

The Toodyay Herald Inc.

Your locally owned community newspaper

CONSTITUTION

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**THE TOODYAY HERALD (INC)
CONSTITUTION**

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1. NAME, POWERS, OBJECTS AND RULES OF THE ASSOCIATION

1.1 Name of Association

The name of the Association is The Toodyay Herald Inc.

1.2 Objects of Association

- (a) The objects and purposes of the Association are:
 - (i) to own and operate a community newspaper that shall serve the Toodyay community and district as a news media and to serve as an advertising and promotional medium for local businesses and the community in general;
 - (ii) to develop a quality newspaper for the benefit of the community; and
 - (iii) to operate as a not-for-profit community organisation.

- (b) The property and income of the Association must be applied solely towards promoting 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, except in good faith in promoting those objects or purposes.

1.3 Powers of the Association

- (a) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner, and in particular may:
 - (i) Purchase, sell, manage, lease, exchange, hire, mortgage, dispose of or deal otherwise with all or any part of the property, real and personal, of the Association;
 - (ii) Conduct appeals for funds and to accept subsidies, donations, whether real or personal estate, and devise and bequests;
 - (iii) Borrow or raise or secure the payment of money in such manner as the Association requires, with power to issue charges or any kind of security or charging all or any of the property real or personal, both present and future, of the Association, and to redeem or pay off any existing or future security.
 - (iv) Found, subsidise or contribute to any institutions, scholarships or prizes; to give effect to any of the objects specified herein;
 - (v) Invest or deal with moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined by the Committee;
 - (vi) Accept or contract any person, firm or corporation for the provision of services within the Powers and Objects of the Association;
 - (vii) Join or cooperate with any person, firm or corporation, Association, Municipality, or Society in any act, matter or thing that may be conducive to the attainment or performance of the Objects or Powers of the Association;
 - (viii) Appoint in an honorary capacity a person or persons to act as Secretary and/or Treasurer of the Association. Any person or persons so appointed shall carry out such duties as the Committee may direct;
 - (ix) Appoint a person to act as Editor for the Association's newspaper or publications. Any person so appointed shall carry out such duties as the Committee may direct. The Editor shall attend Committee meetings as required but shall not have a vote at Committee meetings;
 - (x) Appoint a person to act as Sub-Editor for the Association's newspaper or publications. Any person so appointed shall carry out such duties as the Committee may direct. The Sub-Editor shall attend Committee meetings as required but shall not have a vote at Committee meetings;

- (xi) Appoint, employ and pay officers and servants, and to dismiss any officers or servants of the Association; and
- (xii) Do all such other lawful acts and things as may be deemed incidental or conducive to the attainment of the above objects of the Association.

1.4 Rules of the Association

- (a) These Rules bind every Member of the Association and each Member agrees to comply with these Rules.
- (b) The Association will provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 3.1 or rule 3.2.
- (c) The Association must keep a copy of the Rules that are in force from time to time.

1.5 Amendment of Rules, Name and Objects

- (a) The Association may alter, rescind or add to these Rules by Special Resolution and not otherwise in accordance with the Act.
- (b) When a Special Resolution amending the Rules is passed, the Secretary must lodge the required documents with the Commissioner within:
 - (i) 28 days after the Special Resolution is passed; or
 - (ii) a longer period as the Commissioner may allow;
- (c) Subject to rule 1.5(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 1.5(b);
- (d) An amendment to the Rules that changes or has the effect of changing:
 - (i) the name of the Association; or
 - (ii) the objects or purposes of the Association, does not take effect until the required documents are lodged with the Commissioner under rule 1.5(b) and the approval of the Commissioner is given;
- (e) The Committee shall be bound by any Special Resolution which adds to, alters or amends these Rules.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

Accounting Records has the meaning given to it in the Act and includes:

- (a) invoices and receipts;
- (b) promissory notes and vouchers;
- (c) other documents of prime entry; and
- (d) books, register and records (however compiled, recorded or stored) that record the documents and information necessary to explain the methods of calculations by which Financial Statements are made up;

Act means the *Associations Incorporation Act 1987*;

AGM means the annual general meeting Convened under rule 15.1;

Applicant means a person that applies for Membership of the Association under rule 3.2;

Association means the association named in rule 1.1;

Books of the Association means all of the records, books, minute books, documents and securities of the Association;

Commissioner means the person designated as the Commissioner from time to time under the Act;

Committee means the body responsible for the management of the Association referred to in rule 9.1;

Committee Meeting means a meeting referred to in rule 13.1;

Convene means to call together for a formal meeting;

Corporations Act means the *Corporations Act 2001* (Commonwealth);

Dispute means a dispute arising under or relating to the Rules, including any alleged breach of the Act;

Due Date has the meaning given to it in rule 4.2;

Editor means the person referred to in Rule 1.3(a)(ix);

