

CONSTITUTION

Western Australian Primary Principals' Association (INC.)

(IARN: A0790063H) – Amended 4 November 2021



WESTERN AUSTRALIAN PRIMARY
PRINCIPALS' ASSOCIATION

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Western Australian Primary Principals' Association

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This index does not form part of the rules of the Association.

PART 1 PRELIMINARY

1 Name of Association

The name of the Association is "Western Australian Primary Principals' Association (INC.)"

2 Meaning of terms used

In these rules, unless the contrary intention appears –

Act means the *Association Incorporation Act 2015*;

active life member means a person qualified as such under rule 9(3)(a)(1);

alumni life member means a person qualified as such under rule 9(3)(a)(ii);

alumni member means a person qualified as such under rule 9(4);

aspirant member means a person qualified as such under rule 9(5)

Association means the Western Australian Primary Principals' Association (INC.);

Board means the Board of the Association established under these rules;

Board meeting means a meeting of the Board;

books, of the Association, includes the following –

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

by-laws means by-laws made by the Association under rule 67;

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

deputy principal means a person who is appointed as such under section 236(2) of the *School Education Act 1999* and includes an associate principal or any other class of school administrator under section 237(a)(ii) of the *School Education Act 1999*;

Executive Committee means the Executive Committee of the Association established under these rules;

Executive Officer means a Board Member elected to the position of Executive Officer under rule 32(2) or 32(4);

financial records include the following -

- (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 report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

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

financial year, of the Association, has the meaning given to it in rule 6;

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

honorary member means a person qualified as such under rule 9(6);

life member means a person qualified as an active life member or an alumni life member under rule 9(3);

member means a person who is a member of the Association under these rules;

ordinary member means a person qualified as such under rule 9(1);

ordinary board member means a Board member who is not a member of the Executive Committee of the Association under rule 32;

President means the Board Member who holds the office of "President" of the Association;

	<p>principal means a person appointed as such under section 236(2) of the School Education Act;</p> <p>register of members means the register of members referred to in section 53 of the Act;</p> <p>restricted ordinary member means a person qualified as such under rule 9(2);</p> <p>rules means these rules of the Association, as in force for the time being;</p> <p>secretary means the person appointed under rule 52;</p> <p>special general meeting means a general meeting of the Association other than the annual general meeting;</p> <p>special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act; and</p> <p>subcommittee means a subcommittee appointed by the Board under rule 50.</p>
3	<p>Interpretation</p> <ol style="list-style-type: none"> (1) Subject to the Act and to subrule (2), the Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent. (2) Subject to the Act, anything done under these rules is not invalid because a requirement of these rules has not been strictly complied with, if the Board determines that the requirement has been substantially complied with. (3) A determination by the Board under subrules (1) or (2) can be set-aside only by a resolution carried at a general meeting of the members. Notice of intention to move to set aside the Board's determination must be given in writing to the Association at least 21 days prior to the general meeting. (4) A reference to writing includes any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient. (5) A reference to posting includes sending by electronic transmission. (6) A reference to a ballot paper includes a reference to a ballot paper in any format including an electronic document that is attached to an electronic transmission.
4	<p>Objects</p> <p>The objects of the Association are to advance primary school education in Western Australia by supporting, developing and strengthening school leadership by-</p> <ol style="list-style-type: none"> (a) shaping the future of primary education in Western Australia through influential and progressive leadership, ensuring that all students receive the highest quality education; and (b) improving educational outcomes for government school students through- <ol style="list-style-type: none"> i. educating and training school leaders to deliver quality education; and ii. providing professional support to these school leaders; and (c) initiating, promoting and encouraging educational research and investigation; and (d) advocating for education and educational excellence on behalf of school leaders among the public, key stakeholders and at state, federal and international levels; and (e) doing such other things as are incidental or conducive to the attainment of these objects.
5	<p>Powers</p> <ol style="list-style-type: none"> (1) Subject to the Act, the Association shall have all such powers, including incidental powers, as may be necessary or convenient for carrying out its objects and purposes. These powers shall include the power to carry out any one of more of the objects independently or exclusively of the remainder of the objects. (2) Without limiting the powers in subrule (1), the Association's powers include the power to- <ol style="list-style-type: none"> (a) acquire, hold, deal with, and dispose of any real or personal property; and (b) borrow money upon such terms and conditions as the Association thinks fit; and (c) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and (d) appoint agents to transact any business of the Association on its behalf; and (e) enter into any other contract it considers necessary or desirable; and (f) establish an incorporated proprietary limited company that is wholly owned by the Association and meeting the objectives of the Association in accordance with rule 4(c).

6	<p>Financial Year</p> <p>The financial year of the Association shall end on 30 June each year.</p>
PART 2 ASSOCIATION TO BE NOT-FOR-PROFIT BODY	
7	<p>Not-for-profit body</p> <p>(1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.</p> <p>(2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).</p> <p>(3) A payment to a member out of the funds of the Association is authorised if it is –</p> <ul style="list-style-type: none"> (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or (b) the payment of interest, or money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
PART 3 MEMBERS	
DIVISION 1 MEMBERSHIP	
8	<p>Classes of membership</p> <p>The Association has the following classes of membership:</p> <ul style="list-style-type: none"> (a) ordinary membership; (b) restricted ordinary membership; (c) active life membership; (d) alumni life membership; (e) alumni membership; (f) aspirant membership; and (g) honorary membership.
9	<p>Eligibility for membership</p> <p>(1) Ordinary membership shall be open to –</p> <ul style="list-style-type: none"> (a) principals and deputy principals of Western Australian government schools with a primary component; and (b) principals and deputy principals in acting positions, for over one semester, in a Western Australian government school with a primary component; and (c) persons who have held substantive positions as principals or deputy principals in a Western Australian government school with a primary component but who currently: <ul style="list-style-type: none"> i. occupy other administrative roles; or ii. hold positions in regional office or in central office; or iii. are on secondment; or iv. hold positions in educational institutions, or other entities with an educational focus as approved by the Board from time to time. <p>(2) Restricted ordinary membership shall be open to –</p> <ul style="list-style-type: none"> (a) primary principals, primary deputy principals, heads and deputy heads of junior schools in non government schools; and (b) principals and deputy principals of schools outside of Western Australia; and (c) senior executive of the Department of Education WA; and

- (d) ordinary members of the Association who are on approved leave for a maximum period of one year unless otherwise determined by the Board; and
- (e) persons with a teaching qualification employed by the Department of Education WA and who are not eligible for ordinary membership of the Association; and
- (f) persons who hold positions in educational institutions, or other entities with an educational focus as approved by the Board from time to time.

