

FRIENDS OF BOLD PARK BUSHLAND (INC.)
ASSOCIATIONS INCORPORATION ACT 2015 (WA)

RULES OF ASSOCIATION

1 Name of Association

The name of the Association is FRIENDS OF BOLD PARK BUSHLAND (INC.).

2 Definitions

In these rules, unless the contrary intention appears:

- (a) "Act" means the *Associations Incorporation Act 2015 (WA)*;
- (b) "Association" means the Association referred to in rule 1;
- (c) "Chairperson" means the person presiding at a general meeting or Committee meeting in accordance with rule 15.
- (d) "Committee" means the Committee of Management of the Association referred to in rule 14.1;
- (e) "Committee meeting" means a meeting referred to in rule 19;
- (f) "Committee member" means a person referred to in rule 14.1;
- (g) "financial year" has the meaning given by section 3(1) of the Act;
- (h) "general meeting" means a meeting convened under rule 23;
- (i) "member" means a member of the Association;
- (j) "ordinary resolution" means a resolution other than a special resolution;
- (k) "Secretary" means the Secretary referred to in sub-rule 14.1(b);
- (l) "special resolution" has the meaning given by section 51 of the Act; and
- (m) "Treasurer" means the Treasurer referred to in sub-rule 14.1(c).

3 Financial year

The Association's financial year will be the period of 12 months commencing on 1 March each year.

4 Objects of Association

4.1 The objects of the Association are:

- (a) to support the ongoing use, planning and management of Bold Park for the purposes of conservation of flora and fauna, and recreation and educational activities that are compatible with those purposes;
- (b) to monitor and where possible contribute to the planning and decision making processes relating to Bold Park;
- (c) to protect the boundaries of Bold Park and prevent intrusion into Bold Park of development and activities that are inconsistent with (a) above, including roads, housing, educational establishments, sporting facilities, commercial enterprises and other structures and uses that would reduce the value of the park's landscape character, biodiversity, Aboriginal and European heritage, and nature focused recreation activities;
- (d) to promote the protection and reinstatement of the original flora and fauna of Bold Park;
- (e) to increase public knowledge and awareness of Bold Park and its value;
- (f) to promote and encourage the protection of other bushland areas in the region, in order to maintain and enhance Bold Park's role as a vital component of the region's urban bushland;
- (g) to promote and report on research undertaken for the purpose of furthering any of the foregoing objects; and
- (h) to otherwise endeavour to be a public benevolent institution.

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

4.3 A payment may be made to a member out of the funds of the Association only if it is authorised under rule 4.4.

4.4 A payment to a member out of the funds of the Association is authorised if it is:

- (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;

- (b) the payment of interest, on 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;
- (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.

5 Powers of the Association

The powers conferred on the Association by section 14 of the Act are augmented by the following powers:

- (a) to gather, develop and disseminate information expertise and knowledge related to the above objects;
- (b) to provide support to persons doing or intending to do things which are consistent with the above objects;
- (c) to join, affiliate or support any other person or group of persons or corporate body for purposes which are consistent with the above objects;
- (d) to engage persons by contracts of service or for services for remuneration to perform services for the Association to further the above objects;
- (e) to appoint agents to carry out activities consistent with the above objects where appropriate; and
- (f) to do all such other things as the Association or its members may deem to be incidental or conducive to the attainment of the above objects and the exercise of the above powers.

6 Qualifications for Membership

Membership of the Association is open to all natural persons and groups of persons or bodies corporate whose objects or purposes are similar to those of the Association, and who agree to abide by the objects of this Association.

7 Applying for membership

- 7.1 A person who wants to become a member must apply in writing to the Association.
- 7.2 The application must be signed by the applicant.

8 Dealing with membership applications

- 8.1 The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- 8.2 The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- 8.3 If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.
- 8.4 The Committee may reject an application even if the applicant is eligible and has applied in accordance with the processes in this rule 8.

9 Becoming a member

An applicant for membership of the Association becomes a member when:

- (a) the Committee accepts the application; and
- (b) the applicant pays any membership subscription payable pursuant to rule 11.2.

10 Register of Members of Association

- 10.1 The Secretary must on behalf of the Association keep and maintain the register of members in accordance with section 53 of the Act, and that register must be so kept and maintained at his or her place of residence or at another place determined by the Committee.
- 10.2 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 11.3, 12.1 or 13 to be deleted from the register of members referred to in rule 10.1.
- 10.3 A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- 10.4 If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

- 10.5 If a member makes a request under sub-rule 10.4(b), the Committee may:
- (a) determine a reasonable charge for the cost of complying with the request; and
 - (b) require the member making the request to pay the charge to the Association.