Financial Statements has the meaning given to it in the Act and means:

- (a) a combination of:
 - (i) a statement of the receipts and payments of the Association recording its total receipts and payments based on the cash method of accounting; and
 - (ii) a statement of the assets and liabilities of the Association; or
- (b) a combination of:
 - (i) a statement of the income and expenditure of the Association recording its total income and expenditure based on the accrual method of accounting; and
 - (ii) a balance sheet, together with the statements, reports and notes, other than an auditor's report, attached to and intended to be read with the statement or balance sheet;

Financial Year has the meaning given to it in rule 20.3;

General Meeting means an AGM or a Special General Meeting;

Member means a person who becomes a member of the Association under rule 3.1 or rule 3.2;

Ordinary Resolution means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

Poll means voting conducted in written form (as opposed to general agreement or a show of hands);

President means the person referred to in rule 9.2(d)(i);

Presiding Member means the Chairperson of any Meeting of the Association;

Register means a register of Members kept and maintained under rule 7.1;

Rules mean these rules of the Association as amended from time to time under rule 1.5;

Secretary means the person referred to in rule 9.2(d)(iii);

Solvency Statement means the statement referred to in rule 10.1(b) and (c);

Special General Meeting means a meeting of Members convened under rule 16.1;

Special Resolution is a resolution of the Association passed in accordance with rule 18.1;

Statutory Provision means a statute, regulation or provision of a statute or regulation;

Sub-Editor means the person referred to in Rule 1.3(a)(x)

Surplus Property has the meaning given to it in the Act and means the property remaining after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association, when the Association is wound up or incorporation is cancelled;

Treasurer means the person referred to in rule 9.2(d)(iv);

Vice President means the person referred to in rule 9.2(d)(ii); and

Working Day means a day that is not a Saturday, Sunday or a public holiday in Western Australia.

2.2 Interpretation of these Rules

- (a) In these Rules, unless the contrary intention appears:
 - (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular;
 - (iii) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that words or expression have a corresponding meaning;
 - (iv) terms defined in the Act have the same meaning when used in these Rules;
 - (v) person includes a body corporate;

- (vi) writing includes typing, printing, lithography and any other mode representing or reproducing words or figures in a visible form including words or figures displayed on an electronic screen;
- (vii) a month is a reference to a calendar month;
- (viii) a reference to a Statutory Provision includes:
 - A. the Statutory Provision as amended or re-enacted;
 - B. a statute, regulation or provision enacted in replacement of the Statutory Provision; and
 - C. another regulation or other statutory instrument made or issued under the Statutory Provision;
- (ix) including and similar expressions are not words of limitation; and
- (x) all monetary amounts are in Australian dollars.
- (b) The table of contents and any headings are for convenience only and do not affect interpretation of these Rules.
- (c) Where information in these Rules is set out in braces (namely {and}), whether or not preceded by the expression Note, Outline or Example, the information:
 - (i) is provided for information only and does not form part of these Rules;
 - (ii) is to be disregarded in interpreting these Rules; and
 - (iii) might not reflect amendments to these Rules.

2.3 Notices

- (a) Subject to rule 2.3(c), a notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee;
 - (ii) sent by post to the nominated postal address of the addressee;
 - (iii) sent by facsimile to the nominated facsimile number of the addressee; or
 - (iv) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, should be sent to Member's address as set out in the Register.
- (c) Any notice given under rules 2.3(a)(ii) to 2.3(a)(iv) will be deemed to have been received:
 - (i) subject to rule 2.3(d), if transmitted by e-mail, facsimile or delivered by hand before 5.00 pm on a Working Day, at the time of transmission or on the day of delivery (as applicable), or otherwise, at 9.00 am on the next Working Day; or
 - (ii) if sent by mail, on the second Working Day after posting.
- (d) A facsimile or e-mail is not given and received if:
 - (i) at the conclusion of the facsimile transmission the sender's facsimile machine issues an error transmission report which indicates that the relevant number of pages comprised in the notice has not been sent; or
 - (ii) at the conclusion of the e-mail the sender receives an automated message stating that the e-mail was undeliverable.

3. BECOMING A MEMBER

3.1 New Members

- (a) An Applicant becomes a Member if:
 - (i) the Applicant applies in writing to the Association under rule 3.3;
 - (ii) the Applicant is eligible for Membership under rule 3.2;
 - (iii) the Committee approves the Applicant's application for Membership; and
 - (iv) the Applicant pays any fees due under rules 4.1 and 4.2.
- (b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of Membership, including the right to vote, and must comply with all of the obligations of Membership under these Rules, when rule 3.1(a) has been fulfilled.

3.2 Who can apply to become a Member?

Membership of the Association is open to any person or corporation interested in attaining or promoting the objects of the Association, PROVIDED THAT in the case of a corporation shall nominate some person to exercise the rights and privileges of membership, subject to any other requirements that the Committee may decide from time to time.

