

**Information provided to the Commissioner under section
29(5) of the *Associations Incorporation Act 2015*:**

A. The name of the Association is:

Institute of Public Administration Australia, Western Australian Division Inc

B. The objects of the Association are:

The objects of the Association are to serve the community by advancing the study and practice of public administration.

C. Any 10 members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

D. Any 50% plus one of council members constitute a quorum for the conduct of the business of a council meeting.

E. The association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

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PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

annual general meeting means the meeting convened under rule 51;

associate member means a person referred to in rule 5(1)(e);

Association means the incorporated Association referred to in rule 2;

books, of the Association includes the following —

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

Chief Executive Officer means the Chief Executive Officer of the Association appointed by the Council of the Association;

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

corporate member means a person referred to in rule 5(1)(a);

council means the management committee of the Association;

council meeting means a meeting of the management committee;

council member means a member of the management committee;

financial records include:

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

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

financial statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 4;

general council member means a member of council referred to in rule 25(1);

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

life member means a person referred to in rule 5(1)(c);

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

office holder means a member of council referred to in rule 25(2);

ordinary member means a member with the rights referred to in rule 5(3);

ordinary resolution means a resolution other than a special resolution;

personal member means a person referred to in rule 5(1)(b);

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

president means the Council member for the time being designated as the president of the Association;

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

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

secretary means the council member holding office as the secretary of the Association;

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

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the council under rule 51(1)(a);

tier 2 or 3 association means an incorporated association to which section 63(3) of the Act applies;

treasurer means the council member holding office as the treasurer of the Association.

vice president/s means the council member/s holding office as the vice president of the Association

Voting member means a corporate member, a personal member, a young professional member or a life member, but does not include an associate member.

2. Name of Association

Institute of Public Administration Australia, Western Australian Division Inc.

3. Objects of the Association

- (a) The objects of the Association are to serve the community by advancing the study and practice of public administration.
- (b) 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.

4. Financial year

The financial year of the Association is to be the period commencing 1 July and ending on 30 June in the following year.

PART 2 — MEMBERS

Division 1 — Membership

5. Eligibility for membership

- (1) Membership of the Association is open to any person who supports the objects of the Association and is eligible to apply in the following classes:
 - (a) **Corporate member:** The council may admit as a corporate member any government department, public authority, local government or other corporation or body involved or interested in public administration.
 - (b) **Personal member:** The council may admit as a personal member any natural person who is or has been engaged or interested in the practice of public administration, or who is or has been engaged in or interested in the teaching or study of public administration or related subjects.
 - (c) **Life member:** The council may admit as a life member any person who has rendered significant service to the Association. Life members shall be entitled to all the privileges of a personal member.
 - (d) **Young Professional member:** The Council may admit as a young professional member any natural person who is or has been engaged or interested in the practice of public administration, or who is or has been engaged in or interested in the teaching or study of public administration or related subject.
 - (e) **Associate member:** The council may admit as an associate member any natural person who is or has been engaged or interested in the practice of public administration, or who is or has been engaged in or interested in the teaching or study of public administration or related subjects.
- (2) The council may define sub-categories of the above membership classes from time to time.
- (3) An ordinary member who is a corporate, personal, life or young professional member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the council.
- (4) An associate member has the rights referred to in rule 5(3) other than full voting rights.

6. Becoming a member

- (1) An applicant for membership of the Association becomes a member when —
 - (a) the Association accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 10.
- (2) Every application for admission as a member of the Association shall be in writing and shall contain such information as the council considers appropriate.
- (3) The council shall determine the process to accept membership but must not accept an application unless the applicant:
 - (a) Is eligible under rule 5(1); and
 - (b) Has applied in accordance with rule 6(2)
- (4) The council may from time to time vary a person's or organisation's membership.
- (5) Any decisions of the council under this rule shall be final.

7. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under rule 8(1);
 - (d) the person is expelled from the Association under rule 14;
 - (e) the person ceases to be a member under rule 10(4).

- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

8. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

9. Rights not transferable

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

Division 2 — Membership fees

10. Membership fees

- (1) The council must determine the annual membership fee to be paid for membership of the Association.
- (2) The fees determined under rule 10(1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the council to accept payments, by the due date determined by the council.
- (4) A member whose membership fee is not paid by the relevant due date ceases on the expiry of that period to be a member unless the Council decides otherwise.
- (5) If a person who has ceased to be a member under rule 10(4) offers to pay the annual membership fee after the period referred to in that rule has expired —
 - (a) the council may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

11. Register of members

- (1) The 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 the name, class of membership, either the residential, postal or email address of each member and the date on which each member becomes a member.
- (3) The register of members must be kept at a place determined by the council.

12. Inspection of register by members

- (1) A member who wishes to inspect the register of members must contact the secretary, or another person authorised by the council, to make the necessary arrangements.
- (2) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 53(2) of the Act; or
 - (b) a member makes a written request under section 55(1) of the Act to be provided with a copy of the register of members;
 - (c) the council may determine a fee to be paid for a request under 12(2)(b),

the council may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association and not for use to contact or send material to members for the purposes of advertising for political, religious, charitable or commercial purposes.

PART 3 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

13. Term used: member

In this Part —

member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action

14. Suspension or expulsion

- (1) The council may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the council meeting at which the proposal is to be considered by the council.
- (3) The notice given to the member must state —
 - (a) when and where the council meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (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;
- (4) At the council meeting, the council 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 about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The council must give the member written notice of the council's decision, and the reasons for the decision, within 14 days after the council meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Council's decision under rule 14(6), give written notice to the secretary requesting the appointment of a mediator under rule 20.
- (8) If notice is given under rule 14(7), the member who gives the notice and the council are the parties to the mediation.

15. Consequences of suspension

- (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 secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (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 secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

16. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

17. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.
- (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

18. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

19. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) 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 appointed under rule 20.

Division 4 — Mediation

20. Appointment of mediator

- (1) If the appointment of a mediator was requested by a party to a dispute, the mediator must be a person chosen by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of rule 20(1), then, subject to rules 20(3) and 20(4), the council must appoint the mediator.
- (3) The person appointed as mediator by the council must be a person who acts as a mediator for another not-for-profit body or public sector organisation.

- (4) The person appointed as mediator by the council 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.

21. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

22. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 14(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a council meeting or general meeting during the period of suspension or expulsion.

PART 4 — COUNCIL

Division 1 — Powers of Council

23. Council powers

- (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 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.
- (3) The council must take all reasonable steps to ensure that the Association complies with the Act and these rules.

24. Council payments to members

- (1) A payment may be made to a member from the funds of the Association only if it is authorised under rule 24(2).
- (2) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) the payment 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 of reasonable expenses properly incurred by the member on behalf of the Association.

Division 2 — Composition of Council and duties of members

25. Council members

- (1) The council members consist of —
 - (a) the office holders of the Association; and
 - (b) no more than 10 general council members.

all of whom must be personal members or life members of the Association.
- (2) The following are the office holders of the Association —
 - (a) the president;
 - (b) the vice presidents (2);
 - (c) the secretary;
 - (d) the treasurer.
- (3) A person may be a council member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) a personal member.

- (4) A person must not hold 2 or more of the offices mentioned in rule 25(2) at the same time.

26. Persons who are not to be members of Council

- (1) 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 council of an 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 months; or
- (iii) an offence under Part 4 Division 3 or section 127 of the Act.

Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

27. Duties of Council Members and Officers

- (1) Under section 44 of the Act an officer of an association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person-
 - (a) were an officer of the association in the association's circumstances; and
 - (b) occupied the office held by, and had the same responsibilities within the association as, the officer.
- (2) Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties-
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (3) Under section 46 an officer of an association must not improperly use his or her position to-
 - (a) gain an advantage for the officer or another person; or
 - (b) cause detriment to the Association.
- (4) Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-
 - (a) gain an advantage for the person or another person; or
 - (b) cause detriment to the Association

28. President

- (1) The duty of the president is to lead and direct council activities.
- (2) It is the duty of the president to consult with the 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.

