

Rules of Association

Professional Film Crew of Western Australia Incorporated

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Professional Film Crew of Western Australia Incorporated
Rules of Association

1. Name

The name of the Association is **Professional Film Crew of Western Australia Incorporated**.

2. Definitions and interpretation

2.1 Definitions

In these rules, unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

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

Annual General Meeting means a meeting convened under rule 16.1(a).

Annual Subscription Fee has the meaning given to that term in rule 6.4.

Appealing Member has the meaning given to that term in rule 8.2(a).

Associate Member means a Member meeting the eligibility criteria under rule 6.2(b).

Association means the association referred to in rule 1 being Professional Film Crew of Western Australia Incorporated.

Auditor means the auditor, if any, of the Company appointed under rule 19;

Business Day means a day which is not a Saturday, Sunday or public holiday in Perth, Western Australia.

Committee means the management committee of the Association established under rule 10.

Committee Member means a member of the Committee.

Committee Meeting means a meeting of the Committee.

Financial Year means each consecutive 12 month period commencing on 1 November and expiring on 31 October in the following calendar year.

Friends of the Association means a Member meeting the eligibility criteria under rule 6.2(c)

Full Member means a Member meeting the eligibility criteria under rule 6.2(a).

General Meeting means a meeting of the Members for the purpose of conducting the business of the Association and includes an Annual General Meeting and a Special General Meeting.

Member means a member of the Association.

Objects means the objects of the Association as set out in rule 3.

Register of Members means the register of Members referred to in rule 9.1.

Rules means these rules of the Association.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution means a resolution of the Association passed at a General Meeting by not less than 75% of the Members entitled to vote, present and voting at the General Meeting, of which written notice has been provided in accordance with rule 16.3.

Subcommittee means a subcommittee of the Committee established under rule 15.

2.2 Interpretation

In these Rules, unless the context requires otherwise:

- (a) a reference to any legislation or provision, division or subdivision of any legislation includes any amendment to that legislation, provision, division or subdivision, any consolidation or replacement of that legislation, provision, division or subdivision and any subordinate legislation made under that legislation, provision, division or subdivision;
- (b) a reference to a person includes a reference to a company, trust, partnership, incorporated association, organisation and entity;
- (c) a reference to a Member present at a General Meeting or Committee Meeting is a reference to a Member present in person or by proxy;
- (d) a reference to writing and written includes printing, lithography, electronic documents and other ways of representing or reproducing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular;
- (f) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in these Rules;
- (g) a word importing any gender includes every other gender;
- (h) headings are used for convenience only and do not affect the interpretation of these Rules; and

- (i) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning.

3. Objects and Activities

3.1 Objects

The Objects of the Association are to promote the interests of the Professional Film Crew of Western Australia Incorporated by:

- (a) providing representation for professional film crew within the screen sector, creative industries and wider Western Australian community;
- (b) working collaboratively with other like-minded industry associations and individuals to secure a sustainable Western Australian film industry;
- (c) lobbying government and private enterprise for suitable film industry infrastructure;
- (d) endeavouring to build a strong sense of community for members of the Association through continuing communications, support and social activities;
- (e) encouraging members of the Association to continually achieve the highest level of professional standards through provision of information, networking opportunities and further training;
- (f) supporting the promotion of Western Australia as a unique filming location; and
- (g) undertaking any activity that the Committee shall from time to time determine to be in furtherance of the Objects of the Association.

3.2 Activities of the Association

The Association must operate solely for the purpose of promoting and advancing the Objects. However, the Association is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

4. Powers of the Association

The Association has the powers conferred on it by the Act, including the power to:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest any money of the Association not immediately required in any security authorised by law for the investment of trust money;
- (d) borrow money upon such terms and conditions as the Committee thinks fit;

- (e) give such security for the discharge of liabilities incurred by the Association as the Committee thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any contract it considers necessary or desirable;
- (h) appoint, employ and dismiss any staff of the Association as required and on such terms and conditions as the Committee sees fit; and
- (i) do all such other things as the Committee deems to be necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers.

5. Property and income

5.1 Members not to profit

The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those Objects.

