

Amended draft – ~~23 January~~ ~~March~~ ~~12 June~~ ~~December~~ 2023



## Constitution and Rules

### Local Government Planners Association (Inc.)

## Part 1 - Preliminary

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### 1. Name

The name of the Association shall be the “Local Government Planners Association (Inc.)”

### 2. Terms Used

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

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

**Associate Member** means a Member referred to in rule 9(2);

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

**Books** of the Association, includes the following:

- (1) a register;
- (2) Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;
- (3) a document; and
- (4) any other record of information;

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

**Corporate Member** means a Member referred to in rule 9~~(4)~~(5);

**Executive Committee** means the management committee of the Association;

**Executive Committee Meeting** means a meeting of the Executive Committee;

**Executive Committee Member** means a member of the Executive Committee;

**Financial Records** includes:

- (1) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (2) documents of prime entry;
- (3) working papers and other documents needed to explain:
  - (a) the methods by which Financial Statements are prepared; and

(b) 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 in rule 3;

**General Meeting**, of the Association, means an Annual General Meeting or a Special General Meeting ;

**Life Member** means a Member referred to in rule 9(3);

**Local Government Member** means a Member referred to in rule 9(1);

**Member** means a ~~Corporate~~ Local Government Member, Associate Member, Life Member, Student Member or ~~Organisation~~ Corporate Member;

**Ordinary Executive Committee Member** means an Executive Committee Member who is not an office holder of the Association under rule ~~2928~~;

**Organisation Member** means a Member referred to in rule 9(5);

**President** means the President of the Association elected in accordance with the Rules and includes the acting President;

**Register of Members** means the Register of Members referred to in section 53 of the Act;

**Rules** means these rules of the Association, as in force for the time being;

**Secretary** means the Executive Committee Member holding office as the secretary of the Association;

**Special General Meeting** means a General Meeting of the Association other than the Annual General Meeting;

**Special Resolution** means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

**Student Member** means a Member referred to in rule 9(4);

**Subcommittee** means a subcommittee appointed by the Executive Committee which includes at least one member of the Executive Committee, which reports and provides recommendations to the Executive Committee;

**Tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**Tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**Tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**Treasurer** means the Executive Committee Member holding office as the treasurer of the Association.

- (2) For the avoidance of doubt any reference in these Rules to:
- (a) posting includes sending by electronic transmission;
  - (b) vote or voting includes voting by electronic means and such vote may be made prior in time to any meeting if made by way of electronic means;
  - (c) a ballot or election includes a ballot or election in any format, including an electronic ballot or election;
  - (d) a meeting includes a meeting by way of electronic means; and
  - (e) attendance at a meeting includes attendance at a meeting by way of electronic means.

### 3. Financial Year

- (1) The first Financial Year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent Financial Year of the Association is the period of 12 months commencing at the termination of the first Financial Year or the anniversary of that termination.

## Part 2 — Association to be Not-for-Profit Body

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### 4. Not-for-Profit Body

- (1) The objects of the Association shall be as follows:
  - (a) to represent generally the views and interests of the profession of Local Government Planners and to promote ethical practice;
  - (b) to encourage the training and education of persons seeking to become Local Government Planners;
  - (c) to advise on professional issues arising in relation to the activities of Local Government Planners relating to their own activities and their relationship with employers, professional associations and any individual body with whom a professional relationship exists;
  - (d) to promote the development and enhancement of the position of Local Government Planners by involvement in the broader issues of the planning profession;
  - (e) to support full co-operation and liaison with professional organisations, including the Planning Institute of Australia; and
  - (f) to provide recreation for, and to promote social interaction amongst Local Government Planners and generally to ensure that broader issues are fully explored and utilised.
- (2) The Association shall be a non-trading association and the income and property of the Association whencesoever derived shall be applied solely toward the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Association or to any of them or any person claiming through any of them.
- (3) A payment may be made to a Member out of the funds of the Association only if it is authorised under subrule (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 of remuneration to any officer or servant of the Association or to any Member thereof, or any other person in return for any services actually rendered to the Association or value given to the Association;
  - (b) the payment of interest, on money borrowed by the Association from the Member or a Local Government or other persons or bodies at a rate not exceeding twelve and one half per centum (12.5%) per annum as passed at a Special General Meeting called for that purpose with a majority vote of three-quarters of Members present and voting;
  - (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

The Association may:

