MODEL RULES
THE GIRLS FRIENDLY SOCIETY 2024

THE GIRLS FRIENDLY SOCIETY t/a GFS Perth
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Preamble

THE GIRLS FRIENDLY SOCIETY is the local expression of a female pioneer organisation established in 1875 in the UK and in 1888 in Western Australia.

THE GIRLS FRIENDLY SOCIETY acknowledges the Traditional Custodians of the land on which we work, the Whadjuk people of the Noongar Nation and their continuing connection to the land, waters, skies and community. We pay our respects to Elders past and present and their descendants, in the spirit of reconciliation.

The name of the Association is: The Girls Friendly Society Incorporated. (TRADING AS GFS PERTH)

The objects of the Association are:

- To offer places and spaces where all people are welcomed, included, and encouraged.
- Where respect leads the way, enabling friendships to flourish and where kindness and generosity thrives.

Our purpose - GFS Perth:

- offers inclusive, supportive, encouraging, and nurturing opportunities for all.
- values friendship as a God given gift.
- cares for creation through contemporary environmental practices, including, but not exclusively, Permaculture.
- does all such things as with honesty and integrity.
- is responsible and accountable for the assets of the organisation.

Our Values

We are accessible

To all whatever their story. We celebrate diversity and are committed to helping our friends achieve their potential.

We are prayerful

Our faith is central to all we do. Praying for our friends and for our work is a key aspect of our journey.

We are creative

We are innovative and imaginative, we work and think creatively.

We are leaders

Pioneering new ideas, resources and programmes makes us more effective in speaking with a voice that brings people together in friendship.

We are changemakers

Our commitment is to friendship that impacts people's lives and brings positive change.

We are collaborators

We foster co-operation between individuals and organisations, bringing credibility and enthusiasm to every partnership we undertake.

PART 1 — PRELIMINARY

Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Associate Member means a member with the rights referred to in rule 6(6) and in any By Law;

Association means the incorporated association to which these rules apply being "GFS Perth";

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;

By Laws means by-laws made by the Association under rule 58;

Chairperson means the Board Member holding office as the chairperson of the Association;

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

Board Meeting means a meeting of the Board;

Board Member means a member of the Board;

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

financial year of the Association, the period of 12 months commencing on 1 January and ending on 31 December of each year;

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

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

Ordinary Board Member means a Board Member who is not an office holder of the Association under rule 25.2;

ordinary member means a member with the rights referred to in rule 6(5);

quorum in relation to

(a) a general meeting means any 20% of ordinary members (being members entitled to vote under these rules at a general meeting) personally present, connected by electronic means or by proxy;
(b) and in relation to a Board Meeting, means any 50% Board Members elected or appointed from time to time;

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

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

Secretary means the Board Member holding office as the secretary of the Association;

special general meeting means a general meeting of the Association 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;

sub- committee means a sub- committee appointed by the Board under rule 42;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

Treasurer means the Board Member holding office as the treasurer of the Association.

PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

1. Not-for-profit body

(1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and subject to this provision of the rules, no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

(2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).

(3) 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 payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
(c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
(d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 - MEMBERS

Division 1 — Membership

2. Eligibility for membership

(1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.

(2) An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

3. Applying for membership

(1) A person who wants to become a member must apply in writing to the Association.

(2) The application must include a member's nomination of the applicant for membership.

(3) The application must be signed by the applicant and the member nominating the applicant.

(4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

4. Dealing with membership applications

(1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.

(2) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Association.

(3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

(4) The Board must not accept an application unless the applicant —
  (a) is eligible under rule 4; and
  (b) has applied under rule 5.

(5) The Board may reject an application even if the applicant —
  (a) is eligible under rule 4; and
  (b) has applied under rule 5.

(6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.

(7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

5. Becoming a member

(1) An applicant for membership of the Association becomes a member when —
  (a) the Board accepts the application; and
  (b) the applicant pays any membership fees payable to the Association under rule 10.

(2) Upon becoming a member, a member agrees to abide by these Rules.

6. Classes of membership

(1) The Association consists of ordinary members and any associate members provided for under subrule (2).

(2) The Association may have any class of associate membership prescribed in the By Laws from time to time including junior membership, senior membership, honorary membership and life membership.

(3) An individual who has not reached the age of 15 years is only eligible to be an associate member.

(4) A person can only be an ordinary member or belong to one class of associate membership.

(5) An ordinary 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 Board.

(6) An associate member has the rights referred to in subrule (5) other than full voting rights.

