

# ***Rules***

## **ASSOCIATIONS INCORPORATION REFORM ACT 2012 - SCHEDULE 1**

### **1 Name**

The name of the incorporated association is Appita Inc. which is the technical association of the Australian and New Zealand pulp, paper and bioproducts industry (in these Rules called "the Association").

### **2 Statement of Purpose**

The purposes for which Appita is established are:

- 2 (1) To advance and promote innovation and manufacturing best practice across the pulp, paper and bioproducts industry.
- 2 (2) To lead the development and transfer of technical information and best practice fundamentals to the industry.
- 2 (3) To develop and support programs to encourage the growth of a diverse, well-prepared pool of industry professionals.
- 2 (4) To build strong relationships with industry stakeholders across the value chain.
- 2 (5) To facilitate the interchange of information across the industry value chain through effective networking.
- 2 (6) To facilitate the sustainable development and value creation of the industry

### **3 Interpretation**

- 3 (1) In these Rules, unless the contrary intention appears: "Executive Committee" means the Committee of Management of the Association. "Financial Year" means the year ending on 31 December. "General Meeting" means a general meeting of members convened in accordance with rule 11. "Member" means a member of the Association. "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under rule 21 & 22. "The Act" means the Associations Incorporation Act 2012. "The Regulations" means regulations under the Act.
- 3 (2) In these Rules, a reference to the Secretary of the Association is a reference where a person holds office under these Rules as Secretary of the Association.
- 3 (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

## **4 Powers of the Association**

- 4 (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4 (2) Without limiting subrule (1), the Association may—
- (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- 4 (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **5 Not for profit organisation**

- 5 (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 5 (2) Subrule (1) does not prevent the Association from paying a member —
- (a) reimbursement for expenses properly incurred by the member; or
  - (b) or goods or services provided by the member — if this is done in good faith on terms no more favourable than if the member was not a member.

## **6 Membership**

- 6 (1) The membership of the Association shall consist of the following grades:
- (a) Individual
    - Professional Members
    - Affiliate Members
    - Student Members
    - Honorary Members
    - Retired Members
    - Honorary Life Members
    - Fellows
  - (b) Corporate
    - Company Members
    - Sustaining Members
    - Honorary Company Members
    - Honorary Association Members
- 6 (2) Any person who supports the purposes of the Association is eligible for membership
- 6 (3) A Student Member shall be a non-salaried student enrolled at a recognised post-secondary or tertiary institution and who supports the purposes of the Association.
- 6 (4) An Honorary Member shall be a person elected by the Executive Committee for such periods and under such terms and conditions as it sees fit.

- 6 (5) A Retired Member shall have been an individual member of Appita in good standing for ten years who, on retirement from active duty, wishes to remain a member of Appita and makes application to do so year by year. On approval of the Executive Committee, having made such inquiries as it deems fit, the member shall be entitled to Retired Membership at an annual fee determined by the Executive Committee.
- 6 (6) An Honorary Life Member shall be a person who has given outstanding service to the Association and who is so elected on the unanimous resolution of the Executive Committee.
- 6 (7) An Appita Fellow shall be an Individual Member or a nominated representative of a Company or a Sustaining Member, who has made a substantial contribution to the industry and/or to Appita, by their service in a position of responsibility or by their experience, and who is so elected by resolution of the Executive Committee.
- 6 (8) A Company Member shall be a firm or corporation actively engaged in the manufacture of pulp, paper, and/or bioproducts and supports the purposes of the Association. The Company Member shall nominate in writing the name of its representative(s) who is entitled to vote at meetings of the Association.
- 6 (9) A Sustaining Member shall be an institution, trade or professional association, library, company, or similar organisation in the pulp, paper, and/or bioproducts industries or a related industry or service, which supports the purposes of the Association.
- 6 (10) An Honorary Company Member shall be a research organisation active in the field of pulp, paper, and/or bioproducts and which is elected on the unanimous approval of the Executive Committee.
- 6 (11) An Honorary Association Member shall be an association active in the pulp, paper, and/or bioproducts industries in a specific country or region and which supports the purposes of Appita and which is elected on the unanimous approval of the Executive Committee for such periods and under such conditions as it sees fit.
- 6 (12) Applications for membership shall be in writing on a form approved by the Executive Committee.
- 6 (13) The Executive Committee shall be empowered to define the meaning of the terms as they appear in sub-clauses (3) to (10); it also shall be empowered to use such means of ascertaining qualifications of prospective members as it deems desirable.
- 6 (14) The Executive Committee shall be empowered to transfer members from one grade to another, as set out in Rule 6 (1), according to the member's circumstances.
- 6 (15) The Executive Committee shall be empowered to admit other properly constituted bodies to Corporate membership on such conditions as to fees etc., as it may see fit.
- 6 (16) The Executive Committee shall have power to admit as members, persons whose training or achievements are considered to be of sufficient standard.