5.2 Remuneration

Rule 5.1 does not prevent:

- (a) the payment in good faith of remuneration to any Member, officer, employee or agent of the Association or other person in return for services authorised by the Committee and rendered to the Association;
- (b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Association on overdraft accommodation of the same amount on any money lent by a Member to the Association;
- (c) the payment of reasonable and proper rent for premises leased or let by a Member to the Association;
- (d) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Association;
- (e) the payment of out of pocket expenses incurred by a Committee Member for travel and accommodation in connection with the performance of that Committee Member's functions; or
- (f) the payment of remuneration in good faith to any Committee Member under rule 10.7.

6. Membership

6.1 Classes of Membership

- (a) The Association consists of:
 - (i) Full Members;
 - (ii) Associate Members; and
 - (iii) Friends of the Association.
- (b) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

6.2 Eligibility

- (a) Full Membership of the Association is open to any natural person who resides in Western Australia and works professionally in the film and television industry, who has attained a minimum of 26 weeks paid employment on two or more commercial projects IN THE PRODUCTION ROLE(S) THEY WISH TO BE LISTED.
- (b) Associate membership of the Association is open to individuals related to the film and television industry who fall outside the criteria for Full Membership set by the Association.
- (c) Friends of the Association membership is open to individuals, organisations and businesses with an interest in the aims and objectives of the Association.

6.3 Applying for Membership

- (a) A person who wishes to become a Member must:
 - (i) apply for Membership to the Committee online, in such form as the Committee from time to time directs; and
 - (ii) be proposed by one Committee Member and seconded by another Committee Member.
- (b) The Committee or its delegate must consider each application made under rule 6.3(a)(i) at a Committee Meeting and must accept or reject the application by majority vote.
- (c) From time to time the Committee may decide to consider an application made under made under rule 6.3(a)(i) via electronic correspondence between Committee Members and such application must be accepted or rejected by a majority vote.
- (d) If a person's Membership application is accepted, the Association must enter that person on the Register of Members within 14 days of its decision being communicated to the applicant and payment of the Annual Subscription Fee being received.

- (e) A person's Membership takes effect when they are entered on the Register of Members.
- (f) The Committee is not required to provide reasons as to why a Membership application was rejected.

6.4 **Subscription of Members**

- (a) The Committee may, from time to time at a Committee Meeting, determine the amount of annual subscription to be paid by each Member in each class of membership (**Annual Subscription Fee**).
- (b) Each Member must pay to the Association, annually on or before 1 November or such other date as the Committee from time to time determines, the Annual Subscription Fee.
- (c) A Member whose Annual Subscription Fee is not paid within three months after the date fixed for its payment, ceases to be a Member on the expiry of that period, unless the Committee determines otherwise.
- (d) A person exercises all the rights and obligations of a Member for the purposes of these Rules if his or her Annual Subscription Fee is paid on or before the date fixed for its payment or within 3 months thereafter, or such other time as the Committee determines.

6.5 **Member Rights**

- (a) All Members are entitled to
 - (i) receive notices of, attend and be heard at any General Meeting; and
 - (ii) receive a copy of the annual financial report (if any) of the Association.
- (b) A Full Member is entitled to vote at any General Meeting, provided the Full Member has paid the Annual Subscription Fee (one vote only on any given resolution).

7. **Resignation and cessation of Members**

7.1 **Cessation of Membership**

- (a) A Member ceases to be a Member, if the Member:
 - (i) dies;
 - (ii) is permanently incapacitated by mental disability;
 - (iii) ceases to be a Member under rule 6.4(c);
 - (iv) resigns as a Member under rule 7.2; or
 - (v) is expelled from Membership of the Association under rule 8.

- (b) The Association must remove a person from the Register of Members within 28 days of an event referred to in 7.1(a) occurring.
- (c) A person's cessation of Membership takes effect when they are removed from the Register of Members.

7.2 Resigning as a Member

- (a) A Member may resign from Membership by giving written notice of their resignation to the Association.
- (b) The Member's resignation will be effective at the time the Association receives the notice of resignation.

