PERTH MODERN QUILT GUILD
CONSTITUTION

1 Name of Association

(1) The name of the Association is the Perth Modern Quilt Guild.

2 Definitions

(1) In these rules, unless the contrary intention appears

“annual general meeting” is the meeting convened under paragraph (b) of rule 16 (1);

"Committee meeting" means a meeting referred to in rule 15;

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);
“convene” means to call together for a formal meeting;

“department” means the government department with responsibility for administering the *Associations Incorporation Act 2015*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means a financial member of the Association;

"ordinary resolution" means resolution other than a special resolution;

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

“special general meeting” means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the Act, that is:

(a) A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal/email vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

(b) At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

(c) If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

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

"the Association" means the Association referred to in rule 1;

"the President" means:

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice President;

“the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"the Vice President" means the President referred to in paragraph (b) of rule 10 (1).

3 Objects of Association

(1) The objects of the Association are:

(a) to bring together people interested in modern quilting;

(b) to develop members’ skills in the design and techniques of modern quilting; and

(c) to promote the art of modern quilting.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 Powers of Association

(1) The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

(a) acquire, hold, deal with, and dispose of any real or personal property;

(b) open and operate bank accounts;

(c) invest its money:
1. in any security in which trust monies may lawfully be invested; or
2. in any other manner authorised by the rules of the Association;

(d) borrow money upon such terms and conditions as the Association thinks fit;

(e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

(f) appoint agents to transact any business of the Association on its behalf;

(g) enter into any other contract it considers necessary or desirable; and

(h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

(2) The Management Committee shall have the power to make, alter and rescind any bylaws that it considers necessary for the effective administration of the association, provided that no bylaw may be inconsistent with the rules of the association.

5 Qualifications for Membership of Association

(1) Membership of the Association is open to any person interested in the art of modern quilting who agrees to abide by the rules of the Guild and its bylaws and regulations. The group will consist of Ordinary members, Honorary Life Members, Country members and Junior Members.

(2) A person who wishes to become a member must:

(a) apply for membership to the Committee in writing:
1. signed by that person and by both of the members referred to in paragraph (b); and
2. in such form as the Committee from time to time directs; and

(b) be proposed by one member and seconded by another member.

(3) The Committee members must consider each application made under subrule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

(4) An applicant whose application for membership of the Association is rejected under subrule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(5) When notice is given under subrule (4) the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

6 Register of Members of Association

(1) The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their nominated email address and postal or residential addresses and, upon the request of a member of the Association, shall make the register (minus personal contact information) available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to adapt the register or use it for commercial purposes.

(2) The register must be so kept and maintained by the Secretary online or at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

(3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in subrule (1).

7 Subscriptions of Members of Association

(1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.

(2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).

(3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter, or such other time as the Committee allows.

8 Termination of Membership of the Association

(1) Membership of the Association may be terminated upon

(a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or

(b) nonpayment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or

(c) expulsion of a member in accordance with rule 9.

9 Suspension or Expulsion of Members of Association

(1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member:

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to subrule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under subrule (2).

(4) A member who is suspended or expelled under subrule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (3).

(5) When notice is given under subrule (4):

(a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this subrule.

10 Committee of Management

(1) Subject to subrule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of:

(a) a President (Chairperson);

(b) a Vice President (Vice Chairperson);

(c) a Secretary;

(d) a Treasurer; and

(e) not less than two other persons, all of whom must be members of the Association.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under subrule (8).

(3) Subject to subrule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in subrule (2) at the next annual general meeting after his or her election, but he or she is eligible for reelection to membership of the Committee.

(4) Except for nominees under subrule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 2 day before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or reelection under this rule may:

(a) propose or second himself or herself for election or reelection; and

(b) vote for himself or herself.

(6) If the number of persons nominated in accordance with subrule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:

(a) the Secretary must report accordingly to; and

(b) the President must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under subrule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of subrule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee:

(a) the Committee may appoint a member to fill that vacancy; and

(b) a member appointed under this subrule will:
1. hold office until the election referred to in subrule (2); and
2. be eligible for election to membership of the Committee,
at the next following annual general meeting.

(9) The Committee may delegate, in writing, to one to more subcommittees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:

(a) the power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or any other law.

(10) Any delegation under subrule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under subrule (9).

