



**UNIVERSITY OF THE THIRD AGE**  
**THE UNIVERSITY OF WESTERN AUSTRALIA INCORPORATED**

# **RULES OF ASSOCIATION**

<b>Version</b>	<b>Date</b>	<b>Comments</b>
1	Nov 2017	New Rules of Association in compliance with Associations Incorporation Act 2015
2	April 2019	Amendment of Rule 12 (4) three months becomes one month
3	May 2022	Amendment of Rule 35 1(c) Amendment to Part 1—Preliminary 1
4	April 2023	Revised Rules – New Document

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## PART 1 — PRELIMINARY

### 1. Name

The name of the Association is The University of the Third Age, The University of Western Australia Incorporated. The registered business name is U3A Perth.

### 2. Purpose

- (1) To offer its members opportunities to interact through learning and teaching, without distinction between those who learn and those who teach and thereby foster the intellectual, cultural and creative abilities of its members.
- (2) To develop contacts for the exchange of ideas, information and resources with other Universities of the Third Age and organisations, whether national or worldwide, with similar or related aims and intentions and, where appropriate, affiliate with them.
- (3) The Association shall be non-political and non-religious, provided that nothing shall impede the discussion or study of political or religious matters.
- (4) The Association will conduct:
  - (a) educational programs and opportunities for learning;
  - (b) programs which advance healthy, active and positive ageing through social inclusion and engagement; and
  - (c) opportunities to share knowledge, skills and experience.

### 3. Financial Year

The financial year of the Association is the twelve (12) months between 1 November and 31 October of the following year.

### 4. Definitions of terms used

**Act:** the *Associations Incorporation Act 2015*.

**Affiliation:** refers to a co-operative Association between autonomous bodies which have analogous membership criteria, aims and intentions.

**Association:** the Incorporated Association to which these Rules apply.

**Branch:** a division of the Association determined in accordance with Rule 73.

**By-Laws:** may be made by the Association under Rule 64 and can only be changed by a simple majority vote at a General Meeting.

**Chairperson:** means President, Deputy President or other person elected to lead a meeting of the Association OR the elected leader of a Branch of U3A Perth.

**Commissioner:** the person for the time being designated as the Commissioner under section 153 of the Act.

**Committee:** the management committee of a Branch or a sub-committee appointed by the Council.

**Committee meeting:** a meeting of a Branch committee or a sub-committee appointed by the Council.

**Committee member:** an elected member of a Branch committee or a member of a Council-appointed sub-committee.

**Council:** the management board of the Association.

**Council meeting:** a meeting of the Council.

**Council member:** a member of the Council.

**Delegate:** a Branch member elected by the Branch to represent it on the Council.

**Due date:** the date by which membership fees become due as determined by the Council.

**Eligible member:** a current financial member of the Association.

**Financial records include:**

- (a) invoices, receipts, orders for the payment of money, bills of exchange, securities, 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 Statements:** the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

**General meeting of the Association:** a meeting of the Association which requires all members to receive notice of the meeting and an invitation to attend. An annual general meeting is required every twelve (12) months.

**Panel:** a group of three (3) members appointed by Council to handle disputes or disciplinary issues in compliance with Rules 17(3) and Rule 18(2).

**Patron:** the honorary member referred to in Rule 65.

**President:** the representative of the Association.

**Proxy, Directed and Undirected:**

- (1) A directed proxy is where a member has appointed a proxy to vote on their behalf at a general meeting and has indicated how the proxy is to vote.
- (2) An undirected proxy is where a member has appointed a proxy to vote on their behalf at a general meeting but gives the proxy permission to decide how the vote will be cast.

**Recorded:** when referring to details of a member means the information provided by the member to the Association which is included in the Register of members.

**Records of the Association:** include the following –

- (a) The membership record;
- (b) Any document which is referred to in relation to the business of the Association.

**Register of members:** the database of members referred to in Section 53 of the Act.

**Secret ballot:** a written vote for or against a motion on a pre-prepared ballot paper at a committee, Council or general meeting.

**Special general meeting:** a general meeting of the Association other than the annual general meeting can be called at any time a special resolution is required – Rule 51.

**Special resolution:** the requirement for a special resolution is to be identified ahead of voting for or against a motion. For the motion to be successful, a special resolution requires at least seventy five per cent (75%) of eligible votes to affirm the resolution.

**University:** as expressed in the title of the Association refers to the members being gathered together for the exchange of knowledge, continued learning and social interaction. This is different from the usual definition of a structured, tertiary-level educational institution.



## **PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **5. Not-for-profit body**

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) Council will retain a proportion of all membership fees received by the Association to cover administration of the Association and to provide services and programs for the benefit of members.
- (3) Council will decide the proportion of membership fees received to be distributed to Branches in two (2) payments per year in accordance with their current membership numbers.
- (4) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (5).
- (5) A payment to a member out of the funds of the Association is authorised if:
  - (a) the payment is in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the reimbursement is of reasonable expenses properly incurred by the member on behalf of the Association.

## **PART 3 — MEMBERS**

### **DIVISION 1 – MEMBERSHIP**

#### **6. Eligibility for membership**

- (1) Persons at or about retirement age who support the purposes of the Association are eligible for membership.
- (2) Subject to formal approval of the Council, people who do not meet these criteria may be admitted to ordinary membership.

#### **7. Applying for membership**

A person who wishes to become a member can complete an application form or make personal contact with the General Secretary.

#### **8. Dealing with membership applications**

- (1) The Council may reject an application even if the applicant:
  - (a) is eligible under Rule 6(1); and
  - (b) has applied under Rule 7.

- (2) If the Council rejects the application, the Council is not required to give the applicant its reasons for doing so.

## **9. Becoming a member**

- (1) An applicant becomes a member when advised by the General Secretary.
- (2) Each new member shall receive a copy of the Rules current at the time the membership commences, either by reference to the location of the document on the Association website or by hard copy if the member requests this.
- (3) On enrolment, members shall be assigned to a Branch according to their normal place of residence, unless the applicant specifically requests assignment to a different Branch.

## **10. Rights of membership**

- (1) A member is entitled to exercise all rights and privileges of membership and must comply with all of the obligations under these Rules.
- (2) A member is eligible to vote at:
  - (a) any general meeting of the Association; and
  - (b) any general meeting of the member's Branch.
- (3) A member may transfer from one Branch to another on giving notice to the General Secretary.