29. Vice president(s)

In the absence of the president the vice president(s) performs the duties of the president.

30. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the president regarding the business to be conducted at each council meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the council to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the council to do so, maintaining on behalf of the Association a record of council members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of council meetings and general meetings;

- (i) carrying out any other duty given to the secretary under these rules or by the council.

31. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the council;
- (c) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (d) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (e) As the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (f) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (g) carrying out any other duty given to the treasurer under these rules or by the council.

Division 3 — Election of council members and tenure of office

32. How members become Council members

A member becomes a council member if the member —

- (a) is elected to the council at an annual general meeting; or
- (b) is appointed to the council by the council to fill a casual vacancy under rule 39(1).

33. Nomination of council members

- (1) At least 30 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the council for all vacant officer bearer and general council positions; and
 - (b) stating the date by which nominations must be received by the secretary to comply with rule 33(2).
- (2) A member who wishes to be considered for election to the council at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 20 days before the annual general meeting.
- (3) The written notice must be signed by:
 - (a) the nominator, who is a voting member, and
 - (b) the nominee to signify his or her willingness to stand for election.
- (4) A person who is eligible for election or re-election under this rule may nominate himself or herself for election or re-election.
- (5) A member may nominate for one specified position of office holder of the Association or to be a general council member.
- (6) A member whose nomination does not comply with these rules is not eligible for election to the council.

34. Election of office bearers

- (1) At the annual general meeting, a separate election must be held for each position of office bearer of the Association whose term has expired.
- (2) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.

- (3) If more than one member has nominated for a position, the ordinary 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.
- (4) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (5) A member who has nominated for the position may vote for himself or herself.
- (6) On the member's election, the new president of the Association may take over as the chairperson of the meeting.

35. Election of ordinary council members

- (1) At the annual general meeting, if the number of members nominating for the position of general council member is not greater than the number to be elected, the chairperson of the meeting must declare each of those members to be elected to the position

- (2) If;

the number of members nominating for the position of general council member is greater than the number to be elected;

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the council to decide the members who are to be elected to the position of ordinary council member.

- (3) A member who has nominated for the position of general council member may vote in accordance with that nomination.

36. Term of office

- (1) The term of office of a council member begins when the member —
 - (a) is elected at an annual general meeting or under rule 37(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 38 and 39.
- (2) A council member holds office until the positions on the council are declared vacant at the annual general meeting when their position's term expires.
- (3) A council member is elected for a period of three (3) years. The Council membership composition is staggered, where some positions on Council become vacant in one year, some become vacant in the following year and the remaining positions become vacant in the third year. Once this three year cycle concludes, it commences from the start. See 36 (5 - 7) for a detailed explanation.
- (4) A council member may be re-elected.
- (5) Council positions are grouped into three groups as listed below;

Group A	Group B	Group C
President	Vice President 1	Vice President 2
General Member 1	Treasurer	Secretary
General Member 2	General Member 8	General Member 5
General Member 3	General Member 9	General Member 6
General Member 4	General Member 10	General Member 7

At every AGM all of the positions in one of the above groups are declared vacant and nominations are called as per rule 33. The successful nominations hold these positions until their group (A, B or C) is up for re-election in three years' time.

- (6) A person may nominate for a vacant office holder's position as well as a vacant general member position. If successful in attaining an office holder's position, their nomination for the general member position is automatically withdrawn.
- (7) In lieu of the adoption of the rule 36 (1 - 7), Council determined the election timetable for the above groups.

At the 2022 AGM, all positions in Group C will be declared vacant and the successful nominations will commence their three year terms, with their tenure coming to an end at the 2025 AGM. All positions in Group B will be declared vacant and the successful nominations will commence an initial term of two years, with their tenures coming to an end at the 2024 AGM. Positions in Group A will not be declared vacant.

At the 2023 AGM, positions in Group A will be declared vacant and the successful nominations will commence their three year terms, with their tenure coming to an end at the 2026 AGM.