## **7 Privileges of Members**

- 7 (1) Professional Members, Student Members, Honorary Life Members and the nominated representatives of Company Members, Honorary Company Members and Sustaining Members shall have the right to vote and to hold office. (Members entitled to vote are hereinafter referred to as "Voting Members").

- 7 (2) All other grades of membership not covered by sub-clause 7(1) are entitled to all privileges except voting at Special or Annual General Meetings or standing for election to the Executive Committee.

## **8 Annual Subscriptions**

The annual subscriptions of members and entrance fees shall be fixed from time to time by the Executive Committee.

## **9 Register of Members**

9 (1) The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.

9 (2) The provision of a copy of the register of members to a member of the association is subject to sections 59 and 59A of the Associations Incorporation Reform Act 2012. The maintenance may be delegated by the secretary to an administrative support person. The secretary shall be accountable to ensure it is true and correct.

## **10 Resignation or Expulsion of a Member**

10 (1) A member of the Association who has paid all moneys due and payable by him/her to the Association may resign from the Association by first giving notice in writing to the Secretary of his/her intention to resign and, upon the expiration of the period of notice, the member shall cease to be a member.

10 (2) Subject to these Rules, the Executive Committee may by resolution:

- (a) expel a member from the Association; or
- (b) suspend a member from membership of the Association for a specified period.

10 (3) A resolution of the Executive Committee under sub-clause (2):

- (a) does not take effect unless the Executive Committee, at a meeting held not earlier than 14 and not later than 42 days after the service on the member of a notice under subclause.(4), confirms the resolution in accordance with sub-clause (4); and
- (b) where the member exercises a right of appeal to the Association under sub-clause (4), does not take effect unless the Association confirms the resolution in accordance with sub-clause (8).

10 (4) Where the Executive Committee passes a resolution under sub-clause (2), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) setting out the resolution of the Executive Committee and the grounds on which it is based;
- (b) stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 and not later than 42 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that he may do one or more of the following:
  - i. attend that meeting;
  - ii. give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution;

- iii. not later than 24 hours before the scheduled time for the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.

10 (5) At a meeting of the Executive committee held in accordance with sub-clause (2), the Executive Committee:

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

10 (6) Where the Secretary receives a notice under sub-clause 10(4) (d) (iii) they shall notify the Executive Committee and the Executive Committee shall convene a General Meeting of the Association to be held within 56 days after the date on which the Secretary received the notice.

10 (7) At a General Meeting of the Association convened under sub-clause (6):

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Executive Committee shall place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

10 (8) If at the General Meeting:

- (a) at least two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

## 11 Disputes and mediation

11 (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a member and another member: or
- (b) a member and the association.

11(2) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

11 (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

11 (4) The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

11 (5) A member of the Association can be a mediator.

- 11 (6) The mediator cannot be a member who is a party to the dispute.
- 11 (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11 (8) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (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.
- 11 (9) the mediator must not determine the dispute.
- 11(10) 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.

## **12 Annual General Meeting**

- 12 (1) The Association shall in each calendar year convene an Annual General Meeting of its members. Not more than 15 months shall elapse between Annual General Meetings.
- 12 (2) The Annual General Meeting shall be held on such day as the Executive Committee determines.
- 12 (3) The Annual General Meeting shall be specified as such in the Notice convening it.
- 12 (4) The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting;
  - (b) to receive from the Executive Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect the officers of the Association, the ordinary members of the Executive Committee, and the Auditor; and
  - (d) to receive and consider the statement submitted by the Association in accordance with the requirements of the Act.
- 12 (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 12 (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

## **13 Special General Meeting**

- 13 (1) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 13 (2) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 13 (3) The Executive Committee shall, on requisition in writing of members representing not less than five per cent of the total number of voting members, convene a Special General Meeting of the Association.

- 13 (4) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- 13(5) If the Executive Committee does not cause a Special General Meeting to be held within 56 days after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 13(6) A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **14 Notice of Meeting**

- 14 (1) The Secretary of the Association shall, at least 42 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association at the address recorded in the register of members, a Notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 14 (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 14 (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice, excluding a General Meeting called under Clause 10 (6).

