



Rangelands NRM Coordinating Group Inc.

CONSTITUTION (Rules of Association)

Rangelands NRM Coordinating Group Inc.

Our natural resources are everywhere. They are in our bush, around our coast, along our rivers, on our farms and in our cities and towns. In essence, our natural resources are our water, soil, plants and animals. Importantly, people are a resource too - our farmers, our landowners and our rural, remote and urban communities.

Natural resources management is about striking a balance between caring for our environment and paying heed to the needs of those who make a living from these resources or use them for cultural pursuits, leisure or recreation.

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Adopted June 2017

RULES FOR RANGELANDS NRM COORDINATING GROUP INC.

1 Name of the Association

- (1) The legal name of the Association is **Rangelands NRM Coordinating Group Inc.**
- (2) The primary trade name of the Association is **Rangelands NRM Western Australia.**

2 Definitions

In these Rules, unless the contrary intention appears:

- (1) “**Act**” means the Associations Incorporation Act 2015;
- (2) “**Annual General Meeting**” means the meeting referred to in Rule 21(1);
- (3) “**Association**” means the incorporated association to which these rules apply;
- (4) “**Board Director**” means a person referred to in Rule 10, such person being an “officer” as defined in section 3 of the Act and whom is listed on the Register of Board Directors referred to in Rule 12;
- (5) “**Board of Management**” means the governing entity of the Association referred to in Rule 10, being the management committee referred to in section 38 of the Act;
- (6) “**Board of Management Meeting**” means a meeting referred to in Rule 20(1);
- (7) “**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; or
 - (d) any other record of information.
- (8) “**Chairperson**” means the person appointed to the Chairperson role on the Board of Management undertaking duties as referred to in Rule 16;
- (9) “**Chief Executive Officer**” means the person holding the title of chief executive officer of the Association from time to time;

- (10) **“Commissioner”** means the person for the time being designated as the Commissioner under section 153 of the Act;
- (11) **“Financial Member”** means a Member who has paid Subscription Fees and is eligible to vote;
- (12) **“Financial Year”** means a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
- (13) **“General Meeting”** means a meeting of the Association that all members are entitled to receive notice of and to attend;
- (14) **“Member”** or **“Membership”** means an entity that meets the eligibility criteria under Rule 5(1), that has been approved under Rule 5(4) and who is listed on the Register of Members referred to in Rule 6(2);
- (15) **“Member Representative”** means an individual authorised to represent a Member organisation who can vote and participate in meetings as the rightful nominee of that Member;
- (16) **“Natural Resource Management”** or **“NRM”** means the management practice of protecting or improving natural resources with consideration to striking a balance between caring for the environment and paying heed to the needs of those who make a living from natural resources or use them for cultural pursuits, leisure or recreation;
- (17) **“Natural Resources”** means water, soil, plants, animals, air, energy and minerals;
- (18) **“Ordinary Resolution”** means a resolution other than a Special Resolution;
- (19) **“poll”** means the process of voting in relation to a matter that is conducted in writing;
- (20) **“Rangelands Region”** means the geographic region within Western Australia referred to as the rangelands by the Australian Government, and defined by the boundaries that are set out by the Western Australian NRM organisations;
- (21) **“Reference Group”** means a temporary advisory group formed for a specific program, project, or research purpose;
- (22) **“Register of Board Directors”** means a register of details of the current Board Directors.;
- (23) **“Register of Members”** means the register of members referred to in section 53 of the Act;
- (24) **“Secretary”** means the person holding office as the secretary of the Association;
- (25) **“Special General Meeting”** means a General Meeting of the Association other than the Annual General Meeting;

- (26) **“Special Resolution”** means a resolution passed by the members at a General Meeting in accordance with section 51 of the Act;
- (27) **“Sub-committee”** means a sub-group reporting to the Board of Management that supports a function of, and provides advice to, the Board of Management;
- (28) **“Subscription Fees”** means an annual Membership fee charged at the discretion of the Board of Management and has the meaning given by Schedule 1(5) of the Act;
- (29) **“tier 1 association”** means an incorporated association to which section 64(1) of the Act applies;
- (30) **“tier 2 association”** means an incorporated association to which section 64(2) of the Act applies;
- (31) **“tier 3 association”** means an incorporated association to which section 64(3) of the Act applies;
- (32) **“Treasurer”** means the person appointed by the Board of Management and holding office as the treasurer of the Association;
- (33) **“Unfinancial Member”** means a Member who has not paid Subscription Fees and is ineligible to vote; and
- (34) **“Vice-Chairperson”** means the person appointed to the Vice-Chairperson role of the Board of Management, undertaking duties as referred to in Rule 17.