3.3 Applying for Membership

- (a) Subject to rule 3.1, a person who wants to become a Member must apply in writing to the Association on the application form in Schedule 1 of these rules; and
- (b) All application forms must be signed by the Applicant

3.4 Deciding Membership Applications

- (a) The Committee will consider and decide whether to approve or reject any Membership application.
- (b) Applications will be considered and decided in the order they are received by the Association.
- (c) The Committee must not approve a Membership application unless the Applicant:
 - (i) meets all the eligibility requirements under rule 3.2; and
 - (ii) applies under rule 3.3.
- (d) The Committee may refuse to accept a Membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under rule 3.2.
- (e) As soon as is practicable after the Committee has made a decision under rule 3.4(a), the Committee must notify the Applicant of the outcome of their Membership application.

3.5 Recording Membership in the Register

The Secretary must enter a person's name in the Register within 28 days after the person becomes a Member.

4. MEMBERSHIP FEES

4.1 Annual Membership Fee

- (a) Membership fees shall be determined by the Members at the Association's AGM;
- (b) Each Member must pay the Member's annual Membership fee determined under rule 4.1(a) to the Treasurer, or a person authorised by the Committee to receive payments, annually on or before the first day of July in each year;
- (c) If a Member pays the annual Membership fee within 1 month after the Due Date, the Member may exercise all the rights and privileges of a Member for the purposes of these Rules, including the right to vote.
- (d) Subject to rule 4.1(e), if a person fails to pay the annual Membership fee within 2 months after the Due Date, the person ceases to be a Member.
- (e) If a person ceases to be a Member under rule 4.1(d), and subsequently pays to the Association all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges including the right to vote.

4.2 Due Date

The Due Date shall be the first day of July in each year.

5. LIABILITY AND ENTITLEMENTS OF MEMBERS

5.1 Classes of Members

- (a) The Membership of the Association consists of:
 - (i) Ordinary Members;
 - (ii) Life Member, being an ordinary Member who may elect to compound his or her annual subscription by the payment of one sum which shall be ten times the annual subscription at the time of such payment, or an amount determined by the Members at an AGM;
 - (iii) Body Corporate Member, being any business, firm or corporate organisation; and
 - (iv) Honorary Life Members, being those Members who, by resolution of not less than three quarters (75%) of the Members present at a Committee meeting to which notice of the proposal has been given as an item of Special Business, recommend to the next AGM the election as an Honorary Life Member any person who has rendered valuable services over a long period in furthering the Club's Objects. The election will be decided by a majority of those Members present at the AGM. Honorary Life Members shall be exempt from the payment of the annual Membership fees, but shall enjoy all the rights and privileges of Ordinary Members.
- (b) The maximum number of ordinary members is unlimited unless the Association in a General Meeting decides otherwise.
- (c) No Member can belong to more than one class of Membership.

5.2 Membership Voting Rights of Members

Each Member of the Association has one vote at a General Meeting of the Association if they are eligible to vote under rule 4.1(c).

5.3 Voting by Body Corporate

- (a) 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.
- (b) An appointment made under rule 5.3(a) must be made by a resolution of the board or governing body of the body corporate concerned and must be authenticated by that body corporate in accordance with its constitution and the Corporations Act.
- (c) A copy of the resolution in rule 5.3(b) must be lodged with the Secretary.
- (d) A person appointed under rule 5.3(a) has authority to represent the body corporate as a Member:
 - (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting or
 - (ii) otherwise, until the appointment is revoked by the body corporate and notice is given to the Secretary.

5.4 Financial Liability of Members

- (a) A Member is only liable for their outstanding Membership fees payable under rules 4.1.
- (b) Subject to rule 5.4(a), a Member is not liable, by reason of the person's Membership, for the liabilities of the Association or the cost of winding up the Association.

5.5 Payment to Members

- (a) Subject to rule 5.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 5.5(a) does not prevent:
 - (i) the payment in good faith of remuneration to any Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the Cash Rate Target from time to time on money borrowed from any Member;
 - (iii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association;
 - (iv) the reimbursement of expenses incurred by any Member on behalf of the Association; or
 - (v) Committee Members being reimbursed under rule 10.8.

5.6 Membership Entitlements not Transferable

A right, privilege or obligation that a person has because he or she is a Member of the Association:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the persons Membership ceases.

6. CEASING TO BE A MEMBER

6.1 Ending Membership

- (a) A person's Membership ends, if the person:
 - (i) dies;
 - (ii) ceases to be a Member under rule 4.1(d);
 - (iii) resigns as a Member under rule 6.2; or
 - (iv) is expelled from the Association under rule 6.3.
- (b) The Secretary must record in the Register:
 - (i) the date on which a person ceases to be a Member under rule 6.1(a); and
 - (ii) the reason why the person ceases to be a Member.