(3) **Life membership**

- (a) There are two classes of life membership:
 - i. **active life members** – life members who are practicing principals or deputy principals, including within the terms of rule 9(1)(c); and
 - ii. **alumni life members** – life members who are no longer practicing principals or deputy principals, including within the terms of rule 9(1)(c).
- (b) Life membership may be bestowed by the Board upon members who have both –
 - i. rendered long and valuable service to the Association and education; and
 - ii. been nominated for life membership in the manner prescribed by the Board from time to time;

(4) **Alumni membership** shall be open to previous ordinary members who are retired.

(5) **Aspirant membership** shall be open to teaching staff who are both –

- (a) working in Western Australian government schools with a primary component; and
- (b) committed to professional learning to obtain the necessary skills and experience to become a principal or deputy principal.

(6) **Honorary membership**

- (a) Honorary membership may be bestowed by the Board upon persons who are not members of the Association and who have both -
 - i. rendered long and valuable service to the Association and/or have made a significant contribution to its affairs and development; and
 - ii. been nominated for honorary membership in the manner prescribed by the Board.
- (b) Honorary members shall be considered trusted advisors to the Association and the Board may seek the advice of honorary members as required.

10 Membership Benefits

(1) **Ordinary members** are entitled to -

- (a) nomination and election to the Board; and
- (b) attend and vote at general meetings; and
- (c) access to all services, advocacy, social functions and professional development initiatives; and
- (d) preferential listing for the annual WAPPA Conference attendance; and
- (e) such publications, communications and other benefits as the Board may determine from time to time.

(2) **Restricted ordinary members** are entitled to -

- (a) attend but not vote at general meetings; and
- (b) such publications, communications and other benefits as the Board may determine from time to time; and
- (c) registration at the annual WAPPA conference and other professional learning sessions at member's rate as the Board may determine from time to time.

(3) **Active life members** are entitled to -

- (a) subject to Part 4 Division 2 of these rules, membership for life; and
- (b) exemption from the payment of the annual subscription fee; and
- (c) nomination and election to the Board; and
- (d) attend and vote at general meetings; and
- (e) access to all services, advocacy, social functions and professional development initiatives; and

	<ul style="list-style-type: none"> (f) access to complimentary VIP attendance at annual WAPPA conferences; and (g) such publications, communications and other benefits as the Board may determine from time to time; <p>(4) Alumni life members are entitled to -</p> <ul style="list-style-type: none"> (a) subject to Part 4 Division 2 of these rules, membership for life; and (b) exemption from the payment of the annual subscription fee; and (c) attend and vote at general meetings; and (d) access to social functions; and (e) access to complimentary VIP attendance at annual WAPPA conferences; and (f) such publications, communications and other benefits as the Board may determine from time to time. <p>(5) Alumni members are entitled to -</p> <ul style="list-style-type: none"> (a) attend but not vote at general meetings; and (b) such publications, communications and other benefits as the Board may determine from time to time. <p>(6) Aspirant members are entitled to -</p> <ul style="list-style-type: none"> (a) attend but not vote at general meetings; and (b) registration at the annual WAPPA conference and other professional learning sessions at members' rates as the Board may determine from time to time; and (c) such publications, communications and other benefits as the Board may determine from time to time. <p>(7) Honorary members are entitled to -</p> <ul style="list-style-type: none"> (a) subject to Part 4 Division 2 of these rules, membership for life; and (b) attend but not vote at general meetings; and (c) access to social functions; and (d) access to complementary VIP attendance at annual WAPPA conferences; and (e) such publications, communications and other benefits as the Board may determine from time.
11	<p>Applying for membership</p> <ul style="list-style-type: none"> (1) A person who is eligible to become a member of the Association may apply for membership by completing an application in the form prescribed by the Board from time to time. (2) The application must be signed by the applicant and one member of the Association as the person proposing the applicant for membership.
12	<p>Dealing with membership applications</p> <ul style="list-style-type: none"> (1) The President, or a person nominated by the President, shall consider each application for membership and either - <ul style="list-style-type: none"> (a) approve the application; or (b) refer the application to the Board for a decision if he or she thinks there is a reason to decline the application. (2) The Board may delay its consideration of an application if the Board 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. (3) The President, or a person nominated by the President, or the Board must not accept an application unless the applicant - <ul style="list-style-type: none"> (a) is eligible under rule 9 (b) has applied under rule 11. (4) The Board may reject an application even if the applicant - <ul style="list-style-type: none"> (a) is eligible under rule 9 (b) has applied under rule 11. (5) The President, or a person nominated by the President, shall notify the applicant as soon as practicable after a decision has been made to accept or reject the application.

	(6) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.
13	<p>Becoming a member</p> <p>(1) An applicant for membership of the Association becomes a member when –</p> <ul style="list-style-type: none"> (a) the application is accepted; and (b) subject to subrule (2), the applicant pays the annual subscription fee payable to the Association under rule 17 by: <ul style="list-style-type: none"> i. an upfront annual payment; or ii. where eligible, instalment payments under rule 17(5). <p>(2) Where an eligible applicant elects to pay the annual subscription by instalment payments under rule 17(5), membership shall commence only once-</p> <ul style="list-style-type: none"> (a) the Association receives a payment authority, signed by an eligible applicant and in the form prescribed by the Board from time to time, authorising the Association to commence deducting instalment payments; and (b) instalment payments have commenced.
14	<p>When membership ceases</p> <p>(1) A person ceases to be a member of the Association when the person -</p> <ul style="list-style-type: none"> (a) dies; or (b) is no longer eligible for membership; or (c) resigns from the Association under rule 15; or (d) is expelled from the Association under rule 20; or (e) fails to pay arrears of subscription under rule 17(6). <p>(2) The secretary, or another person authorised by the Board, must keep a record for at least one year after a person ceases to be a member of –</p> <ul style="list-style-type: none"> (a) the date on which the person ceased to be a member; and (b) the reason why the person ceased to be a member.
15	<p>Resignation</p> <p>(1) A member may resign from the membership of the Association by giving written notice of the resignation to the secretary or another person authorised by the Board.</p> <p>(2) The resignation takes effect –</p> <ul style="list-style-type: none"> (a) when the secretary or other authorised person receives the notice; or (b) if a later time is stated in the notice, at that later time. <p>(3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.</p> <p>(4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.</p>
16	<p>Rights not transferrable</p> <p>The rights of a member are not transferable and end when membership ceases.</p>
DIVISION 2 MEMBERSHIP FEES	
17	<p>Membership fees</p> <p>(1) The Board will from time to time fix the annual membership fee to be paid for membership of the Association.</p> <p>(2) The fee determined under subrule (1) may be different for different classes of membership.</p> <p>(3) Notice of any change in annual membership fee determined under subrule (1) shall be given to members not later than three (3) months prior to the date upon which the new fee will become payable.</p>