8. Suspension or Expulsion of Members

8.1 Decision of the Committee

- (a) The Committee may suspend or expel a Member from the Association by ordinary resolution at a Committee Meeting, because of:
 - (i) the Member's failure to comply with these Rules; or
 - (ii) the Member's conduct which is prejudicial or detrimental to the interests of the Association.
- (b) The Committee must give a Member who is the subject of a proposed resolution under rule 8.1(a) written notice of the proposed suspension or expulsion, specifying:
 - (i) the time, date and place of the Committee Meeting at which the question of the suspension or expulsion will be considered; and
 - (ii) particulars of the Member's conduct which is the subject of the notice, not less than 21 days prior to the date of such Committee Meeting.
- (c) A Member who is the subject of a proposed resolution under rule 8.1(a) may:
 - (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Committee Members;
 - (ii) speak to the motion at the relevant Committee Meeting; and
 - (iii) elect to bring a support person, who is not a legal representative, to the relevant Committee Meeting.
- (d) The Association must give a copy of the representations referred to in rule 8.1(c)(i) to each Committee Member, unless those representations are defamatory.
- (e) The Committee must decide whether to suspend, expel or decline to suspend or expel the Member at the Committee Meeting referred to in rule

8.1(a) and must communicate that decision to the relevant Member as soon as possible after the decision is made.

- (f) A Member may be suspended for such period of time as the Committee sees fit in its absolute discretion.
- (g) Subject to rule 8.2, a decision of the Committee to suspend or expel a Member takes effect 14 days after the day on which the decision to is communicated to the Member under rule 8.1(e).

8.2 Right of appeal

- (a) A Member who is suspended or expelled from Membership under rule 8.1(e) (**Appealing Member**) may appeal the decision, by providing written notice to the Association within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under rule 8.1(e).
- (b) Upon receiving a notice under rule 8.2(a), the Committee must give written notice to the Appealing Member, specifying the time, date and place of a General Meeting at which the question of the Appealing Member's suspension or expulsion will be considered by the Members, which must not be more than 90 days after receiving the notice.
- (c) The Appealing Member may:
 - (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;
 - (ii) speak to the motion at the relevant General Meeting; and
 - (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.
- (d) The Association must give a copy of the representations referred to in rule 8.2(c)(i) to each Member, unless those representations are defamatory.
- (e) The Members must at the relevant General Meeting confirm or set aside the decision of the Committee to suspend or expel the Appealing Member.
- (f) If the Members set aside the decision of the Committee to expel the Appealing Member, the Members may determine that the Appealing Member be suspended in the alternative, and must determine the period of the suspension.
- (g) An Appealing Member's suspension or expulsion does not take effect unless and until the decision of the Committee to suspend or expel the Appealing Member is confirmed or varied, as the case may be, under rule 8.2(e) or 8.2(f).

8.3 Consequences of Suspension

- (a) During the period of suspension, the Member:

- (i) loses any rights (including voting rights) arising as a result of Membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit of their Annual Membership Fee.
- (b) When a person's Membership is suspended, the Secretary must record in the Register of Members:
 - (i) that the person's Membership is suspended; and
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Secretary must record in the Register of Members that the person's Membership is no longer suspended.

9. Register of Members of Association

9.1 Maintaining a Register of Members

- (a) The Association must maintain a Register of Members in accordance with the Act.
- (b) The Register of Members must include each Member's name and:
 - (i) residential address;
 - (ii) postal address; or
 - (iii) email address.
- (c) The Register of Members must be kept at a location determined by the Committee from time to time.

9.2 Inspection of the Register of Members

- (a) A Member may request to inspect the Register of Members.
- (b) The Association must make the Register of Members available for inspection upon such a request by a Member.
- (c) Subject to rules 9.3 and 9.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

9.3 Copy of the Register of Members

- (a) A Member may make a request in writing to the Committee for a copy or extract of the Register of Members.
- (b) The Committee may require a Member who requests a copy of the Register of Members to provide a statutory declaration setting out the purpose of the

request and declaring that the purpose is directly connected with the affairs of the Association.

