



HIKEWEST INCORPORATED
ABN 53 076 160 216

RULES OF ASSOCIATION

(as lodged effective 4 November 2023)

Table of Contents

		Page No.
PART ONE	OBJECTS AND POWERS	3
1.	Name of Association.....	3
2.	Definitions.....	3
3.	Objects of Association.....	3
4.	Powers of Association.....	4
PART TWO	MEMBERSHIP	4
5.	Members.....	4
5.1	Classes of Members.....	4
5.2	New Classes of Members.....	5
5.3	Member Clubs.....	5
5.4	Affiliate Members.....	5
5.5	Individual Members.....	6
5.6	Life Members.....	6
6.	Register of Members.....	6
7.	Subscriptions of Members	6
8.	Termination of Membership	7
9.	Suspension or Expulsion of Members	7
PART THREE	THE BOARD	8
10.	Composition of the Board.....	8
11.	Powers of the Board.....	10
12.	Appointment to the Board.....	10
13.	Proceedings of the Board.....	12
PART FOUR	GENERAL MEETINGS	13
14.	General Meetings.....	13
15.	Quorum and Proceedings at General Meetings.....	14
16.	Minutes of Meetings.....	15
17.	Rights of Members.....	15
18.	Proxies of Members	16
PART FIVE	MISCELLANEOUS	16
19.	Rules of Association.....	16
20.	Inspection of Records of Association.....	17
21.	Disputes and Mediation.....	17
22.	Payments to Members or members out of Association funds.....	18
23.	Distribution of Surplus Property on Winding Up of Association.....	18
24.	Review of Rules.....	18

HikeWest Incorporated
ABN 53 076 160 216
RULES OF ASSOCIATION

PART ONE - OBJECTS AND POWERS

1. Name of Association

The name of the Association is

HikeWest Incorporated

2. Definitions

In these Rules, unless the contrary intention appears-

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

“Association” means the Association referred to in rule 1;

“Board meeting” means a meeting referred to in rule 13;

“bushwalking” means any activity that involves walking in nature, inclusive of hiking and urban bushland walking;

“Commissioner” has the same meaning as the term has in the Act;

“Directors” means President, Vice-President, Secretary, Treasurer, Ordinary Director and Appointed Directors;

“financial year” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“general meeting” means a meeting to which all members are invited;

“Individual Member” is a class of Member as defined in rule 5.5 (a);

“Member” means one of the classes of Members of the Association referred to in rule 5.1;

“member” means an individual member of a Member Club, unless a Director;

“ordinary resolution” means resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“Rules” means these Rules of the Association, as in force for the time being;

“special general meeting” means a general meeting other than the annual general meeting;

“Voting Member” means a Member who has voting rights.

3. Objects of Association

3.1 The objects of the Association are-

- Promote safe and environmentally responsible bushwalking to the community.
- Promote and actively work for the conservation and effective management of the natural environment, including National Parks, wilderness, coastal and other public land areas to enhance their bushwalking value to the community.
- Work to assist with the development, maintenance and protection of the integrity and accessibility of walking tracks and trails so as to enhance their bushwalking value to all.

- Provide services to Member Associations, bushwalkers and the wider community in furtherance of these objectives.

3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association -

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the Rules;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Rules.

PART TWO - MEMBERSHIP

5. Members

5.1. Classes of Members

Members of the Association are:

- (a) Member Clubs;
- (b) Affiliate Members;
- (c) Individual Members;
- (d) Life Members; and
- (e) Any new class of Member created in accordance with rule 5.2

5.2. New classes of Members

The Board may create new classes of membership and determine the rights and obligations that apply to those classes. The establishment of any new classes is to be the sole discretion of the Board.

