

# Rules of Association

## 1. Name of Association

The name of the Association is Melanoma Tasmania Incorporated.

## 2. Interpretation

2.1 In these rules:

**Act** means the *Associations Incorporation Act 1964*;

**AGM** means the annual general meeting of members;

**Annual Subscription Fee** means the amount set by the Board for payment by a member or class of member;

**Association** means the association referred to in rule 1;

**Associate Member** means a non-voting member referred to in rule 6;

**Auditor** means the person appointed as the auditor of the Association under rule 10;

**Board** means the management committee of the Association, or a person the Board specifically authorises to exercise their powers in relation to a particular matter;

**Chairperson** means the person elected to the role of chairperson of the Board from time to time under these rules;

**Deputy Chairperson** means the person elected to the role of deputy chairperson of the Board from time to time under these rules;

**Financial Year** means a period of 12 months beginning on 1 July;

**General Meeting** includes:

- (a) the AGM; and
- (b) any special general meeting;

**Gift Fund** has the meaning given by section 30-130(1) of the *Income Tax Assessment Act 1997*;

**Member** means every member of the association including Board members;

**Notice in writing** includes notice by electronic means in accordance with the *Electronic Transactions Act 2000* unless the contrary intention appears;

**Ordinary Member** means a member of the association who is not a Board member;

**Public Officer** has the same meaning as in the Act

**Secretary** means the person elected to that role from time to time under these rules;

**Special General Meeting** means any general meeting other than the AGM;

**Special Resolution** has the same meaning as in the Act; and

**Treasurer** means the person elected to that role from time to time under these rules, or a person the Board specifically authorises to exercise the treasurer's powers in relation to a particular matter.

2.2 In these rules unless the contrary intention appears:

- (a) words and phrases which are given a special meaning by the Act have the same meaning in these rules;
- (b) words in the singular include the plural and vice versa;
- (c) words importing a gender include each other gender;
- (d) a reference to any law or any statute, regulations, by law or proclamation is to be read as though the words "as modified or substituted from time to time" were added to the reference;
- (e) headings do not affect the meaning or construction of these rules;
- (f) where a word or a phrase is given a particular meaning other cognate parts of speech and grammatical forms of that word or phrase shall have a corresponding meaning; and
- (g) words importing persons include corporations, companies, associations and institutions.

2.3 The model rules prescribed under section 16 of the Act do not apply to the Association.

### 3. **Association's office**

The office of the Association is to be at such place as the Board determines from time to time.

### 4. **Objects and purposes of Association**

4.1 The basic object of the Association is to minimise the impact of melanoma on all Tasmanians through the provision of support for those living with melanoma and metastatic disease, their families, carers, and friends and through raising skin cancer awareness in the Tasmanian community.

4.2 In addition to the basic object of the Association, the objects and purposes of the Association include doing any lawful thing incidental or conducive to the attainment of the basic object as the Board may decide from time to time.

## 5. Gift Fund

### 5.1 Establishment

The Association will establish and maintain for the principal purpose of the Association (being its objects and purpose stated in rule 4 of this constitution) a Gift Fund for carrying on its activities.

### 5.2 Rules for Gift Funds

In respect of the Gift Fund established and maintained by the Association:

- (a) the Gift Fund is to be administered by the Board or a committee appointed by the Board for that purpose;
- (b) the majority of the persons administering the Gift Fund must, by virtue of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations relating solely to the objects of the Association;
- (c) all donations to the Gift Fund and interest accruing on those donations must be credited to the Gift Fund;
- (d) the Gift Fund must not receive property or money other than donations;
- (e) donations to the Gift Fund must be kept separate from other money or property held by the Association;
- (f) the public is invited to contribute to the Gift Fund; and
- (g) receipts in the name of the Gift Fund must be issued for all donations to the Gift Fund.

### 5.3 General Money

The Association must keep all amounts of money, property and any other asset or benefit that it receives other than amounts described in rule 5.2 (called General Money) separate to the Gift Fund. The Association may apply the General Money for the Association purposes as deemed appropriate by the Board, including defraying the costs of the Association in relation to or for the administering the Gift Fund.

### 5.4 Winding up of Gift Fund

If a Gift Fund maintained by the Association is wound up or if the endorsement of the Gift Fund as a deductible gift recipient is revoked or lapses, any surplus assets of the Gift Fund remaining after payment of liabilities attributable to it must be transferred to one or more funds, authorities or institutions to which income tax deductible gifts can be made.

