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CIRCUITWEST

Enable. Connect. Develop.

CONSTITUTION
OF
CIRCUITWEST INC

August 2017

CONSTITUTION OF CIRCUITWEST INC

1. NAME

The name of the incorporated association shall be "CircuitWest Inc."

1A NOT FOR PROFIT BODY

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

2. OBJECTS

- 2.1 To produce, present, acquire and manage the performing arts in publicly owned venues in Western Australia, their environs or any other venue to the highest professional standards;
- 2.2 To encourage co-operation, co-ordination and the highest level of professional management between and amongst members;
- 2.3 To encourage co-operation, co-ordination and the highest levels of professional management between members and other performing arts bodies;
- 2.4 To promote and encourage public participation and interest in the performing arts;
- 2.5 To promote and encourage knowledge, understanding and enjoyment of the performing arts;
- 2.6 To manage and maintain publicly owned venues for the staging of the performing arts to the highest professional standards;
- 2.7 To lobby for, acquire and distribute Government and Private Sector Funds for arts related purposes;
- 2.8 To establish and maintain commercial contracts, fundraising schemes, appropriate sponsorships and contra arrangements in order to minimise, where possible, the calls on public funding;
- 2.9 To maintain management and accounting practices and procedures in line with those acceptable to Federal, State and Local Government, Management Boards and Trusts in receipt of Public Funding;
- 2.10 To facilitate the conduct of schools, lectures, courses, seminars and other forms of education in the performing arts;
- 2.11 To facilitate training, instructing and teaching persons and promote education, research and development in the performing arts.

3. POWERS

The powers of the Association are:

- 3.1 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 28 (10);
- 3.2 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- 3.3 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; provided that in case the Association shall take or hold any property which

- may be subject to any trust the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 3.4 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - 3.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purpose of the Association;
 - 3.6 To remunerate any person or body corporate for services rendered, or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in the furtherance of its objects;
 - 3.7 To construct, improve, maintain, develop work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 - 3.8 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; subject where applicable;
 - 3.9 To take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate subject to Section 121 of the Trusts Act 1973 – 1986;
 - 3.10 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
 - 3.11 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether any fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off such securities;
 - 3.12 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - 3.13 To furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
 - 3.14 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
 - 3.15 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (3.4);
 - 3.16 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;

- 3.17 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 3.18 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.19 To make donations for patriotic, charitable or community purposes;
- 3.20 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. CLASSES OF MEMBERS

Membership of the Association shall consist of:

- 4.1 Ordinary members who shall be individuals meeting the following criteria;
 - 4.1.1 Are full-time, professional Managers of performing arts presenter organisations in Western Australia;
 - 4.1.2 Who have funding available to produce, present, acquire and manage the performing arts in their venues, their environs or any other venue.
 - 4.1.3 Staff of these venues will also be counted as members for the purposes of membership on certain sub-committees as determined by the Management Committee.

The number of Ordinary members shall be unlimited.

- 4.2 And Associate Members who shall be individuals meeting one or more of the following criteria;
 - 4.2.1 Are Managers of non-Western Australian performing arts presenter organisations who co-ordinate with performing arts events in Western Australia for geographical reasons;
 - or
 - 4.2.2 Are Managers or Nominees of Western Australian based arts organisations which have a clear relationship to Ordinary Members; or
 - 4.2.3 Are independent arts workers or practitioners who have a clear relationship to Ordinary Members.
- 4.3 Associate Members shall be approved on application to the Management Committee of the Association.
- 4.4 The number of Associate Members shall be unlimited.

5. MEMBERSHIP

- 5.1 Every applicant for membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and proposer and seconder and shall be in such form as the Management Committee from time to time prescribes;
- 5.2 In the event that a member is not a natural person the member shall by appointment in writing addressed to the organisation, nominate a person to vote on its behalf with respect to all matters pertaining to the organisation. Such appointment in writing shall remain valid until revocation of such appointment is made in writing to the organisation.

6. MEMBERSHIP FEES

- 6.1 The membership fees shall be such sum as the members from time to time at any general meeting so determine;
- 6.2 The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine;

- 6.3 A financial member at any material time is a member who is not then indebted to the organisation in respect of any annual subscription or levy or other payment whatsoever.