	<p>(4) A restricted ordinary member or alumni member will pay the annual membership fee in advance.</p> <p>(5) An aspirant member or ordinary member may elect to pay the annual membership fee in such instalments and by such methods as determined by the Board from time to time.</p> <p>(6) A member who is more than six (6) weeks in arrears in respect of any payment of annual membership fees will, on receipt of notice from the Board, lose all membership benefits and cease to be a member.</p> <p>(7) If, after receipt of notice from the Board, a person who has ceased to be a member under subrule (6) offers to pay the arrears-</p> <p style="padding-left: 40px;">(a) the Board may, in its discretion, accept the payment; and</p> <p style="padding-left: 40px;">(b) if the payment is accepted, the person's membership is re-instated and membership benefits will resume from the date the payment is accepted.</p> <p>(8) An ordinary member on leave or whose special circumstances warrant dispensation may apply to the Board for a reduction in annual subscription or a suspension of payment of instalments for the period of leave or whilst those special circumstances persist.</p> <p>(9) The maximum period of suspension of payment or equivalent reduction under subrule (8) is one (1) year, unless otherwise determined by the Board.</p> <p>(10) The granting of any reduction or suspension, including the terms upon which such reduction or suspension is granted, is at the sole discretion of the Board.</p>
	DIV 3 REGISTER OF MEMBERS
18	<p>Register of members</p> <p>(1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.</p> <p>(2) The register shall include each member's -</p> <p style="padding-left: 40px;">a. name; and</p> <p style="padding-left: 40px;">b. contact address; and</p> <p style="padding-left: 40px;">c. class of membership; and</p> <p style="padding-left: 40px;">d. date of admission to membership.</p> <p>(3) Unless notified otherwise by a member, the contact address referred to in subrule (2) and recorded in the register will be the member's email address.</p> <p>(4) The register of members must be kept at the Association's registered office, or at another place determined by the Board.</p> <p>(5) A member who wishes to inspect the register of members must contact the secretary, or another person authorised by the Board, to make the necessary arrangements.</p> <p>(6) If -</p> <p style="padding-left: 40px;">(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</p> <p style="padding-left: 40px;">(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,</p> <p>the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.</p>
	PART 4 DISCIPLINARY ACTION, DISPUTES AND MEDIATION
	DIVISION 1 TERMS USED
19	<p>Term used: member</p> <p>In this Part -</p> <p>member, in relation to a member who is expelled from the Association, includes former member.</p>

	DIVISION 2 DISCIPLINARY ACTION
20	<p>Suspension or expulsion</p> <p>(1) The Board may decide to suspend a member's membership or to expel a member from the Association if-</p> <ul style="list-style-type: none"> (a) the member willfully contravenes any of these rules; or (b) the member acts detrimentally to the interest of the Association; or (c) the member engages in unbecoming or dishonorable conduct. <p>(2) The President must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be consider by the Board.</p> <p>(3) The notice given to the member must state –</p> <ul style="list-style-type: none"> (a) when and where the Board 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 Board about the proposed suspension or expulsion. <p>(4) At the Board meeting, the Board must –</p> <ul style="list-style-type: none"> (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and (b) give due consideration to any submission so made; and (c) decide – <ul style="list-style-type: none"> i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or ii. whether or not to expel the member from the Association. <p>(5) A decision of the Board to suspend the member's membership or expel the member from the Association takes immediate effect.</p> <p>(6) The Board must give the member written notice of the Board's decision, and the reason for the decision, within 7 days after the Board meeting at which the decision was made.</p> <p>(7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (6), give written notice to the President requesting the appointment of a mediator under rule 26.</p> <p>(8) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.</p>
21	<p>Consequences of suspension</p> <p>(1) During the period a member's membership is suspended, the member –</p> <ul style="list-style-type: none"> (a) loses any rights (including voting rights) and benefits 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 Association. <p>(2) When a member's membership is suspended the secretary, or another person authorised by the Board, must record in the register of members –</p> <ul style="list-style-type: none"> (a) that the member's membership is suspended; (b) the date on which the suspension takes effect; and (c) the period of suspension. <p>(3) When the period of suspension ends the secretary, or another person authorised by the Board, must record in the register of members that the member's membership is no longer suspended.</p>

DIVISION 3 DISPUTES AND MEDIATION	
22	<p>Terms used</p> <p>In this Division –</p> <p><i>grievance procedure</i> means the procedure set out in this Division.</p> <p><i>parties to a dispute</i> includes a person –</p> <ul style="list-style-type: none"> (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.
23	<p>Application of Division</p> <p>The grievance procedure applies to disputes –</p> <ul style="list-style-type: none"> (a) between members; or (b) between one or more members and the Association; or (c) where the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
24	<p>Parties to attempt to resolve dispute</p> <p>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.</p>
25	<p>Mediation</p> <p>If the parties to a dispute are unable to resolve the dispute themselves within the time required by rule 24, any party to the dispute may start the grievance procedure by giving written notice to the secretary, or another person authorised by the Board, requesting the appointment of a mediator under rule 26.</p>
26	<p>Appointment of Mediator</p> <ul style="list-style-type: none"> (1) The mediator must be - <ul style="list-style-type: none"> (a) a person chosen by agreement between the parties; or (b) in the absence of agreement – <ul style="list-style-type: none"> I. in the case of a dispute between a member and another member, a person appointed by the Board; II. in the case of a dispute between a member or relevant non-member and the Association, a person appointed by the Board - provided that person is a mediator appointed to, or employed with, a not-for-profit body. (2) The person appointed as mediator by the Board may be a member or former member of the Association but must not – <ul style="list-style-type: none"> (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.
27	<p>Mediation Process</p> <ul style="list-style-type: none"> (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation. (2) In conducting the mediation, the mediator must - <ul style="list-style-type: none"> (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. (3) The mediator cannot determine the matter that is the subject of the mediation. (4) 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.