## **11. Classes of membership**

- (1) The classes of membership, other than ordinary membership, shall be determined by the Council and shall be subject to confirmation at the next following annual general meeting by a majority of those members present and eligible to vote.
- (2) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## **12. When membership ceases**

- (1) A person ceases to be a member when any of the following takes place:
  - (a) the person resigns from the Association under Rule 13;
  - (b) the person is expelled from the Association under Rule 18;
  - (c) the person ceases to be a member under Rule 15(4).
- (2) The General Secretary must keep a record for at least one (1) 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, if known.

### **13. Resignation**

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the General Secretary.
- (2) The resignation takes effect:
  - (a) when the General Secretary receives the notice; or
  - (b) if a later time is stated in the notice, then at that later time.

### **14. Rights not transferable**

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

## **DIVISION 2 – MEMBERSHIP FEES**

### **15. Membership fees**

- (1) The Council shall determine the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Association by the due date determined by the Council.
- (4) If a member has not paid the annual membership fee within the period of one (1) month after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired:
  - (a) the payment may be accepted at the discretion of the General Secretary; and
  - (b) if the payment is accepted, the person's membership is reinstated.

## **DIVISION 3 – REGISTER OF MEMBERSHIP**

### **16. Register of members**

- (1) The General Secretary, or another person authorised by the Council, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) The register of members must include:
  - (a) names, addresses, phone numbers and email addresses of members;
  - (b) the type of membership (if applicable) held by each member;
  - (c) the date of admission of each member;
  - (d) the Branch to which that member is assigned.

- (3) For security purposes members' details must be deleted from the membership data base within twelve (12) months of their membership lapsing or resignation.
- (4) The register of members must be kept at the registered office of the Association, or at another place authorised by the Council.
- (5) A member who wishes to inspect the register of members must contact the General Secretary to make the necessary arrangements. Refer Rule 69.

## **PART 4 – RESOLVING COMPLAINTS AND DISPUTES**

### **DIVISION 1 – RESOLVING DISPUTES**

#### **17. Procedure for dispute resolution**

The procedure set out in this Division of the Rules applies to disputes:

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

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (1), any party to the dispute may start the dispute resolution process by giving written notice to the General Secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (3) Within twenty eight (28) days after the General Secretary is given the notice, a meeting of a Council-appointed panel of three (3) members (hereinafter referred to as 'the Panel') must be convened to consider and determine the dispute.
- (4) The General Secretary must give each party to the dispute written notice at least seven (7) days before the meeting at which the dispute is to be considered.
- (5) The notice given to each party to the dispute must state:
  - (a) when and where the meeting is to be held;
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Panel about the dispute; and
  - (c) the names of the members of the Panel.

- (6) If any party to the dispute gives written notice to the General Secretary stating that the party:
  - (a) does not agree to the dispute being determined by the Panel; and
  - (b) requests the appointment of a mediator under Rule 21;then the Panel must not determine the dispute.
- (7) At the meeting of the Panel at which a dispute is to be considered and determined, the Panel must:
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Panel about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (8) The Panel must give each party to the dispute written notice of the Panel's determination, and the reasons for the determination, within seven (7) days after the meeting at which the determination is made.
- (9) A party to the dispute may, within fourteen (14) days, after receiving written notice of the Panel's determination under subrule (7)(c) give written notice to the General Secretary requesting the appointment of a mediator under Rule 21.
- (10) If notice is given under subrule (2), each party to the dispute is a party to the mediation.

## **DIVISION 2 – DISCIPLINARY ACTION**

### **18. Grounds and process for disciplinary action**

- (1) A member may be reprimanded or a member's membership of any course, activity group, sub-committee, Council or the Association may be suspended, or the member may be expelled from the Association:
  - (a) if the member has contravened any of these Rules; or
  - (b) if the member has acted detrimentally to the interests of the Association; or
  - (c) if the member has been convicted of a criminal offence.
- (2) Within twenty eight (28) days of the General Secretary being advised of the breach, Council must appoint a panel of three members (referred to as 'the Panel'). This Panel will convene to consider the alleged breach and recommend any appropriate action.
- (3) As soon as the Panel has been appointed, the General Secretary must give any member involved written notice of a meeting to discuss disciplinary action relating to any of the above reasons in subrule (1)(a)(b)(c). This must be at least seven (7) days before the proposed meeting.
- (4) The notice given to the member must state:
  - (a) when and where the disciplinary meeting is to be held;
  - (b) the grounds on which the recommended action is based;
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the proposed suspension or expulsion; and
  - (d) the names of the people making up the Panel which will conduct the meeting.

- (5) At the meeting, the Panel must:
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council regarding the alleged breach;
  - (b) give due consideration to any submissions so made and decide-
    - (i) whether or not to reprimand the member;
    - (ii) whether or not to suspend the member's membership of any activity, group or the Association at subrule (1) and, if the decision is to suspend the membership, the period of suspension; or
    - (iii) whether or not to expel the member from the Association.
  - (c) At the conclusion of the meeting, the Panel must inform the Council of its decision.
- (6) If a decision is taken to reprimand the member this should be set out in writing by the General Secretary along with changes required to avoid future breaches.
- (7) A decision of the Council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (8) The Council must give the member written notice of the Council's decision, and the reasons for the decision, within seven (7) days after the Council meeting at which the decision is made.
- (9) A member whose membership is suspended or who is expelled from the Association may, within fourteen (14) days after receiving notice of the Council's decision under subrule (7), give written notice to the General Secretary requesting the appointment of a mediator under Rule 21.
- (10) If notice is given under subrule (9) the member who gives the notice, and the Council, are the parties to the mediation.

## **19. Consequences of action**

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

## **DIVISION 3 – MEDIATION**

### **20. Application of Division**

- (1) This Division of the Rules applies if written notice has been given to the General Secretary requesting the appointment of a mediator:
  - (a) by a party to a dispute under Rule 17(6); or
  - (b) by a member under Rule 18(10).
  
- (2) If this Division applies, a mediator must be chosen or appointed under Rule 21.

### **21. Appointment of mediator**

- (1) A mediator must be appointed:
  - (a) if requested by a party to a dispute under Rule 17(6), then by agreement between the parties to the dispute; or
  - (b) if requested by a member under Rule 18(9), then by agreement between the member and the Council.
  