7 ADMISSION AND REJECTION OF MEMBERS

- 7.1 At the next meeting of the Management Committee after the receipt of any application and the fee applicable for membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant;
- 7.2 Any applicant who received a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member;
- 7.3 Upon the acceptance or rejection of an application for membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERS

- 8.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 8.2 If a member:
- 8.2.1 is convicted of an indictable offence; or
 - 8.2.2 fails to comply with any of the provisions of these Rules; or
 - 8.2.3 has membership fees in arrears for a period of two months or more; or
 - 8.2.4 conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether that membership shall be terminated;
- 8.3 The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate their membership it shall instruct the Secretary to advise the member in writing accordingly.
- 8.4 The secretary must keep a record, for at least one year after a person ceases to be a member, of —
- 8.4.1 the date on which the person ceased to be a member; and
 - 8.4.2 the reason why the person ceased to be a member.
- 8.5 A member whose membership is terminated or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule 8.3, give written notice to the secretary requesting the appointment of a mediator under rule 37.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee;
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

- 9.3 Where a person whose application is rejected, does not appeal against the decision of the management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10. MEMBERSHIP REGISTER

- 10.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission;
- 10.2 Particulars shall also be entered into the register of deaths, resignation, terminations and reinstatement of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time;
- 10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection;

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 11.1 The Management Committee of the Association shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, all of whom shall be Ordinary Members of the Association, and such number of the other members as the members of the Association at any general meeting may from time to time elect or appoint;
- 11.2 At the annual general meeting of the Association, at the expiry of their term half the members of the Management Committee shall retire from office, but shall be eligible upon nomination for re-election; the Chairperson and the Secretary and Vice-Chairperson and Treasurer will be on alternating terms of election.
- 11.3 Management Committee members will be elected for Two (2) year terms
- 11.3 The election of officers and other members of the Management Committee shall take place in the following manner:
- 11.3.1 Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
- 11.3.2 The nomination, shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.
- 11.3.3 A list of candidates names in alphabetical order, with the proposer and seconder names, shall be sent to all voting members at least fourteen days immediately preceding the annual general meeting.
- 11.3.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- 11.3.5 Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;
- 11.4 The Management Committee must total not less than three members but shall not exceed twelve in number.

11A WHEN MEMBERSHIP OF MANAGEMENT COMMITTEE CEASES

- 11A.1 A person ceases to be a committee member if the person —
- 11A.1.1 dies or otherwise ceases to be a member; or
- 11A.1.2 resigns from the committee or is removed from office under rule 12; or
- 11A.1.3 becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;

- 11A.1.4 becomes permanently unable to act as a committee member because of a mental or physical disability; or
- 11A.1.5 fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

12. MEMBERSHIP RESIGNATION

Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, but such resignation shall take effect at the time such notice is received by the Secretary unless a date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such a general meeting.

13. VACANCIES ON MANAGEMENT COMMITTEE

- 13.1 The Management Committee shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the management Committee until the next annual general meeting;
- 13.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

14. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:
 - 14.1.1 Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - 14.1.2 Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent;
- 14.2 The Management Committee may exercise all the powers of the Association:
 - 14.2.1 To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same of the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of the debentures perpetual or otherwise, charged upon all or any of the Associations property, both present and future, and to purchase, redeem or pay off any such securities;
 - 14.2.2 To invest in such manner as the members of the Association may from time to time determine.