3 Objects of the Association and not for profit body

- (1) The objects of the Association are to:
 - (a) provide community leadership in Natural Resource Management, working in collaboration with all levels of government and community groups operating within, or having an impact on, the Rangelands Region;
 - (b) develop and maintain an appropriate framework that promotes effective and efficient stakeholder input, partnerships and communication toward Natural Resource Management planning and investment for the Rangelands Region;
 - (c) develop and maintain a Natural Resource Management strategy for the Rangelands Region;
 - (d) develop and maintain an appropriate governance framework for the organisation that provides appropriate practices and assures legislative compliance;
 - (e) plan, manage, and evaluate Natural Resource Management programs and projects that bring benefit to the Rangelands Region; and

- (f) provide advice to the Australian, State and local governments on Natural Resource Management matters that promote and encourage responsible policy development, community consultation, planning, investment and on-ground practices.
- (2) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects or purposes.
- (3) A payment may be made to a Member out of the funds of the Association only if it is authorised under sub-rule (4).
- (4) 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.

4 Powers of the Association

- (1) The powers conferred on the Association are the same as those conferred by section 14 of the Act (as may be amended from time to time), so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.

5 Eligibility and applying for Membership to the Association

- (1) Membership of the Association is open to:
 - (a) incorporated associations that have an active interest in Natural Resources Management as identifiable in the objects of that association;
 - (b) educational institutes and research bodies that have an active interest in Natural Resource Management;
 - (c) Australian, State and local governments and their agencies that have primary responsibility for Natural Resource Management and sustainable use of Natural Resources, by way of statutory responsibility, function or regulatory capacity;
 - (d) other legal entities that have an interest in, and responsibility for, sustainable use of Natural Resources; and
 - (e) community groups in Western Australia having more than fifteen (15) members that have an interest and participate in Natural Resource Management;

and all such Members must appoint a Member Representative by notice to the Association who acts as the nominee authority to represent that Member and has the right to vote on its behalf.

- (2) Applications to become a Member must be made in writing to the Secretary in such form as the Board of Management from time to time direct. The application must be signed by the applicant and counter-signed by the Chief Executive Officer or delegate, and presented at the next Board of Management Meeting for consideration.
- (3) The Board of Management must not accept an application for Membership unless the applicant:
 - (a) is eligible under Rule 5(1); and
 - (b) has applied under Rule 5(2).
- (4) Subject to Rule 5(8), the Board of Management must consider each application made under Rule 5(2) and must at that Board of Management Meeting, or a subsequent Board of Management Meeting, accept or reject that application.

- (5) The Board of Management may reject an application even if the applicant:
 - (a) is eligible under Rule 5(1); and
 - (b) has applied under Rule 5(2).
- (6) The Secretary must be responsible for notifying the candidate of the Board of Management's decision as soon as practicable after making the decision.
- (7) If the Board of Management rejects the application, the Board of Management is not required to give the applicant its reasons for doing so.
- (8) The Board of Management may delay its consideration of an application if the Board of Management 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.

6 Becoming a Member, ceasing to be a Member and Register of Members

- (1) An applicant for membership of the Association becomes a Member when:
 - (a) the Board of Management accepts the application; and
 - (b) the applicant pays any Subscription Fees payable to the Association under Rule 7.
- (2) The Secretary, or another person authorised by the Board of Management, 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 of Members any change in the membership of the Association.
- (3) The Register of Members must be kept and maintained at the principal office of the Association, or another place determined by the Board of Management from time to time.
- (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 of Members 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 of Management 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.

- (6) A person ceases to be a Member when any of the following takes place:

- (a) the Member is insolvent or deregistered;
 - (b) the Member resigns from the Association under Rule 8;
 - (c) the Member is expelled from the Association under Rule 9(2); or
 - (d) the Member ceases to be a Member under Rule 7(3).
- (7) The Secretary must remove the name of an entity which ceases to be a Member from the Register of Members and must keep a record, for at least one year after an entity ceases to be a Member, of:
- (a) the date on which the entity ceased to be a Member; and
 - (b) the reason why the entity ceased to be a Member.
- (8) The rights of a Member are not transferable and end when Membership ceases.