6.2 Resigning as a Member

- (a) A Member may resign from Membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
 - (i) at the time the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees that may be recovered as a debt due to the Association by the Member.

6.3 Suspending or Expelling Members

- (a) The Committee may, by resolution, suspend or expel a Member from Membership if:
 - (i) the Members refuses or neglects to comply with these Rules; or
 - (ii) the Member's conduct or behaviour is detrimental to the interests of the Association;

- (b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Committee Meeting referred to in rule 6.3(b), give written notice to the Member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the Committee Meeting;
 - (iii) that the Member, or the Member's representative, may attend the Committee Meeting; and
 - (iv) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Committee Meeting referred to in rule 6.3(b) the Committee must:
 - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (ii) give due consideration to any oral or written statement submitted by the Member; and
 - (iii) determine whether or not the Member should be:
 - A. expelled from the Association; or
 - B. suspended from Membership, and if so, the period that the Member should be suspended from Membership.
- (e) Once the Committee has decided to suspend or expel a Member under rule 6.3(d), the Member is immediately suspended or expelled from Membership.
- (f) The Secretary must inform the Member in writing of the decision of the Committee, within 7 days of the Committee Meeting referred to in rule 6.3(b).

6.4 Right of Appeal of against Suspension or Expulsion

- (a) If a Member is suspended or expelled under rule 6.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under rule 6.3(f).
- (b) A statement of the reasons for the appeal must accompany the notice of appeal.
- (c) Subject to rule 16.1(c), within 28 days after the Secretary receives notice of an appeal under rule 6.4(a), the Secretary must convene a Special General Meeting of the Association under rule 16 to decide the appeal.
- (d) At the Special General Meeting to decide the appeal, both:
 - (i) the Member who is suspended or expelled; and
 - (ii) the Committee Members who made the decision to suspend or expel, must be given a full and fair opportunity to state their respective cases orally, or in writing, or both.
- (e) The Members present and eligible to vote at the Special General Meeting must decide to confirm or revoke the Committee's decision to suspend or expel by a majority vote.
- (f) If the Members at the Special General Meeting decide to revoke the Committee's decision to suspend or expel a Member, the person is to be reinstated as a Member at the close of the Special General Meeting.

6.5 Reinstatement of a Member

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee during the period that the Member was suspended or expelled from Membership under rule 6.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

6.6 When a Member is Suspended

- (a) If a Member's Membership is suspended under rule 6.3(e), the Secretary must record in the Register:

- (i) the name of the Member that has been suspended from Membership;
 - (ii) the date on which the suspension takes effect;
 - (iii) the length of the suspension as determined by the Committee under 6.3(d)(iii)B; and
 - (iv) the reason for suspension.
- (b) A Member that has been suspended under rule 6.3(e) cannot exercise any rights or privileges of Membership, including voting rights, during the period they are suspended from Membership.
 - (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

7. MEMBERSHIP REGISTER

7.1 Register of Members

- (a) The Secretary or a person authorised by the Committee from time to time must make sure that the Register is up to date in accordance with the Act and the details of former members are kept for at least 7 years.
- (b) The Register must contain:
 - (i) the full name of each Member;
 - (ii) the postal or residential addresses of each Member;
 - (iii) the date on which the person became a Member;
 - (iv) if applicable, the date and reason for the Membership ending under rule 6.1; and
 - (v) any other details the Committee decides.
- (c) Any change in Membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

7.2 Inspecting the Register

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may copy by hand details from the Register but has no right to remove the Register for that purpose.

7.3 Copy of the Register

- (a) A Member may request a copy of the Register in accordance with the Act.
- (b) If the Member satisfies the Committee that the purpose of obtaining a copy of the Register is directly connected with the affairs of the Association, then a copy of the Register must be given to the Member.
- (c) The Association may charge a fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.
- (d) If the Committee denies a Member's request for a copy of the Register, a Member may appeal the decision under rule 8.1(a).

7.4 When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or

- (c) for any other purpose unless the use of the information is approved by the Association and for a purpose that is:
 - (i) directly connected with the affairs of the Association; or
 - (ii) related to administering the Act.

8. RESOLVING DISPUTES

8.1 Disputes arising under the Rules

- (a) This rule applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between the Association and one or more Members.
- (b) In this rule Member includes any person who was a member of the Association not more than six months before the Dispute occurred, even if they are no longer a Member.
- (c) A person wishing to initiate the procedure under this rule must give written notice to the Secretary of the parties to, and the details of, the Dispute.
- (d) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the Dispute under rule 8.1(c) for the Committee to determine the Dispute.
- (e) At the Committee Meeting to determine the Dispute, all parties to the Dispute must be given a full and fair opportunity to state their respective cases orally, or in writing, or both.
- (f) The Secretary must inform the parties to the Dispute of the Committee's decision within 7 days after the Committee Meeting referred to in rule 8.1(d).