9.4 When using the information in the Register of Members is prohibited

A Member must not use or disclose the information on the Register of Members:

- (a) to gain access to information that a Member has deliberately denied them;
- (b) to contact or send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
- (c) for any other purpose, unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) is related to the administration of the Act.

10. Committee

10.1 Management of the Association

- (a) The Committee is vested with the management of the Association's affairs and the control of the funds and other property of the Association.
- (b) The Committee may exercise all of the powers of the Association except those which must, under these Rules or the Act, be exercised by the Members at a General Meeting.
- (c) If, at any time, the Membership of the Association is less than 6 Full Members, the Committee may act only for the purpose of increasing the number of Members to a number sufficient to meet the minimum requirements of the Act.
- (d) The Committee must comply with any Committee policies, governance rules and codes of conduct as developed by the Committee from time to time.

10.2 Composition

- (a) The Committee must consist of a minimum of 8 and a maximum of 12 people, having such appropriate experience and skills to assist the Association.
- (b) The Committee must consist of the following office-bearers:
 - (i) a President;
 - (ii) a Vice President;
 - (iii) a Secretary;
 - (iv) a Treasurer; and

- (v) not less than four other persons.

10.3 Eligibility

- (a) A person is only eligible for appointment as a Committee Member if that person:
 - (i) is at least 18 years of age;
 - (ii) is a Full Member;
 - (iii) is eligible to serve as a Committee Member under the requirements of the Act; and
 - (iv) meets any additional eligibility criteria, qualification or experience requirements determined by the Committee from time to time (if any).
- (b) Before being appointed to the Committee, the Committee may require that a person sign a statutory declaration stating that they meet the eligibility requirement set out in rule 10.3(a).

10.4 Election of Committee Members

- (a) Subject to rule 10.3, the Members may elect Committee Members at an Annual General Meeting.
- (b) Subject to rule 10.4(c), the Committee may determine the rules which govern the election of Committee Members.
- (c) Candidates must nominate for appointment in writing at least 14 days prior to the date of the Annual General Meeting.
- (d) At the Annual General Meeting, if the number of persons nominated for election to Membership of the Committee does not exceed the number of vacant positions:
 - (i) the Secretary will report accordingly to the chairperson; and
 - (ii) the chairperson:
 - (A) must declare those persons to be duly elected as a Committee Member; and
 - (B) may call for nominations from the eligible Members at the General Meeting to fill any vacant positions remaining unfilled after the elections under rule 10.4(d)(ii)(A) (if any).
- (e) If the number of persons nominated for election exceeds the number of vacancies to be filled, the Members must vote, in accordance with procedures that have been determined by the Committee, to decide the persons who are to be elected to the Committee.
- (f) Following an election under rule 10.4(e), the chairperson must declare those successful persons to be duly elected as Committee Members.

10.5 Appointment of office-bearers

At the first Committee Meeting occurring after each Annual General Meeting, if necessary, the Committee must appoint Committee Members to the office-bearer positions identified under rule 10.2(b).

10.6 Term of office

- (a) Subject to rules 11.3 and 12.1 a Committee Member holds office until the conclusion of the first Annual General Meeting following their election.
- (b) Subject to rule 10.6(c), a Committee Member is eligible for re-election.
- (c) A Committee Member must not hold office for a continuous period of more than 6 years.

10.7 Remuneration

Each Committee Member is entitled to such reasonable remuneration as the Members in General Meeting decide.

10.8 Alternate Committee Members

- (a) Subject to rule 10.3, a Committee Member may, with the written approval of the other Committee Members, appoint a person to be an alternate or substitute Committee Member in his or her place during such period as he or she thinks fit.
- (b) An alternate Committee Member may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate Committee Member is deemed to be the exercise of the power by the appointer.
- (c) The appointment of an alternate Committee Member can be terminated at any time by the appointer notwithstanding that the period of the appointment of the alternate Committee Member has not expired, and terminates in any event if the appointer's office as a Committee Member is vacated.
- (d) An appointment or the termination of an appointment of an alternate Committee Member must be effected by a notice in writing signed by the Committee Member who makes or made the appointment and served on the Association.

