the Society;

**special general meeting** means a general meeting of the Society, convened according to Rule 54;

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

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

**subcommittee** means a subcommittee appointed by the management committee under rule 51(1)(a);

**Treasurer** means the management committee member holding office as the Treasurer of the Society;

**Vice-President** means the management committee member holding office as the Vice-President of the Society.

## 2. Name of Society

The name of the society is The Orchid Society of Western Australia (Inc.).

## 3. Objects of Society

The objects of the Society are to:

1. promote interest in the culture, natural history, research, education and hybridisation of orchids;
2. disseminate information on culture of orchids of all kinds and varieties;
3. assist in preventing the destruction of our native flora and so conserve native orchid species;
4. establish and maintain a library of appropriate books and other reference material;
5. conduct shows and events where members may exhibit their orchids;
6. donate or contribute prize money, special prizes and trophies for shows of orchids whether held or conducted by the Society or by other organisations;
7. affiliate and/or communicate with kindred organisations;
8. levy subscriptions and/or fees for membership, or for any other purpose;
9. make by-laws for the governing of the society's domestic affairs; and
10. do all such other lawful things as are incidental to or conducive to the attainment of the above objects.

#### **4. Financial year**

- (1) The financial year of the Society commences on the first day of November each year and concludes on the last day of October the following year.
- (2) Each subsequent financial year of the Society is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

### **PART 2 — SOCIETY TO BE NOT FOR PROFIT BODY**

#### **5. Not-for-profit body**

- (1) The property and income of the Society must be applied solely towards the promotion of the objects or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Society only if it is authorised under sub-rule (3).
- (3) A payment to a member out of the funds of the Society is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Society and approved by the Society members at a general meeting, or for goods supplied to the Society, in the ordinary course of business; or
  - (b) the payment of reasonable rent to the member for premises leased by the member to the Society; or
  - (c) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society; or
  - (d) the payment of reasonable prize money to the member for awards won at any shows or events conducted as part of the objects of the Society.

### **PART 3 — MEMBERS**

#### **Division 1 — Membership**

#### **6. Eligibility for membership**

- (1) Any person who supports the objects of the Society is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

#### **7. Applying for membership**

- (1) A person who wants to become a member must apply in writing to the Society.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

## **8. Approval of membership applications**

- (1) The management committee must consider each application for membership of the Society and decide whether to accept or reject the application.
- (2) Subject to sub-rule (3), the management committee must consider applications in the order in which they are received by the Society.
- (3) The management committee may delay its consideration of an application if the management committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The management committee must not accept an application unless the applicant —
  - (a) is eligible under rule 6; and
  - (b) has applied under rule 7.
- (5) The management committee may reject an application even if the applicant —
  - (a) is eligible under rule 6; and
  - (b) has applied under rule 7.
- (6) The management committee must notify the applicant of the management committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the management committee rejects the application, the management committee is not required to give the applicant its reasons for doing so.

## **9. Becoming a member**

- An applicant for membership of the Society becomes a member when —
- (a) the management committee accepts the application; and
  - (b) the applicant pays any membership fees payable to the Society under rule 14.

## **10. Classes of membership**

- (1) The Society consists of ordinary members, life members, corporate members, honorary members and junior members.
- (2) An individual under the age of 18 years can only be a junior member.
- (3) A person can only belong to one class of membership.
- (4) Ordinary, life, corporate and honorary members have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the management committee.
- (5) Junior members have the rights referred to in sub-rule (4) other than full voting rights.
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## **11. When membership ceases**

- (1) Membership ceases when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) the person resigns from the Society under rule 12;
  - (c) the person is expelled from the Society under rule 17;
  - (d) the person ceases to be a member under rule 14(5);
  - (e) for a corporate member, the business closes or ceases to operate.



- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## 12. Resignation

- (1) A member may resign from membership of the Society by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
  - (a) when the Secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Society remains liable for any fees that are owed to the Society (the **owed amount**) at the time of resignation or any property of the Society under their control or in their possession at the time of resignation.
- (4) The owed amount may be recovered by the Society in a court of competent jurisdiction as a debt due to the Society.