5.3. Member Clubs

- (a) A club, body, association or other entity, which supports the objects and interests of the Association and whose primary focus is bushwalking, may apply to the Board to become a Member of the Association, otherwise known as Member Clubs as referred to in rule 5.1(a).
- (b) To be eligible for membership, a Member Club must have ten (10) or more individual members, although the Board may, at its discretion, accept an application for membership from a Club with less than ten (10) individual members.
- (c) An application for membership as a Member Club must be in writing. The application must include the following information:
 - (i) the names of the office holders of the applicant Member Club;
 - (ii) a copy of the applicant Member Club's constitution and/or rules; and
 - (iii) the total number of the applicant Member Club's current members
 - (iv) any other information reasonably required by the Board.
- (d) The Board shall consider each application made under rule 5.3(c) at a Board meeting and shall at the Board meeting or a subsequent Board meeting accept or reject that application.
- (e) If the Board rejects an application it is not required to give reasons for its decision.
- (f) If the Board accepts the application the Secretary shall enter the applicant's name in the register of Members, and upon the name being so entered, the applicant becomes a Member.
- (g) All Member Clubs must renew their membership annually at a date determined by the Board. The renewal application must:
 - (i) contain the total number of the current members of the Member Club; and
 - (ii) contain a copy of any amendments to the Member Club's Constitution made since the previous membership renewal date.
- (h) A Member Club shall be a Voting Member and will nominate one of its own members or a position on its committee to represent it and vote on its behalf at general meetings.
 - (i) Nomination of a representative under rule 5.3(h):
 - (i) shall be in writing; and
 - (ii) shall be lodged with the Secretary at any time prior to commencement of a general meeting.

5.4 Affiliate Members

- (a) A club, body, association or other entity, which supports the objects and interests of the Association, whose primary focus is not bushwalking but who are sympathetic to the Association's objects and interests, may apply to the Board to become a Member, otherwise known as an Affiliate Member as referred to in.
- (b) A club, body, association or other entity who wishes to become an Affiliate Member shall:
 - (i) apply for membership to the Secretary in writing on the form determined by the Board; and
 - (ii) accompany the application form with the payment of the subscription fees.

- (c) If the Board rejects an application it is not required to give reasons for its decision. If the application is accepted, the Secretary shall enter the applicant's name in the register of Members, and upon the name being so entered, the applicant becomes an Affiliate Member.
- (d) All Affiliate Members must renew their membership annually at a date determined by the Board.
- (e) Affiliate Members will not have voting rights but will be able to participate on standing or special committees of the Association.

5.5 Individual Members

- (a) Any person who supports the objects and interests of the Association may apply to be an Individual Member.
- (b) A person who wishes to become an Individual Member shall:
 - (i) apply for membership to the Secretary in writing on the form determined by the Board; and
 - (ii) accompany the application form with the payment of the subscription fees.
- (c) If the Board rejects an application it is not required to give reasons for its decision. If the application is accepted, the Secretary shall enter the applicant's name in the register of Members, and upon the name being so entered, the applicant becomes an Individual Member.
- (d) All Individual Members must renew their membership of the Association annually at a date determined by the Board.
- (e) Individual Members will not have voting rights but will be able to participate on standing or special committees of the Association.

5.6 Life Members

- (a) Any current or past member of a Member Club or other class of membership of the Association who has made an outstanding and sustained contribution directly to the work of the Association may be nominated for life membership.
- (b) Nominations for life membership are to be in writing and are to be submitted and considered in accordance with a process determined by the Board.
- (c) If the Board rejects an application it is not required to give reasons for its decision. If the application is accepted, the Secretary shall enter the applicant's name in the register of Members, and upon the name being so entered, the applicant becomes a Life Member.
- (d) Life Members shall have the same rights, privileges and responsibilities as Individual Members except that they shall not be required to renew their membership or pay membership fees.
- (e) Life Members will not have voting rights but will be able to participate on standing or special committees of the Association.

6. Register of Members

6.1 The Secretary must keep and maintain a register of Members for each class of membership containing:

- (a) the name and postal or email address of each Member; and
- (b) the date on which each Member's name was entered in the register.

6.2 Subject to the Association's privacy policy and Bylaws relating to the custody of personal information the register of Members is available for inspection free of charge by any Member upon request.