7 Subscription Fees of the Members of Association

- (1) The Subscription Fees to be paid by Members for Membership to the Association, if any, are determined by the Board of Management, and applied annually.
- (2) A Member must pay the annual Subscription Fees to a person authorised by the Board of Management to accept payments by the date (**due date**) determined by the Board of Management.
- (3) Subject to Rule 7(1), Members whom have not paid the annual Subscription Fees within 30 days of the due date:
- (a) will be deemed Unfinancial Members;
 - (b) will not be eligible to vote; and
 - (c) will immediately cease to be a Member if payment of the applicable Subscription Fees is not received by the Association within eighteen (18) months of the due date.

8 Resignation of a Member of the Association

- (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 Termination, Suspension or Expulsion of Members of the Association

- (1) If the Board of Management decides that a Member should be suspended or expelled as a Member of the Association because (a) the Member contravenes any of these rules; or (b) the Member's conduct is detrimental to the interests of the Association, the Board of Management must communicate in writing to the Member:
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board of Management Meeting at which the question of that suspension or expulsion will be decided; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that 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 of Management about the proposed suspension or expulsion,

not less than thirty (30) days before the date of the Board of Management Meeting referred to in Rule 9(1)(a).

- (2) At the Board of Management Meeting referred to in a notice communicated under Rule 9(1)(a), the Board of Management may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board of Management, suspend or expel or decline to suspend or expel that Member of the Association and must, within 7 days after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (3) Subject to Rule 9(5), a Member has their membership status suspended or ceases to be a Member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to them under Rule 9(2).
- (4) A Member who is suspended or expelled under Rule 9(2) must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of fourteen (14) days referred to in Rule 9(3).
- (5) When notice is given under Rule 9(4):
- (a) the Association in a General Meeting, must either confirm or set aside the decision of the Board of Management to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
 - (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board of Management to suspend or expel them is confirmed under this sub-rule.

- (6) 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 Subscription Fees paid, or payable, to the Association.
- (7) 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.
- (8) 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.

10 Board of Management

- (1) The affairs of the Association must be managed exclusively by the Board Directors residing on the Board of Management, consisting of:
 - (a) a Chairperson;
 - (b) a Vice-Chairperson; and
 - (c) not less than four (4) and no more than six (6) other Board Directors,and for the avoidance of doubt, a person must not hold 2 or more of the offices mentioned above at the same time.
- (2) A Board Director is either:
 - (a) elected by the Members and must serve a term commencing on either (i) the Annual General Meeting date; or (ii) the Special General Meeting date at which they were elected (as applicable) and ending on the third consecutive Annual General Meeting date following such appointment, and may at the end of that term be re-appointed; or
 - (b) appointed by the authority of the Board of Management to fulfil a casual vacancy referred to under Rule 19(1) for the remaining period leading up to the next Annual General Meeting or applicable Special General Meeting.
- (3) The Board of Management must be supported by the Chief Executive Officer who will be responsible for the functions of Secretary and Treasurer, unless otherwise determined by the Board of Management, and must attend all meetings.
- (4) The following persons are ineligible for a Board Director position:

- (a) employees of the Association; and
 - (b) persons who, either directly or indirectly, receive funds from the Association, or who are engaged (either directly or indirectly) by entities which receive funds from the Association.
- (5) All elected Board Directors will be expected to participate in an induction training program within six (6) months of being elected to the Board of Management.
- (6) All elected Board Directors will be expected to participate in ongoing professional development training in leadership and governance as directed by the Board of Management.
- (7) The duties of a Board Director include compliance with Part 4, Division 3 of the Act. For clarity, the duties of a Board Director include to act:
- (a) with care and due diligence;
 - (b) in good faith and in the best interests of the Association and its Members and for a proper purpose;
 - (c) without personal gain or advantage through being in a Board of Management position or that causes detriment to the Association from involvement as a Board Director;
 - (d) with care to utilise non-public information obtained as a Board Director solely for the purpose of the Association and must not use such information to gain advantage for self or someone else, or to use that information improperly; and
 - (e) to disclose and provide advance notice of any real or perceived material personal interest in matters of the Board of Management or Association, and to not be present during discussion or voting on matters of material personal interest.

11 Powers of the Board of Management

- (1) Subject to the Act, these rules and any resolution passed at a General Meeting, the Board of Management has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (2) The Board of Management must take all reasonable steps to ensure that the Association complies with the Act and these rules.
- (3) At its discretion, and due to the nature of NRM, the Board of Management may from time to time:
- (a) invite the Australian and State Government representatives to observe the Board of Management Meetings as a funding body nominee; and
 - (b) invite NRM-related Government agency representatives to attend Board of Management Meetings as program, project and collaboration partners.