11. Committee vacancies

11.1 Vacation of position

The position of any Committee Member will be vacated if the holder of that position:

- (a) resigns by notice in writing to the Association;
- (b) is incapacitated by physical ill health or certified unfit;
- (c) is no longer eligible to be a Committee Member under rule 10.3;

- (d) is removed under rule 12; or
- (e) is absent for more than three Committee Meetings in the same Financial Year, of which he or she has received notice, without a reason which is accepted by the President.

11.2 Committee may act notwithstanding vacancy

The Committee may act notwithstanding a vacancy occurring in any position on the Committee.

11.3 Filling of vacant positions

The Committee may appoint any person who is eligible under rule 10.3 to fill a position on the Committee that has become vacant under rule 11.1 or that remains vacant following an Annual General Meeting (including the appointment of an office-bearer) and that person holds office until the next Annual General Meeting following their appointment.

11.4 Returning the books of the Association

Within 14 days of ceasing to be a Committee Member, the outgoing Committee Member must transfer all relevant documents, records and assets of the Association in their possession, custody or control (if any) to the President, or other Committee Member nominated and authorised by the Committee from time to time.

12. Removal of Committee Members

12.1 Removal by Members

- (a) At a General Meeting, the Association may by ordinary resolution:
 - (i) remove a Committee Member from office; and
 - (ii) elect a person who is eligible under rule 10.3 to fill the vacant position.
- (b) A person elected as a Committee Member under rule 12.1(a)(ii), holds office for the remainder of the term which the Committee Member they replaced would have served.

12.2 Procedure

- (a) A Committee Member who is the subject of a proposed resolution under 12.1 may:
 - (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;
 - (ii) speak to the motion at the General Meeting; and
 - (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.

- (b) The Association must give a copy of the representations referred to in 12.2(a)(i) to each Member, unless those representations are defamatory.

13. Duties of Secretary and Treasurer

13.1 Secretary

The Secretary has the following duties:

- (a) co-ordinating the correspondence of the Association;
- (b) consulting with the President regarding the business to be conducted at each Committee Meeting and General Meeting;
- (c) preparing the notices required for General Meetings and Committee Meetings and for the business to be conducted at General Meetings and Committee Meetings;
- (d) unless another Committee Member is authorised by the Committee to do so, maintaining on behalf of the Association the Register of Members, and recording in the Register of Members any changes in the Membership, as required under the Act and these Rules;
- (e) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under the Act;
- (f) unless another Committee Member is authorised by the Committee to do so, maintaining on behalf of the Association a record of the names and address of persons who:
 - (i) are Committee Members; and
 - (ii) are office-bearers.
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Committee Meetings and General Meetings; and
- (i) carrying out any other duty given to the Secretary under these Rules or by the Committee.

13.2 Treasurer

The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;

- (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements before their submission to the Annual General Meeting;
- (g) providing any assistance required by an Auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (h) carrying out any other duty given to the Treasurer under these Rules or by the Committee.

14. Committee Meetings

14.1 Meetings

- (a) The Committee will meet together to conduct the Association's business as often as the President, or in the President's absence, the Vice President determines, provided that the Committee must meet at least once every 2 months.
- (b) Subject to these Rules, the Committee Members present at a Committee Meeting must determine the procedure and order of business to be followed at the Committee Meeting.

14.2 Notice of Committee Meetings

- (a) The Secretary or such other person nominated and authorised by the Committee is responsible for providing notice of Committee Meetings.
- (b) The nominated person referred to in rule 14.2(a) must give all Committee Members not less than 7 days notice of every Committee Meeting, except where all of the Committee Members unanimously consent to shorter notice being given.

14.3 Quorum

- (a) A quorum of a Committee Meeting is 50% of the Committee Members.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the Committee Meeting, the Committee Meeting will lapse.

14.4 Chairperson of Committee Meetings

- (a) Subject to rule 14.4(b), at every Committee Meeting the President, or in the President's absence the Vice President, will preside as chairperson of the Committee Meeting.

- (b) In the absence of both the President and the Vice President, the remaining Committee Members must elect a Committee Member to preside as chairperson.