11 Subscriptions of Members of Association

- 11.1 The members must from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 11.2 Each member must pay to the Treasurer, annually on or before such date as the Committee from time to time determines, the amount of the subscription determined under rule 11.1.
- 11.3 Subject to rule 11.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under rule 11.2 ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 11.4 A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under rule 11.2 or within 3 months thereafter.

12 Resignation of Members of Association

- 12.1 A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- 12.2 A person who ceases to be a member under rule 12.1 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 that cessation.

13 Expulsion of Members of Association

- 13.1 If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Committee must give notice of the proposed expulsion in writing to the member.

- 13.2 The notice given to the member pursuant to rule 13.1 must state:
- (a) the time, date and place of the Committee meeting at which the question of that expulsion will be decided;
 - (b) particulars of the conduct on which the proposed 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 submissions to the Committee about the proposed suspension or expulsion,
- and the notice must be given to the member not less than 30 days before the date of the Committee meeting referred to in sub-rule 13.2(a).
- 13.3 At the Committee meeting referred to in a notice communicated under rule 13.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and must, within 7 days after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 13.4 Subject to rule 13.6, a member who is expelled under rule 13.3 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under rule 13.3.
- 13.5 A member who is expelled under rule 13.3 from membership of the Association must, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in rule 13.4.
- 13.6 When notice is given under rule 13.5:
- (a) the Association in a general meeting may, 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, confirm or set aside the decision of the Committee to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this rule.

14 Committee of Management

14.1 The affairs of the Association must be managed exclusively by a Committee of Management consisting of:

- (a) a President;
- (b) a Secretary;
- (c) a Treasurer; and
- (d) up to 4 other persons,

all of whom must be members of the Association elected to membership of that Committee at an annual general meeting or appointed under rule 14.14.

14.2 The Committee must take all reasonable steps to ensure that the Association complies with the Act and these rules.

14.3 The term of office of a Committee member commences when the member is:

- (a) elected at an annual general meeting; or
- (b) appointed to fill a casual vacancy under rule 14.14.

14.4 Subject to rule 14.12, any vote to elect a member of the Committee must be held in accordance with voting procedures determined by the Committee.

14.5 A Committee member holds office until the person ceases to be a Committee member pursuant to rule 14.6 or 18.

14.6 At the commencement of each annual general meeting, the 4 Committee members who have served on the Committee for the longest consecutive period immediately prior to that annual general meeting will cease to be Committee members, but they are eligible for re-election to membership of the Committee.

14.7 At least 42 days before an annual general meeting, the Secretary must send written notice to all members:

- (a) calling for nominations for election to the Committee; and
- (b) stating the date by which nominations must be received by the Secretary to comply with rule 14.8.

- 14.8 Subject to rule 14.9, 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 28 days before the day on which the annual general meeting concerned is to be held.
- 14.9 Rules 14.7 and 14.11 do not apply to or in relation to a person who is eligible for re-election under rule 14.6 or who nominates to fill a position in accordance with sub-rule 14.12(c).
- 14.10 A person who is eligible for election or re-election under rule 14 may at the annual general meeting concerned:
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 14.11 The Secretary must ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- 14.12 If the number of persons nominated 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 the Chairperson;
 - (b) the Chairperson must declare those persons to be duly elected as members of the Committee; and
 - (c) the Chairperson may call for more nominations from the members at the meeting to fill any positions remaining unfilled after the elections under elections under sub-rule 14.12(b),
- at the annual general meeting concerned.
- 14.13 If:
- (a) the number of members nominating for a position on the Committee is greater than the number to be elected; or

- (b) the number of members nominating under sub-rule 14.12(c) is greater than the number of positions remaining unfilled,

the members at the annual general meeting must vote in accordance with the procedures which have been determined by the Committee to decide the members who are to be elected to the Committee.

14.14 If:

- (a) a casual vacancy within the meaning of rule 18 occurs in the membership of the Committee; or
- (b) there is a position on the Committee which was not filled by election at the most recent annual general meeting,

then

- (c) the Committee may appoint a member to fill that vacancy; and
- (d) a member appointed under this rule 14.14:
 - (i) holds office until the commencement of; and
 - (ii) is eligible for election to membership of the Committee at, the next following annual general meeting.

15 Chairperson

15.1 Subject to rule 15.2, the President must preside at all general meetings and Committee meetings.

15.2 If the President is absent from:

- (a) a general meeting, a member elected by the other members present at the general meeting must preside at the general meeting; or
- (b) a Committee meeting, a Committee member elected by the other Committee members present must preside at the Committee meeting.