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Council must appoint the mediator.
  
- (3) The person appointed as mediator may be a member or former member of the Association but must not:
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.
  
- (4) If there is no agreement on the mediator appointed by Council, another mediator must be appointed. This is to be arranged by the Council and must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
  
- (5) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

### **22. Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
  
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.
  
- (3) In conducting the mediation, the mediator must:
  - (a) give each party every opportunity to be heard;
  - (b) allow each party to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to both parties throughout the mediation process.
  
- (4) The mediator cannot determine the matter that is the subject of the mediation.

- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

### **23. If mediation results in decision to suspend or expel being revoked**

If expulsion or suspension of membership has been revoked after mediation, then the validity of any decisions made at a Council meeting or general meeting during the period of expulsion or suspension will not be affected.

## **PART 5 — COUNCIL AND SUB-COMMITTEES**

### **DIVISION 1 – POWERS OF COUNCIL**

#### **24. Council**

- (1) The Council members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, any By-Laws, and any resolution passed at a general meeting, the Council has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association and with the wishes of a majority of members as represented through their elected delegates.
- (3) If an urgent decision is required between Council meetings, that decision may be made by:
  - (a) the President and any two of the following office holders, being the General Secretary, the Deputy President, or the General Treasurer; or
  - (b) the three office holders, namely the General Secretary, the Deputy President, and the General Treasurer if the President is unavailable.
- (4) Any decision made under subrule (3) must be brought to the next Council meeting for ratification.
- (5) The Council must take all reasonable steps to ensure that the Association complies with the Act, these Rules and any By-Laws.

### **DIVISION 2 – COMPOSITION OF COUNCIL AND DUTIES OF MEMBERS**

#### **25. Council members**

- (1) The voting members of the Council consist of:
  - (a) the office holders of the Association; and
  - (b) Branch delegates.
- (2) The Council may from time to time co-opt such other officers as it sees fit but unless these appointees are Branch delegates, the Deputy President, General Treasurer or General Secretary, they shall have no



vote within the Council. Co-opted members, other than Branch delegates, shall serve as Councillors until the next annual general meeting.

- (3) The following are the office holders of the Association:
  - (a) President
  - (b) Deputy President
  - (c) General Secretary
  - (d) General Treasurer
- (4) A person may be a Council member if the person is an eligible member.
- (5) A person must not hold more than one of the offices mentioned in subrule (3) at the same time.
- (6) Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of the Association:
  - (a) a person who is, according to the *Interpretation Act 1984*, section 13D, a bankrupt or person whose affairs are under insolvency laws;
  - (b) a person who has been convicted within or outside the State of
    - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three (3) months; or
    - (iii) an offence under Part 4 Division 3 or section 127 of the Act.
- (7) Subrule (6)(b) applies only if:
  - (a) the period following the date of conviction is less than five (5) years from the proposed date of appointment or election to office; or
  - (b) the conviction resulted in a term of imprisonment where release from prison occurred less than five (5) years from the proposed date of appointment or election to office.

## **26. President**

- (1) The President is the representative of the Association.
- (2) It is the duty of the President to consult with the General Secretary regarding the business to be conducted at each Council meeting and general meeting.
- (3) The President has the powers and duties relating to convening and presiding at Council meetings and presiding at general meetings provided for in these Rules.
- (4) Upon election, the President shall be ineligible to hold any of the positions of Chairperson, Deputy Chairperson, Secretary, Treasurer or delegate at Branch level.

## **27. Deputy President**

The Deputy President will assume the duties and responsibilities of the President on any occasion when the President is not available to represent the Association at any meeting, function or event.

## **28. General Secretary**

The General Secretary's duties are to:

- (a) deal with the Association's correspondence;
- (b) consult with the President regarding the business to be conducted at each Council meeting and general meeting;
- (c) prepare the notices required for meetings and for the business to be conducted at meetings;
- (d) maintain on behalf of the Association the register of members, and record in the register any changes in the membership unless another member has been authorised by the Council to do so;
- (d) maintain on behalf of the Association an up-to-date copy of these Rules, unless another member is authorised by the Council to do so;
- (e) maintain on behalf of the Association a record of Council members and other persons authorised to act on behalf of the Association;
- (f) ensure the safe custody of the records of the Association, other than the financial records, financial statements, and financial reports, as applicable to the Association;
- (g) ensure full and accurate minutes of Council meetings and general meetings are maintained; and
- (h) carry out any other duty given to the General Secretary under these Rules or by the Council.

## **29. General Treasurer**

The General Treasurer's duties are to:

- (a) ensure any amounts payable to the Association are collected and receipts issued, if requested;
- (b) ensure any amounts paid to the Association are credited to the appropriate accounts of the Association, as directed by the Council;
- (c) ensure any payments to be made by the Association are made on time and in accordance with any Council directives, including but not limited to, making or receiving investments;
- (d) ensure the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensure the safe custody of the Association's financial records and any securities, be these in printed or electronic form;
- (f) coordinate the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) prepare the Association's annual budget in collaboration with those appointed by Council to assist and present the budget to Council for approval;
- (h) provide any assistance required by an auditor or reviewer who conducts an audit or review of the Association's financial statements or financial reports; and
- (i) carry out any other duty given to the General Treasurer under these Rules or by the Council.

## **DIVISION 3 – ELECTION OF COUNCIL MEMBERS AND TENURE OF OFFICE**

### **30. How members become Council members**

A member becomes a Council member if the member:

- (a) is elected to the Council as President at a general meeting; or
- (b) is appointed to the Council by the Council to fill a vacancy for Deputy President, General Secretary or General Treasurer; or
- (c) is a Branch delegate elected at a Branch general meeting under Rule 80; or
- (d) is appointed to the Council by the Council to fill a casual vacancy under Rule 37.

### **31. Nomination of President of the Association**

- (1) At least forty-two (42) days before an annual general meeting, the General Secretary must send written notice to all eligible members:
  - (a) calling for nominations for election of President of the Association; and
  - (b) stating the date by which nominations must be received by the General Secretary to comply with subrule (2).
- (2) An eligible member who wishes to be considered for election as President of the Association at the annual general meeting must nominate for election by sending written notice of the nomination to the General Secretary at least twenty-eight (28) days before the annual general meeting.
- (3) The written notice must include a statement by another eligible member in support of the nomination.
- (4) An eligible member whose nomination does not comply with this Rule is not eligible for election as the President of the Association unless the eligible member is nominated under Rule 32(2).