6.3 The register of Members will not be sold or otherwise provided to a third party for any reason except that contact details of Affiliate Members and Member Clubs only may be made available to the public but not for commercial purposes.

6.4 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of Members referred to in rule 6.1.

7. Subscriptions of Members

7.1 The Board may determine the annual membership subscription fees payable by - Members of each class of membership to the Association.

7.2 Each Member must pay to the Treasurer, annually on such date as the Board from time to time determines, the amount of the subscription determined under rule 7.1.

7.3 Subject to sub-rule 7.4, a Member whose subscription is not paid within 3 months after the relevant date fixed by or under rule 7.2 ceases on the expiry of that period to be a Member, unless the Board decides otherwise.

7.4 A person exercises all the rights and obligations of a Member for the purposes of the Rules if his or her subscription is paid on or before the relevant date fixed by or under rule 7.2 or within 3 months thereafter, or such other time as the Board allows.

8. Termination of Membership

8.1 Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Director of a notice in writing from a Member of their resignation from the Association. Such former Member remains liable to pay to the Association the amount of any subscription due and payable at the date of termination; or
- (b) non-payment by a Member of his or her subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7.3; or
- (c) expulsion of a Member in accordance with rule 9.

9. Suspension or Expulsion of Members

9.1 If the Board considers that a Member should be suspended or expelled from membership of the Association because the Member's conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the member;

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,

not less than 30 days before the date of the Board meeting referred to in paragraph (a).

9.2 At the Board meeting referred to in a notice communicated under rule 9.1, the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.

9.3 Subject to rule 9.5, a Member has their membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to the Member under rule 9.2.

9.4 A Member who is suspended or expelled under rule 9.2 must, if the Member wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in rule 9.3.

9.5 When notice is given under rule 9.4-

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

(b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel the Member is confirmed under this sub-rule.

PART THREE – THE BOARD

10. Composition of the Board

10.1 The Board shall comprise:

(a) five (5) elected Directors who shall each be elected under rule 12 and assume the roles of:

- (i) President;
- (ii) Vice-President;
- (iii) Secretary;
- (iv) Treasurer; and
- (v) Ordinary Director; ;

all of whom:

- (A) must be Individual Members or members of Member Clubs or of Affiliate Members.
- (B) must not be current employees of government agencies having any direct or indirect oversight or regulatory powers over the pursuit of the Objects or funding arrangements of the Association.

(b) up to two (2) appointed Directors, who shall:

- (i) be appointed for their special knowledge or abilities by the elected Directors and any Directors previously appointed to fill casual vacancies under rule 12.10;
- (ii) have the same rights and privileges as the elected Directors; but do not have to be Individual Members or members of Member Clubs or of Affiliate Members; and
- (iii) hold office for twelve (12) months or until the end of the Annual Elections subsequent to their appointment, and shall be eligible for re-appointment.
- (iv) not be current employees of government agencies having any direct or indirect oversight or regulatory powers over the pursuit of the Objects or funding arrangements of the Association.

10.2 **President and Vice-President**

10.2.1. Subject to this rule, the President must preside at all general meetings and Board meetings.

10.2.2. In the event of the absence from a general meeting of-

- (a) the President, the Vice-President must preside at the meeting; or
- (b) both the President and the Vice-President, another Director or a member elected by the Members present at the general meeting, must preside at the general meeting.

10.2.3. In the event of the absence from a Board meeting of-

- (a) the President, the Vice-President must preside at the meeting; or
- (b) both the President and the Vice-President, a Director elected by the other Directors present at the Board meeting, must preside at the Board meeting.

10.2.4 If at any time the President is unable to perform his or her functions or a particular function, then subject to sub-rules 10.2.2 and 10.2.3, those functions or that function may be performed by the Vice-President as if he or she were the President.

10.3 **Secretary**

10.3.1 The Secretary must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 53 of the Act with respect to the register of Members of the Association, as referred to in rule 5;
 - (ii) section 35 of the Act by keeping and maintaining, in an up to date condition, the Rules;
 - (iii) section 58 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by the Rules, including all offices held by the persons who constitute the Board; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association as required by rule 6,
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association,
- (e) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (f) perform such other duties as are imposed by the Rules on the Secretary.