(7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

7. When membership ceases

(1) A person ceases to be a member when any of the following takes place —

(i) for a member who is an individual, the individual dies;
(ii) for a member who is a body corporate, the body corporate is wound up or placed into administration;
(iii) the person resigns from the Association under rule 8;
(iv) the person is expelled from the Association under rule 13;or
(v) the person ceases to be a member under rule 13(4).

(2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —

(i) the date on which the person ceased to be a member; and
(ii) 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 Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.

(2) The fees determined under subrule (1) may be different for different classes of membership.

(3) A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the ***due date***) determined by the Board.

(4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.

(5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —

(a) the Board 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 Board , 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) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

(3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Board.

(4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

(5) If —

(a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board 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.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

12. 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

13. Suspension or expulsion

(1) The Board 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 Board meeting at which the proposal is to be considered by the Board.

(3) The notice given to the Member must state —

(a) when and where the Board 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 Board about the proposed suspension or expulsion.

(4) At the Board meeting, the Board 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 Board 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 Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.

(6) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board 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 Board's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 23.

(8) If notice is given under subrule (7), the Member who gives the notice and the Board are the parties to the mediation.

14. 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

15. 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.

16. Application of Division

(1) 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.

17. Parties to attempt to resolve dispute

(1) 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.

18. 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) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.

(3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

(4) The notice given to each party to the dispute must state —

(a) when and where the Board meeting is to be held; and

(b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

(5) If —

(a) the dispute is between one or more members and the Association; and

(b) any party to the dispute gives written notice to the Secretary stating that the party —

(i) does not agree to the dispute being determined by the Board; and

(ii) requests the appointment of a mediator under rule 20,

the Board must not determine the dispute.

19. Determination of dispute by Board

(1) At the Board meeting at which a dispute is to be considered and determined, the Board must —

(a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and

(b) give due consideration to any submissions so made; and
(c) determine the dispute.

(2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

(3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 21.

(4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

20. Application of Division

(1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —

(a) by a member under rule 19(3); or

(b) by a party to a dispute under rule 18

(2) If this Division applies, a mediator must be chosen or appointed under rule 21.

21. Appointment of mediator

(1) The mediator must be a person chosen —

(a) if the appointment of a mediator was requested by a member under rule 19(3) — by agreement between the Member and the Board; or

(b) if the appointment of a mediator was requested by a party to a dispute under rule 18 or 19(3)— by agreement between the parties to the dispute.

(2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.

(3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

(a) a member under rule 19(3); or

(b) a party to a dispute under rule 18)(5)(b)(ii) or 19(3).; or

(c) a party to a dispute under rule 19(3) and the dispute is between one or more members and the Association.

(4) The person appointed as mediator by the Board 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.

22. Mediation process

(1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 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.

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

(1) If —

a. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(b); 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 Board meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD

Division 1 — Powers of Board

24. Board

(1) The Board Members are the persons who, as the Board of the Association, have the power to manage the affairs of the Association.

(2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.

(3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Board and duties of members

Board Members

25. Composition of the Board

25.1(a) The Board is to consist of ;

i) the Office Holders of the Association;
ii) not less than one other Member;
iii) between eight and ten Board Members including the Office Holders with at least two and no more than three Elected Board Members elected in accordance with clause 28; and
(iv) up to eight Appointed Board Members appointed in accordance with clause 27.

(b) Subject to rule 25.1(a), the Board Members may determine the number of Appointed Board Members from time to time provided that if there are two or less Elected Board Members, there will be no more than five Appointed Board Members.

25.2 Office Holders

(a) The positions of

i) Chairperson
ii) Deputy Chairperson
iii) Secretary; and
iv) Treasurer;

shall be appointed by the Board from among the Board Members as soon as practicable after each Annual General Meeting and no later than the Board meeting immediately following each Annual General Meeting. An appointee will hold the position of Office Holder until the conclusion of the next Annual General Meeting following their appointment. An Office Holder may be re-appointed to the same position. The duties of the office holders are those set out in rules 30 , 31 and 32 below.

(b) Where the Chairperson is unable to perform any of their duties as Chairperson as set out in this Rules, the Deputy Chairperson shall (subject to these Rules) perform such duties.

25 .3 Remuneration of Board Members.

In this rule —
Board Member includes a member of a sub- committee;
Board meeting includes a meeting of a sub- committee.

A Board Member may not be paid for services as a member of the Board but, with the approval of the Board and subject to the Act, may be:

(a) paid by the Association for services rendered to it other than as a member of the Board; and

(b)reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:

(i) travelling to or from meetings of the Board; or
(ii) otherwise engaged on the affairs of the Association.

25 .4 Qualifications for Board Members

(a) The Board may determine from time-to-time job descriptions and qualifications for Board Members, subject to a Board Member not being disqualified under the Act.