15. MEETING OF MANAGEMENT COMMITTEE

- 15.1 The Management Committee shall meet at least twice every calendar year to exercise its functions and due to the distance between centres, these meetings may be carried out by telephonic communication;

- 15.2 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat;
- 15.3 At every meeting of the management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum;
- 15.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the management Committee shall be decided by a majority of votes and , in the case of equality of votes, the question shall be deemed to be decided in the negative;
- 15.5 Not less than fourteen days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat;
- 15.6 The Chairperson shall preside at every meeting of the Management Committee, or if there is no Chairperson, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, then the members may choose any one of their number to be Chairperson of the meeting;
- 15.7 if within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

16. SUB-COMMITTEES AND ELECTION OF A SUB – COMMITTEE

- 16.1 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee think fit. Any such committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee;
- 16.2 A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting;
- 16.2.1 The elected Chairperson of the sub-committee then must sit on the Associations Management Committee.
- 16.3 A sub-committee may elect other officers to assist with sub-committee tasks and projects, all of whom shall be members of the Association.
- 16.4 A sub committee must total not less then three members but shall not exceed nine in number.
- 16.5 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 16.6 Any member of a sub –committee may resign from the membership of the sub-committee at any time by giving notice to the sub-committee Secretary but such

resignation shall take place at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

- 16.7 A member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such General Meeting.
- 16.8 The election of officers and members of a subcommittee shall take place in the following manner:-
- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as a n officer or other member of a sub-committee;
 - (b) This nomination shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the sub-committee Secretary at least fourteen days before the annual meeting at which the election is to take place;
 - (c) A list of the candidates names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association, or, issued electronically for at least seven days immediately preceding the annual meeting;
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual meeting and each member present at the annual meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 16.9 At the annual meeting of a sub committee attended by a majority of members of the association (e.g the TechWest Conference) all mewmbers of a sub committee for the time being shall retire from office but shall be eligible upon nomination for re-election.

17. VACANCIES ON A SUB-COMMITTEE

- 17.1 The CircuitWest Management Committee shall have the power at any time to appoint any member of the Association to fill any any casual vacancy on a sub-committee until the next general meeting.
- 17.2 If the sub-committee is reduced below the number fixed by or pursuant to these guidelines, the sub-committee may act as to increase the numbers of members of that sub committee to that number.

18. SUB-COMMITTEE MEETINGS

- 18.1 It is recommended that a sub-committee meet at regular intervals to exercise its functions and due to the distance between centres, these meetings may be carried out by telephonic or internet communication.
- 18.2 At every meeting of a sub committee a simple majority of a number equal to the number of members elected/appointed to the sub-committee, shall constitute a quorum.
- 18.3 If within half an hour from the time appointed for the commencement of sub-committee meeting a quorum is not present, the meeting shall lapse and be rescheduled for a time and place as the sub-committee may determine in order to obtain a quorum.
- 18.4 A member of a sub committee shall provide notice of a conflict of interest and not vote in respect of any contract or proposed contract with the association in which they

are interested, or any matter arising thereof, and if they do their vote shall not be counted.

19. CERTAIN ACTS OF THE MANAGEMENT COMMITTEE OR SUB-COMMITTEE

All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

20. A resolution in writing signed by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

21. ANNUAL GENERAL OR GENERAL MEETINGS

The first general meeting shall be held at such time, not being less than one month or more than six months after the incorporation of the Association, and at such place as the Management Committee may determine.

22. 22.1 The annual general meeting shall be held within four months of the close of the financial year.
- 22.2 The business to be transacted at every annual general meeting shall be:
- 22.2.1 The receiving of the Management Committee report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - 22.2.2 The receiving of the auditor report upon the books and accounts for the preceding financial year;
 - 22.2.3 The election of members of the Management Committee; and
 - 22.2.3 The appointment of an auditor.

23. SPECIAL GENERAL MEETINGS

- 23.1 The committee may convene a special general meeting.
- 23.2 The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- 23.3 The members requiring a special general meeting to be convened must —
- 23.3.1 make the requirement by written notice given to the secretary; and
 - 23.3.2 state in the notice the business to be considered at the meeting; and
 - 23.3.3 each sign the notice.
- 23.4 The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- 23.5 If the committee 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.
- 23.6 A special general meeting convened by members under subrule (5) —