10.4 **Treasurer**

10.4.1 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;

- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques or electronic banking transactions are signed or authorised by himself or herself and at least one other authorised Director, or by any two others as are authorised by the Board;
- (d) comply on behalf of the Association with sections 66, 68 and 70 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to Members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by the Rules on the Treasurer.

11. Powers of the Board

11.1 The Board:

- (a) Shall control and manage the business and affairs of the Association; and
- (b) May, subject to these Rules, the Act and the Regulations exercise all such powers and functions and perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association, other than those powers and functions that are required by these Rules to be exercised by general meetings; and
- (c) Subject to these Rules the Board may make and amend Bylaws for the conduct and regulation of the affairs and operations of the Association.

11.2. The Board may establish Standing or Special Committees and appoint Convenors for those Committees it considers necessary or desirable to perform specific tasks or to conduct any activities of the Association. Such Committees except where overridden by the Rules will be established and operate in accordance with the Bylaws. The Board may override a decision made by a Standing or Special Committee or otherwise give direction to a Standing or Special Committee, which must be complied with within a reasonable time as determined by the Board after considering the particular circumstances.

11.3 The Board may delegate in writing to Standing Committees, Special Committees, or persons, the exercise of such powers and functions of the Board as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or any other law.

11.4 The names of persons and functions of all such Committees, or persons, accepting delegation under 11.3 shall be circulated to the Members annually.

11.5 Any delegation under rule 11.3 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.

11.6 The Board may, in writing, revoke wholly or in part any delegation under rule 11.3.

11.7 The Board may co-opt or approve the engagement of qualified persons (whether Members or not) to assist in the activities of or advise the Board or any Committee.

11.8 The Board may employ such persons it considers necessary or desirable to achieve the objects of the Association.

11.9 The Association must not pay fees to a Director for acting as a Director.

11.10 The Board is authorised to pay to a Director or Committee member out of the funds of the Association any out-of-pocket expenses for travel and accommodation properly incurred in connection with the performance of the member's or person's functions for the Association.

12. Appointment to the Board

12.1 Directors are elected or appointed to the Board by:

- (a) election at an AGM;
- (b) appointment under rule 10.1(b); or
- (c) appointment to fill a casual vacancy.

12.2 Nominating for Membership of the Board

Except for nominees under rule 10.1(b), a person is not eligible for election as a Director unless a Member or member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held. The nominee is to provide a brief statement of the skills they offer, why they wish to be on the Board and their relevant experience.

12.3 The Secretary must send a notice calling for nominations for election to the Board and specifying the date for the close of nominations to all Members at least 28 days before the date for the close of nominations.

12.4 If a nomination for election to the Board is not made in accordance with the nomination it is to be deemed invalid and the Member will not be eligible for election unless rule 12.9 takes effect.

Electing Directors

12.5 A list of candidates, names in alphabetical order, with the names of the Members or members who nominated each candidate, must be announced in advance of elections for Directors at the AGM .

12.6 The elections for Directors are to be conducted at the AGM in the manner directed by the Board.

12.7 If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Board, elections for the positions must be conducted at the AGM.

12.8 If the number of persons nominated in accordance with rule 12.2 for election to membership of the Board does not exceed the number of vacancies in that membership to be filled -

(a) the Secretary must report accordingly to; and

(b) the President must declare those persons to be duly elected as members of the Board at, the annual general meeting concerned.

12.9 If vacancies remain on the Board after the declaration under rule 12.8, additional nominations of Directors may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as Directors. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.

12.10 If a vacancy remains on the Board after the application of rule 12.9, or when a casual vacancy within the meaning of rule 12.14 occurs in the membership of the Board -

(a) the Board may appoint an Individual Member, a Life Member, or a member of a Member Club or of an Affiliate Member to be a member to fill that vacancy; and

(b) the member appointed under this sub-rule will -

(i) hold office until the election referred to in sub-rule (ii); and

(ii) be eligible for election to membership of the Board, at the next following annual general meeting.