- (1) obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and accept and receive any gifts of property of any description where subject to any Special trusts or not;
- (2) invest any moneys of the Association not immediately required for any of its objects in such manner and in such security as the Association may from time to time determine;
- (3) draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments;
- (4) do all or any of the above things in any part of the world as principal, agent, trustee or otherwise and by and through trustees, agents or otherwise;
- (5) purchase, lease, hire or otherwise acquire for the use of the Association real or personal property and sell, let, mortgage or dispose of that property;
- (6) erect maintain and improve or make alterations to any building for the use of the Association;
- (7) by authority of a resolution of the Association passed by not less than two-thirds of the eligible voting Members at a General Meeting borrow or raise money, whether or not using property of the Association for security, for any purpose authorised by these Rules; and
- (8) do all such other things as the Association deems to be incidental or conducive to the attainment of the above objects and the exercise of the above powers provided always that the Association is of a non-political character and is to be maintained for the objects abovementioned and is not to be for the purposes of making a profit divisible amongst its Members or any of them in support of any object other than the objects abovementioned or such other objects as may be agreed upon by the Members in the manner hereinafter provided for changing these Rules and it is hereby declared that each object specified in this Part shall unless otherwise herein provided be regarded as an independent object and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association and shall be capable of being pursued as an independent object or power either alone or in conjunction with any one or more of the objects or powers specified in the same or in any other paragraph or paragraphs.

## DIVISION 1 - MEMBERSHIP

### 6. Eligibility for Membership

- (1) Any person who [is a town planner or is closely associated with local government planning and](#) supports the objects or purposes of the Association is eligible to apply to become a Member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of Membership that confers voting rights.

## 7. Application for Membership

—The method of application for Membership shall be as follows:

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- (1) any person who wants to become a Member must apply either in writing or alternatively by submitting an electronic application to the Association;
- (2) the applicant must specify in the application the class of Membership, if there is more than one, to which the application relates; and
- (3) an application for Membership or change of grade Membership to or within the Association shall be in the form determined by the Executive Committee from time to time.

## 8. Becoming a Member

- (1) An applicant for Membership of the Association becomes a Member when:
  - (a) the Executive Committee of the Association acknowledges receipt of the application; and
  - (b) the applicant pays any Membership fees payable to the Association under these Rules.

## 9. Classes of Membership

—There shall be five classes of Membership which shall be as follows:

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- (1) ~~Corporate~~ Local Government Member – A person who is employed by a local government and who is responsible for performing town planning related duties;
- (2) Associate Member – A person who is not employed by a local government but who is closely associated with local government planning;
- (3) Life Member – A member who, in the opinion of the Executive Committee, had beneficially served the Association for a prolonged period; and
- (4) Student Member – A person who is actively undertaking a course of study relevant to local government planning who is not eligible for any other grade of Membership; and
- (5) ~~Organisation~~ Corporate Member – An entity which is a local government or another body corporate entity which is closely associated with local government planning.

## 10. Certificates

A Certificate of Membership in the form determined by the Executive Committee from time to time shall be issued to each Member of the Association showing his or her status.

## 11. When Membership ceases

A person ceases to be a Member when any of the following takes place:

- (1) for a Member who is an individual, the individual dies;

- (2) for a Member who is a body corporate, the body corporate is wound up;
- (3) the person resigns from the Association under rule 12;
- (4) the person ceases to be a Member under rule 14(4); or
- (5) the person is expelled under rule 17(5).

The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:

- (6) the date on which the person ceased to be a Member; and
- (7) the reason why the person ceased to be a Member.

## 12. Resignation

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

## 13. Rights not transferable

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

## DIVISION 2 – MEMBERSHIP FEES

### 14. Membership Fees

- (1) The annual fees for each category of membership shall be considered and set each year by a two-thirds majority of eligible voting Members present at the Annual General Meeting.
- (2) The Executive Committee may determine the timing and means of payment of the annual membership fees (such as by way of instalments and/or direct debit).
- (3) The annual membership fees shall be payable at the time, and in the manner, determined by the Executive Committee under this rule or in the absence of such determination in advance.
- (4) If a Member's annual fee is overdue, his or her Membership of the Association shall cease forthwith. If subsequently the Executive Committee is satisfied that there was a valid cause for the delay in



payment, it may, upon payment of overdue or unpaid fees, reinstate the Membership as from the date of cessation.

- (5) A Member whose Membership has ceased by reason of his or her annual fee being overdue and who is unable to satisfy the Executive Committee that there was a valid cause for the delay may upon payment of all overdue or unpaid fees accrued since the cessation of his or her Membership reapply for Membership in accordance with rule 7.

## DIVISION 3 – REGISTER OF MEMBERS

### 15. Register of Members

- (1) A Register of Members of the Association shall be kept by the Secretary and the Secretary shall be 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.
- (2) The register shall contain the following particulars with respect to each Member:
  - (a) Full name;
  - (b) Residential, [postal or e-mail](#) address;
  - (c) Employment position, where relevant;
  - (d) Date upon which the Member's name was entered in the Register as a Member; and
  - (e) Date upon which they ceased to be a Member and reasons therefore.
- (3) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of Membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- (4) The Register of Members must be kept at the Secretary's place of residence, or at another place determined by the Executive Committee.
- (5) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- (6) 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 Executive 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.

