

**Sheep Alliance of WA Inc.**

# **Constitution**

**Rules of Association**

**Name, Objectives and Rules**

**Endorsed July 29, 2016**

***As minuted by the SILC AGM***

**Please complete:**

This is the annexure of [14.] pages marked "A" referred to in the Form No [1 ] signed by me and dated

Signature:



Date: 3.8.16

**1** The name of the Association is **The Sheep Alliance of WA Inc**

## **2. Definitions**

In these rules, unless the contrary intention appears:

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Committee meeting" means a meeting referred to in rule 15;

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"financial year" means a period not exceeding 15 months fixed by the Committee, 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;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

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

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

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Full Membership" means the Committee of Management of the Association referred to in rule 10 (1);

"the Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"the Vice-Chairperson" means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

### **3. Objects of Association**

#### **3 (1) The objects of the Association are:**

To help arrest the decline of the WA sheep population and generate sustainable industry growth, by.

- a. Leading a communication process to develop and implement a shared vision between all members of the Alliance and the broader sheep industry;
- b. Optimising WA-relevant sheep research and extension to foster a culture of adopting best-practise sheep business management systems; and
- c. Nurturing and developing quality future industry leadership.

(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 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- I. Acquire, hold, deal with, and dispose of any real or personal property;
- II. Open and operate bank accounts;
- III. Invest its money -
  - a. in any security in which trust monies may lawfully be invested; or

- b. in any other manner authorised by the rules of the Association;
- IV. Borrow money upon such terms and conditions as the Association thinks fit;
- V. Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- VI. Appoint agents to transact any business of the Association on its behalf;
- VII. Enter into any other contract it considers necessary or desirable; and
- VIII. May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

## **5. Membership of Association**

### **5 (1) The rules of Membership of the Association are as follows:**

- 5.1.1 Membership is open to all entities that are key contributors to the sheep supply chain and/or actively working towards improving the profitability of the WA sheep industry and where membership is the business, not the individual.
- 5.1.2 There shall be no entrance fee or annual subscription.

### **(2) Board of Management**

A board of management will be responsible to the membership for fulfilling the objectives of the Association, whereby:

- 5.2.1 9 Directors one of which is to be chair, shall be appointed on the basis of a skill set that will combine effectively to advance the objectives of the Association;
- 5.1.2 No person will be granted Director status in order to represent a body or institution;
- 5.1.3 Director positions are non-transferrable and no proxy will be permitted

### **(3) Appointment of Directors**

- 5.3.1 The executive officer shall as directed by the Members place a public call for persons to apply for directorship in order to:
  - I. Fill any casual vacancy; and/or
  - II. Replace a retiring member at the completion of their tenure
- 5.3.2 The call for Directors shall be accompanied by a selection criteria describing the required skills matrix of the position/s vacant;
- 5.3.3 The selection criteria for each advertised directorship vacancy should be designed so that the matrix of the board will include persons with skills and experience in the following sectors (but not limited to):
  - I. Production including commercial experience in sheep and wool farming systems (Merino and non-merino)
  - II. Allied industries
  - III. Live Export specifically and transport generally

- IV. Meat and wool processing and exporting
- V. Agricultural RD&E
- VI. Business management and finance skills
- VII. Corporate governance
- VIII. Investment attraction and advocacy
- IX. Implementation of strategic plans and project management
- X. Agricultural supply chains and economics
- XI. Agricultural Higher education and training

5.3.4 Persons appointed to the board of directors must abide by common law duties including but not limited to:

- I. A duty of care and diligence
- II. A duty to act in good faith in the best interests of the Association and for proper purpose;
- III. A duty not to misuse one's position;
- IV. A duty not to misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to the association; and
- V. A duty to prevent the Association trading when insolvent.

#### **(4) Application for Directorship**

The following persons are eligible to nominate for the director positions, in response to advertised vacancies:

- 5.4.1 Any persons whose Western Australian-based entity pay a production based levy to AWI or MLA;
- 5.4.2 Any persons, as identified by the membership, with a demonstrated interest in and commitment to the WA sheep industry, including (by example but not limited to) meat processors, wool brokers, live exporters, other sheep industry supply chain participants, professional consultants, scientific researchers, educators and representatives of companies supplying inputs to businesses in the sheep industry supply chain.

Applications for directorship must be made in writing and include:

- 5.4.3 A completed nomination form;
- 5.4.4 A curricula vitae; and
- 5.4.5 A document describing how the applicant can address the selection criteria for the vacant position.

## **(5) Appointment of Directors**

- 5.5.1 A Selection and Governance Panel appointed by the Members, will be responsible for interviewing and selecting the directors who respond to advertised vacancies or whom are seconded by the Executive.
- 5.5.2 The industry selection panel shall comprise:
- I. The chair or interim chair of the Entity;
  - II. The president (or nominated representative) of the state's farm commodity lobby groups;
  - III. Up to two independent persons with demonstrated skills in human resource management and interview techniques.
- 5.5.3 A director can only be appointed by recommendation of the Selection Panel at the completion of interview.
- 5.5.4 The selection panel is not obliged to appoint any nominee.
- 5.5.5 The Selection Panel should inform the Membership if it deems no suitable candidate/s for advertised vacancies have been put forward and retains the right to identify and second candidate/s to fill the required positions;
- 5.5.6 The Selection Panel shall identify and appoint the Chair of the foundation entity, after which Clause 10 applies.