	<p>(5) Unless otherwise agreed, the costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.</p> <p>(6) 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.</p>
28	<p>If mediation results in decision to suspend or expel being revoked</p> <p>If -</p> <p>(a) mediation takes place because a member, whose membership is suspended or who is expelled from the Association, gives notice under rule 20(7); and</p> <p>(b) as a result of the mediation, the decision to suspend the member's membership or expel the member is revoked,</p> <p>that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.</p>
PART 5 BOARD	
DIVISION 1 POWERS OF BOARD	
29	<p>Board Powers</p> <p>(1) The Board Members are the persons who, as the Board of the Association, have the power to manage the affairs of the Association.</p> <p>(2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management or the affairs of the Association.</p> <p>(3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).</p> <p>(4) The Board shall have the ultimate responsibility for organisational matters and for the strategic planning of the Association.</p> <p>(5) The Board shall appoint such management as may be required to properly administer the business and affairs of the Association.</p>
DIVISION 2 COMPOSITION OF BOARD AND DUTIES OF BOARD MEMBERS	
30	<p>Board Composition</p> <p>(1) The Board consists of the following members to be appointed in accordance with these rules -</p> <p>(a) the President; and</p> <p>(b) two Vice Presidents; and</p> <p>(c) eight Board Members; two of whom will be elected by the Board in accordance with rule 32(2) to the position of Executive Officers.</p>
31	<p>President</p> <p>(1) The President shall be elected in accordance with Division 3 of these rules for a term of three years and is eligible for re-election.</p> <p>(2) The President shall preside at all meetings and shall represent the Association on public occasions. In the absence of the President, a Vice President in attendance shall act for the President.</p>
32	<p>Executive</p> <p>(1) The Executive Committee of the Association consists of the following members:</p> <p>(a) the President; and</p> <p>(b) two Vice Presidents; and</p> <p>(c) two Executive Officers.</p> <p>(2) The Board will elect the two Executive Officers from the eight Board Members referred to in rule 30(1)(c) at:</p>

	<ul style="list-style-type: none"> (a) the first Board Meeting of each calendar year, or (b) by circular resolution prior to the first Board Meeting of each calendar year. <ul style="list-style-type: none"> (3) Executive Officers will be elected for a term of one (1) year and will be eligible for re-election. (4) Where a vacancy arises as a result of an Executive Officer's death, retirement, removal or resignation prior to the expiry of his or her tenure, the Board shall elect another Board Member to the position of Executive Officer for the remainder of the year. (5) The elections referred to in subrules (2) and (4) will be conducted by secret ballot. (6) The Executive Committee shall maintain the Association, overview the functional responsibilities of the Board and act as an emergency committee where it is not practicable to convene a Board meeting in order to deal with urgent business. (7) A quorum for an Executive Committee meeting shall be three (3) members of the Committee who shall attend in person or, where not reasonably practicable to attend in person, by telephone or other means of instantaneous communication. (8) The procedure to be followed at any Executive Committee meeting will be determined by a majority of those members of the Executive Committee present. (9) The Executive Committee shall meet when and as considered necessary under the direction of the President. (10) Minutes of the Executive Committee meeting shall be ratified by the Board and decisions so taken and endorsed form part of Board decisions.
	DIVISION 3 ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE
33	How member becomes Board Member A member becomes a Board Member if the member meets the qualifications for the position for which he or she nominated under rule 34 and <ul style="list-style-type: none"> (a) is elected to the Board under rule 36; or (b) is appointed to the Board by the Board to fill a casual vacancy under rule 40.
34	Nomination of Board Members (1) At least 42 days before an Annual General Meeting the secretary, or another person authorised by the Board, must send written notice to all the members – <ul style="list-style-type: none"> (a) calling for nomination for election to the Board; and (b) stating the date by which nominations must be received by the secretary, or other person authorised by the Board, to comply with subrule (5). (2) To be eligible for nomination as a Board Member, a person- <ul style="list-style-type: none"> (a) must be an ordinary member or an active life member; and (b) must not be ineligible under section 39 of the Act from acting as a member of a management committee of an incorporated association. (3) To be eligible for nomination as President, a person- <ul style="list-style-type: none"> (a) must be an ordinary member or active life member; and (b) must not be ineligible under section 39 of the Act from acting as a member of a management committee of an incorporated association; and (c) must be serving on the Board, or have previously served on the Board, for a minimum total period of two years calculated at the time that the term of office is to commence. (4) To be eligible for nomination as Vice-President, a person- <ul style="list-style-type: none"> (a) must be an ordinary member or active life member; and (b) must not be ineligible under section 39 of the Act from acting as a member of a management committee of an incorporated association; and (c) must be serving on the Board, or have previously served on the Board, for a minimum total period of one year calculated at the time that the term of office is to commence. (5) A member who wishes to be considered for election to the Board must nominate for election by sending written notice of the nomination to the secretary, or another person authorised by the Board, at least 28 days before the Annual General Meeting.