## DIVISION 4 – CONDUCT OF MEMBERS

### 16. Conduct

- (1) A Member must not act detrimentally to the interests of the Association.
- (2) If the Executive Committee adopts a Code of Conduct for Members, Members must abide by the Code of Conduct when participating in any activity in connection with the Association.

## Part 3 — Disciplinary Action, Disputes and Mediation

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### DIVISION 1 — TERMS USED

#### ~~16-17.~~ Term used

In this Part:

**Member**, in relation to a member who is expelled from the Association, also includes a former member.

### DIVISION 2 — DISCIPLINARY ACTION

#### ~~17-18.~~ Suspension or expulsion

- (1) The Executive Committee may decide to suspend a Member's membership or to expel a Member from the Association if:
  - (a) the Member contravenes any of these Rules; or
  - (b) the Member acts detrimentally to the interests of the Association.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Executive Committee Meeting at which the proposal is to be considered by the Executive Committee.
- (3) The notice given to the Member must state:
  - (a) when and where the Executive Committee Meeting is to be held;
  - (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 Executive Committee about the proposed suspension or expulsion.
- (4) At the Executive Committee Meeting, the Executive Committee must:
  - (a) give the Member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion;
  - (b) give due consideration to any submissions so made; and
  - (c) decide:
    - (i) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the Member from the Association.

- (5) A decision of the Executive Committee to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- (6) The Executive Committee must give the member written notice of the Executive Committee's decision, and the reasons for the decision, within 7 days after the Executive Committee Meeting at which the decision is made.
- (7) A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Executive Committee's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule ~~2625~~.
- (8) If notice is given under subrule (7), the Member who gives the notice and the Executive Committee are the parties to the mediation.

#### ~~18.19.~~ Consequences of suspension

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

### DIVISION 3 — RESOLVING DISPUTES

#### ~~19.20.~~ Terms

- (1) In this Division 3:
  - grievance procedure** means the procedures set out in this Rule;
  - party to a dispute** includes a person:
    - (a) who is a party to the dispute; and
    - (b) who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.

#### ~~20.21.~~ Application of Division

- (1) The procedure set out in this Division 3 (the grievance procedure) applies to disputes:

- (a) between Members; or
- (b) between one or more Members and the Association.

### 21-22. Parties to attempt to resolve dispute

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

### 22-23. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule ~~22-21~~, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, an Executive Committee Meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Executive Committee Meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
  - (a) when and where the Executive 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 Executive Committee about the dispute.
- (5) If:
  - (a) the dispute is between one or more Members and the Association;
  - (b) any party to the dispute gives written notice to the Secretary stating that the party:
    - (i) does not agree to the dispute being determined by the Executive Committee; and
    - (ii) requests the appointment of a mediator,the Executive Committee must not determine the dispute.

### 23-24. Determination of dispute by Executive Committee

- (1) At the Executive Committee Meeting at which a dispute is to be considered and determined, the Executive 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 Executive Committee about the dispute;
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Executive Committee must give each party to the dispute written notice of the Executive Committee's determination, and the reasons for the determination, within 7 days after the Executive Committee Meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Executive Committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule ~~2625~~.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## Division 4 — Mediation

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### 24-25. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
  - (a) by a Member under rule ~~1847~~(7); or
  - (b) by a party to a dispute under rule ~~2322~~(5) or rule ~~2423~~(3) .
- (2) If this Division applies, a mediator must be chosen or appointed under rule ~~2625~~.

### 25-26. Appointment of mediator

- (1) The mediator must be a person chosen:
  - (a) if the appointment of a mediator was requested by a member under rule ~~1847~~(7) — by agreement between the Member and the Executive Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule ~~2322~~(5) or rule ~~2423~~(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Executive Committee must appoint the mediator.
- (3) The person appointed as mediator by the Executive Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - (a) a Member under rule ~~1847~~(7);
  - (b) a party to a dispute under rule ~~2322~~(5); or
  - (c) a party to a dispute under rule ~~2423~~(3) and the dispute is between one or more Members and the Association.
- (4) The person appointed as mediator by the Executive Committee may be a member or former Member of the Association but must not:
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### 26-27. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

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

#### 27-28. If mediation results in decision to suspend or expel being revoked

If:

- (1) mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under rule ~~18+7~~(7); and
- (2) as the result of the mediation, the decision to suspend the Member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at an Executive Committee Meeting or General Meeting during the period of suspension or expulsion.