Term of Appointment

12.11 Other than an election for a casual vacancy, a Director shall be elected for a term of three (3) years.

12.12 At the first election after this Constitution is adopted the first Board shall determine the terms of appointment to either a one, two or three year term. Thereafter at every subsequent election the candidates receiving the highest number of votes shall be elected to fill each available vacancy

12.13 The terms of appointment for an elected Director shall be a maximum of 2 x 3 year terms and they cannot stand again for two (2) years after 6 consecutive years have been served.

Casual Vacancies in Membership of Board

12.14 A casual vacancy occurs in the office of a Director and that office becomes vacant if the Director -

(a) dies;

(b) resigns by notice in writing delivered to the President or, if the Director is the President, to the Vice-President and that resignation is accepted by resolution of the Board;

(c) is convicted of an offence under the Act;

(d) is permanently incapacitated by mental or physical ill-health;

(e) is absent from more than-

(i) 3 consecutive Board meetings; or

(ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;

of which meetings the member received notice, and the Board has resolved to declare the office vacant;

(f) ceases to be an Individual Member, or a member of a Member Club or of an Affiliate Member unless an appointed Director under 10.1(b)(ii); or

(g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Director; or

(h) No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act 1984* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

13. Proceedings of the Board

13.1 The Board must meet together for the dispatch of business not less than four times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board. This can be via teleconference or other electronic means if physical presence is not possible.

13.2 Each Director has a deliberative vote.

13.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

13.4 At a Board meeting three Directors constitute a quorum.

13.5 Subject to the Rules, the procedure and order of business to be followed at a Board meeting must be determined by the Directors present at the Board meeting.

13.6 As required under sections 42 and 43 of the Act, a Director having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the Director is a member of a class of persons for whose benefit the Association is established), must-

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and

(b) not take part in any deliberations or decision of the Board with respect to that contract.

13.7 The Secretary must cause every disclosure made under rule 13.6(a) by a Director to be recorded in the minutes of the meeting of the Board at which it is made.

PART FOUR - GENERAL MEETINGS

14. General Meetings

14.1 The Board-

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a

particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

(c) must, within 30 days of-

(i) receiving a request in writing to do so from not less than ten per cent of Voting Members, convene a special general meeting for the purpose specified in that request; or

(ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.

(d) must, after receiving a notice under rule 9 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Board's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Board.

14.2 The Voting Members making a request referred to in rule 14.1 (c) (i) must-

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

(b) sign that request.

14.3 If a special general meeting is not convened within the relevant period of 30 days referred to-

(a) in rule 14.1(c) (i), the Voting Members who made the request concerned may themselves convene a special general meeting as if they were the Board; or

(b) in rule 14.1(c) (ii), the Voting Member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.

14.4 When a special general meeting is convened under rule 14.3(a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

14.5 Subject to rule 14.7, the Secretary must give to all Members not less than 28 days notice of an annual general meeting and that notice must specify-

(a) when and where and by what means the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows-

(i) first, the consideration of the accounts and reports of the Board;

(ii) second, the election of Directors to replace outgoing Directors; and

(iii) third, any other business requiring consideration by the Association at the general meeting.

14.6 Subject to rule 14.5 (a), technology may be used for Members to attend a virtual or hybrid general meeting. When technology is used –

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

(b) A Member who participates in a general meeting as allowed under subrule (a) is taken to be represented in person at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

14.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all Members not less than 28 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters

specified in rule 14.5 as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

14.8 The Secretary must give a notice under rule 14.5 and 14.7 by-

- (a) serving it on a Member personally; or
- (b) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under rule 6; or
- (c) electronic transmission.

14.9 When a notice is sent by post under rule 14.8(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member by ordinary prepaid mail.

15. Quorum and Proceedings at General Meetings

15.1 At a general meeting forty per cent (40%) of Voting Members represented in person or by proxy as well as two Directors present in person constitute a quorum.