## 13. Rights not transferable

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

# Division 2 — Membership fees

## 14. Membership fees

- (1) The management committee must determine the annual membership fee (if any) to be paid for membership of the Society.
- (2) The fees determined under sub-rule (1) may be different for different classes of membership.
- (3) The management committee may apply a pro-rata membership fee to members joining the society at a time other than the commencement of the new membership year.
- (4) A member must pay the annual membership fee to the Treasurer, or another person authorised by the management committee to accept payments, by the date (the **due date**) determined by the management committee.
- (5) If a member has not paid the annual membership fee within the period of three months after the due date, the member ceases to be a member on the expiry of that period.
- (6) If a person who has ceased to be a member under sub-rule (5) offers to pay the annual membership fee after the period referred to in that sub-rule has expired —
  - (a) the management committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## Division 3 — Register of members

### 15. Register of members

- (1) The Secretary, or another person authorised by the management committee, is responsible for the requirements imposed on the Society under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Society.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the management committee.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (5) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the management committee 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 Society.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term used

#### 16. Term used: member

In this Part **member**, in relation to a member who is expelled from the Society, includes former member.

### Division 2 — Disciplinary action

#### 17. Suspension or expulsion

- (1) The management committee may decide to suspend a member's membership or to expel a member from the Society if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Society.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the management committee meeting at which the proposal is to be considered by the management committee.
- (3) The notice given to the member must state —
  - (a) when and where the management committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the proposed suspension or expulsion;

- (4) At the management committee meeting, the management committee must —
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Society.
- (5) A decision of the management committee to suspend the member's membership or to expel the member from the Society takes immediate effect.
- (6) The management committee must give the member written notice of the management committee's decision, and the reasons for the decision, within seven days after the management committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Society may, within 14 days after receiving notice of the management committee's decision under sub-rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 25.
- (8) If notice is given under sub-rule (7), the member who gives the notice and the management committee are the parties to the mediation.

## 18. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Society.
- (2) When a member's membership is suspended, the Secretary must record in the register of members —
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

## Division 3 — Resolving disputes

### 19. Terms used

In this Division —

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

***party to a dispute*** includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### 20. Application of Division

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

- (a) between members; or
- (b) between one or more members and the Society.

## 21. Parties to attempt to resolve dispute

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

## 22. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a management committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the management committee meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the management committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the dispute.
- (5) If —
  - (a) the dispute is between one or more members and the Society; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party —
    - (i) does not agree to the dispute being determined by the management committee; and
    - (ii) requests the appointment of a mediator under rule 25,

the management committee must not determine the dispute.

## 23. Determination of dispute by management committee

- (1) At the management committee meeting at which a dispute is to be considered and determined, the management committee must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The management committee must give each party to the dispute written notice of the management committee's determination, and the reasons for the determination, within seven days after the management committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the management committee's determination under sub-rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 25.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

## Division 4 — Mediation

### 24. Application of Division

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

### 25. Appointment of mediator

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested by a member under rule 17(7) — by agreement between the Member and the management committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 22(5)(b)(ii) or 23(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the management committee must appoint the mediator.
- (3) The person appointed as mediator by the management committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 17(7); or
  - (b) a party to a dispute under rule 22(5)(b)(ii); or
  - (c) a party to a dispute under rule 23(3) and the dispute is between one or more members and the Society.
- (4) The person appointed as mediator by the management committee may be a member or former member of the Society but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### 26. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least seven days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

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

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Society gives notice under rule 17(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

## **PART 5 — MANAGEMENT COMMITTEE**

### **Division 1 — Powers of Management Committee**

#### **28. Management Committee**

- (1) The management committee members are the persons who have the power to manage the affairs of the Society.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, special general meeting or annual general meeting, the management committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Society.
- (3) The management committee must take all reasonable steps to ensure that the Society complies with the Act, these rules and the by-laws (if any).