## Part 4 — Executive Committee

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### DIVISION 1 — POWERS OF EXECUTIVE COMMITTEE

#### 28-29. Executive Committee

- (1) The Executive Committee Members consist of:
  - (a) the office holders of the Association; and
  - (b) eight Ordinary Executive Committee members.
- (2) The following are the office holders of the Association:
  - (a) President;
  - (b) Vice President;
  - (c) Secretary; and
  - (d) Treasurer
- (3) For the first year after the election of a new President the immediate past President shall be ex-officio a member of the Executive Committee.

#### 29-30. Powers of the Executive Committee

- (1) The Executive Committee Members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these Rules and any resolution passed at a General Meeting, the Executive Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association, including ~~may~~-making regulations, [adopting a Code of Conduct](#), prescribing forms and doing all such things as from time to time in its discretion it thinks necessary expedient or fit for the internal management, regulation and good government of the Association and its affairs.
- (3) No report or resolution of the Executive Committee or any other Committee shall bind the Association until adopted or confirmed by a General Meeting of Members.
- (4) The Executive Committee may fill any vacancy in or co-opt any Member of the Association to the Executive Committee until the next Annual General Meeting of the Association.
- (5) The Executive Committee has the power to create Subcommittees. The Subcommittees are bound by the relevant by-laws. Subcommittees are to consider and make recommendations to the Executive Committee for determination by the Executive Committee. The Executive Committee may delegate any of its powers to the Subcommittees.
- (6) The Executive Committee may interpret and construe these Rules for all purposes, such interpretation being final unless rescinded at a General Meeting of the Association.

### ~~30-31.~~ 31. President

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Executive Committee Meeting and General Meeting.
- (2) The President has the powers and duties relating to convening and presiding at Executive Committee Meetings and presiding at General Meetings provided for in these Rules.

### ~~31-32.~~ 32. Secretary

The Secretary has the following duties:

- (1) dealing with the Association's correspondence;
- (2) consulting with the President regarding the business to be conducted at each Executive Committee Meeting and General Meeting;
- (3) preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) unless another Member is authorised by the Executive Committee to do so, 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;
- (5) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- (6) unless another Member is authorised by the Executive Committee to do so, maintaining on behalf of the Association a record of Executive Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (7) ensuring the safe custody of the Books of the Association, other than the Financial Records, financial statements and Financial Reports, as applicable to the Association;
- (8) maintaining full and accurate minutes of Executive Committee Meetings and General Meetings; and
- (9) carrying out any other duty given to the Secretary under these Rules or by the Executive Committee.

### ~~32-33.~~ 33. Treasurer

The Treasurer has the following duties:

- (1) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (2) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Executive Committee;
- (3) ensuring that any payments to be made by the Association that have been authorised by the Executive Committee or at a General Meeting are made on time;
- (4) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (5) ensuring the safe custody of the Association's Financial Records, financial statements and Financial Reports, as applicable to the Association;

- (6) if the Association is a Tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's Annual General Meeting;
- (7) if the Association is a Tier 2 association or Tier 3 association, coordinating the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting;
- (8) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or Financial Report under Part 5 Division 5 of the Act; and
- (9) carrying out any other duty given to the Treasurer under these Rules or by the Executive Committee.

## DIVISION 3 – ELECTION OF EXECUTIVE COMMITTEE MEMBERS

### 33-34. Election of Executive Committee Members:

- (1) A Member becomes an Executive Committee Member if the Member
  - (a) is elected in accordance with this rule; or
  - (b) is appointed to the Executive Committee by the Executive Committee to fill a casual vacancy under rule ~~37~~ 40 and in each case holds office until the next following Annual General Meeting.
- (2) No Member shall hold more than one office at the same time. No Member shall hold any one office on the Executive Committee for more than two years, unless determined otherwise at a General Meeting.
- (3) Members of the Executive Committee shall not be eligible for re-election for one year following Executive Committee service of six consecutive years, unless determined otherwise at a General Meeting.
- (4) In this clause:
  - (a) "Close of Nominations" means 4pm on the last day of the Nomination Period;
  - (b) "Election Day Period" means the ~~day which is period of 7 days which ends~~ 7 days before ~~the every second~~ Annual General Meeting;
  - (c) "Nomination Period" means the period that begins 6 weeks before ~~the~~ Election Day Period and ends 21 days later during which nominations for election of Ordinary Executive Committee Member or officeholders are to be made.
- (5) Elections for Ordinary Executive Committee Members and office holders are to be held ~~annually biennially on during~~ the Election Day Period. Subject to the Rules and any election procedure specified in a policy adopted under Rule 34(15), elections may take place on a specified day within the Election Period, or within a specified range of dates within the Election Period.
- (6) Notice of an election for Ordinary Executive Committee Members and office holders shall:
  - (a) be given by the Secretary between 7 to 9 weeks before the Election Day Period;
  - (b) to be given by letter posted or email sent to each Member at the address registered in the Registrar of Member;