### **32. Election of the President of the Association**

- (1) At the annual general meeting, an election must be held for the position of President of the Association.
- (2) If there are no nominations for the position, the chairperson of the meeting may call for nominations from eligible members at the meeting.
- (3) If only one eligible member has nominated for the position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one eligible member has nominated for the position, the eligible members at the meeting must vote in accordance with procedures that have been determined by the Council to decide who is to be elected to the position.
- (5) Each eligible member present at the meeting may vote for one eligible member who has nominated for the position.
- (6) An eligible member who has nominated for the position may vote for himself or herself.
- (7) On the eligible member's election, the new President of the Association may take over as the chairperson of the meeting.
- (8) If no nomination has been received for the position of President and no-one has come forward at the annual general meeting, Council will appoint a President at the first Council meeting following the annual general meeting.

### **33. Appointment of office holders other than President**

The selection process for vacant office holder positions is as follows:

- (a) Vacant office holder positions, other than President, are advertised throughout the membership, together with selection criteria and duty statements.
- (b) All applications and applicants will be assessed by Council against the vacant position selection criteria prior to the annual general meeting.
- (c) Office holders or Branch delegates who are also applicants for vacant positions are not to be involved in the selection process.
- (d) Decisions regarding the filling of vacant roles will be made prior to the annual general meeting.
- (e) The President will formalise the approval of Council to appoint the recommended applicant/s at the first Council meeting following the annual general meeting of the Association.

### **34. Term of office**

- (1) The term of office for office holders other than the President begins:
  - (a) at the first Council meeting following the annual general meeting and ends at the first Council meeting following the annual general meeting one (1) year later; or
  - (b) when appointed to fill a casual vacancy under Rule 37; or
  - (c) in the case of Branch delegates, at the February Council meeting after the Branch annual general meeting at which the delegate was elected or re-elected.
- (2) The President shall be elected for a term between two (2) successive annual general meetings. No member may occupy the position of President for more than two (2) years consecutively.
- (3) Subject to Rule 35, appointed office holders will be introduced and ratified at the annual general meeting prior to them taking up their new or continuing roles at the first meeting of Council following the annual general meeting.
- (4) If it has not been possible to fill an office holder position prior to the annual general meeting, Council will fill the vacant position in accordance with Rule 37.
- (5) An office holder other than the President may be re-appointed.

### **35. Resignation and removal from office – office holders, President and delegates**

- (1) Any Council member may resign from the Council, including the President, by written notice given to the General Secretary or, if the resigning member is the General Secretary, given to the President.
- (2) The resignation takes effect:
  - (a) when the notice is received by the General Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) If a delegate resigns from Council between the usual dates of tenure:
  - (a) the relevant Branch committee will arrange for a replacement delegate to be appointed; and
  - (b) the resignation takes effect according to subrule 2(a) and (b).

- (4) A delegate may be removed from Council or disciplinary action taken if:
  - (a) resolution of a dispute has not been reached under the Rules of Divisions 1 and 3; or
  - (b) agreement is reached between Council and the Branch.
  
- (5) If Council determines an office holder is in dispute, has a serious grievance or requires disciplinary action:
  - (a) the procedures at Part 4 of these Rules must be complied with; and
  - (b) Council may decide on any action recommended by the Panel if the case has involved the Deputy President, General Secretary or General Treasurer: but
  - (c) in a case which has involved the President where the recommendation is that the President be removed from office, this matter must be referred to a general meeting.
  
- (6) At a general meeting to determine any action against the President, the Association may, by resolution:
  - (a) accept a written representation, of a reasonable length, from the President who is the subject of a proposed resolution under subrule 5(c) through the General Secretary;
  - (b) distribute, through the General Secretary, the written representation to all members of the Association ahead of the resolution if this has been requested by the President;
  - (c) elect a member who is eligible under Rule 6 to fill the vacant position arising.

### **36. When membership of Council ceases**

A person ceases to be a Council member if the person:

- (a) resigns from the Council or is removed from office under Rule 35; or
- (b) becomes ineligible to accept an appointment or act as a Council member under section 39 of the Act; or
- (c) becomes permanently unable to act as a Council member because of a mental or physical disability; or
- (d) fails to attend three (3) consecutive Council meetings without being granted special leave of absence by the Council.

### **37. Filling casual vacancies**

- (1) The Council may appoint an eligible member to fill an office holder position on the Council that:
  - (a) ) has become vacant under Rule 35 (1), (4) or (5); or
  - (b) in the case of the President, was not filled by election at the most recent annual general meeting.
  
- (2) If either of the positions of General Secretary or General Treasurer become vacant, the Council must appoint an eligible member to fill the position within fourteen (14) days after the vacancy arises.
  
- (3) Subject to the requirement for a quorum under Rule 44, the Council may continue to act despite any vacancy in its membership.
  
- (4) If there are fewer Council members than required for a quorum under Rule 44 the Council may act only for the purpose of:
  - (a) appointing Council members under this Rule; or
  - (b) convening a general meeting.

### **38. Validity of acts**

The acts of a Council or subcommittee, or of a Council member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Council member or member of a subcommittee.

## **DIVISION 4 – COUNCIL MEETINGS**

### **39. Council meetings**

- (1) The Council must meet not less than seven (7) times between annual general meetings and there shall be not more than two (2) months between meetings on the dates and at the times and places determined by the Council.
- (2) The date, time and place of the first Council meeting must be determined by the Council members as soon as practicable after the annual general meeting at which the President is elected.
- (3) Special Council meetings may be convened by the chairperson or by any two (2) Council members.

### **40. Notice of Council meetings**

- (1) Notice of each Council meeting must be given to each Council member at least forty-eight (48) hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Additional business that has not been described in the notice may be conducted at the meeting if the Council members at the meeting unanimously agree to conduct that business.

### **41. Procedure and order of business**

- (1) The President or, in the President's absence, the Deputy President, should preside as chairperson of each Council meeting.
- (2) If the President and Deputy President are absent or are unwilling to act as chairperson of a meeting, the Council members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Council meeting may be determined from time to time by the Council.
- (4) A member or other person who is not a Council member may attend a Council meeting if invited to do so by the Council.
- (5) A person invited under subrule (4) to attend a Council meeting:

- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
- (b) must not comment about any matter discussed at the meeting unless invited by the Council to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting.