To avoid any confusion, the below table summarises the election timetable for Groups A, B and C.

	Group A	Group B	Group C
1st Election	2023	2022	2022
Initial Term	3 Years	2 Years	3 Years
2nd Election	2026	2024	2025
Ongoing Election	Every 3 years after 2026	Every 3 years after 2024	Every 3 years after 2025

At the 2022 AGM, after the elections for the general Council members, the successful nominees will draw lots to determine which of the groups they shall be allocated into. 3 members will be allocated to Group B, 3 members will be allocated to Group C and 1 member will be allocated to Group A. This will be done to achieve a fair process for the allocation of the new general Council members to the various groups as the groups will have varying lengths of term for their first tenure.

The Secretary of the Association will keep a record of the various Council groups and which members are assigned to the various council member positions.

37. Resignation and removal from office

- (1) A council member may resign from the council by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or president; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a council member from office; and
 - (b) elect a member who is eligible under rule 6 to fill the vacant position.
- (4) A council member who is the subject of a proposed resolution under rule 37(3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or president may give a copy of the representations to each member or, if they are not so given, the council member may require them to be read out at the general meeting at which the resolution is to be considered.

38. When membership of council ceases

- A person ceases to be a council member if the person —
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the council or is removed from office under rule 37(3)(a); or

- (c) becomes ineligible to accept an appointment or act as a council member under rule 26;
- (d) becomes permanently unable to act as a council member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive council meetings, of which the person has been given notice, without having notified the council that the person will be unable to attend.

39. Filling casual vacancies

- (1) The council may appoint a member who is eligible under rule 25(3) to fill a position on the council that —
 - (a) has become vacant under rule 38; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 37(3)(b).
- (2) If an office holder position becomes vacant, the council must appoint a member who is eligible under rule 25(3) to fill the position as soon as practicable.
- (3) Subject to the requirement for a quorum under rule 46, 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 46, the council may act only for the purpose of —
 - (a) appointing council members under this rule; or
 - (b) convening a general meeting.
- (5) A member appointed under this rule will hold office until the group, which this position is part of, becomes eligible for election to membership of the council. To avoid confusion, for example, if the vacant position is in a group whose election is only due in three years' time, the appointed person to this position, will hold office for three years.

40. 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

41. Council meetings

- (1) The council must meet at least 6 times in each year 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 council members are elected.
- (3) Special council meetings may be convened by the president or any 2 council members.

42. Notice of council meetings

- (1) Notice of each council meeting must be given to each council member at least seven days before the time of the meeting stating the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (2) Unless rule 42(3) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (3) Urgent 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 treat that business as urgent.

43. Procedure and order of business

- (1) The president or, in the president's absence, a vice-president must preside as chairperson of each council meeting.
- (2) If the president and both vice-presidents are absent or are unwilling to act as president of a meeting, the secretary or another person determined by the council members present, will act as chairperson of the meeting.
- (3) The procedure to be followed at a council meeting must be determined from time to time by the council.
- (4) The order of business at a council meeting may be determined by the council members at the meeting.
- (5) A member or other person who is not a council member may attend a council meeting if invited to do so by the council.
- (6) A person invited under rule 43(5) 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.

44. Material Personal Interests of Council Members

- (1) A member of the council who has a material personal interest in a matter being considered at a council meeting 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 Council;
 - (b) disclose the nature and extent of the interest at the next general meeting of the association.
- (2) This rule does not apply in respect of a material personal interest that exists only because the member-
 - (a) is an employee of the incorporated association; or
 - (b) is a member of a class of persons for whose benefit the association is established; or
 - (c) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (3) A member of the council who has a material personal interest in a matter being considered at a meeting of council must not be present while the matter is being considered at the meeting or vote on the matter.
- (4) The secretary must record every disclosure made by a council member of a material personal interest in the minutes of the council meeting at which the disclosure is made.

45. Use of technology to be present at council meetings

- (1) The presence of a council member at a council meeting need not be by attendance in person but may be by that council member and each other council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a council meeting as allowed under rule 45(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.