## 6. Membership of Association

6.1 The Board may, from time to time, determine:

- (a) the various classes of membership of the Association;

- (b) any restriction in the number of members or the number of members within each class;
  - (c) the qualifications for admission to each class; and
  - (d) the rights attached to being a member in each class, including whether a member in each class is entitled to vote at a general meeting of the Association.
- 6.2 Any person is eligible to apply to become a member of the Association.
- 6.3 An application to become a member of the Association must be delivered to the Public Officer of the Association, or that person's delegate, in the form (if any), together with any initial fee (if any), determined by the Board from time to time.
- 6.4 The Board determines whether an applicant may become a member. The Board is not required to give any reason for the rejection of any application to become a member.
- 6.5 The Board may waive or refund the initial fee and/or Annual Subscription Fees of any applicant or member (other than a member of the Board or a past member of the Board) on such terms and for such a period as it determines.
- 6.6 On an application being accepted by the Board, the Secretary must:
- (a) so notify the applicant in writing, including details of the class of membership for which the applicant has been accepted and the rights that are then attached to that class;
  - (b) request payment of any amount owing for the initial fee and Annual Subscription Fee (being a *pro rata* sum if so determined by the Board); and
  - (c) upon receipt of that amount, enter the applicant's name in a register of members.
- 6.7 On an application being rejected by the Board, the Secretary must:
- (a) so notify the applicant in writing; and
  - (b) refund in full any fees paid by the applicant.
- 6.8 A member of the Association may resign from the Association by delivering or sending by post or sending by e-mail to the Board a written notice of resignation.
- 6.9 Any right, privilege or obligation of a member as an ordinary member of the Association:
- (a) is not capable of being transferred or transmitted; and
  - (b) terminates on the cessation of the membership.
- 6.10 If the Association is wound up:
- (a) every member of the Association (other than an Associate Member);

and

- (b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association (other than an Associate Member),

is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association for the costs, charges, and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves.

- 6.11 Any liability under rule 6.10 is not to exceed the Annual Subscription Fee.
- 6.12 A former member is not liable to contribute under rule 6.10 in respect of any debt or liability of the Association contracted after ceasing to be a member.

## 7. Income and property of Association

- 7.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 7.2 No portion of the income and property of the Association is to be paid or transferred to any member of the Association except as *bona fide* remuneration for services rendered or expenses incurred on behalf of the Association.
- 7.3 The Association must not in respect of a person, appoint that person who is a member of the Board to any office of the Association of which there is payable any remuneration by way of salary, fees, or allowances.
- 7.4 An employee, member of the Board or member of the Association may be paid remuneration in return for services rendered to the Association including for goods supplied to the Association in the ordinary course of business.
- 7.5 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities must be paid and applied by the Association in accordance with its powers to any organisation which has similar objects prohibiting the distribution of its assets and income to its members.

## 8. Accounts of receipts and expenditure

- 8.1 The Association must keep accounts which show all financial transactions and the financial position of the Association.
- 8.2 The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting that the Association may impose.
- 8.3 The Secretary must keep all general records, and the Treasurer must keep all accounting books, and records of receipts and expenditure, connected with the operations and business of the Association, in the form and manner the Board

determines.

- 8.4 The accounts, books, and records are to be kept at the Association's office or at any other place the Board decides.

## 9. Banking and finance

- 9.1 The Treasurer, on behalf of the Association and subject to rule 5, is to receive all moneys paid to the Association.
- 9.2 The Board is to cause to be opened with any such financial institution as the Board selects:
- (a) an account in the name of the Association, into which all General Money received is to be paid as soon as possible after receipt; and
  - (b) an account for the Gift Fund into which amounts described in rule 5.2 are to be paid as soon as possible after receipt.
- 9.3 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by the Treasurer of the Association and countersigned by another Board member of the Association.

## 10. Auditor

- 10.1 At each AGM the members present are to appoint a person as the auditor of the Association.
- 10.2 The auditor is to hold office until the AGM next after that at which the person is appointed, and is eligible for reappointment.
- 10.3 If an appointment is not made at an AGM, the Board is to appoint an auditor for the current financial year of the Association.
- 10.4 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding AGM.
- 10.5 The auditor may only be removed from office by special resolution.

## 11. Audit of accounts

- 11.1 The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 11.2 The auditor is to:

- (a) certify as to the correctness of the accounts of the Association; and
- (b) report to the members at the AGM.

11.3 In the report and in certifying to the accounts the auditor is to state if:

- (a) they have obtained the required information;
- (b) in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association:
  - (i) according to the information at their disposal and the explanations given; and
  - (ii) as shown by the books of the Association; and
- (c) the rules relating to the administration of the funds of the Association have been observed.

11.4 The Secretary and the Treasurer are to cause to be delivered to the auditor a list of all the accounts, books, and records of the Association.