- (c) call for nomination of candidates and specify:
  - (i) the ~~date of the Election Day Period~~ or, if applicable, any date or date range within the Election Period when the election will be held;
  - (ii) the number and type of vacant positions;
  - (iii) where nominations may be delivered or sent; and
  - (iv) the Nomination Period, including the Close of Nominations.
- (7) A person is eligible to be a candidate for election as an Executive Committee Member (including as an office holder) if:
  - (a) the person is a Corporate/Local Government Member or an Associate Member;
  - (b) the person is, at the Close of Nominations, a financial member; and
  - (c) a valid nomination for that person is received by the Secretary before Close of Nominations.
- (8) The nomination of a candidate is not valid unless, before the Close of Nominations:
  - (a) the Secretary receives a written nomination for that candidate;
  - (b) the nomination complies with the policies of the Executive Committee; and
  - ~~(c) the nomination includes a statement by another Member in support of the nomination; and~~
  - ~~(d)~~(c) the nomination specifies whether the nomination is for the position of a specified office holder or as an Ordinary Executive Committee Member.
- (9) As soon as practicable after the Close of Nominations, the Secretary:
  - (a) is to declare the nominations that have been accepted;
  - (b) is to give Members notice of the candidates for elections in a form and manner determined by the Executive Committee.
- (10) The Secretary is to prepare, for the purposes of each election, an electoral roll that:
  - (a) includes all Members who at the Close of Nominations are financial members; and
  - (b) is available for inspection by Members by arrangement with the Secretary during office hours.
- (11) Voting is to be conducted by secret ballot.
- (12) All Members may vote in an election for membership of the Executive Committee. In the case of Corporate Members, the Chief Executive Officer or their delegate is entitled to vote.
- (13) An election is to be determined:
  - (a) on the 'first past the post' principle; and
  - (b) in the event of a tied vote, by the Secretary drawing lots to determine which candidate is elected.

- (14) The President is to declare the election results at the Annual General Meeting.
- (15) The Executive Committee:
  - (a) may determine, by way of policy, the procedures that apply to elections for Executive Committee Members; and
  - (b) is to ensure that any policy of that type is available for inspection by members, by arrangement with the Secretary, during office hours.

### 34-35. Term of office

- (1) The term of office of an Ordinary Executive Committee Member begins when the Member:
  - (a) is elected; or
  - (b) is appointed to fill a casual vacancy;
- (2) Subject to rule ~~3739~~, an ~~Ordinary~~-Executive Committee Member holds office ~~for two years until the positions on the Executive Committee are declared vacant at the next Annual General Meeting.~~
- (3) An Executive Committee Member may be re-elected.
- (4) For the first year after the election of a new President the immediate past President shall be ex-officio a member of the Executive Committee.
- (5) The member elected President must be a registered as a ~~Corporate-Local Government~~ Member at the time of election. Should the elected President become ineligible for ~~Corporate-Local Government~~ Membership during their elected term he or she may serve the remainder of this term, but may not renominate for the position unless their ~~Corporate-Local Government~~ Membership is reinstated.
- (6) No member shall hold more than one office at the same time. No member shall hold any one office on the Executive Committee for more than two years, unless determined otherwise at an Annual General Meeting;
- (7) Members of the Executive Committee shall not be eligible for re-election for one year following Executive Committee service of six consecutive years, unless determined otherwise at an Annual General Meeting.

### 35-36. Resignation and removal from office

- (1) An Executive Committee Member may resign from the Executive Committee by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the President.
- (2) The resignation takes effect:
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a General Meeting, the Association may by resolution:

- (a) remove an Executive Committee Member from office; and
  - (b) elect a Member who is eligible to fill the vacant position.
- (4) An Executive Committee Member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the Members.
- (5) The Secretary or President may give a copy of the representations to each Member or, if they are not so given, the Executive Committee Member may require them to be read out at the General Meeting at which the resolution is to be considered.

### 36-37. When Membership of the Executive Committee ceases

A person ceases to be an Executive Committee Member if the person:

- (1) dies or otherwise ceases to be a Member;
- (2) resigns from the Executive Committee or is removed from office under rule ~~3638~~;
- (3) becomes ineligible to accept an appointment or act as an Executive Committee Member under section 39 of the Act;
- (4) becomes permanently unable to act as an Executive Committee Member because of [illness or a mental or physical disability](#); or
- (5) fails to attend three consecutive Executive Committee Meetings, of which the person has been given notice, without having notified the Executive Committee that the person will be unable to attend.