11 President and Vice President

(1) Subject to this rule, the President must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of:

(a) the President, the Vice President; or

(b) both the President and the Vice President, a member elected by the other members present at the general meeting,

must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of:

(a) the President, the Vice President; or

(b) both the President and the Vice President, a Committee member elected by the other Committee members present at the Committee meeting,

must preside at the Committee meeting.

12 Secretary

(1) The Secretary must:

(a) coordinate the correspondence of the Association;

(b) keep full and correct minutes of the proceedings of the Committee and of the Association;

(c) comply on behalf of the Association with:
1. section 53 of the Act with respect to the register of members of the Association, as referred to in rule 6;
2. section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
3. section 58 of the Act by maintaining a record of:
   a. the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
   b. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

   and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

(e) perform such other duties as are imposed by these rules on the Secretary.

13 Treasurer

(1) The Treasurer must:

(a) be responsible for the receipt of all moneys paid to or received by, or by her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;

(b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;

(c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;

(d) comply on behalf of the Association with sections 66, 68 and 70 of the Act with respect to the accounting records of the Association by:
1. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
2. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
3. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

4. submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

(e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

(f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and

(g) perform such other duties as are imposed by these rules on the Treasurer.

14 Casual vacancies in membership of Committee

(1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

(a) dies;

(b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice President and that resignation is accepted by resolution of the Committee;

(c) is convicted of an offence under the Act;

(d) is permanently incapacitated by mental or physical ill health;

(e) is absent from more than:
1. 3 consecutive Committee meetings; or
2. 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

(f) ceases to be a member of the Association; or

(g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

15 Proceedings of Committee

(1) The Committee must meet together for the dispatch of business not less than three times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

(2) Each Committee member has a deliberative vote.

(3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

(4) At a Committee meeting two-thirds of Committee members constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

(6) As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation

of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and

(b) not take part in any deliberations or decision of the Committee with respect to that contract.

(7) Subrule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

(8) The Secretary must cause every disclosure made under subrule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

16 General meetings

(1) The Committee:

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

(c) must, within 30 days of:
1. receiving a request in writing to do so from not less than 40% of members, convene a special general meeting for the purpose specified in that request; or
2. the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.

(d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.

(2) The members making a request referred to in subrule (1) (c) (1) must:

(a) state in that request the purpose for which the special general meeting concerned is required; and

(b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to:

(a) in subrule (1) (c) (1), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or

(b) in subrule (1) (c) (2), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

(4) When a special general meeting is convened under subrule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to subrule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to subrule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify:

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows:
1. first, the consideration of the accounts and reports of the Committee;
2. second, the election of Committee members to replace outgoing Committee members; and
3. third, any other business requiring consideration by the Association at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in subrule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary must give a notice under subrule (5), (6) or (7) by:

(a) serving it on a member personally; or

(b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6; or

(c) sending it by email to a member at the nominated email address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post under subrule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

(10) When a notice is sent by email under subrule (8) (c), sending of the notice will be deemed to be properly effected if the notice is emailed to the member concerned and no bounce back is received within 24 hours.

17 Quorum and proceedings at general meetings

(1) At a general meeting anything over 50% of members present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6):

(a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

(b) (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting:

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to subrule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with subrules (9) and (11).

(8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).

(9) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under subrule (9) must be taken immediately on that demand being made.

18 Minutes of meetings of Association

(1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:

(a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

19 Voting rights of members of Association

(1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under subrule (2) must be made by a resolution of the board or other governing body of the body corporate concerned:

(a) which resolution is authenticated under the common seal of that body corporate; and

(b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under subrule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

20 Proxies of members of Association

(1) A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

21 Rules of Association

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, which is as follows:

(a) Subject to subrule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

(b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

(c) An alteration of the rules of the Association does not take effect until subrule (1) (b) is complied with;

(d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until subrules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

(e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until subrules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22 Common seal of Association

(1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

(3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

23 Inspection of records, etc. of Association

(1) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24 Disputes and mediation

(1) The grievance procedure set out in this rule applies to disputes under these rules between:

(a) a member and another member; or

(b) a member and the Association; or

(c) if the Association provides services to nonmembers, those nonmembers who receive services from the Association, and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:
1. in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
2. in the case of a dispute between a member or relevant nonmember (as defined by subrule (1) (c) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must:

(a) give the parties to the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) 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.

25 Distribution of surplus property on winding up of Association

(1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.