12 Register of Board Directors

- (1) The Secretary must keep and maintain a Register of Board Directors and that register in accordance with Part 4 Division 6 of the Act and that register must be so kept and maintained at the principal office of the Association.
- (2) The Secretary must cause the name of a person who dies or who ceases to be a Board Director to be deleted from the Register of Board Directors referred to in Rule 12(1).

13 Resignation of a Board Director of the Association

- (1) A Board Director who delivers notice in writing of their resignation from the Board of Management to the Chairperson or Secretary ceases on that delivery to be a Board Director on the Board of Management.
- (2) Where a Board Director verbally resigns at a Board of Management meeting and does not provide written notice of their resignation, nor a written withdrawal of their verbal resignation, within 7 days of their verbal resignation, they will be deemed to have delivered a notice in writing of their resignation on the date of the Board of Management meeting at which they resigned.
- (3) When a Board Director ceases to be a member of the Board of Management, they must, as soon as practicable, after their membership ceases, to deliver to a member of the Board of Management, all the relevant documents and records they hold pertaining to the management of the Association's affairs.

14 Termination, Suspension or Expulsion of a Board Director

- (1) If the Board of Management considers that a Board Director should be suspended or expelled from the Board of Management of the Association because their conduct is detrimental to the interests of the Association or in breach of their duties under the Act or this Constitution, the Board of Management must communicate, either orally or in writing, to the Board Director the:
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board of Management Meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,not less than thirty (30) days before the date of the Board of Management Meeting referred to in Rule 14(1)(a).
- (2) At the Board of Management Meeting referred to in a notice communicated under Rule 14(1)(a), the Board of Management may, having afforded the Board Director concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board of Management, suspend or expel or decline to suspend or expel that Board Director from their role on the Board of Management and must, forthwith after deciding whether or not

to suspend or expel that Board Director, communicate that decision in writing to that Board Director.

- (3) Subject to Rule 14(5), a Board Director has their Board Directorship suspended or ceases to be a Board Director fourteen (14) days after the day on which the decision to suspend or expel a Board Director is communicated to them under Rule 14(2).
- (4) A Board Director who is suspended or expelled under Rule 14(2) must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of fourteen (14) days referred to in Rule 14(3).
- (5) When notice is given under Rule 14(4):
 - (a) the Association in a General Meeting, must either confirm or set aside the decision of the Board of Management to suspend or expel the Board Director, after having afforded the Board Director who gave that notice a reasonable opportunity to be heard by, or to take representations in writing to, the Association in the General Meeting; and
 - (b) the Board Director who gave that notice is not suspended or does not cease to be a Board Director unless and until the decision of the Board of Management to suspend or expel them is confirmed under this sub-Rule.
- (6) Membership of the Board of Management may be terminated upon:
 - (a) receipt by the Secretary of a notice in writing from a Board Director of their resignation from the Association under Rule 13; or
 - (b) termination of a Board Director in accordance with Rule 19(1)(f); or
 - (c) expulsion of a Board Director in accordance with Rule 14(3).
- (7) When a Board Director ceases to be a member of the Board of Management, they must, as soon as practicable, after their membership ceases, deliver to a member of the Board of Management, all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

15 Elections or Appointments of Board Directors to the Board of Management

- (1) Board Directors are appointed to the Board of Management by:
 - (a) election at a General Meeting; or
 - (b) appointment to fill a casual vacancy under Rule 19(2).
- (2) At least 42 days before each Annual General Meeting and, if applicable, a Special General Meeting at which election of directors is to occur, the Secretary must send written notice to all the Members and each Board Director:

- (a) stating the maximum number of Board Director positions that will be available for election at the meeting, subject to Rule 10(1);
 - (b) calling for nominations for election to the Board of Management including a statement of the eligibility criteria for such appointments (if any); and
 - (c) stating the date by which nominations must be received by the Secretary.
- (3) A Member or Board Director who wishes to nominate a person to be considered for election to the Board of Management must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the Annual General Meeting or Special General Meeting (as applicable), such notice to include all relevant details to allow assessment against any eligibility criteria.
- (4) The written notice must include a statement by another Member or Board Director in support of the nomination.
- (5) A person whose nomination does not comply with this Rule or with the applicable eligibility criteria determined by the Board of Management (if any) is not eligible for election to the Board of Management.
- (6) At each Annual General Meeting or, if applicable, a Special General Meeting, the Association must decide by resolution the number of Board Directors to hold office for the next year, subject to Rule 10(1).
- (7) If the number of persons being nominated for the position of Board Director is not greater than the number to be elected, the Chairperson of the meeting:
 - (a) must declare each of those persons to be elected to the position; and
 - (b) may call for further nominations from the Member Representatives at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (8) If the number of persons nominating for the position of Board Director is greater than the number to be elected,