### **Division 2 — Composition of management committee and duties of members**

#### **29. Management committee members**

- (1) The management committee members consist of —
  - (a) the office holders of the Society;
  - (b) at least one ordinary management committee member; and
  - (c) the past President ex-officio with the same rights as the elected members.
- (2) The management committee must determine the maximum number of members who may be ordinary management committee members.
- (3) The following are the office holders of the Society —
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Secretary;
  - (d) the Treasurer.
- (4) A person may be a management committee member if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) an ordinary, life or honorary member.
- (5) A person must not hold more than one of the offices mentioned in sub-rule (3) at the same time.

### **30. President**

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each management committee meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at management committee meetings and presiding at general meetings provided for in these rules.

### **31. Vice-President**

The Vice-President (or in their absence, another management committee member) assists the President in carrying out their duties, and acts as President when required

### **32. Secretary**

The Secretary has the following duties —

- (a) dealing with the Society's correspondence;
- (b) consulting with the President regarding the business to be conducted at each management committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the management committee to do so, maintaining on behalf of the Society the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Society 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 management committee to do so, maintaining on behalf of the Society a record of management committee members and other persons authorised to act on behalf of the Society, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Society, other than the financial records, financial statements and financial reports, as applicable to the Society;
- (h) maintaining full and accurate minutes of management committee meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the management committee.

### **33. Treasurer**

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Society are collected and issuing receipts for those amounts in the Society's name;
- (b) ensuring that any amounts paid to the Society are credited to the appropriate account of the Society, as directed by the management committee;
- (c) ensuring that any payments to be made by the Society that have been authorised by the management committee or at a general meeting are made on time;
- (d) ensuring that the Society complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Society's financial records, financial statements and financial reports, as applicable to the Society;
- (f) coordinating the preparation of the Society's financial statements before their submission to the Society's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Society's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the Treasurer under these rules or by the management committee.

## **Division 3 — Election of management committee members and tenure of office**

### **34. How members become management committee members**

A member becomes a management committee member if the member —

- (a) is elected to the management committee at an annual general meeting; or
- (b) is appointed to the management committee by the management committee to fill a casual vacancy under rule 41.

### **35. Nomination of management committee members**

- (1) Not less than one (1) calendar month before an annual general meeting, the Secretary must send written notice to all the members —
  - (a) calling for nominations for election to the management committee; and
  - (b) stating the date by which nominations must be received by the Secretary to comply with sub-rule (2).
- (2) A member who wishes to be considered for election to the management committee at the annual general meeting must nominate for election by sending written or electronic notice of the nomination, seconded by another member, to the Secretary at least 14 days before the annual general meeting.
- (3) A member may nominate to be an office holder of the Society, or to be an ordinary management committee member.
- (4) A member whose nomination does not comply with this rule is not eligible for election to the management committee unless the member is nominated under rule 36(2) or 37(1)(b).

### **36. Election of office holders**

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Society. A returning officer may be appointed by the members for this purpose.
- (2) If there is no nomination for a position, the returning officer may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the returning officer of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the management committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new President of the Society may take over as the President of the meeting.

### **37. Election of ordinary management committee members**

- (1) If the number of members nominating for the position of ordinary management committee member is not greater than the number to be elected, the President or the returning officer of the meeting —
  - (a) must declare each of those members to be elected to the position; and



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

(2) If —

- (a) the number of members nominating for the position of ordinary management committee member is greater than the number to be elected; or
- (b) the number of members nominating under sub-rule (1)(b) is greater than the number of positions remaining unfilled,

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

(3) A member who has nominated for the position of ordinary management committee member may vote in accordance with that nomination.

### **38. Term of office**

(1) The term of office of a management committee member begins when the member —

- (a) is elected at an annual general meeting or under sub-rule 39(3)(b); or
- (b) is appointed to fill a casual vacancy under rule 41.

(2) The President shall be elected for a term of one (1) year, and may not serve more than three consecutive terms as President.

(3) The Vice-President shall be elected for a term of two (2) years.

(4) The Secretary and Treasurer shall be elected for a term of one (1) year.

(5) Ordinary management committee members shall be elected for a term of two (2) years.