#### **42. Conflict of interest**

- (1) Council members and all other office holders have responsibility to act with care and diligence in good faith and for a proper purpose. Those persons must not use their positions or acquire information to gain an advantage or cause detriment to the Association.
- (2) Council members are required to disclose any material personal interests they have in matters being considered at meetings of the Association's Council.
- (3) Disclosed material personal interests are to be recorded in the meeting minutes.
- (4) If a member declares a material personal interest they must leave the meeting while the matter is discussed and voted on.

#### **43. Use of technology for Council meetings**

- (1) The presence of a member at a Council meeting need not be by attendance in person but may be by any form of mutually available communication technology.
- (2) Use of technology is provisional on all members, that is, those in attendance and those external to the meeting, being in simultaneous contact throughout the meeting.
- (3) A member who participates in a general meeting in accordance with subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **44. Quorum for Council meetings**

- (1) Subject to Rule 36(4) no business is to be conducted at a Council meeting unless a quorum is present.
- (2) At least fifty per cent (50%) of Council members eligible to vote constitutes a quorum for the conduct of the business of a Council meeting.
- (3) If a quorum is not present within thirty (30) minutes after the notified commencement time of a Council meeting, the meeting is adjourned to a time, day and place decided by members present.
- (4) If a quorum is not present within thirty (30) minutes after the commencement time of a Council meeting held under subrule (3) and at least two (2) Council members are present at the reconvened meeting, those members present are taken to constitute a quorum.

#### **45. Voting at Council meetings**

- (1) Each Council delegate, the President, Deputy President, General Secretary and General Treasurer

present at a Council meeting has one (1) vote on any question arising at the meeting.

- (2) If any of the Deputy President, General Secretary or General Treasurer is also a Branch delegate, they shall be entitled to vote as an office holder and also as a delegate, that is, they are entitled to two (2) votes.
- (3) If a delegate is unable to attend a Council meeting, the relevant Branch may send an alternative who may vote.
- (4) A motion is carried if a majority of the Council members present and eligible to vote at the Council meeting vote in favour of the motion.
- (5) If an affirmative vote is not achieved, or the vote is drawn, the status quo will remain.
- (6) A vote may take place by the Council members present indicating their agreement or disagreement by a show of hands, unless the Council decides a secret ballot is needed to determine a particular question.
- (7) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### **46. Minutes of Council meetings**

- (1) The Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following:
  - (a) the names of the Council members present at the meeting;
  - (b) the name of any person attending the meeting under Rule 41(4);
  - (c) any apologies received;
  - (d) the business considered at the meeting; and
  - (e) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Council meeting must be entered in the Association's minute book within thirty (30) days of the meeting being held.
- (4) The Chairperson must ensure that the minutes of a Council meeting are reviewed and signed, and all other pages initialled as correct by:
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Council meeting.
- (5) When the minutes of a Council meeting have been signed as correct, they are, until the contrary is proved, evidence that:
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and



(c) any decision purportedly made at the meeting was validly made.

## **DIVISION 5 – SUBCOMMITTEES AND SUBSIDIARY OFFICES**

### **47. Subcommittees and subsidiary offices**

- (1) To help the Council in the conduct of the Association’s business, the Council may, in writing, do either or both of the following:
  - (a) appoint one or more sub-committees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of members or non-members, the appropriate number to be determined by Council.
- (3) A member or non-member may be appointed to a subsidiary office.
- (4) Subject to any directions given by the Council:
  - (a) a sub-committee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### **48. Delegation to subcommittees and holders of subsidiary offices**

- (1) The Council may, in writing, delegate to a sub-committee or the holder of a subsidiary office, the exercise of any power or the performance of any duty of the Council other than:
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (2) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Council specifies in the document by which the delegation is made.
- (3) The delegated power or duty must be exercised or performed by the subcommittee according to the terms of the delegation.
- (4) The delegation does not prevent the Council from rescinding at any time the power or duty delegated.
- (5) Any act or thing done by a sub-committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Council.

### **49. Payments to Council members**

- (1) In this rule:  
Council members includes a member of a subcommittee;  
Council meeting indicates a meeting of Council or a subcommittee.

- (2) A Council member is generally not entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
  - (a) in attending a Council or sub-committee meeting; or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

## **PART 6 — GENERAL MEETINGS OF ASSOCIATION**

### **50. Annual general meeting**

- (1) The Council must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than six (6) months after the end of the Association's financial year, the General Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four (4) months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows:
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of either meeting have not yet been confirmed;
  - (b) to receive and consider:
    - (i) the President's annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to elect or confirm the President of the Association; and
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (4) Any other business of which notice has been given in accordance with these Rules may be conducted at the annual general meeting.

### **51. Special general meetings**

- (1) The Council may convene a special general meeting.
- (2) The Council must convene a special general meeting if at least ten per cent (10%) of the membership require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must:
  - (a) make the requirement by written notice given to the General Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within twenty-eight (28) days after notice is given

under subrule (3)(a).

- (5) If the Council does not convene a special general meeting within that twenty-eight (28) day period, the members making the requirement (or any of them) may themselves convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5):
  - (a) must be held within three (3) months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

## **52. Notice of general meetings**

- (1) The General Secretary or, in the case of a special general meeting, the members convening the meeting, must give to each member of the Association:
  - (a) at least twenty-one (21) days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least fourteen (14) days' notice of a general meeting in any other case.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting;
  - (b) state the general nature of each item of business to be considered at the meeting;
  - (c) include the names of the members who have been nominated for the position of President under Rule 31(2) if the meeting is the annual general meeting;
  - (d) if a special resolution is proposed:
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act;
    - (ii) state that the resolution is intended to be proposed as a special resolution;
    - (iii) state that the eligible member may appoint an individual who is also an eligible member as a proxy for the meeting;
    - (iv) include a copy of any form that the Council has approved for the appointment of a proxy.
  - (e) give notice of any known secret ballot ahead of the annual general meeting and identify which resolution or special resolution this applies to; and
  - (f) state that a Returning Officer will be appointed to facilitate the management of votes and vote counting and, where applicable, ballot counting.
  - (g) state the conditions for the return of post, email or hand-delivered proxies in accordance with Rules 53(6) and (7).

