



Kellerberrin Community Resource Centre Inc.
CONSTITUTION

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Date of Incorporation: 25 May 2000
Registered Number: A1008810D for Kellerberrin District Telecentre Inc.

This is the annexure of 20 pages marked "A" referred to in Form 5 signed by me and dated.

Date: 1st October 2018

Signature: 
CHAIRPERSON

CONSTITUTION OF THE KELLERBERRIN COMMUNITY RESOURCE CENTRE INC.

1.0 NAME

The name of the Association is Kellerberrin Community Resource Centre Inc. here in after referred to as the 'Association'.

2.0 DEFINITIONS

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

associate member means a member with the rights referred to in rule 8(6);

Association means the incorporated association to which these rules apply;

books, of the Association, includes the following —

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

by laws means by-laws made by the Association under rule 64;

chairperson means the Committee member holding office as the chairperson of the Association;

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

committee means the management committee of the Association;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

financial records include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

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

financial statements mean 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 2;

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

member means a person (including a body corporate) who is an ordinary member or an associate member of the Association;

ordinary committee member means a committee member who is not an office holder of the Association under rule 27(3);

ordinary member means a member with the rights referred to in rule 8(5);

register of members means the register of members referred to in section 53 of the Act;

rules mean these rules of the Association, as in force for the time being;

secretary means the 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;

subcommittee means a subcommittee appointed by the committee under rule 48(1)(a);

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 committee member holding office as the treasurer of the Association.

OBJECTS OF ASSOCIATION

The objects of the Association are-

- 3.1 To provide access to services and information that support capacity building within the community.
- 3.2 To provide access to services and information to address issues of disadvantage within the community including but not limited to poverty, health, isolation and unemployment.
- 3.3 Develop partnerships and business opportunities relevant to the needs of the community.
- 3.4 Work with stakeholders, other Community Resource Centres and all tiers of government to increase the profile of the WA Community Resource Network.
- 3.5 Provide members of the community with access to and training in the use of information technology
- 3.6 To provide in the Shire of Kellerberrin advanced technology facilities which will stimulate the effective and creative use of telecommunications and computer technology for community education, business, social and cultural development.
- 3.7 To increase the employment prospects of the region.
- 3.8 To obtain funds from donations, grants and other sources.
- 3.9 To ensure the Association is effective and remains a community based and owned service.

POWERS OF THE ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- 4.1 acquire, hold, deal with, and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest its money -
 - 4.3.1 in any security in which trust monies may lawfully be invested; or
 - 4.3.2 in any other manner authorised by the rules of the Association;
- 4.4 borrow money upon such terms and conditions as the Association thinks fit;

- 4.5 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.6 appoint agents to transact any business of the Association on its behalf;
- 4.7 enter into any other contract it considers necessary or desirable, and
- 4.8 may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
- 4.9 To appoint, employ and pay any staff as required. The committee has the power to dismiss staff members subject to normal industrial conditions.
- 4.10 To co-opt people of relevant skill on to the committee when necessary. Any person so co-opted shall have no voting rights.
- 4.11 Establishing policy and procedures, which will ensure effective management and administration of the Association, the Association Staff and any services it provides.

NON -PROFIT CLAUSE

- 5.1 The assets and income of the organisation shall be applied solely in the furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

MEMBERSHIP

Qualifications for membership of Association is any person that:

- 6.1 Is in agreement with and supports the objects of the Association.
- 6.2 Is not a paid employee of the Association.
- 6.3 Has satisfied the procedure for membership of the Association.
- 6.4 A person who wishes to become a member must-
 - 6.4.1 apply for membership to the Committee in writing in such form as the Committee from time to time directs; and
- 6.5 The Committee members must consider each application made under sub-rule 6.4.1 at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

- 6.6 An applicant whose application for membership of the Association is rejected under sub-rule 6.5 must, if he or she wishes to appeal against that decision, give written notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 6.7 When notice is given under sub-rule 6.6, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

REGISTER OF MEMBERS OF ASSOCIATION

- 6.8 The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses or email addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. The rules may permit the Association to charge the member a reasonable amount.
- 6.9 The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- 6.10 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 6.15 – 6.16 to be deleted from the register of members referred to in sub rule 6.8.

SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- 6.11 The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 6.12 Each member must pay to the Association, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule 6.11.
- 6.13 Subject to sub-rule 6.14, a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule 6.12 ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 6.14 A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date

fixed by or under sub-rule 6.12 or within 3 months thereafter, or such other time as the Committee allows.

TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- 6.15 Membership of the Association may be terminated upon
- 6.15.1 receipt by the Association of a notice in writing from a member of his or her resignation from the Association.
 - 6.15.2 expulsion of a member in accordance with rule 6.17.
 - 6.15.3 non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 6.13;
or
- 6.16 Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination.

SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

- 6.17 If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate in writing to the member-
- 6.17.1 notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - 6.17.2 particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph 6.17.
- 6.18 At the Committee meeting referred to in a notice communicated under sub-rule 6.17, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 6.19 Subject to sub-rule 6.17, a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 6.18.
- 6.20 A member who is suspended or expelled under sub-rule 6.17 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the

Association of his or her intention to do so within the period of 14 days referred to in sub-rule 6.19.

6.21 When notice is given under sub-rule 6.19-

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

6.21.2 the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

WHEN MEMBERSHIP CEASES

7.1 A person ceases to be a member when any of the following takes place —

- (a) for a member who is an individual, the individual dies;
- (b) for a member who is a body corporate, the body corporate is wound up;
- (c) the person resigns from the Association under rule 10;
- (d) the person is expelled from the Association under rule 15;
- (e) the person ceases to be a member under rule 12(4).

7.2 The secretary must keep a record, for at least one year after a person ceases to be a member, of —

- (a) the date on which the person ceased to be a member; and
- (b) the reason why the person ceased to be a member.

RIGHTS NOT TRANSFERABLE

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

MANAGEMENT COMMITTEE

9.1 The affairs of the Association shall be managed exclusively by a Committee of Management elected by the members at the Annual General Meeting and consisting of;

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) 5 other persons, all of whom must be members of the Association elected to membership of the Committee at an annual general meeting, or having being invited to join the Committee by the committee of Management under rule 4.10, or a representative of the Shire Council or other areas.

- 9.1.1 Committee members shall serve no longer than two years from election at the Annual General Meeting but may re-nominate when their term expires.
- 9.2 Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule 7.7.
- 9.3 Subject to sub-rule 7.7, a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule 7.13 at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- 9.4 Except for nominees under sub-rule 7.7, a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
- 9.4.1 the nominator; and
- 9.4.2 the nominee to signify his or her willingness to stand for election, to the Association not less than 7 days before the day on which the annual general meeting concerned is to be held.
- 9.5 A person who is eligible for election or re-election under this rule may –
- 9.5.1 propose or second himself or herself for election or re-election; and
- 9.5.2 vote for himself or herself.
- 9.6 If the number of persons nominated in accordance with sub-rule 7.1 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
- 9.6.1 the Secretary must report accordingly to; and
- 9.6.2 the Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- 9.7 If vacancies remain on the Committee after the declaration under sub-rule 7.6, additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, a vote for those positions must be conducted.
- 9.8 If a vacancy remains on the Committee after the application of sub-rule 7.7, or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Committee-

- 9.8.1 the Committee may appoint a member to fill that vacancy; and
 - 9.8.2 a member appointed under this sub-rule will -
 - 9.8.3 hold office until the election referred to in sub-rule 7.2; and
 - 9.8.4 be eligible for election to membership of the Committee, at the next following annual general meeting.
- 9.9 The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
- 9.9.1 the power of delegation; and
 - 9.9.2 a function which is a duty imposed on the Committee by the Act or any other law.
- 9.10 Any delegation under sub-rule 7.9 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 9.11 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 7.9.

CHAIRPERSON AND VICE-CHAIRPERSON

- 10.1 Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
- 10.2 In the event of the absence from a general meeting of-
- 10.2.1 the Chairperson, the Vice-Chairperson; or
 - 10.2.2 both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.
- 10.3 In the event of the absence from a Committee meeting of-
- 10.3.1 the Chairperson, the Vice-Chairperson; or
 - 10.3.2 both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

SECRETARY

- 11.1 The Secretary must-
- 11.1.1 oversee the correspondence of the Association;
 - 11.1.2 keep full and correct minutes of the proceedings of the Committee and of the Association;
- 11.2 comply on behalf of the Association with-
- 11.2.1 section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6.8;
 - 11.2.2 section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - 11.2.3 section 29 of the Act by maintaining a record of -
- 11.3 the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 23; and
- 11.4 the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 11.5 unless the member's resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, other than those required by rule 10.7 to be kept and maintained by, or in the custody of, the Treasurer; and
- 11.6 perform such other duties as are imposed by these rules on the Secretary.