the Member Representatives at the meeting must vote in accordance with any applicable procedures that have been determined by the Board of Management to decide the persons who are to be elected to the position of Board Director.
- (9) A Member who has nominated a person for the position of Board Director may vote in accordance with that nomination.
- (10) The term of office of a Board Director begins when the member —
 - (a) is elected at an Annual General Meeting or Special General Meeting; or
 - (b) is appointed to fill a casual vacancy under Rule 19.

16 Chairperson

- (1) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board of Management Meeting and General Meeting and the Chairperson must generally chair the Board of Management.
- (2) The Chairperson must act as the Board of Management's spokesperson for the Association.
- (3) The Chairperson must preside at all meetings, unless in their absence, the Vice-Chairperson or in their absence, another Board Director elected by the other Board Directors present at the meeting, must preside at that meeting.
- (4) The Chairperson is to be elected by the Board of Management from the existing Board Directors on the Board of Management and once elected, will remain as the Chairperson until the end of their term as a Board Director, subject to any earlier resignation, termination, suspension or expulsion.
- (5) On a Chairperson's election, the new Chairperson of the Association may take over as the Chairperson of the Board of Management Meeting.

17 Vice-Chairperson

- (1) The Vice-Chairperson must represent the Chairperson in their absence and represent the Chairperson and/or the Association as deemed appropriate by either the Chairperson or the Board of Management.
- (2) The Vice-Chairperson is to be elected by the Board of Management from the existing Board Directors on the Board of Management and once elected, will remain as the Vice-Chairperson until the end of their term as a Board Director, subject to any earlier resignation, termination, suspension or expulsion.

18 Secretary and Treasurer

- (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 of Management 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 of Management to do so, maintaining on behalf of the Association the Register of Members, and recording in the Register of Members 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 of Management to do so, maintaining on behalf of the Association a record of Board Directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act including but not limited to the Secretary and the Treasurer;
 - (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 of Management and General Meetings; and
 - (i) carrying out any other duty given to the Secretary under these rules or by the Board of Management.
- (2) 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 of Management;
 - (c) ensuring that any payments to be made by the Association that have been authorised by the Board of Management or at a General Meeting are made on time;
 - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
 - (f) 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;
 - (g) 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;
 - (h) 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;
 - (i) carrying out any other duty given to the treasurer under these rules or by the Board of Management.

19 Casual Vacancies on the Board of Management

- (1) A casual vacancy occurs in the office of a Board Director and that office becomes vacant if a Board Director:
 - (a) dies; or
 - (b) resigns by notice in writing in accordance with Rule 13; or
 - (c) is terminated or expelled in accordance with Rule 14; or
 - (d) becomes ineligible to accept an appointment or act as committee member under section 39 of the Act; or
 - (e) is permanently incapacitated by mental or physical ill-health; or
 - (f) is absent from more than:
 - (i) three (3) consecutive Board of Management Meetings; or
 - (ii) more than fifty (50) percent of Board of Management Meetings in a twelve (12) month period,

of which they have received notice without tendering an apology to the Secretary or person presiding at each of those Board of Management Meetings; or
 - (g) is not nominated or elected to an available Board Director position at a General Meeting.
- (2) In the event of a casual vacancy, the Board of Management can appoint an eligible Board Director at its discretion under Rule 10(2)(b), and such an appointee must reside as a Board Director up and until the next Annual General Meeting date.
- (3) Subject to the requirement for a quorum, the Board of Management may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board Directors than required for a quorum, the Board of Management may only act for the purpose of:
 - (a) appointing Board Directors under this Rule; or
 - (b) convening a General Meeting.
- (5) Where a person ceases to be a Board Director, that person must, as soon as practicable after their appointment ceases, deliver to a Board Director all of the relevant documents and records they hold pertaining to the management of the Association's affairs, in accordance with section 41 of the Act.
- (6) The acts of a Board Director are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Director.