46. Quorum for council meetings

- (1) At a council meeting 50% of current council members, rounded down to the nearest whole number plus one constitutes a quorum.
- (2) Subject to rule 35(2), no business is to be conducted at a council meeting unless a quorum is present.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a council meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
- (4) otherwise, the meeting is adjourned to another time and place as agreed by the councillors If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a council meeting held under rule 46(3)(b); and
 - (b) at least 2 council members are present at the meeting,

those members present are taken to constitute a quorum.

47. Voting at council meetings

- (1) Each council member present at a council meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the council members present at the council meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the president of the meeting has a second or casting vote.
- (4) A vote may take place by the council members present indicating their agreement or disagreement or by a show of hands, unless the council decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the president of the meeting must decide how the ballot is to be conducted.
- (6) Council members may pass a resolution or address a question arising without a meeting if a majority of the council members entitled to vote on the resolution provide a written statement that they are in favour of the resolution.
- (7) For the purposes of clause 47 (6):
 - (a) A written statement may be provided by facsimile or electronic transmission; and
 - (b) At the next meeting of the Council, the resolution must be ratified by the Council and minuted.

48. Minutes of council meetings

- (1) The secretary 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 43(5);
 - (c) the business considered at the meeting;
 - (d) 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 30 days after the meeting is held.
- (4) The president must ensure that the minutes of a council meeting are reviewed and signed as correct by —
 - (a) the president of the meeting; or
 - (b) the president 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 appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

49. 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 subcommittee;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the council considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the council —
 - (a) a subcommittee 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.

50. Delegation to subcommittee and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the council by the Act or another written law.
- (2) The council may, in writing, delegate to a subcommittee 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.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) 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.
- (5) The delegation does not prevent the council from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee 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.
- (7) The council may, in writing, amend or revoke the delegation.

PART 5 — GENERAL MEETINGS OF ASSOCIATION

51. Annual general meeting

- (1) The council must:
 - (a) determine the date, time and place of the annual general meeting.
 - (b) Convene the meeting in every calendar year within 4 months after the end of the Association's financial year; or
 - (c) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 47(3)(b) of the Act within 4 months after the end of the financial year.
- (2) 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 that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the council's annual report on the Association's activities during the preceding financial year; and
 - (ii) the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (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 the office holders of the Association and other council members;
- (3) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- (4) The minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting;
 - (b) any proxy forms given to the president of the meeting;
 - (c) the financial report presented at the meeting; and
 - (d) any report of the review or auditor's report on financial report presented at the meeting.

52. Special general meetings

- (1) The council may convene a special general meeting.
- (2) The council must convene a special general meeting if at least 7.5% of members 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 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 28 days after notice is given under rule 52(3) (a).
- (5) If the council does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under rule 52(5);
 - (a) must be held within 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 rule 52(5).

53. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 52(5), the members convening the meeting, must give to each member —
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 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; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the council under rule 33(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 48(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 54(7).
- (3) In accordance with Section 50(1) of the Act, a resolution is a special resolution if it is passed —
- (a) at a general meeting of an incorporated association; and
 - (b) by the votes of not less than three-quarters of the members of the association who cast a vote at the meeting.

54. Proxies

- (1) Subject to rule 54(2), an ordinary member may appoint an individual who is either an ordinary member or an office holder as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be on the Association's approved form in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) 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.
- (6) the member must use the form approved by the council for the appointment of a proxy which;
- (a) clearly identifies the person appointed as the member's proxy; and
 - (b) has been signed by the member.
 - (c) Notice of a general meeting given to an ordinary member under rule 53 must;
 - (i) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting.
- (7) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

55. Use of technology to be present at general meetings

- (1) Subject to the availability of the technology at the venue for the meeting, 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.
- (2) A member who participates in a general meeting as allowed under rule 55(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.