14.5 Voting at Committee Meetings

- (a) Every Committee Member present at a Committee Meeting has a deliberative vote.
- (b) Any resolution put forward at a Committee Meeting must be passed by a majority of the Committee Members present and voting at the Committee Meeting.
- (c) The chairperson does not have a casting vote.

14.6 Conflict of interest

- (a) A Committee Member who has any material personal interest in a matter being considered at a Committee Meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (ii) not be present while the matter is being considered at the Committee Meeting or vote on the matter; and
 - (iii) disclose the nature and extent of the interest at the next General Meeting.
- (b) Rule 14.6(a) does not apply in respect of a material personal interest that:
 - (i) exists only because the Committee Member is a member of a class of persons for whose benefit the Association is established; or
 - (ii) the Committee Member has in common with all, or a substantial proportion of, the Members.

14.7 Validity of acts of the Committee

All acts done at any Committee Meeting, or by the Committee, will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Committee Member or that any Committee Member was disqualified, be valid as if such defect did not in fact exist or such Committee Member was not disqualified, as the case may be.

14.8 Use of Technology at Committee Meeting

- (a) The Association may hold a Committee Meeting at 2 or more venues using any technology that gives the Committee Members entitled to be heard at a Committee Meeting, a reasonable opportunity to participate.
- (b) The Committee Members may only withdraw their consent for the use of technology by a resolution of the Committee at a Committee Meeting.

14.9 Minutes of Committee Meetings

- (a) Subject to rule 14.9(c), the Secretary must cause proper minutes of all proceedings of every Committee Meeting to be entered into a minute book within 30 days after the holding of each such Committee Meeting.
- (b) The minutes referred to under rule 14.9(a) must contain:
 - (i) the names of all Committee Members present and those whose apologies for non-attendance were accepted by the Committee Meeting;
 - (ii) details of any material personal interest disclosed by a Committee Member under rule 14.6(a)(i); and
 - (iii) all orders and resolutions made or passed by the Committee at the Committee Meeting.
- (c) If the Secretary is not present at the Committee Meeting, the Committee must nominate and authorise a person to be responsible for complying with the requirements set out in rule 14.9(a) in relation to that particular Committee Meeting.
- (d) The minutes created under rule 14.9(a) when signed by the chairperson will be, until the contrary is proved, evidence that:
 - (i) the Committee Meeting was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the Committee Meeting did in fact take place; and
 - (iii) all appointments reported to have been made at the Committee Meeting have been validly made.

14.10 Resolutions

- (a) Subject to these Rules and the Act, the Committee may pass a circular resolution without a Committee Meeting being held.
- (b) A circular resolution is passed if all of the Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 14.10(c).
- (c) Each Committee Member may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (d) The Association may send a circular resolution by electronic means to the Committee Members and the Committee Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

15. Subcommittees

15.1 Establishment of Subcommittees

The Committee may establish Subcommittees to advise the Association on any matter relating to the Association.

15.2 Composition and role of Subcommittee

Unless inconsistent with these Rules, the Committee may:

- (a) appoint and remove Subcommittee members, or make provision for the appointment and removal of Subcommittee members;
- (b) specify that the Subcommittee consists of a single individual or a number of individuals;
- (c) determine the functions of any Subcommittee; and
- (d) determine the remuneration (if any) of any Subcommittee members.

15.3 Subcommittee Decisions

- (a) If the Committee establishes a Subcommittee for a particular matter then the Committee must obtain the opinion of that Subcommittee before the Committee makes any decision on that matter.
- (b) The opinion or decisions of a Subcommittee are recommendations only and do not bind the Committee in any way.

15.4 Advisory Committee Rules

The Committee may make and amend rules for each Subcommittee.

16. General Meetings

16.1 Annual General Meetings and Special General Meetings

The Committee:

- (a) must convene an Annual General Meeting of the Association within the period required by the Act;
- (b) may at any time convene a Special General Meeting of the Association; and
- (c) must convene a Special General Meeting of the Association, for the purpose which will be specified in the request, within 30 days of receiving a written request to do so signed by not less than 20% of the Members (**Percentage**), unless this Percentage is greater than the prescribed percentage under the Act, in which case the prescribed percentage under the Act will apply.