## **6. Period of Tenure**

- (1) Directorship will be for a period of two years, effective at the Annual General Meeting of the first year of appointment, with the option to stand for a second, three-year term.
- (2) Persons applying for a second term as a director will be subject to interview with the selection panel and appointment will be at the discretion of the selection panel;
  - 6.2.1 No Directorship can be held for longer than five years, other than where rule 11.1.5 and 11.2 applies or where rule 6.2.2 is in-acted;
  - 6.2.2 Subject to ratification by the Selection Panel, and where the board has resolved by unanimous decision that in the best interests of the performance of the Association, the tenure and membership of the chair can be extended for one additional term.
  - 6.2.3 The appointment of directors made by the Selection Panel shall be formally ratified at the Annual General Meeting of the year of appointment

## **7. Register of members of Association**

- (1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining an up to date condition a register of the members of the Association and must notify

the Commissioner of Consumer Protection of any change of the Association's address within 28 days of the change occurring.

- (2) Members will have the option to nominate a postal address, residential address and/or email address for lodging as their contact information for the Register;
- (3) A member can request a copy of the member Register and the Association may charge a fee for providing the information;
- (4) A member who wishes to obtain a copy of the Register of members may be asked by the Association to provide a statutory declaration setting out the purpose for which the application is made;
- (5) It is an offence for a member to disclose or use the information obtained from the register of members or record of office holders for a purpose that is not directly connected with the affairs of the Association;
- (6) Outgoing directors will be obliged to return all Association documents and records in their possession as soon as practicable after their appointment ceases;
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under Rule 8 or Rule 9 to be deleted from the register of members referred to in sub-rule (1).

## **8. Termination of membership of the Association**

Membership of the Association may be terminated upon:

- (1) Receipt by the Secretary or another Director a notice in writing from a member of his or her resignation from the Association; or
- (2) Expulsion of a member in accordance with rule 9.

## **9. Suspension or expulsion of members of Association**

- (1) If the Directors consider that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Directors must communicate, either orally or in writing, to the member:
  - I. Notice of the proposed suspension or expulsion and of the time, date and place of the Directors' Board meeting at which the question of that suspension or expulsion will be decided; and
  - II. Particulars of that conduct,not less than 30 days before the date of the Board meeting referred to in paragraph 9.(1) i.
- (2) At the Board meeting referred to in a notice communicated under sub-rule (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.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she 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 sub-rule (3).
- (5) When notice is given under sub-rule (4)-

- i. The Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
- ii. The member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

## **10. Committee of Management (The Board)**

- (1) The affairs of the Association will be managed by a Board of Directors on behalf of the members appointed under Rules 5.3; 5.4 and 5.5, comprising:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) Seven other persons; and
  - (d) a Secretary/Treasurer/Executive Officer.
- (2) The positions of Chairperson and Vice Chairperson shall be vacated annually at the first meeting of directors after the Association's Annual General Meeting.
- (3) The Executive Officer shall call for nominations for each position and if more than one nomination exists for each position, a secret ballot shall determine the position of Chairperson and Vice Chairperson for the coming 12-month period.
- (5) A person who is eligible for election or re-election under this rule may:
  - (a) nominate himself or herself for election or re-election subject to that nomination being seconded and
  - (b) vote for himself or herself.
- (6) The Board will undergo an annual internal self-assessed performance to:
  - 10.6.1 Advise the selection panel of any skill sets that have been identified as not available within the skill set of the current Board of Directors;
  - 10.6.2 Review attendance records; and
  - 10.6.3 Plan future professional development activities that will further enhance the skills and experience of the current Board of Directors.

## **11. Casual Vacancies to the Board of Directors**

- (1) Casual vacancies will be declared if:
  - 11.1.1 A Director resigns or is expelled under Rule 8 or Rule 9 within the agreed period of tenure;
  - 11.1.2 Dies;
  - 11.1.3 is convicted of an offence under the Act;
  - 11.1.4 is permanently incapacitated by mental or physical ill-health;
  - 11.1.5 is absent from more than 3 consecutive Board meetings without tendering an apology to the person presiding at each of those Board meetings and the Board has resolved to declare the office vacant; or
  - 11.1.6 the Selection Panel fails to appoint a Director via the selection process



- (2) In the event of a casual vacancy, the Board reserves the right to second a person/s to fulfil the vacant Director position/s, with a period of tenure that is valid only to the next Annual General Meeting of the Association;
- (3) Persons filling casual vacancies and seeking appointment may be subject to interview by the Selection Panel.

## **12. Chairperson and Vice Chairperson**

- (1) Subject to sub-rule (2), the Chairperson must preside at all Special General and Board of Directors' meetings.
- (2) In the event of the absence of the Chairperson from a Special General meeting or a Board of Directors meeting, then the Vice chairperson may chair the meeting;
- (3) In the event of the absence of both the Chairperson and the Vice Chairperson, a Quorum is not met as defined in Rule 16.2.