## **53. Proxies**

- (1) Subject to subrule (2), an eligible member may appoint an individual who is also an eligible member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An eligible member may be appointed the proxy for not more than one (1) other member.
- (3) The member appointing the proxy may indicate specific directions to the Returning Officer as to his or her voting intentions on the Council-approved proxy form.

- (4) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit when invited to do so by the Returning Officer.
- (5) The member appointing a proxy must use the Council-approved proxy form which shall include:
  - (a) the name of the person appointed as the member's proxy;
  - (b) a statement that the proxy is authorised to vote on the member's behalf; or
  - (c) a directive how the member chooses to vote; and
  - (d) the name and signature of the member authorising the proxy.
- (6) The form appointing a proxy must be given to the Returning Officer before the commencement of the general meeting for which the proxy is appointed; and
- (7) If the form appointing a proxy has been sent by post or electronically, it is of no effect unless it is received by the General Secretary not later than forty eight (48) hours before the commencement of the meeting.

#### **54. Use of technology for general meetings**

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by any form of mutually available communication technology.
- (2) Use of technology is provisional on all members, that is, those in attendance and those external to the meeting, being in simultaneous contact throughout the meeting.
- (3) A member who participates in a general meeting in accordance with subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **55. Presiding member and quorum for general meetings**

- (1) The President, or in the President's absence, the deputy President, must preside as chairperson of each general meeting.
- (2) If the President and deputy President are absent or are unwilling to act as chairperson of a general meeting, the members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) Three per cent (3%) of members as at the date of the meeting, or 35 members, whichever is the lesser, including one (1) member from each Branch, personally present or deemed to be present under Rule 54, will constitute a quorum for the conduct of business at a general meeting.
- (5) If a quorum is not present within thirty (30) minutes after the notified commencement time of a general meeting:

- (a) in the case of a special general meeting, the meeting lapses; or
  - (b) in the case of a general meeting, the meeting is adjourned to
    - (i) the same time and day within the following four (4) weeks; and
    - (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment, or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If a quorum is not present within thirty (30) minutes after the commencement time of an adjourned general meeting held under subrule (5)(b) and at least ten (10) eligible members are present at the meeting, then those members present are taken to constitute a quorum.

## **56. Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the eligible members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) For the purpose of continuing an adjourned meeting ten (10) eligible members will constitute a quorum.
- (5) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with Rule 52.

## **57. Voting at a general meeting**

- (1) A person is eligible to vote at a general meeting if the member is:
  - (a) an eligible member at the time notice of the meeting was given under Rule 52; and
  - (b) has paid any fee or other money payable to the Association.
- (2) On any question arising at a general meeting:
  - (a) each eligible member has one vote; and
  - (b) eligible members may vote personally or by proxy.
- (3) In the case of a special resolution a motion is carried if at least seventy five per cent (75%) of the eligible votes are in favour of the motion.
- (4) Except in the case of a special resolution referred to in subrule (3), a motion is carried if a majority of the eligible members present at a general meeting vote in favour of the motion.

- (5) In the case of voting for a motion other than a special resolution, if an affirmative vote is not achieved, or the vote is drawn, the status quo will remain.
- (6) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (7) If Council, or a member, determines a secret ballot is required to decide any vote, motion, resolution or special resolution, this may be decided before the meeting and members may be advised in the notice of the general meeting that a secret ballot will take place.

## **58. When special resolutions are required**

- (1) A special resolution is required if it is proposed at a general meeting:
  - (a) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
  - (b) to alter the Association's Rules, including changing the name of the Association; or
  - (c) to approve the terms of an amalgamation with one or more other incorporated associations; or
  - (d) that the Association is to be wound up voluntarily or by the Supreme Court; or
  - (e) to cancel its incorporation.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## **59. Determining if a resolution is carried**

- (1) Prior to a general meeting the General Secretary will appoint a Returning Officer to manage the acceptance and counting of votes at that meeting.
- (2) The Chairperson will read out the motion to be resolved.
- (3) Eligible attending members will be invited to second the motion and the name of the responder will be recorded in the minutes.
- (4) If a motion requires a special resolution the Chairperson must announce this to the meeting.
- (5) Two members will be permitted to speak for and against each resolution or special resolution, in the following sequence:
  - (a) The Chairperson will nominate the first speaker who will speak in favour of the motion.
  - (b) The next speaker will speak against the motion.
  - (c) Subsequent speakers will be permitted to speak only if they have new points to make.
  - (d) Speakers will have a maximum of two (2) minutes to make their points.
- (6) Voting by eligible members in attendance at the meeting will usually be conducted by a show of hands indicating for or against a motion, resolution or special resolution. These votes will be recorded by the Returning Officer.
- (7) Where eligible members have directed their proxy votes on the Council-approved form, votes will be counted and recorded by the Returning Officer.

- (8) Procedure for counting undirected proxy votes will be as follows:
  - (a) Proxy voters who lodged an undirected proxy when they arrived at the meeting will be named by the Returning Officer and asked to stand as their names are called.
  - (b) The Returning Officer will count the number of those proxy voters and verify that the count matches the number of Council-approved proxy forms held.
  - (c) The Returning Officer will ask all those in favour of the motion to raise their hands.
  - (d) The Returning Officer will ask those against the motion to raise their hands.
  - (e) The Returning Officer will facilitate the counting and recording of votes.
  
- (9) If a secret ballot has been pre-determined by Council, this will be conducted by the Returning Officer in accordance with the following conditions:
  - (a) Ballot papers will be prepared prior to the meeting.
  - (b) These will be distributed to eligible members at registration.
  - (c) Members holding undirected proxies will be provided with two ballots.
  - (d) To ensure for and against discussions are heard prior to voting, members are to be instructed to complete ballots only on invitation by the Returning Officer.
  - (e) Collection and counting of ballot papers will be facilitated by the Returning Officer.
  
- (10) At the completion of the voting process (in-person, directed and undirected votes), the Returning Officer will calculate and announce the final result of the vote.
  - (a) In the case of an election or resolution, a simple majority is required to declare a result.
  - (b) If the result is divided equally, the status quo remains.
  - (c) In the case of a special resolution, a majority of at least seventy five per cent (75%) of the votes of eligible members, including proxies, is required to declare a result.
  
- (11) A declaration of the result of any vote or ballot taken must be entered into the minutes of the meeting. This entry is to be accepted as evidence that the results were properly arrived at.