(b) Nominees for Board Member positions on the Board must be over the age of 18 years, reside in Australia and meet the qualifications as prescribed from time to time by the Board and set out in the By Laws (if any).

(c) A Nominations Board, appointed under rule 26 will be established to assess, review and make recommendations to Members in relation to the nomination, election and appointment of Board

Members/nominees as set out in the By Laws. The Nominations Board is to perform an advisory role in considering nominations.

(f) Following the adoption of these Rules, no person who has served as a Board Member for a period of 3 consecutive full terms (9 years) shall be eligible for re-election or re-appointment as a Board Member until the next Annual General Meeting following the date of conclusion of their last term as a Board Member.

26. Nominations Committee

26 .1. A Nominations Committee will be formed with the principal purpose of ensuring that candidates for positions as Board Members possess skills, qualifications and experience to contribute to the Board and the objectives of the Association. The Nominations Board will comprise two Board Members (appointed by the Board from time to time), and one independent member.

26 .2. The Nominations Board will call for nominations for positions as elected Board Members through a Notice in Writing to members, and in any other manner it deems appropriate. At a minimum this Notice in Writing must have been delivered by 1 January in each year and the nominations period must remain open for 28 days. The accidental omission to give notice to, or the non-receipt of the notice by any person entitled to receive notice under this clause does not invalidate the process.

26 .3. The Nominations Board will oversee the process of appointment of Board Members using a Board skills matrix. Subject to clause 26.1, nominations endorsed by the Nominations Board may be appointed by the Board.

27. Appointed Board Members

27 .1 Appointment of Appointed Board Members

The Board may appoint up to 6 Appointed Board Members in accordance with these Rules.

27 .2 Qualifications for Appointed Board Members

Appointed Board Members should have skills that complement and/or supplement any skill gaps that may exist within the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organisation. Appointed Board Members do not need to be Individual Members or have experience in, or exposure to, the Association.

27 .3 Term of Appointment

Appointed Board Members may be appointed by the Board in accordance with these Rules for a term of no longer than 3 years, which shall commence and conclude on dates as determined by the Board.

27 .4 Diverse Appointments

The Board shall give due consideration to diversity when considering and determining appointments of Appointed Board Members.

28. Elected Board Members

28 .1 Election of Elected Board Members

(a) The Elected Board Members shall be elected as set out in this rule 28.

(b) Nominations for the Elected Board Members shall be called for by the Secretary 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

(c) Nominations for the Elected Board Member positions may only be made Members. Nominations must be:

(i) in writing on the prescribed form (if any);
(ii) certified by the nominee expressing their willingness to accept
the position for which they are nominated; and
(iii) delivered to the Association not less than 28 days before the date fixed for the holding of the General Meeting.

(d) If the number of nominations received for Elected Board Member positions is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacant Elected Board Member positions, then those nominated shall only be declared elected if those members entitled to vote pass a resolution supporting each candidate's election to an Elected Board Member position. If such resolution is not passed, the position will be deemed a casual vacancy.

(e) If there are insufficient nominations received to fill all vacant Elected Board Member positions, the positions will be deemed casual vacancies under clause 29.

(f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacant Elected Board Member position.

(g) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

(h) Subject to these Rules, Elected Board Members shall be elected in accordance with these Rules for a term of 3 years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

(i) Notwithstanding any other clause, should any adjustment to the term of the Elected Board Members elected under these Rules be necessary to ensure rotational terms in accordance with this Rules, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this clause 28.

29. Casual Vacancy

29 .1. The Board may at any time appoint any person to be a Board Member to fill a casual vacancy provided the total number of Board Members does not at any time exceed the number fixed in accordance with these Rules. Any Board Member so appointed to fill a casual vacancy will hold office for the balance of the Term of the Board Member whom he or she replaces, provided that the appointment is ratified by the Members passing a resolution to confirm the appointment at the next annual general meeting following the appointment.

29 .2. In the event of a vacancy or vacancies in the office of a Board Member or of Board Members so that the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of Board Members, the Board Members may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute such a quorum or convening a general meeting of the Association.

29.3.The acts of a Board or sub-committee, or of a Board Member or member of a sub- committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or member of a sub- committee.

30. Chairperson

(1) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board meeting and general meeting.

(2) The Chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

31. Secretary

(1) The Secretary has the following duties —

(a) dealing with the Association's correspondence;
(b) consulting with the chairperson regarding the business to be conducted at each Board 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 Board 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 Board to do so, maintaining on behalf of the Association a record of Board 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 Board meetings and general meetings;
(i) carrying out any other duty given to the Secretary under these rules or by the Board.