## **15 Use of Technology**

- 15 (1) "A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other."
- 15 (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **16 Proceedings of Meetings**

- 16 (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- 16 (2) The President or, in their absence the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- 16 (3) If the President and the Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chair at the meeting.

## **17 Quorum at General Meeting**

- 17 (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 17 (2) Twenty members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

## **18 Adjournment of General Meeting**

- 18 (1) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.
- 18 (2) 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 18 (3) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting, except that 7 days' notice of the meeting may be given.
- 18 (4) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **19 Voting at General Meeting**

- 19 (1) A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson 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 Minutes of the Association is evidence of the fact, without proof or the number or proportion of the votes recorded in favour of, or against, that resolution.
- 19 (2) Upon any question arising at a General Meeting of the Association, a member has one vote only.
- 19 (3) All votes shall be given personally or by proxy.
- 19 (4) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.



- 19 (5) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
- 19 (6) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 19 (7) A member is not entitled to vote at any General Meeting unless eighty five per cent of moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **20 Proxies**

- 20 (1) Each member shall be entitled to appoint another member as a proxy by notice given to the Secretary no later than 7 days before the time of the meeting in respect of which the proxy is appointed.
- 20 (2) The notice appointing the proxy shall be in the form set out in Appendix 1.

## **21 Executive Committee**

- 21 (1) The affairs of the Association shall be directed by an Executive Committee consisting of the President of the Association, the Vice-President, and six other members, all of whom shall be elected by the voting members of the Association together with members appointed as set out in sub-clauses (3) and (5).
- 21(2) An election shall be held annually to appoint three members to hold office for two years and to fill any casual vacancy. The members who receive the highest, second highest and third highest number of votes shall be elected for two years. Casual vacancies shall be filled for one year only in order by the members who receive the next highest numbers of votes. The President and Vice-President shall be elected for one year but shall be eligible to seek re-election for a further period of one year only.
- 21(3) The Immediate Past President shall be a member of the Executive Committee on that account for only the first year following the completion of the Presidency term, but thereafter they will be eligible for nomination and election as an ordinary member of the Executive Committee.
- 21(4) In the event that the President is elected for a second year the position of Immediate Past President shall lapse and the resultant vacancy shall be treated as a casual vacancy for that year.
- 21 (5) The members of the Executive Committee shall hold office until their successors have been elected and installed.
- 21 (6) The Executive Committee shall have the power to co-opt:
- (a) members to fill vacancies occurring before the Annual General Meeting; and
  - (b) up to three additional members for such periods as it deems fit.

All co-opted members shall retire at the declaration of the poll for members of the Executive Committee.

21 (7) For the purpose of these Rules the office of an ordinary member of the Executive Committee becomes vacant if the member:

- (a) ceases to be a member of the Association; or
- (b) becomes insolvent, mentally incapacitated within the meaning of the Companies (Vic) code; or
- (c) resigns their office by notice in writing to the Secretary.

21 (8) The Executive Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

## **22 Secretary and Executive Director**

22 (1) The Secretary and Executive Director shall be appointed by the Executive Committee. Both positions may be held by the one person at the discretion of the Executive Committee.

22 (2) The Executive Committee shall have the right to appoint persons to the offices of Secretary and/or Executive Director whether they are or are not members of the Association.

22 (3) Unless the Secretary and the Executive Director are also elected members of the Executive Committee they shall not vote at meetings thereof.

22 (4) The Executive Committee may authorise the employment of such other staff as may be required to render to all members services consistent with the purposes of the Association.

## **23 Alteration of Bylaws**

23 (1) The Executive Committee is empowered to adopt bylaws for the proper governing of the affairs of the Association provided that they do not conflict with the Statement of Purposes, the Rules or the Act.

23 (2) Notice of proposed changes in the bylaws shall be given to each member of the Executive Committee in the call for the meeting at which such changes are to be voted upon.

23 (3) The Executive Committee is empowered to establish committees to support the purposes of the Association.

## **24 Sections**

24 (1) In order to more effectively achieve the purposes of the Association, Sections may be established wherever there are enough interested members to form an adequate local organisation and subject to the agreement of the Executive Committee in accordance with sub-clause 2 hereof.

- 24 (2) The formation of such Sections may be authorised by the Executive Committee upon the written petition of three or more active members of the Association residing in the territory to be embraced by the proposed Section.
- 24 (3) Each Section shall elect its own officers, who shall be individual members of the Association or nominees of Corporate Members. The Section shall provide such Rules for its government that are not inconsistent with the Rules and Bylaws of the Association and are approved by the Executive Committee.
- 24 (4) Each Section may receive annually, for local use, such funds as may be authorised by the Executive Committee.
- 24 (5) The Executive Committee may at any time, for reasons that it considers proper, rescind the authorisation of any Section and thus terminate its existence.