20 Board of Management Meetings

- (1) The Board of Management must convene ordinary Board of Management Meetings face-to-face or via electronic means in real time, including phone or video, but excluding sms or email, for the dispatch of business not less than four (4) times in each calendar year and must determine the dates and times and places for such meetings.
- (2) The Chairperson or any two Board Directors may at any time convene a special Board of Management Meeting face-to-face or via electronic means in real time, including phone or video, but excluding sms or email, when required.
- (3) The date, time and place of the first Board of Management Meeting must be determined by the Board Directors as soon as practicable after the Annual General Meeting or, if applicable, Special General Meeting, at which the Board Directors are elected.
- (4) Notice of each Board of Management meeting must be given to each Board Director at least 7 days before the time of the Board of Management Meeting, except in the case of an urgent matter in which case no less than 48 hours' notice must be given.
- (5) The notice must state the date, time and place of the Board of Management Meeting and must describe the general nature of the business to be conducted at the Board of Management Meeting.
- (6) Unless Rule 20(7) applies, the only business that may be conducted at the Board of Management Meeting is the business described in the notice.
- (7) Urgent business that has not been described in the notice may be conducted at the Board of Management Meeting if the Board Directors at the meeting unanimously agree to treat that business as urgent.
- (8) At a Board of Management Meeting, four (4) Board Directors constitute a quorum and no business is to be conducted unless a quorum is present.
- (9) The Chairperson may take a poll of the Board Directors out of session using email or postal vote should the need arise.
- (10) Each Board Director has one (1) deliberative vote in person, by proxy or postal method.
- (11) A resolution required as arising at a Board of Management Meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding the meeting must have one (1) casting vote in addition to their one (1) deliberative vote.
- (12) As required under section 42 of the Act, a Board Member who has a material personal interest in a matter being considered at a Board of Management Meeting must as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board of Management and must disclose the nature and extent of the interest at the next General Meeting.

- (13) If a secret ballot is needed, the Chairperson of the Board of Management Meeting must decide how the ballot is to be conducted.
- (14) Subject to these Rules, the procedure and order of business to be followed at a Board of Management Meeting must be determined by the Board Directors present at the Board of Management meeting.
- (15) The Board Directors may pass a resolution in writing without holding a meeting if the following conditions are met:
 - (a) the resolution is set out in a document or documents indicating that a majority of Board Directors are in favour of it; and
 - (b) all Directors who are entitled to vote on the resolution sign the document or documents or identical copies of it or them.
- (16) A written resolution will be treated as having been passed at a meeting of Board Directors held on the day and at the time that the last Board Director signs.
- (17) A Board Director or other member of a Sub-committee is entitled to be paid out of the funds of the Association:
 - (a) for any out of pocket expenses for travel and accommodation properly incurred:
 - (i) in attending a Board of Management meeting;
 - (ii) in attending a General Meeting; or
 - (iii) otherwise in connection with the Association's business; and
 - (b) for any additional fees as approved by Members from time to time.

21 General Meetings of the Association

- (1) The Board of Management:
 - (a) must determine the date, time and place of the Annual General Meeting;
 - (b) may at any time convene a Special General Meeting of the Members;
 - (c) must, within twenty eight (28) days of:
 - (i) receiving a request in writing to do so signed by not less than 20% of the Members, convene a Special General Meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under Rule 9(5)(a), convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
 - (d) must, after receiving a notice under Rule 14(5)(a), convene a special General Meeting, no later than the next Annual General Meeting, at which

the appeal referred to in the notice will be dealt with. Failing that, the Board Director is entitled to address the Association at that next annual General Meeting in relation to the Board of Management's decision and the Association at that meeting must confirm or set aside the decision of the Board of Management.

- (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 Member(s) making a request referred to in Rule 21(1)(c)(i) must:
 - (a) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (b) sign that request.
- (4) If a Special General Meeting is not convened within the relevant period of twenty eight (28) days referred to:
 - (a) in Rule 21(1)(c)(i) the Member(s) who made the request concerned may themselves convene a Special General Meeting as if they were a Board Director; or
 - (b) in Rule 21(1)(c)(ii) the Member who gave the notice concerned may himself convene a Special General Meeting as if he or she were a Board Director.
- (5) A Special General Meeting convened by members under subrule (4):
 - (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.
- (6) When a Special General Meeting is convened under Rule 21(4)(a) or 21(4)(b), the Association must reimburse the reasonable expenses of convening and holding the Special General Meeting.
- (7) Subject to Rule 21(9), the Secretary must give to all Members not less than fourteen (14) days notice of a Special General Meeting and that notice must specify:
 - (a) when and where the Special General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the Special General Meeting concerned and of the order in which that business is to be transacted.
- (8) Subject to Rule 21(9), the Secretary must give to all Members not less than twenty one (21) days' notice of an Annual General Meeting.
- (9) A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all