32 .Treasurer

(1) 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 Board;
(c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;

(d) ensuring that the Association complies with the relevant requirements of Part 5 of the
(e) Act;
(f) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
(g) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
(h) if 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;
(i) 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;
(j) carrying out any other duty given to the treasurer under these rules or by the Board.

33. Resignation and removal from office

(1) A Board Member may resign from the Board by written notice given to the Secretary or, if the resigning member is the secretary, given to the Chairperson.

(2) The resignation takes effect —
  (a) when the notice is received by the Secretary or Chairperson; 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 Board Member from office; and
  (b) elect a member who is eligible under rule 28) to fill the vacant position.

(4) A Board Member who is the subject of a proposed resolution under subrule (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 Chairperson may give a copy of the representations to each member or, if they are not so given, the Board Member may require them to be read out at the general meeting at which the resolution is to be considered.

34. When membership of Board ceases

A person ceases to be a Board Member if the person —

(a) dies or otherwise ceases to be a member; or
(b) resigns from the Board or is removed from office under rule 33; or
(c) becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act;
(d) becomes permanently unable to act as a Board Member because of a mental or physical disability; or
(e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

Division 4 — Board Meetings

35. Board meetings

(1) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.

(2) The date, time and place of the first Board meeting must be determined by the Board Members as soon as practicable after the annual general meeting at which the Board Members are elected.

(3) Special Board meetings may be convened by the chairperson or any 2 Board Members.

36. Notice of Board meetings

(1) Notice of each Board meeting must be given to each Board Member at least 48 hours before the time of the meeting.

(2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

(3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.

(4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

37. Procedure and order of business

(1) The chairperson or, in the Chairperson's absence, the Deputy-Chairperson must preside as chairperson of each Board meeting.

(2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as chairperson of a meeting, the Board Members at the meeting must choose one of them to act as chairperson of the meeting.

(3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.

(4) The order of business at a Board meeting may be determined by the Board Members at the meeting.

(5) A member or other person who is not a Board Member may attend a Board meeting if invited to do so by the Board.

(6) A person invited under subrule (5) to attend a Board 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 Board to do so; and
(c) cannot vote on any matter that is to be decided at the meeting.

38. Use of technology to be present at Board meetings

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

(2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

39. Quorum for Board meetings

(1) Subject to rule 39(3), no business is to be conducted at a Board meeting unless a quorum is present.

(2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —

(a) in the case of a special meeting — the meeting lapses; or

(b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

(3) If —

(a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under subrule (2)(b); and

(b) at least 2 Board Members are present at the meeting,

those members present are taken to constitute a quorum.

40. Voting at Board meetings

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

(2) A motion is carried if a majority of the Board Members present at the Board meeting vote in favour of the motion.

(3) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(4) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.

(5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

41. Minutes of Board meetings

(1) The Board must ensure that minutes are taken and kept of each Board meeting.

(2) The minutes must record the following —

(a) the names of the Board Members present at the meeting;

(b) the name of any person attending the meeting under rule 37(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; and
(e) any declaration by individual Board Members of any material conflict of interest.

(3) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.

(4) The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
(a) the chairperson of the meeting; or
(b) the chairperson of the next Board meeting.

(5) When the minutes of a Board 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 — Sub-committees and subsidiary offices

42. Sub-committees and subsidiary offices

(1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
(a) appoint one or more sub- committee;
(b) create one or more subsidiary offices and appoint people to those offices.

(2) A sub- committee may consist of the number of people, whether or not members, that the Board 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 Board—
(a) a sub- committee may meet and conduct business as it considers appropriate; and
(b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

43. Delegation to sub- committees and holders of subsidiary offices

(1) In this rule —

non-delegable duty means a duty imposed on the Board by the Act or another written law.

(2) The Board may, in writing, delegate to a sub- committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board 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 sub- committee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub-committee 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 Board specifies in the document by which the delegation is made.

(5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.

(6) Any act or thing done by a sub- committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.

(7) The Board may, in writing, amend or revoke the delegation.

Part 6 — GENERAL MEETINGS OF ASSOCIATION

44. Annual general meeting

(1) The Board must determine the date, time and place of the annual general meeting.

(2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.

(3) The ordinary business of the annual general meeting is as follows —

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;

(b) to receive and consider —

(i) the Board's annual report on the Association's activities during the preceding financial year; and

(ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and

(iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;

(iv) 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 Board Members;

(d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;

(4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

45. Special general meetings

(1) The Board may convene a special general meeting.

(2) The Board must convene a special general meeting if at least 20% of the 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 subrule (3)(a).

(5) If the Board 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 subrule (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 subrule (5).