(6) Subject to sub-rules (2), (3), (4) and (5) above, and rule 40, a management committee member holds office until the positions on the management committee are declared vacant at the next annual general meeting.

(7) A management committee member may be re-elected.

### **39. Resignation and removal from office**

(1) A management committee member may resign from the management committee by written, electronic or verbal notice given to the Secretary or, if the resigning member is the Secretary, given to the President.

(2) The resignation takes effect —

- (a) when the notice is received by the Secretary or President; or
- (b) if a later time is stated in the notice, at the later time.

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

- (a) remove a management committee member from office; and
- (b) elect a member who is eligible under rule 29(4) to fill the vacant position.

(4) A management committee member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

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

#### 40. When membership of management committee ceases

A person ceases to be a management committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the management committee or is removed from office under rule 39; or
- (c) becomes ineligible to accept an appointment or act as a management committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a management committee member because of a mental or physical disability; or
- (e) fails to attend three consecutive management committee meetings, of which the person has been given notice, without having notified the management committee that the person will be unable to attend.

#### 41. Filling casual vacancies

- (1) The management committee may appoint a member who is eligible under rule 29(4) to fill a position on the management committee that —
  - (a) has become vacant under rule 40; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 38(1)(b).
- (2) If the position of Secretary becomes vacant, the management committee must appoint a member who is eligible under rule 29(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 48, the management committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer management committee members than required for a quorum under rule 48, the management committee may act only for the purpose of —
  - (a) appointing management committee members under this rule; or
  - (b) convening a general meeting.

#### 42. Validity of acts

The acts of a management committee or subcommittee, or of a management committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a management committee member or member of a subcommittee.

#### 43. Payments to management committee members

- (1) In this rule —  
**management committee member** includes a member of a subcommittee.
- (2) A management committee member is entitled to be paid out of the funds of the Society for any approved expenditure incurred on the Society's behalf in accordance with Rule 5(3).

### Division 4 — Management committee meetings

#### 44. Management committee meetings

- (1) The management committee must meet at least three times in each year on the dates and at the times and places determined by the management committee.
- (2) The date, time and place of the first management committee meeting must be determined by the management committee members as soon as practicable after the annual general meeting at which the management committee members are elected.

- (3) Special management committee meetings may be convened by the President or any two management committee members.

#### **45. Notice of management committee meetings**

- (1) Notice of each management committee meeting must be given to each management committee member at least five days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Business that has not been described in the notice may be conducted at the meeting if the management committee members at the meeting unanimously agree to treat that business as urgent.

#### **46. Procedure and order of business**

- (1) The President or, in the President's absence the Vice-President, must preside as President of each management committee meeting.
- (2) If the President and Vice President are absent or are unwilling to act as President of a meeting, the management committee members at the meeting must choose one of them to act as President of the meeting.
- (3) The procedure to be followed at a management committee meeting must be determined from time to time by the management committee.
- (4) The order of business at a management committee meeting may be determined by the management committee members at the meeting.
- (5) A member or other person who is not a management committee member may attend a management committee meeting if invited to do so by the management committee.
- (6) A person invited under sub-rule (5) to attend a management committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the management committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### **47. Use of technology to be present at management committee meetings**

- (1) The presence of a management committee member at a management committee meeting need not be by attendance in person but may be by that management committee member and each other management committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a management committee meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **48. Quorum for management committee meetings**

- (1) Subject to rule 41(4), no business is to be conducted at a management committee meeting unless a quorum is present. The quorum for management committee meetings is half the elected management committee members plus one.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a management committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a management committee meeting held under sub-rule (2)(b); and
  - (b) at least five management committee members, including at least two officer holders, are present at the meeting,

those members present are taken to constitute a quorum.

#### **49. Voting at management committee meetings**

- (1) Each management committee member present at a management committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the management committee members present at the management committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the President of the meeting has a second or casting vote.
- (4) A vote may take place by the management committee members present indicating their agreement or disagreement or by a show of hands, unless the management committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the President of the meeting must decide how the ballot is to be conducted.