	<p>(6) The notice must -</p> <ul style="list-style-type: none"> (a) be signed by a member as proposer, a member as seconder and the nominee; and (b) indicate the position for which the candidate is nominated; and (c) contain a candidate profile and statement in the format prescribed by the Board from time to time. <p>(7) An eligible member may stand for one or more positions on the Board. Where that happens –</p> <ul style="list-style-type: none"> (a) the member must nominate his or her preference for the positions; and (b) if the member is elected to a position, he or she will automatically cease to be a candidate for other positions of lower nominated preference. <p>(8) An eligible member who is member of the Board may stand for one or more of the positions of President or Vice President on the Board. Where that happens -</p> <ul style="list-style-type: none"> (a) the provisions of subrule (7) apply; (b) if the member is elected to a position, he or she will be deemed to have resigned, effective as from the first day of January in the following year, from the Board position he or she previously held; and (c) an election for that member’s position on the Board will be held but be conditional upon the member being elected to the office or one of the offices for which he or she stands. <p>(9) A candidate may withdraw his or her nomination at any time prior to the commencement of the Annual General Meeting.</p>
<p>35</p>	<p>Voting in election of Board Members</p> <p>Only ordinary members and life members may vote in an election of Board Members.</p>
<p>36</p>	<p>Election of Board Members</p> <p>(1) Board Members will be elected by way of ballot held in accordance with this rule and the result of that ballot will be announced, as far as is practicable, at the Annual General Meeting or, if that is not practicable, at the earliest possible date thereafter.</p> <p>(2) Board members will be elected by ballot conducted, as far as is practicable, in the following manner –</p> <ul style="list-style-type: none"> (a) a ballot paper will be sent to ordinary members and life members at least twenty one (21) days before the Annual General Meeting; and (b) the ballot paper will identify the nominees for each position separately, with boxes for the recording of votes in respect of each position; and (c) the ballot shall close at 4.00pm on the 5th working day prior to the Annual General Meeting; and (d) voting will be by way of: <ul style="list-style-type: none"> I. preferential vote where more than two candidates are nominated for any of the specific offices mentioned in rule 30; and II. simple majority in all other cases; (e) counting of votes shall be carried out by a returning officer and a least two scrutineers appointed by the Board; and (f) the returning officer shall report the outcome of voting to the Board in writing which in turn will: <ul style="list-style-type: none"> I. as far as practicable, notify the candidates of the result prior to the Annual General Meeting; and II. table the written report at the Annual General Meeting. <p>(3) For the purpose of rule 36(2) where a preferential vote is required:</p> <ul style="list-style-type: none"> a. the ballot form will require members to allocate a sequential number to each candidate in order of preference; and b. after counting of the primary votes, the candidate with the least primary votes will be excluded and the secondary votes of the excluded candidates will be allocated to the remaining candidates; and c. the procedure set out in subrule 3(b) will be repeated until all votes have been allocated to the final two remaining candidates; and d. the winner shall be the remaining candidate who has the greatest number of votes on the final count.

	<p>(4) All persons elected as Board Members shall have their names and postal address or residential address entered in the Register of Board Members, which shall be kept by the secretary or another person authorised by the Board.</p>
37	<p>Term of Office</p> <p>Subject to rule 39, each Board Member elected will hold office for a period commencing on the first day of January in the year following the year in which he or she is elected and ending on the 31st day of December three years later.</p>
38	<p>Resignation and removal from office</p> <p>(1) A Board Member may resign from the Board by written notice given to the secretary or another person authorised by the Board.</p> <p>(2) The resignation takes effect –</p> <ul style="list-style-type: none"> (a) when the notice is received by the secretary or other person authorised by the Board; or (b) if a later time is stated in the notice, at the later time. <p>(3) The Board may remove a Board Member from office if that Board Member-</p> <ul style="list-style-type: none"> (a) becomes of unsound mind or physically or mentally incapable of performing the functions of a Board Member; or (b) fails to attend Board meetings for a continuous period of 3 months or fails to attend 3 consecutive meetings of the Board, without leave of absence from the Board; or (c) in the opinion of the Board has engaged in conduct detrimental to the interests of the Association, including a breach of these rules or any by-laws.
39	<p>When membership of Board ceases</p> <p>A person ceases to be a Board Member if the person -</p> <ul style="list-style-type: none"> (a) dies or otherwise ceases to be a member; or (b) resigns from the Board or is removed from under rule 38(3); or (c) becomes ineligible to act as a member of a management committee of an incorporated association under section 39 of the Act; or (d) ceases to hold any qualification, which was a condition of that member's membership and/or eligibility for office.
40	<p>Filling casual vacancies</p> <p>(1) Except for the position of President, in which case subrule (2) applies, where a casual vacancy occurs on the Board as a result of the failure to fill the position at election or through the death, retirement, removal or resignation of a Board Member prior to the expiry of his or her tenure, the following procedures shall apply:</p> <ul style="list-style-type: none"> (a) Where the vacancy occurs in the first or second year of a three year term then- <ul style="list-style-type: none"> I. The Board shall appoint a duly qualified member as a Board Member for the remainder of the year in which the vacancy arises; and II. The Board shall arrange for an election to be held in accordance with Part 5 Division 3 to fill the position for the remainder of the term. (b) Where the vacancy occurs in the third year of a three year term then- <ul style="list-style-type: none"> I. The Board shall appoint a duly qualified member as a Board Member for the remainder of the third year. <p>(2) Where a casual vacancy occurs in the President's position as a result of the failure to fill the position at election or through the death, retirement, removal or resignation of the President prior to the expiry of his or her tenure, the following procedures shall apply:</p> <ul style="list-style-type: none"> (c) Where the vacancy occurs in the first or second year of a three year term then- <ul style="list-style-type: none"> III. The Board shall appoint a duly qualified member as President for the remainder of the year in which the vacancy arises; and IV. The Board shall arrange for an election to be held in accordance with Part 5 Division 3 to fill the President's position for a three year term.