## **60. Minutes of general meeting**

- (1) The General Secretary, or a person authorised by the Council from time to time, must take and keep minutes of each general meeting.
  
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
  
- (3) In addition, the minutes of each annual general meeting must record:
  - (a) the names of the eligible members attending the meeting;
  - (b) any apologies received;
  - (c) any proxy forms given to the Returning Officer of the meeting under Rule 53(8);
  - (d) the financial statements or financial report presented at the meeting, as referred to in Rule 50(3)(b)(ii);
  - (e) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in Rule 50(3)(b)(iii); and
  - (f) the President's report as referred to in Rule 50(3)(b)(i).

- (4) The minutes of a general meeting must be filed in the Association's general meeting file within thirty (30) days of the meeting being held, and an electronic copy retained.
- (5) The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct as soon as is practicable.
- (6) When the minutes of a general meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof:
  - (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## **PART 7 – FINANCIAL MATTERS**

### **61. Source of funds**

The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

### **62. Control of funds**

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Council may approve expenditure on behalf of the Association.
- (3) The Council may authorise the General Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques, electronic transfers, drafts, bills of exchange, promissory notes, and other negotiable instruments of the Association must be signed by any two of President, Secretary, Treasurer and one other person authorised by Council.
- (5) All funds of the Association must be deposited into the Association's accounts as soon as practicable but not more than one (1) month after their receipt.

### **63. Financial statements and financial reports**

- (1) For each financial year, the Council must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.



- (2) Without limiting subrule (1), those requirements include:
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements or financial report, as applicable,
  - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the statements or financial report.

## **PART 8 — GENERAL MATTERS**

### **64. By-laws**

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may:
  - (a) provide for the rights and obligations that apply to any classes of membership approved under Rule 11(1); and
  - (b) impose restrictions on the Council's powers, including the power to dispose of the Association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
  - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the Regulations or these Rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### **65. Patron**

- (1) On recommendation of the Council and ratification by the members in a general meeting, distinguished citizens may be invited to be Patron or Vice-Patron of the Association on any such terms as the Council thinks fit.
- (2) A Patron does not have to be a member of the Association.
- (3) A Patron will have no official responsibility but shall assist the Association to the best of his or her ability.

- (4) The Patron is entitled to receive notice of and may attend any of the Association's general meetings and may, at the absolute discretion of the President, be entitled to speak at a general meeting, but shall not be entitled to vote at any general meeting unless the person is a member of the Association.
- (5) The Council shall have the power at its absolute discretion to revoke the appointment of a patron at any time.

## **66. Giving notices to members**

A notice or other document that is to be given to a member under these Rules is taken not to have been given to the member unless it is in writing and:

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## **67. Custody of records and securities**

- (1) Subject to subrule (2), the records and any securities of the Association must be kept in the General Secretary's custody or under the General Secretary's control in accordance with Rule 28(f) and (g).
- (2) The financial records and any securities of the Association and all associated user IDs, logins and passwords must be kept in the General Treasurer's custody or under the General Treasurer's control in accordance with Rule 29(e).
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Council.
- (4) The financial records of the Association must be retained for at least seven (7) years.
- (5) Unless otherwise specified, the Association may execute a document if it is signed by either:
  - (a) two office holders; or
  - (b) one office holder and one other member authorised by the Council.

## **68. Record of office holders**

The Association must maintain a record of the names and addresses of the persons who are members of the Council, or hold other offices of the Association provided for by its rules.

## **69. Inspection of records and documents**

- (1) Subrule (2) applies to a member who wants to inspect:
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Council members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.

- (2) The member must contact the General Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Council meeting, the right to inspect that document is subject to any decision the Council has made about minutes of Council meetings generally, or the minutes of a specific Council meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.
- (7) The member will be required to complete a Statutory Declaration prior to being given access to a copy or extract from the Association's register of members.
- (8) When inspecting, copying or taking an extract of the Association's register of members, the member will be accompanied by the General Secretary or another office holder.

#### **70. Publication by Council members of statements about Association business prohibited**

- (1) A Council member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Council meeting unless:
  - (a) the Council member has been authorised to do so at a Council meeting; and
  - (b) the authority given to the Council member has been recorded in the minutes of the Council meeting at which it was given.

#### **71. Dissolution**

- (1) Subject to the approval of the Council, the Association may be dissolved with the consent of not less than seventy five per cent (75%) of eligible members voting at a general meeting to dissolve the Association.
- (2) Upon the dissolution of the Association, no money or property of the Association remaining after satisfaction of all its debts and liabilities (Surplus Property) shall be paid or distributed among the members.

#### **72. Distribution of surplus property on cancellation of incorporation or winding up**

- (1) On the cancellation of the Incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution to one or more of the following:
  - (a) an incorporated Association;

- (b) a company limited by guarantee that is registered as mentioned in the *Corporations Act* section 150;
- (c) a company holding a licence that continues in force under the *Corporations Act* section 151;
- (d) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946*;
- (e) a body corporate that:
  - (i) is a member or former member of the incorporated Association; and
  - (ii) at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- (f) a trustee for a body corporate referred to in subrule (e);
- (g) a cooperative registered under the *Cooperatives Act 2009* that, at the time of the distribution of surplus property, is a non-distributing cooperative as defined in that Act.

### **73. Branches**

- (1) A Branch is a division of the Association located within a geographical area defined by the Council from time to time for the convenience of members resident within that area. Such other members as are not resident in that area but who choose to be assigned to that Branch shall be included in the Branch's membership roll.
- (2) Branches are responsible for arranging their own programs of events and activities.
- (3) Branches shall record their own financial transactions which are to be reported to the Association's General Treasurer as required.
- (4) The financial year is the twelve (12) months from 1 November to 31 October in the following year.
- (5) Branches are bound by the Rules of this Association and may seek support from Council through the General Secretary if required.

### **74. Branch committees**

- (1) At its Branch annual general meeting, the Branch shall elect a Branch committee and one Branch delegate to Council, voting being restricted to eligible members shown on the Register as being assigned to that Branch at the day of the meeting.
- (2) Members of the Branch committee shall, subject to these Rules, serve for a term between successive Branch annual general meetings.
- (3) The delegate to Council will serve from the first Council meeting following the Branch elections.