- 23.6.1 must be held within 3 months after the date the original requirement was made; and
 - 23.6.2 may only consider the business stated in the notice by which the requirement was made.
- 23.7 The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).
- 24.
- 24.1 At any general meeting the number of Ordinary Members required to constitute a quorum shall be one half of the number of Financial Ordinary members;
 - 24.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business;
 - 24.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee of the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum;
 - 24.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. NOTICE OF GENERAL MEETINGS
- 25.1 The secretary or, in the case of a special general meeting convened under rule 51(5), the members convening the meeting, must give to each member —
- 25.1.1 at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 25.1.2 at least 14 days' notice of a general meeting in any other case.
- 25.2 The notice must —
- 25.2.1 specify the date, time and place of the meeting; and
 - 25.2.2 indicate the general nature of each item of business to be considered at the meeting; and
 - 25.2.3 if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 22(2); and
 - 25.2.4 if a special resolution is proposed —
 - 25.2.4.1 set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - 25.2.4.2 state that the resolution is intended to be proposed as a special resolution.
26. Unless otherwise provided by these Rules, at every general meeting:
- 26.1 The Chairperson shall preside or if there is no Chairperson, or if the Chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting;

- 26.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
 - 26.3 Every question, matter or resolution shall be decided by majority of votes of the members present;
 - 26.4 Every financial member present shall be entitled to one vote provided that no financial member shall be entitled to vote at any general meeting if their annual subscription is in arrears at the date of the meeting;
 - 26.4.1 In the case of an equality of votes, the Chairperson shall have a second or casting vote.
 - 26.5 Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a ballot in such manner as the Chairperson shall determine and the result of the ballot declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - 26.6 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy.
 - 26.7 Similarly, the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.
27. BY-LAWS
The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.
28. ALTERATION OF RULES
Subject to the provisions of the Associations Incorporation Act 1987, these Rules may be amended, rescinded or added to by a “Special Resolution” of the Incorporated Association members, who are entitled to vote under the rules of the Association Act.
29. COMMON SEAL
The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and its every use by the authority of the Management Committee shall be signed by the Chairperson and counter-signed by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose.
30. CONTROL OF FUNDS
- 30.1 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
 - 30.2 Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
 - 30.3 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 the funds are expended.

- 30.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
- (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- 30.5 All funds of the Association must be deposited into the Association’s account within 5 working days after their receipt.

30A. FINANCIAL STATEMENTS AND FINANCIAL REPORTS

30A.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.

- 30A. Without limiting subrule (1), those requirements include —
- (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor’s report, as applicable, on the financial statements or financial report.

30B Without limiting clause 1A. the income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

31. DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of Association and make them available for inspection by the Members of the Association.

32. FINANCIAL YEAR

The Financial Year of the Association shall close on 30 June in each year.

33. DISTRIBUTION OF SURPLUS ASSETS

If, on 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 winding up, that property shall be distributed:

- 33.1 To another Incorporated Association having objects similar to those of the Association; or
- 33.2 For charitable purposes;

Which Incorporated Association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33, clause 3 of the Association Incorporated Act of 1987, to prepare a distribution of the surplus property of the Association.

34 DISPUTE RESOLUTION

34.1 Terms used in dispute procedure:

grievance procedure means the procedures set out in clauses 34, 35 and 36;

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.
- (c)

34.2 Clauses 34, 35 and 36 (the “grievance procedure”) applies to disputes –

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

34.3. 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.

35. 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 34.3, 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, a 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 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 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.
 - (5) If –
 - (a) the dispute is between one or more members and the Association; and
 - (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 committee; and
 - (ii) requests the appointment of a mediator under rule 38,
- the committee must not determine the dispute.

36. DETERMINATION OF DISPUTE BY COMMITTEE

- (1) 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; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) 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.
 - (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 38.
 - (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

37. MEDIATION

- (1) Clauses 37 – 40 apply if written notice has been given to the secretary requesting the appointment of a mediator –
 - (a) by a member under rule 8.5; or
 - (b) by a party to a dispute under rule 35(5)(b)(ii) or 36(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 38.

38. 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 8.5 – by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 35(5)(b)(ii) or 36(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 committee must appoint the mediator.
- (3) The person appointed as mediator by the 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 8.5; or
 - (b) a party to a dispute under rule 35(5)(b)(ii); or
 - (c) a party to a dispute under rule 36(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the 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.

39. 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; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (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.

40. IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 8.5; and
- (b) 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 a committee meeting or general meeting during the period of suspension or expulsion.