	<p>(d) Where the vacancy occurs in the third year of a three-year term then-</p> <p style="padding-left: 40px;">II. The Board shall appoint a duly qualified member as President for the remainder of the third year.</p> <p>(3) Subject to the requirement for a quorum under rule 46, the Board may continue to act despite any vacancy in its membership.</p> <p>(4) If there are fewer Board Members than required for a quorum under rule 46 the Board may act only for the purpose of –</p> <p style="padding-left: 40px;">(a) appointing Board Members under this rule; or</p> <p style="padding-left: 40px;">(b) convening a general meeting</p>
41	<p>Validity of acts</p> <p>The acts of the Board or a committee, or of a Board Member or member of a committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or member of a committee.</p>
42	<p>Payments to Board Members and committee members</p> <p>A Board Member or committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred –</p> <p style="padding-left: 40px;">(a) in attending a Board meeting; or</p> <p style="padding-left: 40px;">(b) in attending a general meeting; or</p> <p style="padding-left: 40px;">(c) otherwise in connection with the Association's business.</p>
DIVISION 4 BOARD MEETINGS	
43	<p>Board meeting</p> <p>(1) The Board shall meet at such times and places as it considers appropriate to transact the business of the Association, but not less than twice per school term.</p> <p>(2) Subject to the Act, these rules, and the by-laws (if any), the Board may adjourn its meetings as it sees fit. Notice of the adjournment will be given as soon as practicable to all Board Members.</p>
43A	<p>Use of technology to be present at Board meetings</p> <p>(1) The presence of a Board Member at a Board meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.</p> <p>(2) A Board Member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Board Member votes at the meeting, the Board Member is taken to have voted in person.</p>
44	<p>Notice of Board meetings</p> <p>(1) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.</p> <p>(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.</p> <p>(3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.</p> <p>(4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.</p>
45	<p>Procedure and order of business</p> <p>(1) The President or, in the President's absence, one of the Vice Presidents must preside as chairperson of each Board meeting.</p> <p>(2) The majority of the Board Members present will determine the procedure and order of business to be followed at any Board meeting.</p> <p>(3) A member or other person who is not a Board Member may attend a Board meeting if invited to do so by the Board but such member or other person-</p> <p style="padding-left: 40px;">(a) has no right to any agenda, minutes or other document circulated at the meeting; and</p>

	<p>(b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and</p> <p>(c) cannot vote on any matter that is to be decided at the meeting.</p>
46	<p>Quorum for Board meetings</p> <p>(1) Subject to rule 40(4), no business is to be conducted at a Board meeting unless a quorum is present.</p> <p>(2) A quorum for a meeting of the Board shall be seven (7) Board Members.</p>
47	<p>Voting at Board meetings</p> <p>(1) Each Board Member present at the Board meeting has one vote on any question arising at the meeting.</p> <p>(2) A motion is carried if a majority of the Board Members present at the meeting vote in favour of the motion.</p> <p>(3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote in the negative.</p> <p>(4) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.</p> <p>(5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.</p>
48	<p>Circular resolutions of Board Members</p> <p>(1) The Board Members may pass a circular resolution without a Board meeting being held.</p> <p>(2) A circular resolution is passed if eight (8) of the Board Member's entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrule (3) or subrule (4).</p> <p>(3) Each Board Member may sign -</p> <p>(a) a single document setting out the resolution and containing a statement that they agree to the resolution; or</p> <p>(b) separate copies of that document, as long as the wording of the resolution is the same in each copy.</p> <p>(4) The Board may send a circular resolution by email to the Board members and the Board members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.</p>
49	<p>Minutes of Board meetings</p> <p>(1) The Board must ensure that minutes are taken and kept of each Board meeting.</p> <p>(2) The minutes must record the following -</p> <p>(a) the names of the Board Members present at the meeting; and</p> <p>(b) the name of any person attending the meeting under 45(3);and</p> <p>(c) the business considered at the meeting; and</p> <p>(d) any motion on which a vote is taken at the meeting and the result of the vote.</p> <p>(3) The minutes must be confirmed by the Board Members present at a subsequent meeting and must be signed by the person who presided at the meeting at which the proceeding took place or by the person presiding at the meeting at which the minutes are confirmed.</p> <p>(4) When the minutes have been confirmed under rule 49(3) they are, until the contrary is proved, evidence that -</p> <p>(a) the Board meeting to which they relate was duly convened and held;</p> <p>(b) the matters recorded as having taken place at the meeting took place as recorded; and</p> <p>(c) any appointment purportedly made at the meeting was validly made.</p>
DIVISION 5 SUB COMMITTEES AND SUBSIDIARY OFFICES	
50	<p>Subcommittees and subsidiary offices</p> <p>(1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following –</p> <p>(a) appoint one or more subcommittees;</p> <p>(b) create one or more subsidiary offices and appoint people to those offices.</p>

	<p>(2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.</p> <p>(3) A person may be appointed to a subsidiary office whether or not the person is a member.</p> <p>(4) Subject to any directions given by the Board –</p> <ul style="list-style-type: none"> (a) a subcommittee may meet and conduct business as it considers appropriate; and (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
51	<p>Portfolios</p> <p>The Board shall have the power to create portfolios representing specific interest areas of the Association and to appoint, from the members of the Board, Board Members to manage those portfolios.</p>
52	<p>Secretary</p> <p>(1) The Board may appoint a secretary or such other appropriate person whose duties include-</p> <ul style="list-style-type: none"> (a) dealing with the Association's correspondence; and (b) consulting with the President regarding the business to be conducted at each Board meeting and general meeting; and (c) preparing the notices required for meetings and for the business to be conducted at meetings; and (d) maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act; and (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act; and (f) maintaining on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act; and (g) ensuring the safe custody of the books of the Association; and (h) maintaining full and accurate minutes of Board meetings and general meetings; and (i) carrying out any other duty given to the secretary or other appropriate person under these rules or by the Board. <p>(2) A person may be appointed as secretary whether or not the person is a member of the Association.</p> <p>(3) The Board must decide the terms and conditions under which the secretary is appointed and removed.</p>
PART 6 GENERAL MEETINGS OF ASSOCIATION	
53	<p>Annual General Meeting</p> <p>(1) An Annual General Meeting of the Association shall be held in every calendar year, where practicable to coincide with the annual conference.</p> <p>(2) All members shall be entitled to attend Annual General Meetings, but only those classified as ordinary members or as life members shall be entitled to vote.</p> <p>(3) The ordinary business of the Annual General Meeting is as follows -</p> <ul style="list-style-type: none"> (a) To confirm the minutes of the previous Annual General Meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed; and (b) to receive and consider – <ul style="list-style-type: none"> i. the Board's annual report on the Association's activities during the preceding financial year; and ii. if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and iii. If the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; and iv. If required to be presented for consideration under these rules or Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report; and