16.2 Rights of Members convening Special General Meeting

When a Special General Meeting is convened under rule 16.1(c):

- (a) the Committee must:
 - (i) provide notice to all Members of the Special General Meeting in accordance with rule 16.3; or
 - (ii) ensure that the Members convening the Special General Meeting are supplied with the Register of Members in accordance with rule 8.1 for the purpose of convening the Special General Meeting; and
- (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

16.3 Notice of General Meeting

A notice of every General Meeting must:

- (a) be given to all Members and the Auditor (if any) at least 14 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution is to be considered, in which case at least 21 days notice must be given;
- (b) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;
- (c) state that Members may appoint another Member as a proxy for the General Meeting and include a copy of any form that the Committee has approved for the appointment of a proxy;
- (d) contain details of the Association's voting procedures, including how to vote by post, electronic transmission, and proxy; and
- (e) be delivered by hand, sent by prepaid post or sent by electronic transmission to every Member in accordance with each Member's contact details appearing in the Register of Members in accordance with rule 8.1.

16.4 Quorum

- (a) A quorum of a General Meeting is 15 of Members.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:
 - (i) in the case of a meeting convened pursuant to rule 16.1(c), the General Meeting will lapse; and
 - (ii) in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the Committee.
- (c) There will not be transacted at any adjourned General Meeting any business other than the business left unfinished at or on the agenda of the General Meeting which was adjourned.

- (d) When a General Meeting is adjourned for a period of 30 days or more, the Association must give notice under rule 16.3 of the adjourned General Meeting as if that General Meeting was a new General Meeting.

16.5 Chairperson of General Meetings

- (a) Subject to rule 16.5(b), at every General Meeting the President, or in the President's absence the Vice President , will preside as chairperson of the General Meeting.
- (b) In the absence of both the President and the Vice President , the Members must elect a Committee Member to preside as chairperson.
- (c) The chairperson may:
 - (i) with the consent of the General Meeting, adjourn any General Meeting from time to time and from place to place; and
 - (ii) impose reasonable time limits on the speakers on any motion.

16.6 Voting at General Meetings

- (a) Every Full Member present at a General Meeting has a deliberative vote.
- (b) Unless otherwise provided in these Rules or the Act, any resolution at a General Meeting will be carried by a simple majority of the Members present on a show of hands.
- (c) The chairperson does not have a casting vote.
- (d) At any General Meeting, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Association under rule 16.12, is conclusive evidence of the fact unless, during the General Meeting at which the resolution is considered, a poll is demanded in accordance with rule 16.6(e).
- (e) At a General Meeting, a poll may be demanded by the chairperson or by three or more Members present and, if so demanded, must be taken in such manner as the chairperson directs.
- (f) If a poll is demanded and taken under rule 16.6(e), a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

16.7 Proxies

- (a) A Member may appoint an individual who is a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

- (d) If no instructions are given to the proxy, the proxy may vote as the proxy sees fit.
- (e) If the Committee has approved a form for the appointment of a proxy, the appointing Member must use that form.
- (f) A form appointing a proxy is of no effect unless it is received by the Association before the commencement of the General Meeting for which the proxy is appointed.

16.8 Auditor's Right to be Heard

The Auditor (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor (if any) in their professional capacity.

16.9 Use of Technology at General Meeting

- (a) The Association may hold a General Meeting at 2 or more venues using any technology that gives the Members entitled to be heard at a General Meeting, a reasonable opportunity to participate.
- (b) The Members may only withdraw their consent for the use of technology by a resolution of the Association at a General Meeting.

16.10 Postponing or Cancelling a Meeting

- (a) Subject to rule 16.10(b), the Committee may change the venue for, postpone or cancel a General Meeting at its own discretion.
- (b) If a Special General Meeting is called under rule 16.1(c), the Committee must not cancel it without the consent of the relevant Members.

16.11 Annual General Meeting

Every Annual General Meeting must consider the following business in the following order:

- (a) the confirmation and amendment (if necessary) of the minutes of the previous Annual General Meeting;
- (b) the disclosure of the nature and extent of all material personal interests required to be disclosed under rule 14.6(a) (if any);
- (c) the consideration of the financial accounts of the Association and reports of the Committee; and
- (d) any other business specified in the notice convening the Annual General Meeting.