#### **50. Minutes of management committee meetings**

- (1) The management committee must ensure that minutes are taken and kept of each management committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the management committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 46(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a management committee meeting must be entered in the Society's minute book or electronically circulated within 14 days after the meeting is held.
- (4) The President must ensure that the minutes of a management committee meeting are reviewed and signed as correct by —
  - (a) the President of the meeting; or
  - (b) the President of the next management committee meeting.
- (5) When the minutes of a management committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and

- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made.

## Division 5 — Subcommittees and subsidiary offices

### 51. Subcommittees and subsidiary offices

- (1) To help the management committee in the conduct of the Society's business, the management committee may, in writing, do either or both of the following —
  - (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the management committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member, including to the position of Patron.
- (4) Subject to any directions given by the management committee —
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 52. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

**non-delegable duty** means a duty imposed on the management committee by the Act or another written law.
- (2) The management committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the management committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the management committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the management committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the management committee.
- (7) The management committee may, in writing, verbally or electronically amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF THE SOCIETY

### 53. Annual general meeting

- (1) The management committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than six months after the end of the Society's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Presidents's annual report on the Society's activities during the preceding financial year; and
    - (ii) the financial statements of the Society for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements;
  - (c) to elect the office holders of the Society and ordinary management committee members as per Rules 36 and 37;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Society in accordance with the Act;
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### 54. Special general meetings

- (1) The management committee may convene a special general meeting.
- (2) The management committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub-rule (3)(a).
- (5) If the management committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub-rule (5) —
  - (a) must be held within 42 days after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Society must reimburse any reasonable expenses, incurred by the members convening a special general meeting, in accordance with sub-rule (5).

## 55. General meetings

- (1) The management committee must determine the date, time and place of general meetings.
- (2) The ordinary business of the general meeting is as follows —
  - a. to confirm the minutes of the previous general meeting;
  - b. to receive and consider —
    - i. the correspondence inwards and outwards; and
    - ii. the financial statement of the Society for the preceding month presented under Part 5 of the Act.
- (3) Any other business of which notice has been given in accordance with these rules may be conducted at the general meeting.

## 56. Notice of general meetings

- (1) The Secretary or, in the case of a special general meeting convened under rule 54(5), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of an annual general meeting or special general meeting; or
  - (b) at least 21 days' notice of any meeting where a special resolution is to be proposed at the meeting; or
  - (c) at least seven days' notice of a general meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the management committee under rule 35(2); and
  - (d) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 54(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 57(7).

## 57. Proxies

- (1) Subject to sub-rule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf, only at an annual general meeting or special general meeting.
- (2) An ordinary member may be appointed the proxy for only one other member.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the management committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.

- (7) Notice of a general meeting given to an ordinary member under rule 56 must —
  - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the management committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary before the commencement of the meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society not later than 24 hours before the commencement of the meeting.

## **58. Presiding member and quorum for general meetings**

- (1) The President or, in the President's absence the Vice President, must preside as President of each general meeting.
- (2) If the President and Vice President are absent or are unwilling to act as President of such a meeting, the management committee members at the meeting must choose one of them to act as President of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. The quorum is sixteen (16) members.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the President specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-rule (4)(b); and
  - (b) at least five ordinary members including two office holders are present at the meeting,those members present are taken to constitute a quorum.

## **59. Adjournment of general meetings**

- (1) The President of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 56.



## 60. Voting at general meetings

- (1) On any question arising at a general meeting —
  - (a) subject to sub-rule (5), each ordinary member has one vote; and
  - (b) ordinary members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the President of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member —
  - (a) must have been a financial ordinary member at the time notice of the meeting was given under rule 56; and
  - (b) must have paid any fee or other money payable to the Society by the member.

## 61. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Society with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 62. Determining whether resolution carried

- (1) In this rule —

**poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub-rule (4), the President of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub-rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the President of the meeting or by at least three other ordinary members present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the President;
  - (b) the President must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the President or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the President.