9. POWERS AND COMPOSITION OF THE COMMITTEE

9.1 Powers of the Committee

- (a) The governing body of the Association is to be called the Committee and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules and to any lawful resolution passed by the Association in General Meetings, the Committee:
 - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members;
 - (ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association; and
 - (iii) may make, amend and repeal by-laws for the management of the Association provided that the by-laws are not inconsistent with these Rules or the Act.
- (c) The by-laws made under rule 9.1(b)(iii):
 - (i) do not form part of these Rules; and
 - (ii) may be set aside by a majority vote of Members at a General Meeting of the Members.

9.2 Committee Members

- (a) The Committee is to consist of a minimum of eight persons and a maximum of ten persons
- (b) The Committee may exercise the Powers of the Association which are not required to be exercised by a General Meeting of the Association.
- (c) The Members of the Committee shall be Members of the Association and shall be elected for a term of one year at the AGM of the Association, or appointed under Rule 12.1

- (d) The office holders of the Association are:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the Secretary; and
 - (iv) the Treasurer
- (e) The Office Bearers shall be elected by the Committee, from their number, within seven (7) days following the AGM
- (f) An office holder of the Association must be over 18 years in age.

10. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

10.1 Obligations of the Committee

- (a) The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
- (b) The Committee must pass a Solvency Statement by resolution not more than 30 days before each AGM.
- (c) The Solvency Statement must:
 - (i) state that the Committee has examined the affairs of the Association; and
 - (ii) show whether or not the Committee is of the opinion there are reasonable grounds for believing that the Association will be able to pay or meet its debts and liabilities as and when they become payable.
- (d) Committee Members owe a duty of care, diligence and good faith to the Association and its Members

10.2 Responsibilities of Committee Members

- (a) A Committee Member must not use or disclose information derived from his or her position on the Committee except for a purpose that:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) is related to the administering of the Act.
- (b) As required under the Act, a Committee Member having any direct or indirect pecuniary interest in a contract or proposed contract, made or contemplated by the Committee must:
 - (i) 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
 - (ii) not take part in any deliberations or decisions of the Committee with respect to that contract.
- (c) Rule 10.2(b) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Committee Member is an employee of the Association.
- (d) The Secretary must record every disclosure made by a Committee Member under rule 10.2(b) in the minutes of the Committee Meeting at which the disclosure is made.
- (e) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

10.3 President

The President:

- (a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- (b) may Convene special meetings of the Committee under rule 13.1(c);
- (c) may preside over Committee Meetings under rule 13.3;
- (d) may preside over General Meetings under rule 17.4; and
- (e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 19.1(c).

10.4 Vice President

The Vice President of the Association may, on the direction of the President or, in the absence of that direction the Committee, assume the role of President of the Association to undertake those duties outlined in Rule 10.3, until such time as the President is again able to resume that role.

10.5 Secretary

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) convene General Meetings and Committee Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the Chairperson.
- (c) maintain the Register of the Association, referred to in rule 7.1;
- (d) maintain the record of office holders of the Association, referred to in rule 10.7;
- (e) ensure the safe custody of the Books of the Association under rule 23.1;
- (f) keep and maintain in an up to date condition the Rules of the Association;
- (g) keep full and correct minutes of Committee Meetings and General Meetings; and
- (h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

10.6 Treasurer

The Treasurer must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in rule 10.6(a) into the account or accounts of the Association as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;
- (d) ensure the Association complies with the account keeping requirements of the Act;
- (e) ensure the safe custody of the Accounting Records of the Association and any other relevant records of the Association;
- (f) submit to the Committee a periodic report, balance sheet or financial statement in accordance with the Committee Meeting schedule;
- (g) submit to the General Meeting a periodic report, balance sheet or financial statement in accordance with the General Meeting Schedule;
- (h) assist the examiner or auditor in performing their functions; and
- (i) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

10.7 Record of Office Holders

- (a) The Secretary, or a person authorised by the Committee from time to time, must keep and maintain a record of the office holders of the Association in accordance with the Act.
- (b) Any Member must be able to inspect and copy the record of office holders in accordance with the Act, at such time and place as is mutually convenient to the Association and the Member.

10.8 Reimbursement of Committee Members

The Association may pay a Committee Member's travelling and other expenses as properly incurred in connection with the Association's business.

10.9 Indemnity

- (a) Subject to rule 10.9(b) and the extent permitted by the Act:
 - (i) the Association must, to the extent the person is not otherwise indemnified, indemnify each Committee Member or employee of the Association against any loss, cost, expense or liability incurred by reason of any act or deed done in good faith as such a Committee Member or employee; and
 - (ii) the Association may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a Committee Member or employee of the Association in defending an action for a liability referred to in rule 10.9(a)(i) or in resisting or responding to actions taken by a government agency.
- (b) No payment under rule 10.9(a) may be made to indemnify any Committee Member or employee of the Association against any loss, cost, expense or liability incurred as a result of conduct that:
 - (i) is adjudged by a court to be criminal or fraudulent;
 - (ii) involves a lack of good faith; or
 - (iii) is a result of gross negligence by that Committee Member or employee.