46. Notice of general meetings

(1) The Secretary or, in the case of a special general meeting convened under rule 45(1) 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 Board under rule 28: and
- (d) if a special resolution is proposed —
  - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - (ii) state that the resolution is intended to be proposed as a special resolution; and
  - (iii) comply with rule 53(7).

47. Proxies

(1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member 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 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) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
   (a) that clearly identifies the person appointed as the member's proxy; and
   (b) that has been signed by the member.

(7) Notice of a general meeting given to an ordinary member under rule 46 must —
   (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
   (b) include a copy of any form that the Board has approved for the appointment of a proxy.

(8) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.

(9) 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.

48. Use of technology to be present at general meetings

(1) 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

49. Presiding member and quorum for general meetings

(1) The chairperson or, in the chairperson’s absence, the deputy chairperson must preside as chairperson of each general meeting.

(2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board Members at the meeting must choose one of them to act as chairperson of the meeting.

(3) No business is to be conducted at a general meeting unless a quorum is present.

(4) 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 chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

(5) If —

(a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and

(b) at least 2 ordinary members are present at the meeting,

those members present are taken to constitute a quorum.

50. Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned —

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) 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 46(b).

51. Voting at general meeting

(1) On any question arising at a general meeting —

(a) subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and

(b) ordinary members may vote personally or by proxy.

(2) An ordinary member that is a body corporate may, in writing, 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 document by which the appointment is made 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 chairperson 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 subrule (2), the ordinary member —
(a) must have been an ordinary member at the time notice of the meeting was given under rule 46; and
(b) must have paid any fee or other money payable to the Association by the member.

52. 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 decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
(e) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4);
(f) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9); or
(g) to cancel its incorporation (section 129).

(2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

53. 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 subrule (4), the chairperson 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 subrule (2) must identify the resolution as a special resolution.

(4) If a poll is demanded on any question by the chairperson 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 chai rperson;
    (b) the chairperson must declare the determination of the resolution on the basis of the poll.

(5) If a poll is demanded on the election of the chairperson 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 chairperson.

(7) A declaration under subrule (2) or (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.

54. Minutes of general meeting

(1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must record —
    (a) the names of the ordinary members attending the meeting; and
    (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
    (c) the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(ii) or (iii); and
    (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(iv).

(4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.

(5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
    (a) the chairperson of the meeting; or
    (b) the chairperson of the next general meeting.

(6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof 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 7 — FINANCIAL MATTERS

55. Source of funds

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

56. 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 Board may approve expenditure on behalf of the Association.

(3) The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board 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 Board Members; or
   (b) one Board Member and a person authorised by the Board.

(5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

57. Financial statements and financial reports

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

(2) Without limiting subrule (1), those requirements include —
   (a) if the Association is a tier 1 association, the preparation of the financial statements; and
   (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
   (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
   (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
   (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

58. By-laws

Status of By-laws - A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

(1) The Board may from time to time may make, amend or revoke By-Laws which in its opinion are necessary or desirable for the administration and management of the Association.

(2) By-Laws may —
  (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 6; and
  (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
  (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
  (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws; and
  (e) be overruled by a special resolution passed by the Association in a general meeting.

(3) A By-Law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

(4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) By Laws may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.

(5) At the request of a member, the Association must make a copy of the By-Laws available for inspection by the member.

59. 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 Board Members; or
  (b) one Board Member and a person authorised by the Board.

(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 Board and in the presence of —
    (i) 2 Board Members; or
    (ii) one Board Member and a person authorised by the Board,

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

(3) The Secretary must make a written record of each use of the common seal.

(4) The common seal must be kept in the custody of the Secretary or another Board Member authorised by the Board.

60. 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.

61. Custody of books and securities

(1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.

(2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.

(3) Subrules (1) and (2) have effect except as otherwise decided by the Board.

(4) The books of the Association must be retained for at least 7 years.

62. Record of office holders

The record of Board Members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

63. Inspection of records and documents

(1) Subrule (2) applies to a member who wants to inspect —

(a) the register of members under section 54(1) of the Act; or
(b) the record of the names and addresses of Board Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
(c) any other record or document of the Association.

(2) The member must contact the Secretary to make the necessary arrangements for the inspection.

(3) The inspection must be free of charge.

(4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.

(5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

(6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
(a) that is directly connected with the affairs of the Association; or
(b) that is related to complying with a requirement of the Act.

64. Publication by Board Members of statements about Association business prohibited

A Board Member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

(a) the Board Member has been authorised to do so at a Board meeting; and

(b) the authority given to the Board Member has been recorded in the minutes of the Board meeting at which it was given.

65. 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, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

66. Alteration of rules

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