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

### **63. Minutes of general meetings**

- (1) The Secretary, or a person authorised by the management committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
  - (a) the names of the ordinary members attending the meeting; and
  - (b) any proxy forms given to the Secretary of the meeting under rule 57(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 53(3)(b).
- (4) The minutes of a general meeting must be circulated before the next general meeting is held.
- (5) The President must ensure that the minutes of all general meetings are reviewed and signed as correct by —
  - (a) the President of the meeting; or
  - (b) the President of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## **PART 7 — FINANCIAL MATTERS**

### **64. Source of funds**

The funds of the Society may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the management committee.

### **65. Control of funds**

- (1) The Society must open an account in the name of the Society with a bank from which all expenditure of the Society is made and into which all funds received by the Society are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the management committee may approve expenditure on behalf of the Society.
- (3) The management committee may authorise the Treasurer to expend funds on behalf of the Society up to a specified limit without requiring approval from the management committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Society must be signed by the Treasurer and one other authorised management committee member, or in the absence of the Treasurer, one office holder and one other

management committee member. All signatories must be recorded with the bank selected under sub-rule (1).

- (5) All funds of the Society must be deposited into the Society's account within 15 working days after their receipt.

## **66. Financial statements and financial reports**

- (1) For each financial year, the management committee must ensure that the requirements imposed on the Society under Part 5 of the Act relating to the financial statements or financial report of the Society are met.
- (2) Without limiting sub-rule (1), those requirements include —
  - (a) the preparation of the financial statements; and
  - (b) if required, the review or auditing of the financial statements; and
  - (c) the presentation to the annual general meeting of the financial statements; and
  - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements.

## **PART 8 — GENERAL MATTERS**

### **67. By-laws**

- (1) The Society may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 10; and
  - (b) impose restrictions on the management committee's powers, including the power to dispose of the Society's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Society and the auditing of the Society's accounts; and
  - (d) provide for any other matter the Society considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub-rule (3), a by-law made for the purposes of sub-rule (2)(c) may only impose requirements on the Society that are additional to, and do not restrict, a requirement imposed on the Society under Part 5 of the Act.
- (5) At the request of a member, the Society must make a copy of the by-laws available for inspection by the member.

### **68. Executing documents and common seal**

- (1) The Society may execute a document without using a common seal if the document is signed by —
  - (a) two office holders; or
  - (b) one office holder, and one management committee member and/or a person authorised by the President.
- (2) If the Society has a common seal —
  - (a) the name of the Society must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the management committee and in the presence of —

- (i) two office holders; or
- (ii) one office holder, and one management committee member and/or a person authorised by the President,

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

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

## 69. Giving notices to members

- (1) In this rule —

**recorded means** recorded in the register of members.

- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## 70. Custody of books and securities

- (1) Subject to sub-rule (2), the books and any securities of the Society 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 Society 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 management committee.
- (4) The books of the Society must be retained for at least seven years.

## 71. Record of office holders

The record of management committee members and other persons authorised to act on behalf of the Society that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

## 72. Inspection of records and documents

- (1) Sub-rule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of management committee members, and other persons authorised to act on behalf of the Society, under section 58(3) of the Act; or
  - (c) any other record or document of the Society.
- (2) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a management committee meeting, the right to inspect that document is subject to any decision the

management committee has made about minutes of management committee meetings generally, or the minutes of a specific management committee meeting, being available for inspection by members.

- (5) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub-rule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Society; or
  - (b) that is related to complying with a requirement of the Act.

### **73. Publication by management committee members of statements about Society business prohibited**

A management committee member must not publish, or cause to be published, any statement about the business conducted by the Society at a general meeting or management committee meeting unless —

- (a) the management committee member has been authorised to do so at a management committee meeting; and
- (b) the authority given to the management committee member has been recorded in the minutes of the management committee meeting at which it was given.

### **74. Distribution of surplus property on cancellation of incorporation or winding up**

- (1) In this rule —

**surplus property**, in relation to the Society, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Society; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Society,

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

- (2) On the cancellation of the incorporation or the winding up of the Society, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

### **75. Alteration of rules**

If the Society wants to alter or rescind any of these rules, or to make additional rules, the Society may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.