11.5 The auditor may:

- (a) have access to the accounts, books, records, vouchers, and documents of the Association;
- (b) require from the servants of the Association any information and explanations they consider necessary for the performance of the duties as auditor;
- (c) employ persons to assist them in investigating the accounts of the Association; and
- (d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

## 12. Annual General Meeting

12.1 The Association is to hold an AGM each year.

12.2 The AGM is to be held on any day (being not later than 31 May of each year) the Board determines.

12.3 The AGM is to be in addition to any other general meetings that may be held in the same year.

12.4 The notice convening the AGM is to specify the purpose of the meeting.

12.5 The ordinary business of the AGM is to:

- (a) confirm the minutes of the last preceding AGM and of any general meeting held since that meeting;

- (b) receive from the Board and auditor reports on the transactions of the Association during the last preceding financial year;
- (c) elect members of the Board;
- (d) appoint the auditor and determine that person's remuneration; and
- (e) appoint a patron and vice-patron as non-executive appointments.

12.6 The AGM may transact special business of which notice is given in accordance with these rules.

### **13. Special general meetings**

13.1 The Board may convene a special general meeting of the Association at any time.

13.2 The Board, on the requisition in writing of at least 20 members (not including Associate Members), must convene a special general meeting of the Association.

13.3 A requisition for a special general meeting:

- (a) is to state the objects of the meeting;
- (b) is to be signed by the requisitionists;
- (c) is to be deposited at the office of the Association; and
- (d) may consist of several documents in like form, each signed by one or more of the requisitionists.

13.4 If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within three months from the date of the deposit of the requisition.

13.5 A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.

13.6 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

### **14. Business and quorum at general meetings**

14.1 All business transacted at a general meeting, except the ordinary business of the AGM, is special business.

14.2 Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is personally present at the time the meeting is considering that business.

14.3 A quorum for the transaction of business of a general meeting is one quarter, or 5

members which ever is the lesser amount, of the members entitled to vote.

- 14.4 If a quorum is not present half an hour after the appointed time for the commencement of a general meeting, the meeting:
- (a) if convened upon the requisition of members, is to be dissolved; or
  - (b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- 14.5 If at an adjourned meeting a quorum is not present half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 14.6 The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

## **15. Chairperson to preside at general meetings**

- 15.1 The Chairperson, or in that person's absence, the Deputy Chairperson, is to preside as chairperson at every general meeting of the Association.
- 15.2 If the Chairperson and Deputy Chairperson are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

## **16. Adjournment of general meetings**

- 16.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 16.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting, but it is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **17. Determination of questions arising at general meetings**

- 17.1 A question arising at a general meeting of the Association is to be determined on a show of hands of members entitled to vote, unless before or on the declaration of the result of the show of hands a poll is demanded by a member (other than an Associate Member).
- 17.2 A declaration by the chairperson of the general meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## 18. **Votes**

- 18.1 On any question arising at a general meeting of the Association, any member who is entitled to vote who is not the chairperson, has one vote only.
- 18.2 The chairperson is not entitled to a vote in accordance of 18.1 except in the circumstance when a casting vote is required.
- 18.3 A member may vote in person only.

## 19. **Taking of poll**

- 19.1 If at a meeting a poll on any question is demanded:
- (a) it is to be taken at that meeting in the manner the chairperson of the meeting directs; and
  - (b) the result of the poll is taken to be the resolution of the meeting on that question.
- 19.2 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 19.3 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson of the meeting directs.

## 20. **Affairs of Association to be managed by a Board**

- 20.1 The affairs of the Association are to be managed by a Board constituted as provided in rule 21.
- 20.2 The Board:
- (a) is to control and manage the business and affairs of the Association in the best interests of the members as a whole, and is to create (and may amend from time to time), document and comply with policies for such control and management;
  - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
  - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

## 21. Constitution of the Board

- 21.1 Rule 21 is, where applicable, subject to the transitional rules set out in Appendix A (transitional rules). The transitional rules prevail to the extent of any inconsistency.
- 21.2 The Board will consist of a minimum of 4 elected individuals, comprising:
- (a) Chairperson;
  - (b) Deputy Chairperson;
  - (c) Secretary;
  - (d) Treasurer
- 21.3 In addition to the board members referred to in Rule 21.2, the AGM may appoint a number of general members to a maximum of 4 general members.
- 21.4 In addition to board members mentioned in 21.3, the Board may appoint a maximum of 2 general members. At the time of any increase to the number of general members of the Board, a casual vacancy will exist in respect of the newly created position.
- 21.5 Subject to these rules and the transitional rules set out in Appendix A, each Board member will hold office until the second AGM after the date of election (2 year term), but is eligible for re-election.
- 21.6 If a casual vacancy occurs in the office of a Board member, the Board may appoint an individual (who may be a Board member) to fill the vacancy until the conclusion of the AGM next following the date of the appointment.