16.12 Minutes of General Meetings

- (a) The Secretary, or such other person nominated and authorised by the Committee, must cause proper minutes of all proceedings of every General

Meeting to be entered into a minute book within 30 days after the holding of each such General Meeting.

- (b) The minutes referred to under rule 16.12(a) must record:
 - (i) the names of all Members who attended the meeting;
 - (ii) any proxy forms validly received in accordance with rule 16.7;
 - (iii) details of any material personal interest disclosed by a Committee Member at the General Meeting; and
 - (iv) all resolutions passed by the General Meeting.
- (c) The minutes created under rule 16.12(a) when signed by the chairperson of the General Meeting are, until the contrary is proved, evidence that:
 - (i) the General Meeting was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and
 - (iii) all appointments reported to have been made at the General Meeting have been validly made.

17. Dispute resolution

- (a) The dispute resolution procedure set out in this rule 17 applies to disputes arising under or in relation to these Rules between:
 - (i) a Member and another Member; and
 - (ii) a Member and the Association.
- (b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a meeting in the presence of a registered mediator.
- (d) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (e) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and

- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (f) The mediator must not determine the dispute.
- (g) The mediation must be confidential and without prejudice.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

18. Indemnity

18.1 Members bound by Rules and decisions of Committee

- (a) Every Member agrees to comply with these Rules.
- (b) Every Member is bound by the decisions of the Committee.

18.2 Committee Members not liable

No Committee Member is liable for the acts of any other Committee Member, or for any loss or damage or expense suffered or incurred by the Association, unless the same is caused by the Committee Member's own wilful act, wilful neglect or wilful default.

18.3 Indemnification of the Committee Members

Each Committee Member is indemnified out of the funds of the Association against any losses, costs or expenses incurred by the Committee Member in the discharge of the Committee Member's duties, except where such losses, costs and expenses are incurred by the Committee Member's own wilful act, wilful neglect or wilful default.

19. Auditor

- (a) The Association must have its financial report for each Financial Year audited or reviewed in accordance with the provisions of the Act.
- (b) The Association must appoint an auditor or reviewer, as the case may be, in accordance with the provisions of the Act.

20. Inspection of records and documents of the Association

In accordance with the requirements of the Act, a Member may inspect:

- (a) these Rules;
- (b) the Register of Members in accordance with rule 9.2; and
- (c) the record of Committee Members in accordance with rule 13.1(f).

21. Notices

21.1 Service on Members or Committee Members

- (a) A notice under these Rules is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email as per the details contained in the Register of Members.
- (b) The non receipt of, or the omission to send to any Member or Committee Member, any notice or other document required to be sent to a Member under these Rules does not invalidate any General Meeting or Committee Meeting.

21.2 Service on the Association

A notice may be served on the Association by either email, post or personal delivery to the Secretary or President.

21.3 Time for service of notice

A notice is deemed to have been received by a Member or other person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid post, on the day following that upon which it is posted;
- (c) if sent electronically, on the date that the electronic communication was sent,

but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

22. Executing documents and Common Seal

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) 2 Committee Members; or
 - (ii) 1 Committee Member and a person authorised by the Committee.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Committee and in the presence of:
 - (A) 2 Committee Members; or
 - (B) 1 Committee Member and a person authorised by the Committee,

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

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

23. Winding up of the Association or cancellation of incorporation

23.1 Resolution

The Association may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

23.2 Distribution of surplus property

If, upon the cancellation of the incorporation or the winding up of the Association, there remains any property of the Association after satisfaction of all debts and liabilities of the Association, that property will be distributed to an association of the type set out in the Act, as determined by Special Resolution of the Association.

24. Rules of the Association

- (a) The Association may, by Special Resolution, resolve to amend these Rules.
- (b) All previous acts and appointments legal and valid under these Rules, prior to the amendment or repeal of these Rules or under the former Rules (subject to any later rules), will remain legal and valid.
- (c) Any amendment or repeal of these Rules or any new rules only has force or effect as set out under the Act.