	<p>(c) to receive and adopt the declaration of the Poll for the election of Board Members; and</p> <p>(d) if applicable, to appoint or remove an auditor of the Association in accordance with the Act.</p> <p>(4) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.</p>
54	<p>Proposal of motion at Annual General Meeting</p> <p>(1) A member wishing to propose a motion at any Annual General Meeting must give notice in writing to the secretary, or another person authorised by the Board, which notice must:</p> <p>(a) be signed by the member concerned as proposer and by another member as seconder; and</p> <p>(b) set out the text of the motion, which is proposed, together with a short explanation of the effect the motion will have if passed and the reason why the member thinks the motion should be passed; and</p> <p>(c) be sent to the association at least 28 days prior to the Annual General Meeting.</p>
55	<p>Special general meetings</p> <p>(1) The Board may convene a special general meeting.</p> <p>(2) All members shall be entitled to attend special general meetings but only those classified as ordinary members or life members shall be entitled to vote.</p> <p>(3) The Board must convene a special general meeting if at least 15% of the aggregate total of ordinary members and life members require a special general meeting to be convened.</p> <p>(4) The members requiring a special general meeting to be convened must-</p> <p>(a) make the requirement by written notice given to the Association; and</p> <p>(b) state in the notice the business to be considered at the meeting; and</p> <p>(c) each sign the notice.</p> <p>(5) The special general meeting must be convened within 28 days after notice is given under subrule (4).</p> <p>(6) If the Board 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.</p> <p>(7) A special general meeting convened by members under subrule (6) –</p> <p>(a) must be held within 3 months after the date the original requirement was made; and</p> <p>(b) may only consider the business stated in the notice by which the requirement was made.</p> <p>(8) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (6).</p> <p>(9) Minutes of the special general meeting shall be confirmed at the next Annual General Meeting or special general meeting, whichever is the sooner.</p>
56	<p>Notice of general meetings</p> <p>(1) The secretary, or another person authorised by the Board, or in the case of a special general meeting convened under rule 55(3), the members convening the meeting, must give to each member-</p> <p>(a) at least 21 days notice of a general meeting if a special resolution is to be proposed at the meeting; or</p> <p>(b) at least 14 days notice of a general meeting in any other case.</p> <p>(2) The notice must –</p> <p>(a) specify the date, time and place of the meeting; and</p> <p>(b) indicate the general nature of each item of business to be considered at the meeting; and</p> <p>(c) if a special resolution is proposed –</p> <p>i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and</p> <p>ii. state that the resolution is intended to be proposed as a special resolution; and</p> <p>iii. comply with rule 58(5)</p>
57	<p>By-laws</p> <p>The Board shall determine, by way of by-law, the procedures to be followed at any general meeting.</p>

<p>58</p>	<p>Proxies</p> <ol style="list-style-type: none"> (1) A member entitled to attend and vote at a general meeting may appoint a proxy to vote and speak on the member's behalf at a general meeting. (2) The appointment of a proxy must be in writing in the form prescribed by the Board from time to time and must be signed by the member making the appointment. (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf. (4) 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. (5) Notice of a general meeting given to a member under rule 56 must – <ol style="list-style-type: none"> (a) state that the member may appoint a person as a proxy for the meeting; and (b) include a copy of any form that the Board has approved for the appointment of a proxy. (6) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed. (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.
<p>59</p>	<p>Presiding member and quorum for general meetings</p> <ol style="list-style-type: none"> (1) The President, or in the President's absence, a Vice President must preside as chairperson of each general meeting. (2) If the President and Vice Presidents are absent or are unwilling to act as chairperson of a general meeting, the Board Members at the meeting must choose one of them to act as chairperson of the meeting. (3) No business is to be conducted at a general meeting unless a quorum is present. (4) A quorum at general meetings shall consist of 15% of the aggregate total of ordinary members and life members of the Association in person or by proxy. (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, the meeting is adjourned to a time and place to be decided by the Board. (6) Notice of such adjournment under subrule (5) shall be given to members at least seven (7) days prior to the adjourned meeting being held. (7) If – <ol style="list-style-type: none"> (a) a quorum is not present within 30 minutes after the commencement time of a general meeting held under subrule (5); and (b) at least 2 ordinary or life members are present at the meeting, those members are taken to constitute a quorum.
<p>60</p>	<p>Adjournment of general meeting</p> <ol style="list-style-type: none"> (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place. (2) Without limiting subrule (1), a meeting may be adjourned – <ol style="list-style-type: none"> (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.
<p>61</p>	<p>Voting at general meeting</p> <ol style="list-style-type: none"> (1) On any question arising at a general meeting - <ol style="list-style-type: none"> (a) subject to subrule (3), each member with voting rights has one vote; (b) members with voting rights may vote personally or by proxy.

	<p>(2) Except in the case of a special resolution, a motion is carried if a majority of votes cast by members in person or by proxy vote in favour of the motion.</p> <p>(3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote in the negative.</p> <p>(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.</p> <p>(5) For a member to be eligible to vote at a general meeting, the member –</p> <ul style="list-style-type: none"> (a) must have been an ordinary or life 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 Association by the member.
<p>62</p>	<p>When special resolutions are required</p> <p>(1) A special resolution is required if it is proposed at a general meeting –</p> <ul style="list-style-type: none"> (a) to affiliate the Association 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; or (c) to alter these rules, including changing the name of the Association; or (d) to decide to apply for registration or incorporation as a prescribed body corporate; or (e) to approve the terms of an amalgamation with one or more other incorporated associations; or (f) that the Association be wound up voluntarily or by the Supreme Court; (g) to cancel the Association's incorporation. <p>(2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.</p>
<p>63</p>	<p>Determining whether resolution carried</p> <p>(1) In this rule –</p> <p>poll means the process of voting in relation to a matter that is conducted in writing.</p> <p>(2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been –</p> <ul style="list-style-type: none"> (a) carried; or (b) carried unanimously, or (c) carried by a particular majority; or (d) lost. <p>(3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.</p> <p>(4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy –</p> <ul style="list-style-type: none"> (a) the poll must be taken at the meeting in the manner determined by the chairperson; and (b) the chairperson must declare the determination of the resolution on the basis of the poll. <p>(5) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.</p>
<p>64</p>	<p>Minutes of general meetings</p> <p>(1) The secretary, or another person authorised by the Board, must take and keep minutes of each general meeting.</p> <p>(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.</p> <p>(3) In addition, the minutes of each Annual General Meeting must record-</p> <ul style="list-style-type: none"> (a) the names of the members attending the meeting; and (b) any proxy forms given to the Association under rule 58; and