56. Presiding member and quorum for general meetings

- (1) The president or, in the president's absence, a vice president must preside as president of each general meeting.
- (2) If the president and vice presidents are absent and unable to act as president of a general meeting, the secretary or Treasurer will act as president of the meeting.
- (3) At a general meeting, 10 voting members present or by proxy, constitute a quorum.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 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 the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place unless the president 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.

57. Adjournment of general meeting

- (1) The president, at a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time and place.
- (2) Without limiting rule 57(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) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 53.

58. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to rule 58(6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under rule 58(2); and
 - (b) ordinary members may vote personally or by proxy.
- (2) An ordinary member that is a body corporate may, in writing subject to rule 54(3), appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the signed proxy form must be given to the secretary before any general meeting to which the appointment applies.

- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the president of the meeting has a second or casting vote.
- (7) 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.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under rule 58(2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 53; and
 - (b) must have paid any fee or other money payable to the Association by the member.

59. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
 - (c) to alter its rules, including changing the name of the association (section 30(1));
 - (d) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
 - (e) to cancel its incorporation (section 129).
- (2) Rule 59(1) does not limit the matters in relation to which a special resolution may be proposed.

60. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to rule 60(4), the president of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under rule 60(2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the president of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the president;
 - (b) the president must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the president.

- (7) A declaration under rule 60(2) or 60(4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

61. Minutes of general meeting

- (1) The 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) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The president must ensure that the minutes of a general meeting are reviewed and signed as correct by —
- (a) the president of the meeting; or
 - (b) the president of the next general meeting.
- (5) 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; and
 - (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 6 — FINANCIAL MATTERS

62. Source of funds

The funds of the Association may be derived from annual membership fees, sponsorships, donations, training and event activities, grants, interest and any other sources approved by the council.

63. 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 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, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
- (a) 2 council members; or
 - (b) one council member and a person authorised by the council.
- (5) All funds of the Association must be deposited into the Association's account within a reasonable timeframe after their receipt.

64. 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 rule 64(1), those requirements include;
- (a) As the Association is a tier 2 association or tier 3 association, the preparation of the financial report;
 - (b) the auditing of the financial statements or financial report;
 - (c) the presentation to the annual general meeting of the financial report; and
 - (d) the presentation to the annual general meeting of the copy of the auditor's report on the financial report.

PART 7 — GENERAL MATTERS

65. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 council members; or
 - (b) one council member and a person authorised by the council.
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the council and in the presence of —
 - (i) 2 council members; or
 - (ii) one council member and a person authorised by the council,

and each of them is to sign the document to attest that the document was sealed in their presence.

- (3) The secretary must ensure a written record of each use of the common seal is kept.
- (4) The common seal must be kept in the custody of the secretary or another person authorised by the council.

66. Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.
- (2) 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 facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

67. Custody of books and securities

- (1) Subject to rule 67(2), the books and any securities of the Association must be kept in the secretary's custody or under the control of another person authorised by the council.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody under the control of another person authorised by the council.
- (3) Rules 67(1) and 67(2) have effect except as otherwise decided by the council.
- (4) The books of the Association must be retained for at least 7 years.

68. Record of office holders

The record of council members and other persons authorised to act on behalf of the Association that is required to be maintained under section 57(2) of the Act must be kept in the secretary's custody or under the secretary's control.

69. Inspection of records and documents

- (1) Rule 69(2) applies to a member who wants to inspect;
 - (a) the record of the names and addresses of council members, and other persons authorised to act on behalf of the Association, under section 57(3) of the Act; or
 - (b) documents relating to incorporation, rules, and financial statements;

- (2) The member must contact the secretary or another person authorised by the council 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 rule 69(1)(b) 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 rule 69(1)(b) 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.

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. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule —

surplus property, in relation to the Association, means property remaining after satisfaction of —

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

but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, if 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.

72. Indemnification of Council Members

Members of Council and members and staff authorised by Council to act on behalf of the Association are indemnified by the Association against personal liability for actions taken for or on behalf of the Association in accordance with the proper discharge of their duties.

73. Alteration of rules

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (2) Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33. The required documents must be lodged within one month after the special resolution is passed.