Members not less than twenty one (21) days' notice of the meeting at which a special resolution is to be proposed. The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (10) The Secretary must give a notice under this Rule 21 by:
 - (a) serving it on a Member personally; or
 - (b) sending it by post to a Member at the address of the Member appearing in the register of members kept and maintained under Rule 6(1).
- (11) When a notice is sent by post under Rule 21(10)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- (12) 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 Board Directors;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the Subscription Fees and other amounts (if any) to be paid by Members.
- (13) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

22 Quorum in Proceedings at General Meetings of the Association

- (1) At a General Meeting, not less than one half of the Members entitled to vote will constitute a quorum. Such Members may be present in person or by proxy. No business is to be conducted at a General Meeting unless a quorum is present.
- (2) If a quorum is not present within thirty (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) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If within thirty (30) minutes of the time appointed by Rule 22(2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (5) Subject to sub-rule (6), there must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary must give notice under Rule 22 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting and such General Meeting will be treated in all respects as a fresh General Meeting to consider any unfinished business from the adjourned meeting, or any new business, as contained in the notice.
- (7) At a General Meeting:
 - (a) Subject to Rule 22(9), an Ordinary Resolution put to the vote must be decided by a majority of votes cast on a show of hands of those present and by proxy; and
 - (b) a Special Resolution put to the vote must be decided by seventy five (75) percent or greater of all Members listed on the Register of Members by way of voting in person, by proxy or by postal vote.
- (8) Upon a declaration by the Chairperson at a General Meeting that a resolution has been passed as an Ordinary Resolution there must be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 22(9).
- (9) At a General Meeting, a poll may be demanded by the Chairperson or by three (3) or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

- (10) If a poll is demanded and taken under Rule 22(9) in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared and if the resolution is a Special Resolution, the declaration by the Chairperson must identify the resolution as a Special Resolution.
- (11) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately on that demand being made.
- (12) 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.
- (13) A declaration made under this Rule 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.

23 Minutes of Meetings of the Association

- (1) The Secretary must cause proper minutes of all proceedings of all General Meetings and Board of Management Meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting or Board of Management Meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a General Meeting or Board of Management Meeting under Rule 23(1) are checked and later signed as correct by the Chairperson of the General Meeting or Board of Management Meeting to which those minutes relate at the next succeeding General Meeting or Board of Management Meeting, as the case requires, where the attendees confirm their accuracy.
- (3) When minutes have been entered and signed as correct under Rule 23(2), they must, until the contrary is proved, be evidence that:
 - (a) the General Meeting or Board of Management Meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place there at; and
 - (c) all appointments or elections purporting to have been made at the meeting had been validly made.

24 Voting Rights of Members of the Association

- (1) On any question arising at a General Meeting —
 - (a) each Financial Member Representative has one vote; and
 - (b) Member Representatives may vote personally or by proxy.
- (2) Except in the case of a Special Resolution, a motion is carried if a majority of the Member Representatives present at a General Meeting vote in favour of the motion.

- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous General Meeting, only Member Representatives who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a General Meeting as a Member Representative, the Member appointing such Member Representative:
 - (a) must have been a Member at the time notice of the meeting was given; and
 - (b) must have paid any fee or other money payable to the Association by the Member.
- (6) 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.
- (7) Subrule (6) does not limit the matters in relation to which a Special Resolution may be proposed.

25 Proxies of Members of the Association

- (1) A Member Representative may appoint an individual, duly associated with the Member appointing the Member Representative, as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (2) A person appointed as a Member Representative under Rule 25(2) to represent a Member must be deemed for all purposes to be a Member until that appointment is revoked by the Member or in the case of an appointment of a proxy in respect of a particular General Meeting.
- (3) The allocation of a proxy must be approved in writing in the form set out by the Board of Management from time to time. Subject to Rule 25(2), the proxy form must be signed by the Member Representative, or in their absence, a senior manager of that Member organisation.
- (4) The Member Representative 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 Representative in any matter as the proxy sees fit.
- (6) Notice of a General Meeting given to a Member must:
 - (a) state that the Member may appoint an individual who is a Member as a proxy for the meeting; and

- (b) include a copy of any form that the Board of Management has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the General Meeting.