11. APPOINTING COMMITTEE MEMBERS

11.1 Appointment to the Committee

Committee Members are appointed to the Committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 12.1(b).

11.2 Electing Committee Members

- (a) Nominations for Committee shall be received at the AGM prior to or during the election of Committee.
- (b) Where the number of nominations from the floor exceeds the number of vacancies on the Committee, elections for those positions must be conducted.

11.3 Voting in Elections for Membership of the Committee

- (a) Subject to rule 18.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

11.4 Term of Office of Committee Members

- (a) All Committee Members appointed will hold office until the election of the new Committee at the next AGM of the Association and will be eligible for re-election.
- (b) A Committee Member's term will commence on the date of his or her:
 - (i) election at an AGM; or
 - (ii) appointment to fill a casual vacancy that arises under rule 12.1(b).

12. CEASING TO BE A MEMBER OF THE COMMITTEE

12.1 Vacant Positions on the Committee

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

- (i) dies;
- (ii) ceases to be a Member;
- (iii) becomes insolvent under administration within the meaning of the Corporations Act;
- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office under rule 12.2;
- (vi) is removed from office under rule 12.3; or
- (vii) is absent from more than:
 - A. three consecutive Committee Meetings without a good reason; or
 - B. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings, of which meetings the Member received notice, and the Committee has resolved to declare the office vacant.
- (b) If a casual vacancy occurs on the Committee within the meaning of rule 12.1(a), the continuing Committee Members may:
 - (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - (ii) subject to rule 12.1(c), act despite the vacant position on the Committee.
- (c) If the number of Committee Members is less than the number fixed under rule 13.4 as the quorum for Committee Meetings, the continuing Committee Members may act only to:
 - (i) increase the number of Members on the Committee to the number required for a quorum; or
 - (ii) convene a General Meeting of the Association.

12.2 Resigning from the Committee

- (a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the Chairperson.
- (b) The Committee Member resigns:
 - (i) at the time the notice is received by the Secretary or Chairperson under rule 12.2(a); or
 - (ii) if a later time is stated in the notice, at the later time.

12.3 Removal from Committee

- (a) Subject to rule 12.1(a)(vii), a Committee Member may only be removed from his or her position on the Committee by resolution at a Special General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at a Special General Meeting to decide the proposed resolution to state his or her case as to why the Member should not be removed from his or her position on the Committee.

13. COMMITTEE MEETINGS

13.1 Meetings of the Committee

- (a) The Committee must meet at least three times in each year.
- (b) The Committee or the President is to determine the place and time of all Committee Meetings.
- (c) Meetings of the Committee may be Convened under rule 13.2 by:
 - (i) the President; or
 - (ii) any three Committee Members.

- (d) The Committee may meet using electronic means that allows the active and equal participation of all Committee Members.

13.2 Notice of Committee Meetings

- (a) The Secretary must give each Committee Member at least seven (7) days' notice of each Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Committee Meeting in the form of an agenda must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to rule 13.2(d), only the business specified on the notice of the Committee Meeting is to be conducted at Committee Meetings.
- (d) Business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

13.3 Chairing at Committee Meetings

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each Committee Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the Committee Meeting.

13.4 Quorum for Committee Meetings

- (a) The quorum for the conduct of the business at a Committee Meeting shall be more than half of the total number of Committee Members.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present:
 - (i) in the case of a special meeting, the meeting lapses; or
 - (ii) in any other case, the meeting may proceed but any resolution passed at such meeting shall not be binding on the Committee or the Association.

13.5 Procedure of the Committee Meeting

- (a) Committee Meetings may take place:
 - (i) where the Committee Members are physically present together; or
 - (ii) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.
- (b) A Committee Member who participates in a meeting as set out in rule 13.5(a)(ii):
 - (i) is deemed to be present at the Committee Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.
- (c) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.
- (d) All Committee Members have the right to attend and vote at Committee Meetings.
- (e) All Ordinary Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.

13.6 Voting at Committee Meetings

- (a) Each Committee Member present at a Committee Meeting has a deliberate vote.
- (b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chair person shall have a casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.
- (e) When meetings are conducted by electronic means, the Secretary shall record the individual votes of each Committee Member when called upon.

13.7 Acts not Affected by Defects or Disqualifications

Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Committee Member, subcommittee or person holding a subsidiary office; or
- (b) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

13.8 Resolutions without Committee Meetings

- (a) a written resolution signed by all Committee Members is as valid and effective as if it had been passed at a duly convened Committee Meeting.
- (b) any such resolution may consist of one or more separate copies of a document used for signing by Committee Members if the wording of the resolution and statement is identical in each copy.
- (c) the resolution is passed when the last Committee Member signs.