16 Secretary

The Secretary must:

- (a) co-ordinate 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:
 - (i) section 53 of the Act in respect of the register of members of the Association;
 - (ii) section 35 of the Act in respect of the rules of the Association; and
 - (iii) section 58 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph 16(b) and (c), other than those required by rule 17 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.

17 Treasurer

The Treasurer:

- (a) is responsible for the receipt of all moneys paid to or received by (or by the Treasurer on behalf of) the Association, and must issue receipts for those moneys in the name of the Association;
- (b) must 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) must 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 payments are authorised and minuted;
- (d) must comply on behalf of the Association with Part 5 of the Act in respect of the accounting records of the Association;
- (e) must, 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) must 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) must perform such other duties as are imposed by these rules on the Treasurer.

18 Casual Vacancies in Membership of Committee

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 Secretary;
- (c) is convicted of an offence under the Act;
- (d) becomes permanently unable to perform their duties as a Committee member because of mental or physical disability;
- (e) is absent from more than:
 - (i) 3 consecutive Committee meetings; or
 - (ii) 6 Committee meetings in the same financial year, of which he or she has received noticed without tendering an apology to the person presiding at each of those Committee meetings;
- (f) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act; or
- (g) ceases to be a member of the Association.

19 Proceedings of Committee

19.1 The Committee must meet together for the dispatch of business not less than 6 times in each year, and the President may at any time convene a meeting of the Committee.

19.2 Each Committee member has a deliberative vote.

19.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting has a casting vote in addition to his or her deliberative vote.

19.4 At a Committee meeting attendance by 50% of the Committee members constitutes a quorum.

19.5 No business is to be conducted at a Committee meeting unless a quorum is present.

- 19.6 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.
- 19.7 A Committee member having any direct or indirect material personal interest referred to in sections 42 or 43 of the Act must comply with those sections.
- 19.8 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting, the meeting is adjourned to a time, day and place agreed by the Committee members present at the meeting.
- 19.9 If:
- (a) a quorum is not present within 15 minutes after the commencement time of a Committee meeting held under rule 19.8; and
 - (b) at least 2 Committee members are present at the meeting,
- those Committee members present are taken to constitute a quorum.
- 19.10 A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- 19.11 A person invited under rule 19.10 to attend a Committee meeting:
- (a) has no right to any agenda, minutes or other document circulated at the meeting;
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

20 Notice of Committee meetings

- 20.1 The Secretary must give members of the Committee at least 48 hours notice of Committee meetings.
- 20.2 The notice must state the date, time and place of the Committee meeting and must describe the general nature of the business to be conducted at the meeting.
- 20.3 Unless rule 20.4 applies, the only business that may be conducted at the Committee meeting is the business described in the notice.

20.4 Urgent business that has not been described in the notice may be conducted at the Committee meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

21 Use of technology to be present at Committee meetings

21.1 The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

21.2 A Committee member who participates in a Committee meeting as allowed under rule 21.1 is taken to be present at the meeting and, if the Committee member votes at the meeting, he or she is taken to have voted in person.

22 Payments to Committee members

22.1 A Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred in connection with the Association's business.

22.2 A Committee member is not entitled to be paid out of the funds of the Association for any reason other than as outlined in rule 22.1 unless the payment is authorised by a resolution of the members of the Association at a general meeting.

23 Convening a General Meeting

23.1 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 annual general meetings by section 50 of the Act; and
- (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than 15% of members of the Association, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 13.5, convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

23.2 The members making a request referred to in sub-rule 23.1(c)(i) must:

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

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

- (a) in sub-rule 23.1(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
- (b) in sub-rule 23.1(c)(ii), the member who gave the notice concerned may convene a special general meeting as if he or she were the Committee.

23.4 When a special general meeting is convened under rule 23.3:

- (a) the Committee must ensure that the members or member convening the special general meeting are supplied free of charge with the particulars of all members; and
- (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

24 Notice of General Meetings

24.1 Subject to rule 24.3, the Secretary must give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.

24.2 A notice given under rule 24.1 or 24.3 must specify:

- (a) when and where the general meeting concerned is to be held;
- (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;
- (c) if the meeting is the annual general meeting, the names of the members who have nominated for election to the Committee; and
- (d) if a special resolution is proposed —
 - (i) the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) that the resolution is intended to be proposed as a special resolution.

- 24.3 The Secretary must give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- 24.4 The Secretary may give a notice under rule 24.1 or 24.3 by:
- (a) serving it to a member personally;
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 53 of the Act; or
 - (c) sending it by email to an appropriate electronic address of the member appearing in the register of members kept and maintained under section 53 of the Act.
- 24.5 When a notice is sent by post under sub-rule 24.4(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.
- 24.6 All members of the Association are entitled to receive notice of and attend any general meeting of the Association.