## **13. Secretary**

The duties of the Association's Secretary will be performed by the Executive Officer who must

- (1) Co-ordinate the correspondence of the Association;
- (2) Keep full and correct minutes of the proceedings of the Board and of the Association;
- (3) Comply on behalf of the Association with:
  - I. section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
  - II. section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
  - III. section 29 of the Act by maintaining a record of:
    - (a) the names and business, residential and/or email addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 22; and
    - (b) the names and residential, postal and/or email addresses of any persons who are appointed or act as trustees on behalf of the Association
- (4) The Secretary must, upon the request of a member of the Association and within the conditions of the Act, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
  - (a) Unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (3); and
  - (b) Perform such other duties as are imposed by these rules on the Secretary.

## 14. Treasurer

The duties of the Association's Treasurer will be overseen by a dedicated Finance and Audit committee, comprising the Treasurer and two of the Association's directors and performed by the Executive Officer who must:

- (1) 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;
- (2) Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board of Directors may from time to time direct;
- (3) Make payments from the funds of the Association according to the delegated authority and in so doing ensure that all transactions are approved by himself or herself and at least one other authorised Director, or by any two others as are authorised by the Board;
- (4) Comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
  - (a) Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (b) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be provided at each Director meeting including but not limited to a statement of financial position and balance sheet;
  - (c) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;  
  
comply with annual financial reporting arrangements as determined by the Association's reporting Tier, determined by the Act.
  - (d) No less than quarterly, or whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (5) 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 (4) and (5); and
- (6) Perform such other duties as are imposed by these rules on the Treasurer.

## 15. Executive Officer

- (1) The Board of Directors shall design the Terms of Reference of the Executive Officer and these Terms shall include the duties of Secretary and Treasurer as described in Rules 13 and 14;
- (2) The Executive Officer shall be remunerated in a manner that is commensurate with the skills, experience and proven capacity to deliver the objectives of the Association;
- (3) Notwithstanding the Terms of Reference, The Executive Officer shall carry out the directives of the Board of Directors, reporting in the first instance to the chairperson;
- (4) A sub-committee of the Board of Directors will conduct an annual performance review with the Executive Officer to determine:

- I. If any variations to the scope of the Terms of Reference have occurred in the past 12 months;
- II. To measure the performance outcomes of the Executive Officer against the Key Performance Indicators

## **16. Quorum and Proceedings of Meetings**

- (1) Subject to Rule 12, The Board of Directors must meet together for the dispatch of business not less than four times in each year;
- (2) At a Board of Directors meeting, a minimum of 7 Directors including one of the Chairperson or Vice chairperson being present, constitutes a quorum;
- (3) Each Director has a deliberative vote.
- (4) A question arising at a Board of Directors meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the meeting will have a casting vote in addition to his or her deliberative vote.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board of Directors meeting must be determined by the Director members present at the Board of Directors meeting.
- (6) As required under sections 21 and 22 of the Act, a Board member 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 member of the Board 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 including material personal interests to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

## **17. Special General and Annual General meetings**

- (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 23 of the Act, that is, in every calendar year within 6 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 four 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.

- (2) The members making a request referred to in sub-rule (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.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
  - (a) In sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
  - (b) In sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
  - (a) When and where the general meeting concerned is to be held; and
  - (b) Particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an Annual General Meeting and that notice must specify:
  - (a) When and where the annual general meeting is to be held;
  - (b) The particulars and order in which business is to be transacted, as follows:
    - I. The consideration of the independently audited financial accounts and reports of the Board;
    - II. If so determined by the Association's Financial Reporting Tier, appoint an independent auditor for the following financial year period;
    - III. The ratification of Board members identified by the Selection Panel to replace outgoing Board members; and
    - IV. Any other business requiring consideration by the Association at the general meeting.
- (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 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (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.
  - (c) Or by electronic means.
- (9) When a notice is sent by post or email under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by

ordinary prepaid mail; or emailed and no server-generated message of advice regarding delivery failure, is received.

## **18. Quorum and proceedings at general meetings**

(1) At a general meeting 10 representatives from the general membership and where each member can have one voting right, constitutes a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 17 (5) or (6)-

(a) as a result of a request or notice referred to in rule 17 (1) (c) or as a result of action taken under rule 17 (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.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson 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.

(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.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(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, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

## **19. Minutes of meetings of Association**

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in an electronic minute file kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- (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.

## **20. Voting rights of members of Association**

- (1) Subject to these rules, each member present in person at a Board of Directors' meeting, or a Special General Meeting or an Annual General Meeting is entitled to a deliberative vote.

## **21. Proxies of members of Association**

- (1) No Member may assign his or her voting right to any other Member..

## **22. Rules of Association**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
  - (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its 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 member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
  - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(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.

### **23. Common seal of Association**

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

### **24. Inspection of records, etc. of Association**

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

### **25. Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these rules 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.
- (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.
- (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.
- (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 Committee of the Association;
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(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.

## **26. Distribution of surplus property on winding up of Association**

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