### 37-38. Filling casual vacancies

- (1) The Executive Committee may appoint a Member who is eligible under these Rules to fill a position on the Executive Committee that:
  - (a) has become vacant under rule ~~3739~~; or
  - (b) was not filled by election.
- (2) If the position of Secretary becomes vacant, the Executive Committee must appoint a Member who is eligible under these Rules to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule ~~4446~~, the Executive Committee may continue to act despite any vacancy in its Membership.
- (4) If there are fewer Executive Committee Members than required for a quorum under rule ~~4446~~, the Executive Committee may act only for the purpose of:
  - (a) appointing Executive Committee Members under this rule; or
  - (b) convening a General Meeting.

### 38.39. Validity of acts

The acts of an Executive Committee or Subcommittee, or of a member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of an Executive Committee Member or member of a Subcommittee.

## DIVISION 4 – EXECUTIVE COMMITTEE MEETINGS

### 39.40. Executive Committee Meetings

- (1) The Executive Committee must meet at least three times in each year on the dates and at the times and places determined by the Executive Committee.
- (2) The date, time and place of the first Executive Committee Meeting must be determined by the Executive Committee Members as soon as practicable after the Annual General Meeting at which the Executive Committee Members are elected.
- (3) Special Executive Committee Meetings may be convened by the President or any two Executive Committee Members.

### 40.41. Notice of Executive Committee Meetings

- (1) Notice of each Executive Committee Meeting must be given to each Executive Committee Member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Executive Committee Members at the meeting unanimously agree to treat that business as urgent.

### 41.42. Procedure and order of business

- (1) The President or, in the President's absence, the deputy-President must preside as President of each Executive Committee Meeting.
- (2) If the President and deputy President are absent or are unwilling to act as President of a meeting, the Executive Committee Members at the meeting must choose one of them to act as President of the meeting.
- (3) The procedure to be followed at an Executive Committee Meeting must be determined from time to time by the Executive Committee.
- (4) The order of business at an Executive Committee Meeting may be determined by the Executive Committee Members at the meeting.

- (5) A Member or other person who is not an Executive Committee Member may attend an Executive Committee Meeting if invited to do so by the Executive Committee.
- (6) A person invited under subrule (5) to attend an Executive 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 Executive Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### 42.43. Use of technology to be present at Executive Committee Meetings

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

#### 43.44. Quorum for Executive Committee Meetings

- (1) Any five Executive Committee members constitute a quorum for the conduct of business at an Executive Committee Meeting.
- (2) Subject to rule ~~38.40~~(4), no business is to be conducted at an Executive Committee Meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive Committee Meeting:
  - (a) in the case of a Special Meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

#### 44.45. Voting at Executive Committee Meetings

- (1) Each Executive Committee Member present at an Executive Committee Meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Executive Committee Members present at the Executive Committee Meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the President of the meeting has a second or casting vote which he or she shall exercise if at all before the result of the vote of the meeting is ascertained.



- (4) A vote may take place by the Executive Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Executive Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the President of the meeting must decide how the ballot is to be conducted.

#### 45.46. Minutes of Executive Committee Meeting

- (1) The Executive Committee must ensure that minutes are taken and kept of each Executive Committee Meeting.
- (2) The minutes must record the following:
  - (a) the names of the Executive Committee Members present at the meeting;
  - (b) the name of any person attending the meeting;
  - (c) the business considered at the meeting; and
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of an Executive Committee Meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The President must ensure that the minutes of an Executive Committee Meeting are reviewed and signed as correct by:
  - (a) the President of the meeting; or
  - (b) the President of the next Executive Committee Meeting.
- (5) When the minutes of an Executive Committee Meeting have been signed as correct the minutes are, until the contrary is proved, evidence that:
  - (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

### DIVISION 5 — SUBCOMMITTEES AND SUBSIDIARY OFFICES

#### 46.47. Subcommittees and subsidiary offices

- (1) To help the Executive Committee in the conduct of the Association's business, the Executive Committee may, in writing, do either or both of the following:
  - (a) appoint one or more Subcommittees;

- (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A Subcommittee may consist of the number of people, whether or not members, that the Executive Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Executive Committee:
  - (a) a Subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

#### 47.48. Delegation to Subcommittees and holders of subsidiary offices

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

## Part 5 — General Meetings of Association

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### 48-49. Meetings of the Association

- (1) Subject to sub-rule (2), an Annual General Meeting shall be held at such time and place as the Executive Committee determines within four months following the end of the preceding Financial Year. -
- (2) If it is proposed to hold the Annual General Meeting more than 4 months after the end of the Association's preceding Financial Year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year;
- (3) The Secretary shall give notice to all members of the Association of the date, time, venue and the rights of Members, or classes of members, to attend and vote, being not less than 14 days prior to the date fixed for the Annual General Meeting.
- (4) The ordinary business of the Annual General Meeting is as follows —
  - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Executive Committee's annual report on the Association's activities during the preceding Financial Year;
    - (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;
    - (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 Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or Financial Report;
  - (c) to confirm the election results of the office holders of the Association and other Executive Committee Members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by Members;
- (5) Any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.