14. SUB-COMMITTEES AND DELEGATION

14.1 Appointment of Sub-Committee

- (a) The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Association's operations.
- (b) Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members.
- (c) Subject to these Rules, the sub-committee members present at the subcommittee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.
- (d) The President, or if so determined under rule 14.1(a), the Vice President or another member of the Committee shall preside as Chairperson of all sub-committees appointed under rule 14.1.

14.2 Delegation by Committee to Sub-Committee

- (a) The Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (b) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

14.3 Delegation to Subsidiary Offices

- (a) The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (c) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

15. ANNUAL GENERAL MEETINGS

15.1 Annual General Meeting

- (a) Subject to rule 15.1(b), the Association must Convene an AGM:
 - (i) within 4 months after the end of the Association's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 15.1(a)(ii), the Secretary must apply to the Commissioner no later than 90 days after the end of the Association's Financial Year.

15.2 Notice of AGM

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rule 17.1.

15.3 Business to be Conducted at AGM

- (a) Subject to rule 15.1, the AGM of the Association is to be Convened on a date, time and place as the Committee decides.
- (b) At each AGM of the Association, the Association:
 - (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting;
 - (ii) must receive the Association's Financial Statements for the last Financial Year of the Association;
 - (iii) must appoint an auditor for the then current Financial Year of the Association;
 - (iv) must present a copy of the auditor's report to the Association in relation to the Financial Statements for the last Financial Year of the Association;
 - (v) must present the Solvency Statement;
 - (vi) must present the annual return as required under the Act;
 - (vii) must elect or appoint the Committee Members.

16. SPECIAL GENERAL MEETINGS

16.1 Special General Meeting

- (a) The Committee may at any time Convene a Special General Meeting of the Association.
- (b) Subject to rule 16.1(c), the Secretary must Convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 10% of the total number of Members, or if so requested under rule 12.3(c).
- (c) If the Secretary receives a written request to Convene a Special General Meeting under these Rules within the 60 day period before the AGM of that Financial Year, the Association may deal with the matters set out in the request or the notice of appeal at the AGM.

16.2 Request for Special General Meeting

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of Members making the request, or is in writing from an aggrieved Member under rule 12.3(c), as specified in rule 16.1(b); and
- (c) be lodged with the Secretary.

16.3 Failure to Convene Special General Meeting

- (a) If the Secretary fails to Convene a Special General Meeting within the 28 days referred to in rule 16.1(b), the Members who made the request may Convene a Special General Meeting as if the Members were the Committee within 3 months after the original request was given.
- (b) A Special General Meeting Convened under rule 16.3(a) must be Convened in the same or substantially the same manner as General Meetings are Convened by the Committee and the Association must pay the reasonable expenses of Convening and holding the Special General Meeting.

17. PROCEDURE FOR GENERAL MEETINGS

17.1 Notice of General Meetings

- (a) Subject to rule 17.1(c), the Secretary must give at least:
 - (i) 14 days notice of a General Meeting to each Member, or
 - (ii) 21 days notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
 - (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.
 - (iii) any special resolutions to be proposed or any other motions of which notice has been given, to be moved at the General Meeting.
- (c) Notice of such meeting shall be published in the Association's newspaper, and such notice shall be deemed to be notice to all Members of the Association.

17.2 Procedure for General Meetings

- (a) General Meetings may take place:
 - (i) where the Members are physically present together; or
 - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in rule 17.2(a)(ii):
 - (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

17.3 Quorum for General Meetings

- (a) Ten (10) Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

- (b) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting lapses; or
 - (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members personally present (being at least five) are to constitute a quorum.

17.4 Presiding Member

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each General Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the General Meeting.

17.5 Adjournment of General Meetings

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 15.2 and 17.1 as if that General Meeting was a new General Meeting.

18 MAKING DECISIONS AT GENERAL MEETINGS

18.1 Special Resolutions

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 18.1(c).
- (b) A Special Resolution of the Association is required to:
 - (i) amend the name of the Association;
 - (ii) amend the Rules, under rule 1.5;
 - (iii) affiliate the Association with another body;
 - (iv) amalgamate the Association with one or more other incorporated associations;
 - (v) voluntary wind up the association;
 - (vi) cancel incorporation; and
 - (vii) request for a statutory manager to be appointed.
- (c) Notice of a Special Resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) set out the wording of the proposed Special Resolution;
 - (iv) include an explanation of the proposed Special Resolution; and
 - (v) include the intention to propose the resolution as a Special Resolution.
- (d) If notice is not given in accordance with rule 18.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting and be supported by the votes of not less than three-fourths of the Members who are present and eligible to cast a vote at the meeting.

18.2 Ordinary Resolutions

Subject to these Rules, a simple majority of votes will determine an Ordinary Resolution.