### **75. Branch office holders and committee members**

- (1) The voting members of a Branch Committee consist of:
  - (a) Branch office holders; and
  - (b) Branch committee members.
- (2) The following are the Branch office holders:

- (a) Chairperson
  - (b) Deputy Chairperson
  - (c) Secretary
  - (d) Treasurer
- (3) The following are the Branch committee members:
- (a) Program Coordinator;
  - (b) Member Representatives;
  - (c) Delegate (if this position is not held jointly with an office holder position).
- (4) If an urgent decision is required to be made between meetings the decision may be reached by the Chairperson and two other office holders, or, in the absence of the Chairperson, between the Deputy Chairperson and two other office holders.
- (5) Any decision made under subrule 75(4) must be reported at the next committee meeting for ratification.
- (6) No member may hold the office of Chairperson for more than two (2) years consecutively.

## **76. Role of Branch committee members**

- (1) All Branch committee members must be familiar with:
- (a) the Rules of the Association; and
  - (b) the Role Guides provided by Council specific to their roles.
- (2) The Branch Secretary has responsibility for:
- (a) custody of the Branch records;
  - (b) maintaining a current Branch membership list;
  - (c) ensuring the integrity and security of the private information of members; and
  - (d) for security purposes, Branch secretaries must retain only the current membership list. Previous versions must be deleted.

## **77. Privacy and security of members' personal information at Branch level**

- (1) If a member requires the contact details of any other member this must only be provided if it is for the purpose of progressing U3A business.
- (2) The person requiring the information is to formally request the information and to state the reason it is required.
- (3) No member, other than the Branch Secretary, is to send broadcast emails or mailouts to the Branch membership.

## **78. Branch committee meetings – quorum and procedures**

- (1) A Branch committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) The Branch committee shall meet not less than four (4) times between consecutive Branch annual general meetings.
- (3) Notice of each Branch meeting must be given to each committee member at least forty-eight (48) hours before the time of the meeting.
- (4) The Treasurer will present a report of the Branch accounts at not less than four (4) committee meetings.
- (5) A quorum for a Branch committee shall comprise not less than four (4) of its elected members.
- (6) On leaving office, any committee member must as soon as practical, deliver to a member of the committee all documents and records that were held by the committee member relevant to the management of the Association's affairs.
- (7)
  - (a) Committee members and all other Branch office holders have responsibility to act with care and diligence in good faith and for a proper purpose. Those persons must not use their positions or acquire information to gain an advantage or cause detriment to the Association.
  - (b) Committee members are required to disclose any material personal interests they have in matters being considered at meetings of the Branch committee.
  - (c) Disclosed material personal interests are to be recorded in the meeting minutes.
  - (d) If a member declares a material personal interest they must leave the meeting while the matter is discussed and voted on. Any disclosure made must be recorded in the minutes.

## **79. Minutes of Branch committee meetings**

- (1) The Branch name, recorded as a committee minute heading, is to be consistent with the name of the Branch bank account.
- (2) The Branch must ensure that minutes are taken and kept of each Branch meeting.
- (3) The minutes must record the following:
  - (a) the names of the Branch members present at the meeting;
  - (b) the name of any visitor at the committee meeting;
  - (c) any apologies received;
  - (d) the business considered at the meeting; and
  - (e) any motion on which a vote is taken at the meeting and the result of the vote.
- (4) The minutes of a Branch meeting must be filed in the Branch minute file within thirty (30) days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a Branch committee meeting are reviewed and signed as correct by:

- (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next Committee meeting.
- (6) When the minutes of a Branch committee meeting have been signed as correct they are, until the contrary is proved, evidence:
- (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## **80. Branch general meetings**

- (1) Each Branch shall hold an annual general meeting, to be called the Branch annual general meeting, by the 31st December.
- (2) The ordinary business of the annual general meeting and for the agenda is as follows:
- (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes have not been confirmed.
  - (b) To receive and consider:
    - (i) the Chairperson's annual report on the Branch activities during the past financial year of the Branch;
    - (ii) the Branch Treasurer's annual report, including the reviewer's report;
    - (iii) the election of the Branch committee;
    - (iv) the appointment of a reviewer for the next financial year;
    - (v) identification of signatories to the bank account and any changes relating to the bank account including a change of office holders; and
    - (vi) any other business to be conducted at the annual general meeting of which notice has been given in accordance with these Rules.
- (3) A Branch special general meeting shall be convened by:
- (a) resolution of the Branch committee; or
  - (b) by requisition of twenty (20) members or twenty per cent (20%) of the eligible members assigned to the Branch, whichever is the less at the date of deposit of the requisition.
- (4) The quorum for a Branch general meeting shall be twenty (20) eligible members or twenty per cent (20%) of the eligible members assigned to the Branch, whichever is the less.
- (5) If, within thirty (30) minutes of the time appointed for a general meeting, no quorum is present, the meeting shall be adjourned until the same day at the same time of the following week, at which adjourned meeting no quorum shall be necessary and the agenda shall be unaltered.
- (6) No proxies shall be permitted at a Branch general meeting.
- (7) Voting is by a count of hands and an affirmative vote is decided by a simple majority.
- (8) If an affirmative vote is not achieved, or the vote is drawn, the status quo will remain.

## **81. Notice of Branch general meetings**

- (1) At least fourteen (14) days before a general meeting the secretary, or the eligible members convening a special general meeting must give notice, including an agenda, of the general meeting to all members.
- (2) If the general meeting includes matters requiring a special resolution, the notice at subrule (a) is to be provided to members twenty one (21) days before the general meeting.
- (3) The notice must:
  - (a) specify the date, time and place of the meeting;
  - (b) state the purpose of the meeting;
  - (c) indicate the general nature of each item of business to be considered at the meeting; and
  - (d) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under Rule 75.

## **82. Minutes of Branch general meetings**

- (1) The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must attach or include:
  - (a) the names of the eligible members attending the meeting;
  - (b) any apologies;
  - (c) the financial statements or financial report presented at the meeting, as referred to in Rule 80(2)(ii);
  - (d) any report of the review of the financial statements or financial report presented at the meeting, as referred to in Rule 80(2)(ii).
- (4) The name of the Branch in the minute heading must be consistent with the Branch bank account name.
- (5) The minutes of a general meeting must be filed in the Branch minute file within thirty (30) days after the meeting is held.
- (6) The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as soon as practicable as correct by:
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next general meeting.
- (7) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
  - (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.



### **83. Changes to these Rules**

If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.