## 49-50. Special General Meetings

- (1) Special General Meetings may be called by not less than 20% of the Members, and the Secretary shall call a Special General Meeting upon a requisition signed, provided such requisition states the purpose for which the meeting is to be called.
- (2) The Members requiring a Special General Meeting to be convened must:
  - (a) make the requirement by written notice given to the Secretary;
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (3) The Special General Meeting must be convened within 28 days after notice is given under subrule (2)(a).
- (4) If the Secretary 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.
- (5) A Special General Meeting convened by Members under subrule (2):
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (6) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting.
- (7) Meetings shall be held at such place or places as may be determined by the Executive Committee from time to time.

## 50-51. Notice of General Meetings

- (1) The Secretary or, in the case of a Special General Meeting, the Members convening the meeting, must give to each Member:
  - (a) at least 14 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting;
  - (b) indicate the general nature of each item of business to be considered at the meeting;
  - (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Executive Committee; and

- (d) if a Special Resolution is proposed:
  - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act;
  - (ii) state that the resolution is intended to be proposed as a Special Resolution; and
  - (iii) comply with rule 50(7).

## 51.52. Proxies

- (1) Subject to subrule (2), a Member may appoint an individual who is a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (2) A Member may be appointed the proxy for not more than 5 other Members.
- (3) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (6) If the Executive Committee has approved a form for the appointment of a proxy, the Member may use that form or any other form:
  - (a) that clearly identifies the person appointed as the Member's proxy; and
  - (b) that has been signed by the Member.
- (7) Notice of a General Meeting given to a Member under rule 54 must:
  - (a) state that the Member may appoint an individual who is a Member as a proxy for the meeting; and
  - (b) include a copy of any form that the Executive Committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

## 52.53. Use of technology to be present at General Meetings

- (1) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- (2) A Member who participates in a General Meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

#### 53-54. Procedure:

The procedure at General Meetings shall be as follows:

- (1) the procedure at General Meetings shall be in accordance with the terms of these Rules but otherwise shall be as determined from time to time by the Executive Committee. Standing orders may be proposed by the Executive Committee and approved at a General Meeting;
- (2) in the case of a Special General Meeting the particular business to be transacted shall be expressed in the notice calling the meeting and no other business shall be entered upon at that meeting;
- (3) the President of the Association shall preside at all meetings. In his or her absence, the Vice President shall act in his or her stead. Should both these Members be absent, a temporary chairman of the meeting may be elected by the Members present; and
- (4) non-Members may attend meetings as guests of Members, or as guest speakers.

#### 54-55. Quorum:

The quorum for General Meetings shall be as follows:

- (1) Executive Committee Meetings – Four (4) Members of the Executive Committee;
- (2) Annual General Meetings and Special General Meetings – 15 Members or one third of the total number of Members whichever is the lesser; and
- (3) no business shall be transacted at any meeting unless a quorum is present.

#### 55-56. Voting at General Meeting

- (1) On any question arising at a General Meeting:
  - (a) subject to subrule (6), each Member has one vote unless the Member may also vote on behalf of an Organisation Member under subrule (2); and
  - (b) Members may vote personally or by proxy.
- (2) An Organisation Member may, in writing, appoint an individual, whether or not the individual is a Member, to vote on behalf of the Organisation Member on any question at a particular General Meeting or at any General Meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the Secretary before any General Meeting to which the appointment applies.
- (4) The appointment has effect until:
  - (a) the end of any General Meeting to which the appointment applies; or

- (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary.
- (5) Except in the case of a Special Resolution, a motion is carried if a majority of the Ordinary Members present at a General Meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the President or his or her representative has a second or casting vote, except in matter of Membership.
- (7) 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.
- (8) For a Member to be eligible to vote at a General Meeting the Member:
  - (a) must have been a Member at the time notice of the meeting was given; and
  - (b) must have paid any fee or other money payable to the Association by the Member.
- (9) Each motion submitted shall be decided in the first instance upon a show of hands.
- (10) In general, the usual Rules of debate shall pertain in all business matters.

#### 56-57. When Special Resolutions are required

- (1) A Special Resolution is required if it is proposed at a General Meeting:
  - (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.
- (2) Subrule (1) does not limit the matters in relation to which a Special Resolution may be proposed.