15.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 14.5 or 14.7 -

- (a) as a result of a request or notice referred to in rule 14.1(c) or as a result of action taken under rule 14.3 a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue if available.

15.3 If within 30 minutes of the time appointed by rule 15.2(b) for the resumption of an adjourned general meeting a quorum is not present, the Voting Members who are represented in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

15.4 The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

15.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

15.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

15.7 At a general meeting-

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands or proxy of Voting Members, subject to rules 15.9 and 17.2; and
- (b) a special resolution put to the vote will be decided by the votes of not less than 75 per cent of those Voting Members who cast a vote at the meeting in accordance with section 51 of the Act, and, if a poll is demanded, in accordance with rules 15.9 and 15.11.

15.8 A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 15.9.

15.9 At a general meeting, a poll may be demanded by the President or by three or more Voting Members represented in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

15.10 If a poll is demanded and taken under rule 15.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

15.11 A poll demanded under rule 15.9 must be taken immediately on that demand being made.

16. Minutes of Meetings

16.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken.

16.2 The President must ensure that the minutes taken of a general meeting or Board meeting under rule 16.1 are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.

16.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

17. Rights of Members

17.1. A Member has the right—

- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by the Rules; and
- (ii) to submit items of business for consideration at a General Meeting; and
- (iii) to attend and be heard at General Meetings; and
- (iv) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 20; and
- (v) to inspect the register of Members.

17.2. The representative of a Member nominated by the Member under rule 5.3(h) is entitled to vote if—

- (i) the Member is a Voting Member
- (ii) more than 10 business days have passed since the Member was accepted as a Member;
- (iii) the Member's membership is not suspended under rule 9.

17.3. Affiliate, Individual and Life Members are entitled –

- (i) to receive notices of general meetings; and
- (ii) to attend general meetings; and
- (iii) to raise matters of business at general meetings.

18. Proxies of Members

18.1 A Voting Member may appoint a proxy in place of its nominated representative by giving notice to the Secretary in writing prior to commencement of the meeting for which the proxy is appointed.

18.2 A person appointed as a proxy under rule 18.1 must be a Director or a member of a Voting Member.

18.3 A proxy may attend and vote on behalf of the appointing Voting Member, at any general meeting.

PART FIVE - MISCELLANEOUS

19. Rules of Association

19.1 The Association may alter or rescind these Rules, or make rules additional to rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, as follows-

- (a) Subject to rule 19.1(d) and 19.1(e), the Association may alter rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a Director certifying that the resolution was duly passed as a special resolution and that rules as so altered conform to the requirements of this Act;
- (c) An alteration of rules does not take effect until rule 19.1(b) is complied with;
- (d) An alteration of rules having effect to change the name of the association does not take effect until rules 19.1(a) to 19.1(c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of rules having effect to alter the objects or purposes of the association does not take effect until rules 19.1(a) to 19.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

19.2 These Rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

20. Inspection of Records

Subject to the Association's privacy policy and Bylaws relating to the custody of personal information all accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member or one of its Officers upon request and that Member or one of its Officers may make a copy of such documents.

21. Disputes and Mediation

21.1 The grievance procedure set out in this rule applies to disputes between-

- (a) a Member and another Member; or
- (b) a Member and the Association; or
- (c) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.

21.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

21.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

21.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board;

(ii) in the case of a dispute between a Member or relevant non-Member (as defined by rule 21.1(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

- 21.5 A Member can be a mediator.
- 21.6 The mediator cannot be a Member who is a party to the dispute.
- 21.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.8 The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 21.9 The mediator must not determine the dispute.
- 21.10 The mediation must be confidential and without prejudice.
- 21.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

22. Payments Members or members out of Association funds

A payment to a Member or member out of the funds of the Association is authorised if it is payment in good faith to the Member or member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business.

23. Distribution of Surplus Property on Winding Up of Association

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

24. Review of Rules

The Association shall review these Rules every 3 years.