## 22. Appointment of members of Board

- 22.1 Nominations of candidates for election as Board members in the roles referred to in rule 21.2 are to be:
- (a) made in writing signed by two members (other than Associate Members) of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
  - (b) delivered to the Secretary at least ten days before the date fixed for the holding of the AGM.
- 22.2 Associate Members are not eligible to stand for election.
- 22.3 If insufficient nominations are received to fill vacancies on the Board:
- (a) the candidates nominated are to be taken as elected; and
  - (b) further nominations are to be received at the AGM.
- 22.4 If sufficient nominations are not received at the AGM the Board should appoint an

individual to each position unfilled as outlined in 21.6.

- 22.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 22.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 22.7 The ballot for the election of Board members is to be conducted at the AGM in such usual manner as directed by the Board.

## 23. Vacation of office

- 23.1 For the purposes of these rules, the office of a Board member becomes vacant if the Board member:
- (a) dies;
  - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or makes any assignment of their estate for their benefit;
  - (c) is disqualified from managing a corporation under the *Corporations Act 2001*;
  - (d) is disqualified from being a responsible person by the Commissioner of the Australian Charities and Not-for profits Commission;
  - (e) becomes of unsound mind;
  - (f) resigns office in writing addressed to the Board;
  - (g) ceases to be resident in the State;
  - (h) fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
  - (i) ceases to be voting member of the Association;
  - (j) fails to pay all arrears of Annual Subscription Fee due, within fourteen days after receiving a notice in writing signed by the Secretary stating that they have ceased to be a financial member of the Association; or
  - (k) a resolution is passed at a special general meeting of the Association, satisfying the requirements of Rule 29, to expel the member of the Board and a majority of the members of the Board agree to the resolution.

## 24. Meetings of the Board

- 24.1 The Board is to meet at least once in every three month period at any place and time the Board determines.

- 24.2 Special meetings of the Board may be convened by the chairperson, or any two of its members.
- 24.3 A meeting of the Board may be held by the members of the Board communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 24.4 Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- 24.5 51 percent of the Board (rounding down) constitutes a quorum for the transaction of the business of a meeting of the Board.
- 24.6 Business is not to be conducted unless a quorum is present (including by technological means satisfying the requirements of rule 24.3).
- 24.7 If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- 24.8 At a meeting of the Board, the following is to preside:
- (a) the Chairperson, or in their absence, the Deputy Chairperson; or
  - (b) if the Chairperson and the Deputy Chairperson are absent, any one of the remaining members of the Board as may be chosen by the Board members present.
- 24.9 Any questions arising at a meeting of the Board are to be determined:
- (a) on a show of hands; or
  - (b) if demanded by a member of the Board, by a poll taken in any manner the person presiding at the meeting determines.
- 24.10 Each Board member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 24.11 If there is an equality of votes on any question, the person presiding has a second or casting vote.
- 24.12 Written notice of each Board meeting is to be served on each member of the Board by:
- (a) delivering it at a reasonable time before the meeting;
  - (b) sending it by post in a prepaid envelope addressed to their usual or last known address in time to reach them in due course of post before the date of the meeting; or
  - (c) sending it to the electronic address nominated by the member a

reasonable time before the meeting.

## 25. Disclosure of interest

- 25.1 A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest:
- (a) at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or
  - (b) in any other case, at the first meeting of the Board after the acquisition of the interest.
- 25.2 If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, they should disclose the interest at the first meeting of the Board after they becomes so interested.
- 25.3 Unless the Board resolves otherwise, a member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which they are interested and any such vote is not to be counted.

## 26. Sub-committees

- 26.1 The Board may:
- (a) appoint a sub-committee from the Board;
  - (b) appoint the Chairperson for the sub-committee; and
  - (c) prescribe the powers and functions of that sub-committee.
- 26.2 The Board may co-opt any person as a member of a sub-committee, whether or not the person is a member of the Association.
- 26.3 The chairperson of a sub-committee is to convene and preside over meetings of that sub-committee.
- 26.4 Save as otherwise specified in this rule 26, the provisions of rule 24 apply to a sub-committee as if references to the Board were to the sub-committee.

## 27. Annual Subscription Fees

- 27.1 The Annual Subscription Fees payable by members shall be determined by the board.
- 27.2 The Annual Subscription Fees are due and payable not later than the commencement of each AGM, and shall be in respect of the period commencing at the start of the AGM and ceasing immediately before the start of the next AGM.