#### 57-58. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Executive Committee from time to time, must take and keep minutes of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record:
  - (a) the names of the Members attending the meeting;
  - (b) any proxy forms given to the Secretary of the meeting under rule 55;
  - (c) the financial statements or Financial Report presented at the meeting; and
  - (d) any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting.

- (4) The minutes of a General Meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The President must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
  - (a) the President of the meeting; or
  - (b) the President of the next General Meeting.
- (6) When the minutes of a General Meeting have been signed as correct the minutes are, in the absence of evidence to the contrary, taken to be proof that:
  - (a) the meeting to which the minutes relate was duly convened and held;
  - (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 6 — Financial Matters

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### ~~58-59.~~ Funds

The funds of the Association shall be dealt with as follows:

- (1) general funds shall be collected and banked by the Treasurer and deposited in an account in such bank or banks or building society as the Executive Committee from time to time determines;
- (2) the Executive Committee at its first meeting shall appoint three of its Members including the Treasurer to be trustees of the funds;
- (3) all disbursements from trust and other funds shall be made and signed by one (1) trustee with prior approval of the Executive Committee. The Executive Committee may authorise the trustees to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended; and
- (4) the Treasurer shall report all financial transactions to the Executive Committee.

### 60. Financial statements and financial report

- (1) For each financial year, the committee 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 the subrule (1), those requirements include -
  - a. if the Association is a tier 1 association, the preparation of the financial statements;
  - 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 or auditing of the financial statements or financial report, as applicable; and
  - d. if 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 of the review or auditor's report, as applicable, on the financial statements or financial report.

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### ~~59-61.~~ Custody of Books

- (1) Subject to subrule (2), the Books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The Financial Records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Executive Committee.

- (4) The Books of the Association must be retained for at least 7 years.

## ~~60. Financial Statements~~

~~The Treasurer shall keep an accurate record of all moneys received and disbursed and shall give a Financial Report to each and every General Meeting. The Treasurer further shall submit a financial statement to the fourth General Meeting and such financial statement shall be certified by the President and the Treasurer after adoption thereof by such General Meeting.~~

## ~~61. Auditor~~

- ~~(1) The Association at each Annual General Meeting shall appoint an auditor to audit its accounts for the ensuing year and for any other year in which the accounts have not been audited.~~
- ~~(2) The auditor shall submit a written report to the next Annual General Meeting of the Association after his or her appointment.~~
- ~~(3) The auditor shall be a qualified accountant being a member of an Association of Australian Accountants or of a Secretarial Institute.~~

## Part 7 — General Matters

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### 62. By-laws

- (1) The Association may, by resolution at a General Meeting, make, amend or revoke by-laws.
- (2) By-laws may:
  - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 9;
  - (b) impose restrictions on the Committee's powers, including the power to dispose of the association's assets;
  - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
  - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) 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.
- (5) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

### 63. Common Seal

The Executive Committee shall provide a common seal for the purposes of the Association which shall at all times be kept in the custody and power of the Secretary and shall only be used by authority of a resolution of the Executive Committee and when so used shall be affixed by the Secretary in the presence of the President or the Vice President. The document to which it is so affixed shall be countersigned by the President or a Vice President and by the Secretary. The Secretary must make a written record of each use of the common seal.

### 64. Dissolution of Association

- (1) On application made in writing to the Executive Committee by not less than two-thirds of the Association Membership signifying their desire that the Association should be dissolved a Special General Meeting shall be called to consider the question.
- (2) The application for dissolution shall specify the reason why the motion has been made and shall be posted to every Member one calendar month before the day fixed for the Meeting.
- (3) At any Meeting called for the purpose of dissolution, votes by proxy will be received.

## 65. Distribution of surplus assets on dissolution

In the event of a motion for dissolution being carried at a Special General Meeting called for the purpose of dissolution, the assets of the Association shall be realised and any balance remaining after payment of all liabilities shall be given or transferred to any organisation constituted with objects similar to those of the Association or in the absence of such organisation, shall be disposed of to any charitable organisation as may be determined by the Members present, or failing determination of the Members, as may be determined by a Judge of the Supreme Court of Western Australia.

## 66. Alteration of Rules

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.

## 67. Inspection of records and documents

- (1) Subrule (2) applies to a Member who wants to inspect:
  - (a) the Register of Members under section 54(1) of the Act;
  - (b) the record of the names and addresses of Executive Committee 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.
- (2) The Member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the Member wants to inspect a document that records the minutes of an Executive Committee Meeting, the right to inspect that document is subject to any decision the Executive Committee has made about minutes of Executive Committee Meetings generally, or the minutes of a specific Executive Committee Meeting, being available for inspection by Members.
- (5) The Member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The Member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.