25 Procedure at a General Meeting

In the case of an annual general meeting, the order in which business is to be transacted is:

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
- (b) consideration of the financial statements and reports required by Part 5 of the Act and reports of the Committee;
- (c) election of Committee members to replace outgoing Committee members;
- (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members; and
- (f) any general or other business requiring consideration by the Association in a general meeting.

26 Quorum at a General Meeting

- 26.1 At a general meeting 15% of members or 20 members (whichever is the less) present in person or by proxy constitute a quorum.
- 26.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 24.1 or 24.3:
- (a) as a result of a request or notice referred to in sub-rule 23.1(c) or as a result of action taken under rule 23.3 a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned:
 - (i) to the same time on the same day in the following week; and
 - (ii) to the same venue, unless the Chairperson specifies another place at the time of the adjournment or written notice of another venue is given to the members before the day to which the meeting is adjourned.
- 26.3 If within 30 minutes of the time appointed by sub-rule 26.2(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy are taken to constitute a quorum and may proceed with the business of that general meeting.
- 26.4 The Chairperson may, with the consent of a majority of members present at a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting to another time at the same place or another place.
- 26.5 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.
- 26.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 24 of the adjourned general meeting as if that general meeting were a fresh general meeting.

27 Passing of resolutions at a General Meeting

- 27.1 At a general meeting:

- (a) an ordinary resolution put to the vote must be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote must be decided in accordance with section 51 of the Act.
- 27.2 If votes on an ordinary resolution are divided equally, the Chairperson has a second or casting vote.
- 27.3 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.
- 27.4 A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution is evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 27.5.
- 27.5 At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by 3 or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 27.6 If a poll is demanded and taken under rule 27.5 in respect of an ordinary resolution, declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 27.7 A poll demanded under rule 27.5 on the election of a person to preside over a general meeting or on the question of an adjournment must be taken forthwith on that demand being made.

28 Minutes of meetings of Association

- 28.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then 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.
- 28.2 The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under rule 28.1 are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.

28.3 The minutes must record:

- (a) the business considered at the meeting;
- (b) the names of each person present at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) in the case of an annual general meeting, any proxy forms given to the Chairperson and any financial statements and reports presented at the meeting; and
- (e) in the case of a Committee meeting, any disclosure made by a Committee member of a material personal interest in a matter being considered at the Committee meeting.

28.4 When minutes have been entered and signed as correct, they are, until the contrary is proved, evidence that:

- (a) the general meeting or Committee meeting to which they relate (in this rule called 'the meeting') was duly convened and held;
- (b) all proceedings recorded as having taken place at that meeting did in fact take place; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

29 Voting Rights of Members of Association

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

29.2 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.

29.3 An appointment made under rule 29.2 must be so 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.

29.4 A person appointed under rule 29.2 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.

30 Proxies of Members of Association

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.

31 Rules of Association

31.1 The Association may only alter or rescind these rules, or make rules additional to these rules, by special resolution and by otherwise complying with the procedure set out in Part 3 Division 2 of the Act.

31.2 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.

32 Common Seal of Association

The Association does not have a common seal.

33 Custody of books and securities

33.1 Subject to rule 33.2, the books and securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

33.2 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.

33.3 Rules 33.1 and 33.2 have effect except as otherwise decided by the Committee.

33.4 The books of the Association must be retained for at least 7 years.

34 Control of funds

34.1 All expenditure of the Association must be made, and all funds received by the Association must be deposited, into an account in the name of the Association which the Association opens and maintains with a financial institution.

34.2 Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.

34.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which funds are expended.

35 Inspection of Records, etc. of Association

35.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association, however no document may be removed from the custody of the relevant Committee member or copied by the member making the request unless the consent of the Committee has first been obtained, or unless the document is a record of the office bearers of the Association in which case a handwritten extract may be made.

35.2 The member must contact the Secretary to make the necessary arrangements for the inspection.

36 Distribution of Surplus Property on Winding Up of Association

If, on the cancellation of incorporation or the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that cancellation or winding up, that property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

37 Procedure for handling disputes

37.1 The procedure set out in this rule 37 applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association (other than a dispute relating to the expulsion of a member, to which rule 13 applies).

37.2 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.

37.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 37.2, any party to the dispute may give the Committee notice of the dispute by giving written notice to the Secretary of:

- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- 37.4 Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- 37.5 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 37.6 The notice given to each party to the dispute must state:
- (a) when and where the Committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- 37.7 At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute;
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 37.8 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- 37.9 If either party to the dispute is not satisfied with the Committee's determination, that party may apply to the State Administrative Tribunal pursuant to section 182 of the Act to have the dispute determined by the State Administrative Tribunal.