26 Written resolutions and use of technology

- (1) The presence of a Member Representative at a General Meeting need not be by attendance in person but may be by that Member Representative and each other Member Representative at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member Representative who participates in a General Meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member Representative votes at the meeting, the member is taken to have voted in person.
- (3) The Association may pass a resolution without a General Meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs.
- (4) For the purposes of Rule 26(3), separate copies of a document may be used for signing by Members if the wording is identical in each copy.
- (5) Any document referred to in this Rule 26 may be in the form of a facsimile transmission.
- (6) Any written resolution passed in accordance with this Rule 26 satisfies any requirement in the Constitution or in the Act (to the extent permitted by the Act) that the resolution be passed at a General Meeting.

27 Sub-Committees and Reference Groups

- (1) Sub-committees may from time to time be established by the Board of Management to assist with the Board of Management's function in an advisory role.
- (2) Reference Groups may from time to time be established to advise on the implementation of Natural Resource Management programs and strategies, priorities, research, investment plans or alignment of initiatives as determined by the Board of Management.
- (3) Sub-committees and Reference Groups must have:
 - (a) an elected chairperson to preside over the business of the sub-committee or reference group;

- (b) a documented terms of reference that includes its objectives, membership and operational guidelines; and
 - (c) adequate resources to support its operation.
- (4) A Sub-committee may consist of the number of people, whether or not Members or Board Directors, that the Board of Management considers appropriate.
- (5) The Board of Management may not delegate to any Sub-committee:
- (a) the exercise of any power to delegate; or
 - (b) any duty imposed on the Board of Management by the Act or another written law.

28 Constitution (Rules of Association)

- (1) If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (2) Within one (1) month of the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with evidence given by the Board of Management certifying that the resolution was duly passed as a Special Resolution and that the Constitution, as so altered, conforms to the requirements of the Act.
- (3) These Rules bind every Board Director, Member and the Association to the same extent as if every such person and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

29 Common Seal of Association

- (1) The Association must have a common seal on which its corporate name must appear in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board of Management and every use of that common seal must be recorded in the minute book referred to in Rule 23(1).
- (3) Subject to Rule 29(2), the affixing of the common seal of the Association must be witnessed by any at least two (2) Board Directors.
- (4) The common seal of the Association must be kept in the control of the Secretary or of such other person as the Board of Management from time to time decides, and the Secretary must make a written record of each use of the common seal.

- (5) The Association may execute a document without using a common seal if the document is signed by 2 Board Directors or one Board Director and one person authorised by the Board of Management.

30 Books and Records of the Association

- (1) Subject to Rule 30(2), the Books and records (which, for the avoidance of doubt, must comply with section 58 of the Act) 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) Rules 30(1) and 30(2) have effect except as otherwise decided by the Board of Management.
- (4) The Books of the Association must be retained for at least 7 years.
- (5) A Member may at any reasonable time inspect without charge the Books, documents, records and securities of the Association in accordance with the Act, except any confidential records or information protected under other governing legislation.
- (6) A Board Director must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or a Board of Management Meeting unless the Board Director has been authorised to do so at a Board of Management Meeting and the authority given to that Board Director was recorded in the minutes of the Board of Management Meeting at which it was given.

31 Disputes and Mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between (thereafter "parties"):
 - (a) a Member and another Member (or former Member where that entity has ceased to be a Member within 6 months before the dispute has come to the attention of each party to the dispute); or
 - (b) a Member and a Board Director; or
 - (c) a Board Director and a Board Director or officer of the Association; or
 - (d) a Member and the Association or an officer of the Association; or
 - (e) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if attempt to resolve the dispute between themselves within fourteen (14) days after the dispute comes to the attention of each of the parties.
- (3) If the parties to a dispute are unable to resolve the dispute at the meeting between themselves, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of Management of the Association;
 - (ii) in the case of a dispute between a Member or relevant non-member (as defined by Rule 31(1)(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A Board Director or Member Representative of a Financial Member of the Association can be a mediator.
- (6) The mediator cannot be a Board Director or Member Representative if that person is, or is an officer of an entity that is, a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

32 Financial Matters

- (1) 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 of Management.
- (2) 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.
- (3) Subject to any restrictions imposed at a General Meeting, the Board of Management may approve expenditure on behalf of the Association.
- (4) The Board of Management may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board of Management for each item on which the funds are expended.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 Board Directors; or
 - (b) one Board Director and a person authorised by the Board of Management.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- (7) For each financial year, the Board of Management 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.
- (8) 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

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.

33 Distribution of Surplus Property on Winding up of the Association

- (1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, but must be given or transferred as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.
- (2) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation must be advised of the date of dissolution within thirty (30) days of the dissolution.

34 Notices to Members

- (1) 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.