27.3 Members who have not paid their Annual Subscription Fees in full shall not be entitled to take part in any deliberations whatsoever, or have power to vote.

## 28. Notices

28.1 A notice may be served by or on behalf of the Association on any member:

- (a) personally;
- (b) by sending it through the post in a prepaid envelope addressed to the member at their usual or last-known address; or
- (c) by sending it to the fax number, e-mail, or electronic address nominated by the member.

28.2 A notice given in accordance with clause 28.1 is taken to be received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post, three days after the date of posting; or
- (c) if sent by facsimile or e-mail, when the sender's facsimile or e-mail system generates a message confirming successful transmission/delivery of the notice unless, within eight business hours after that transmission, the recipient informs the sender that the entire notice has not been received.

## 29. Expulsion of members

29.1 The Board may expel a member from the Association if, in the resolution of the Board, the member is guilty of conduct detrimental to the interests of the Association.

29.2 The expulsion of a member under rule 29.1 does not take effect until the later of:

- (a) the expiration of 14 days after the service on the member of a notice under rule 29.3; or
- (b) if the member exercises their right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal, if it is unsuccessful.

29.3 If the Board expels a member from the Association, the Secretary of the Association, without undue delay, is to cause to be served on the member a notice in writing:

- (a) stating that the Board has expelled the member;
- (b) specifying the grounds for the expulsion; and
- (c) informing the member of a right to appeal against the expulsion under rule 29.4.

29.4 A member may appeal against an expulsion under rule 29.1 by delivering or sending by post or sending by e-mail to the chairperson and secretary, within 14 days after the service of a notice under rule 29.3, a notice in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

- 29.5 On receipt of such a notice the Board is to cause a special general meeting of members to be held within 21 days after the date on which the notice is received.
- 29.6 At a special general meeting convened for the purpose of this rule:
- (a) no business other than the question of the expulsion is to be transacted;
  - (b) the Board must place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
  - (c) the expelled member is to be given an opportunity to be heard; and
  - (d) the members present (other than Associate Members) are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 29.7 If at the special general meeting half or fewer of the members present and entitled to vote at the meeting vote in favour of confirming the expulsion:
- (a) the expulsion is to be taken to have been lifted; and
  - (b) the expelled member is entitled to continue as a member of the Association.
- 29.8 If at the special general meeting a majority of the members present and entitled to vote at the meeting vote in favour of confirming the expulsion:
- (a) the expulsion takes effect, and
  - (b) the expelled member ceases to be a member of the Association.

## 30. Disputes

- 30.1 A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.
- 30.2 This rule does not affect the operation of rule 29.

## 31. Seal of Association

- 31.1 The seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- 31.2 The seal of the Association is not to be affixed to any instrument except by the authority of the Board.
- 31.3 The affixing of the seal is to be attested by the signatures of:
- (a) two members of the Board; or

- (b) one member of the Board and the Public Officer or any other person the Board may appoint for that purpose.

31.4 Attestation under rule 31.3 is sufficient for all purposes that the seal was affixed by authority of the Board.

31.5 The seal is to remain in the custody of the Secretary.

## 32. Indemnities

32.1 To the extent permitted by law, the Association indemnifies every officer and Board member of it out of the assets of the Association against any liability incurred by that person in their capacity as an officer or Board member of the Association:

- (a) to a person other than the Association or a related body corporate (as defined in the *Corporations Act 2001*) of it unless the liability arises out of conduct on the part of the officer or Board member which involves a lack of good faith;
- (b) in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted; and
- (c) in connection with any application, in relation to such proceedings, in which a court grants relief to the person.

## 33. Amendment to Rules

33.1 The rules of the Association may be altered only in accordance with section 18 of the Act.

## **Appendix A - Transitional Rules (*Rule 20.1*)**

### **Operation of rule 21**

Rule 21 is, where applicable, subject to the transitional rules set out in this Appendix A. The transitional rules prevail to the extent of any inconsistency.

### **Board members**

At the date of adoption of these rules, the persons named below will be the members of the Board.

- ### (Chairperson)
- ### (Deputy Chairperson)
- ### (Secretary)
- ### (Treasurer)
- ###, ###, ###, and ### (general members)

### **First AGM**

At the first AGM of the Association following the adoption of these rules, all Board members will retire from office and may stand for re-election in accordance with these rules. The Deputy Chairperson and the Secretary will be elected for a one year term and the Chairperson and Treasurer will be elected for a two year term. Any other members elected to the board will be elected for a one year term. Nomination and election of Board members to replace them will occur in accordance with these rules.

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