	<ul style="list-style-type: none"> (c) the financial statements or financial report presented at the meeting, at referred to in rule 53; 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. <p>(4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.</p> <p>(5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by –</p> <ul style="list-style-type: none"> (a) the chairperson of the meeting; or (b) the chairperson of the next general meeting. <p>(6) Where 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-</p> <ul style="list-style-type: none"> (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	
65	Control of funds <ul style="list-style-type: none"> (1) All funds received by the Association shall be banked in an account or accounts at a registered bank held in the name of the Association. (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association. (3) Any banking account in the name of the Association must bear two signatories on any cheque, transfer of funds or other dealing with funds in the account. One of the signatories must be the President and the other signatory must be a different person who is nominated by the Executive Committee for this purpose. (4) Save as provided for in subrule (5), all payments made by or on behalf of the Association shall be by cheque, credit card or direct bank transfer. (5) The Board may authorise a person as determined appropriate by the Board to operate a petty cash fund to meet the day-to-day expenses of the Association. Unless specifically authorised by the Board, the petty cash fund will not be used to pay an amount which exceeds the specific amount fixed by the Board from time to time for this purpose. (6) The person as determined appropriate by the Board must ensure that the Association maintains books of account, in accordance with Generally Accepted Australian Accounting Practice, showing all the financial transactions of the Association. (7) The auditors appointed by the Association from time to time shall audit the books of account annually.
66	Financial Statements and Financial Report <ul style="list-style-type: none"> (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met. (2) Without limiting subrule (1) those requirements include – <ul style="list-style-type: none"> (a) If the Association is a tier 1 association, the preparation of the financial statements; and (b) If the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and (c) if required, the review of auditing of the financial statements or financial report, as applicable; and (d) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable, and (e) if required, the presentation to the Annual General Meeting of the copy of the report or review or auditor's report, as applicable, on the financial statements or financial report.
PART 8 GENERAL MATTERS	
67	By-laws <ul style="list-style-type: none"> (1) The Board has the power to make, vary or withdraw by-laws to facilitate the operation of the Association.

	<p>(2) By-laws may –</p> <ul style="list-style-type: none"> (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8; and (b) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association’s accounts; and (c) provide for procedures to deal with voting and conduct at meetings of the Board; and (d) provide for procedures to deal with voting and conduct of Board elections; and (e) regulate the proceedings of committees created by the Board; and (f) provide for any other matter the Board considers necessary or convenient to be dealt with in the by-laws. <p>(3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.</p> <p>(4) Without limiting subrule (3), a by-law made for the purposes of subrule 2(b) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.</p> <p>(5) Any by-law made shall be circulated to all members of the Association and shall become binding thirty (30) days after circulation unless –</p> <ul style="list-style-type: none"> (a) there is a valid notice to convene a special general meeting to rescind such by-laws under rule 56; and (b) the notice is received by the Association within 30 days of the circulation of the by-law. <p>(6) Any by-law the subject of a special general meeting under subrule (5) will become binding only upon approval at the special general meeting.</p> <p>(7) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.</p>
68	<p>Executing documents and common seal</p> <p>(1) The Association may execute a document without using a common seal if the document is signed by</p> <ul style="list-style-type: none"> (a) two Board members as authorised by the Board; or (b) a Board member and a person authorised by the Board. <p>(2) If the Association has a common seal –</p> <ul style="list-style-type: none"> (a) the name of the Association must appear in legible characters on the common seal; and (b) A deed, instrument or other document may only be sealed with the common seal by the authority of the Board and in the presence of _ <ul style="list-style-type: none"> i. the President and a person as determined appropriate by the Board; or ii. a Vice President and a person as determined appropriate by the Board. <p>and each of them is to sign the document to attest that the document was sealed in their presence.</p> <p>(3) The common seal must be kept in the custody of the secretary or another person as authorised by the Board.</p>
69	<p>Giving notices to members</p> <p>(1) In this rule –</p> <p>recorded means recorded in the register of members</p> <p>(2) A notice or other document that is to be given to a member under these rules shall be sufficiently served if forwarded in writing by the most expeditious means at the time including-</p> <ul style="list-style-type: none"> (a) delivery 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	<p>Custody of books and securities</p> <p>The books, financial records, financial statements, financial reports and any securities of the Association must be kept in the custody or under the control of the secretary or another person as authorised by the Board.</p>

71	<p>Record of office holders</p> <p>The record of Board Members and other persons authorised to act on behalf of the Association, which must be maintained under section 58(2) of the Act, must be kept in custody or under the control of the secretary or another person as authorised by the Board.</p>
72	<p>Inspection of records and documents</p> <p>(1) Subrule (2) applies to a member who wants to inspect –</p> <ul style="list-style-type: none"> (a) the register of members under section 54(1) of the Act; or (b) the record of the names and addresses of Board Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or (c) any other record or document of the Association. <p>(2) The member must contact the secretary, or another person as authorised by the Board, to make the necessary arrangements for inspection.</p> <p>(3) The inspection must be free of charge.</p> <p>(4) If a member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting being available for inspection by members.</p> <p>(5) The member may make a copy of or take an extract from a record or document referred to in subrule (1) (c) but does not have a right to remove the record or document for that purpose.</p> <p>(6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose -</p> <ul style="list-style-type: none"> (a) that is directly connected with the affairs of the Association; or (b) that is related to complying with a requirement of the Act.
73	<p>Publication by Board Members of statements about Association business prohibited</p> <p>A Board Member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board Meeting unless –</p> <ul style="list-style-type: none"> (a) The Board Member has been authorised to do so at a Board meeting; and (b) The authority given to the Board Member has been recorded in the minutes of the meeting at which it was given.
74	<p>Winding up</p> <p>Subject to the Act, a special general meeting called for the purpose of winding up the Association may, by resolution of at least 75% of the ordinary members and life members present in person or by proxy, resolve to wind up the Association.</p>
75	<p>Distribution of surplus property on cancellation of incorporation or winding up.</p> <p>(1) In this rule</p> <p>surplus property in relation to the Association, means property remaining after satisfaction of –</p> <ul style="list-style-type: none"> (a) the debts and liabilities of the Association; and (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association, <p>but does not include books relating to the management of the Association.</p> <p>(2) On the cancellation of incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.</p>
76	<p>Alteration of rules</p> <p>If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.</p>