18.3 Voting at meetings

- (a) Subject to these Rules, each Member has only one vote at a General Meeting of the Association.
- (b) A person casts a vote at a meeting either by voting at the meeting either in person or through the use of technology as under rule 17.2(a)(ii)
- (c) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid in accordance with rules 4.1 and 4.2.
- (e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 17.1.

18.4 Proxies

Members are not entitled to appoint proxies under these Rules.

18.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under rule 18.6, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the General Meeting that the resolution has been:
 - (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to rule 1.5, the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under rule 18.5(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under rule 18.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

18.6 Poll at General Meetings

- (a) At a General Meeting, a Poll on any question may be demanded by:
 - (i) the chairperson of the meeting; or
 - (ii) at least three Members present in person
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
 - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
 - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
 - (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

19. MINUTES OF MEETINGS

19.1 Minutes of Meetings

- (a) The Secretary must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a Minute Book kept for that purpose.
- (c) The President must ensure that the minutes of a General Meeting or Committee Meeting under rule 19.1(a) are reviewed and signed as correct by:
 - (i) the Chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
 - (ii) the Chairperson of the next succeeding General Meeting or Committee Meeting.
- (d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Committee Meeting to which they relate was duly Convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minute book may be inspected by a Member under rules 23.2 and 23.3.

20. FUNDS AND ACCOUNTS

20.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- (b) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in a manner determined by the Committee.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (i) the Treasurer of the Association; and
 - (ii) one other of any two Committee Members authorised by the Committee; or
 - (iii) one other person authorised by the Committee.
- (d) All expenditure must be approved or ratified at a Committee Meeting.

20.2 Source of Association Funds

- (a) The funds of the Association are to be derived from:
 - (i) advertisements placed in the Association's newspaper;
 - (ii) annual Membership fees of Members;
 - (iii) donations; and
 - (iv) subject to any resolution passed by the Association in General Meeting, any other source as the Committee determines.
- (b) The Association must, as soon as practicable:
 - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction;
 - (ii) after receiving any money, issue an appropriate receipt; and
 - (iii) the Committee shall cause true and correct records of these transactions, of all matters in respect of such transactions, and of all property, assets, credits and liabilities of the Association.

20.3 Financial Year

The Association's Financial Year will be the period of 12 months commencing on the first day of July in each calendar year and ending on last day of June of the following year.

.4 Accounting Records and Financial Statements

- (a) The Association must keep Accounting Records for at least 7 years in accordance with the Act for the purposes of:
 - (i) preparing true and fair Financial Statements of the Association; and
 - (ii) conveniently and properly auditing the Financial Statements of the Association.
- (b) The Association must prepare the annual Financial Statements of the Association before the AGM each year in accordance with the Act.
- (c) The Financial Statements of the Association must be audited as determined by the Committee.

21. INSURANCE

The Association may effect such insurance as deemed necessary to provide cover for any building, equipment, paid staff, volunteers and activities for which the Association is responsible.

22. AUTHORITY REQUIRED TO BIND ASSOCIATION

22.1 Executing documents

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) any two Committee Members; or
 - (ii) one Committee Member and a person authorised by the Committee

22.2 Use of the Common Seal

- (a) If the Association has a common seal on which its corporate name appears in legible characters:
 - (i) the Secretary or any other person as the Committee from time to time decides must provide for its safe custody; and
 - (ii) it must only be used under resolution of the Committee
- (b) The Association executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (i) any two Committee Members; or
 - (ii) one Committee Member and a person authorised by the Committee
- (c) Every use of the common seal must be recorded in the Committee's minute book.

23. THE ASSOCIATIONS BOOKS AND RECORDS

23.1 Custody of the Books of the Association

Except as otherwise decided by the Committee from time to time, the Secretary and Treasurer must keep in his or her custody or under his or her control all documents, records, books and securities of the Association as may pertain to their duties, which documents, records, books and securities will be available for inspection by Members of the Association.

23.2 Inspecting the Books of the Association

- (a) Subject to these Rules, a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy by hand details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

23.3 Prohibition on Use of Information in the Books of the Association

- (a) A Member must not use or disclose information in the Books of the Association except for a purpose that:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) is related to administering the Act.

23.4 Returning the Books of the Association

Outgoing Committee Members are responsible for transferring all relevant assets and records to the new Committee within 14 days of ceasing to be a Committee Member.

24. SALE OR LEASE OF THE MASTHEAD

- (a) The Sale or Lease of the 'Masthead' of the Association's newspaper, as an asset of the Association, shall be decided by a Special Resolution, passed by a majority of not less than three quarters of the Members of the Association entitled to vote at a Special General Meeting of which notice has been given in accordance with rule 17.1.

25. WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Association may be wound up and its incorporation cancelled in accordance with the Act.
- (b) If upon 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 or distributed among its Members, or former Members. The surplus property must be given or transferred in accordance with the Act.