TREASURER

- 12.1 The Treasurer is responsible for:
- 12.1.1 General oversight of the financial processes conducted by the Association, including but not limited to:
 - a) Development and documentation of procedures for financial processes and submission of the procedures to the Committee.
 - b) Financial risk assessments for fraud and insolvency events

- c) Advising the Committee on financial matters pertaining to the Association, and
- d) Preparation of regular management reports to the committee.

12.1.2 Overseeing the keeping of all accounting records;

- a) so as to correctly record and explain the financial transactions and financial position of the Association, and
- b) in such a manner as will enable true and fair accounts of the Association to be prepared from time to time, and conveniently and properly audited.

12.1.3 Ensuring that all statutory financial obligations pertaining to the Association are met in a timely manner, including but not limited to;

- a) Quarterly BAS lodgement
- b) Annual PAYG reporting for employees
- c) Accounting records appropriate to the Association's relevant tax status, or
- d) Any specific record keeping required to account for Grants under the terms of such Grants.

12.1.4 Referring the accounts records to an auditor annually and liaise with the auditor in respect of the accounts records,

12.1.5 Submitting the audited accounts, showing the financial position of the Association at the end of the preceding financial year, to the members at the Annual General Meeting.

12.1.6 Doing other such things as the Treasurer is required or authorised to do by these Rules.

CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

13.1 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

13.2 dies;

13.3 resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;

13.4 is convicted of an offence under the Act;

- 13.5 is permanently incapacitated by mental or physical ill-health;
- 13.6 is absent from more than-
- 13.6.1 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;
 - 13.6.2 of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- 13.7 ceases to be a member of the Association; or
- 13.8 is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

PROCEEDINGS OF COMMITTEE

- 14.1 The Committee must meet together for the dispatch of business not less than every 3 months in each year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 14.2 Each Committee member has a deliberative vote.
- 14.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 14.4 At a Committee meeting 5 Committee members constitute a quorum.
- 14.5 Subject to these rules, the procedure and order of business to be followed at Committee meeting must be determined by the Committee members present at the Committee meeting.
- 14.6 As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
- 14.6.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - 14.6.2 not take part in any deliberations or decision of the Committee with respect to that contract.
- 14.7 Sub-rule 12.6 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

- 14.8 The Secretary must cause every disclosure made under sub-rule 12.6 by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

GENERAL MEETINGS

15.1 The Committee-

15.1.1 may at any time convene a special general meeting;

15.1.2 must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and

15.1.3 must, within 30 days of-

- (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
- (ii) the Secretary receiving a notice under rule 6.6 convene a general meeting to deal with the appeal to which that notice relates.

15.1.4 must, after receiving a notice under rule 6.6, convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.

15.2 The members making a request referred to in sub-rule 13.1.1 must-

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

15.2.2 sign that request.

15.3 If a special general meeting is not convened within the relevant period of 30 days referred to in sub-rule 13.1.1, the members who made the request concerned may themselves convene a special general meeting as if they were the Committee

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

- 15.5 Subject to sub-rule 13.7, the Secretary must give to all members not less than 14 days' notice of a special general meeting and that notice must specify-
- 15.5.1 when and where the general meeting concerned is to be held; and
 - 15.5.2 particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 15.6 Subject to sub-rule 13.7, the Secretary must give to all members not less than 14 days' notice of an annual general meeting and that notice must specify-
- 15.6.1 when and where the annual general meeting is to be held;
 - 15.6.2 the particulars and order in which business is to be transacted, as follows-
 - 15.6.3 first, the consideration of the accounts and reports of the Committee;
 - 15.6.4 second, the election of Committee members to replace outgoing Committee members; and
 - 15.6.5 third, any other business requiring consideration by the Association at the general meeting.
- 15.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 14 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 13.5 or 13.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 15.8 The Secretary must give a notice under sub-rule 13.5, 13.6 or 13.7 by sending it by post or electronic means to a member at the address of the member appearing in the register of members kept and maintained under rule 6.8.
- 15.9 When a notice is sent by post under sub-rule 13.8, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail or electronic means.
- 15.10 Each member present in person at a general meeting is entitled to a deliberative vote.
- 15.11 Voting shall be carried out by a simple majority.
- 15.12 In the event of equal voting on a motion, the chairperson shall have the casting vote.

QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 16.1 The quorum for a general meeting is ten per cent (10%) of the membership, or eight (8) members whichever is the greater, present in person or by proxy. If there is no quorum within thirty (30) minutes of the starting time for the meeting, then a majority of member's present shall decide to adjourn the meeting for a period of not more than thirty (30) days. The quorum for the adjourned meeting shall be the number of members present (including by electronic means) 30 minutes after the starting time.
- 16.2 At a general meeting-
- 16.2.1 an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 14.9; and
- 16.7.2 a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 14.9 and 14.11.
- 16.3 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 14.9.
- 16.4 At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 16.5 If a poll is demanded and taken under sub-rule 14.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 16.6 A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

MINUTES OF MEETINGS OF ASSOCIATION

- 17.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute file kept for that purpose.
- 17.2 The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule 15.1 are checked and signed as correct.
- 17.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- 17.3.1 the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

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

17.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

VOTING RIGHTS OF MEMBERS OF ASSOCIATION

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

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

18.3 An appointment made under sub-rule 16.2 must be made by a resolution of the board or other governing body of the body corporate concerned and a copy of which resolution is lodged with the Secretary.

18.4 A person appointed under 16.2 to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

PROXIES OF MEMBERS OF ASSOCIATION

19.1 A member may appoint in writing (including by electronic means) another member to be their proxy and to attend, and vote on their behalf at any general meeting.

19.2 A member may not be a proxy to more than one (1) other member.

19.3 Each member, present in person or by proxy, at a general meeting is entitled to one vote.

RULES OF ASSOCIATION

20.1 These rules may be altered or replaced by a 'special resolution' which is a resolution passed by a majority of not less than three quarters of members present, in person or by proxy (including by electronic means) at a special general meeting of the Association.

20.2 At least fourteen (14) days' notice of the meeting must be given and must specify the proposed amendments.

20.3 The Deputy Commissioner of Taxation and the Chief Executive Officer of any organisation which provides funds to the association shall be notified in writing of any alteration to the rules within thirty (30) days of approval of the alteration from the Department of Commerce and Fair Trading.

- 20.4 An alteration of the rules of the Association and/or change of name of the association does not take effect until such time as the Management Committee have been advised in writing by the Department of Commerce that the alteration or name change has been approved.
- 20.5 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

COMMON SEAL OF ASSOCIATION

- 21.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 21.2 The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute file referred to in rule 15.
- 21.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 21.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

INSPECTION OF RECORDS, ETC. OF ASSOCIATION

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

DISPUTES AND MEDIATION

- 23.1 If any dispute arises between the Association and any of its members and cannot be amicably settled by the management committee, the matter should be referred to a general meeting of the association. If the dispute cannot be resolved at the general meeting the management committee shall arrange for an arbitrator to hear the dispute. The arbitrator may be a qualified mediator, a legal practitioner, a local government representative, a representation from the local Regional Development Commission or from the Department of Commerce and Trade or another person agreed to by all parties involved in the dispute.
- 23.2 If the mediation process does not result in the dispute being resolved, the parties may see to resolve the dispute in accordance with the Act or otherwise at law.

FINANCE

- 24.1 All funds of the Association shall be deposited into the Association's accounts at such bank or recognised financial institution as the Management Committee may determine.

- 24.2 All accounts due by the Association shall be paid by cheque after having been passed for payments at the Management Committee Meeting and when immediate payment is necessary, account(s) shall be paid and the action endorsed at the next Management Committee Meeting.
- 24.3 A statement showing the financial position of the Association shall be tabled at each Management Committee Meeting by the Treasurer.
- 24.4 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 24.5 The financial year of the Association shall commence on 1st July each year. The accounts, books and all financial records of the Association shall be audited each year.
- 24.6 The signatories to the Association's Account(s) will be the Treasurer and any one from the following;
- 22.6.1 Chairperson
- 22.6.2 Secretary

DISSOLUTION

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

ALTERATION OF RULES

- 26.1 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.