## **25 Nominations and Elections of Officers and Executive Committee**

- 25 (1) At least 56 days before the date set for the election of the President, Vice-President and elected members of the Executive Committee, which election date shall be at least two weeks before the day of the Annual General Meeting, the Secretary shall notify all voting members by circular letter of the calling for nominations and of the day set for the election.
- 25 (2) Nominations for President, Vice-President and elected members of the Executive Committee shall be made in writing to the Secretary by a proposer and seconder and such nomination paper shall also be signed by the nominee.
- 25 (3) Nominations must be in the hands of the Secretary 35 days before the date set for the election.
- 25 (4) The election may be by secret ballot.
- 25 (5) An official ballot paper shall be issued to the voting members not later than three weeks before the date of the election which ballot paper shall be accompanied by a list of the nominations made according to the provisions of this article.
- 25 (6) A Returning Officer shall count the votes and notify the Secretary of the result.
- 25 (7) A simple majority of votes cast shall determine the election. In the event of a tie, the election shall be decided by vote of the Executive Committee.

## **26 Proceedings of Executive Committee**

- 26 (1) The Executive Committee shall meet at least three times in each year at such place and such time as the Committee may determine.
- 26 (2) A member of the committee who has a material personal interest in a matter being considered at a committee meeting must, as soon as the member becomes aware of their interest in the matter, disclose the nature and extent of that interest to the committee.
- 26 (3) Special meetings of the Executive Committee may be convened by the President or by any five of the members of the Committee.

- 26 (4) Notice shall be given to members of the Executive Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 26 (5) Any five members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 25 (6) No business shall be transacted unless a quorum is present and, if within an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned unless the meeting was a special meeting, in which case it shall lapse.
- 26 (7) At meetings of the Executive Committee:
- (a) the President, or in their absence the Vice-President, shall preside; or
  - (b) if the President and Vice-President are absent such one of the remaining members of the Executive Committee as may be chosen by the members shall preside.
- 26 (8) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 26 (9) Each committee or sub-committee member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 26(10) Written notice of each Executive Committee meeting shall be served on each member of the Executive Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post or by electronic means addressed to the member at their address shown in the Register of Members at least two business days before the date of the meeting.
- 26(11) Subject to sub-clause (4) the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

## **27 Secretary**

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Executive Committee meeting in books or documents provided for that purpose, together with a record of the names of persons present at Executive Committee Meetings.

## **28 Executive Director**

28 (1) The Executive Director of the Association:

- (a) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and
- (b) shall keep correct accounts and documents showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

28 (2) The accounts and documents referred to in sub-clause (1) shall be available for inspection by members.

## **29 Removal of Member of Executive Committee**

29 (1) The Association in General Meeting may, by resolution, remove any member of the Executive Committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

29 (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association the secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## **30 Managements of Funds**

30 (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines. Each Section established under sub-clause 24 (1) shall administer the funds and assets of the Section in accordance with the Section's Rules.

30 (2) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

30 (3) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

30 (4) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

30 (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

## **31 Financial Records**

31 (1) The Association must keep financial records that —  
(a) correctly record and explain its transactions, financial position and performance;  
and  
(b) enable financial statements to be prepared as required by the Act.

31 (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

31 (3) The Treasurer must keep in his or her custody, or under his or her control —  
(a) the financial records for the current financial year; and  
(b) any other financial records as authorised by the Committee.

## **32 Financial Statements**

- 32 (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 32 (2) Without limiting subrule (1), those requirements include —
- (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **33 Seal**

- 33 (1) The Common Seal of the Association shall be kept in the custody of the Executive Director.
- 33 (2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Executive Committee or of one member of the Executive Committee and of the Secretary of the Association.

## **34 Alteration of Rules and Statement of Purposes**

- 34 (1) These Rules and the Statement of Purposes of the Association shall not be altered except by special resolution as defined in the Act and passed by at least three-fourths of voting members voting in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution was given in accordance with these Rules and the requirements of the Act, except that no change shall be made to Rule 34.

## **35 Notices**

- 35 (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or by electronic means to the member at their address shown in the Register of Members.
- 35 (2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post. Where the document is sent electronically to the address in the Register of Members, it is deemed to have been given to the person at the time sent.

## **36 Dissolution and Not for Profit Organisation**

- 36 (1) If at any duly constituted Meeting of the Association a special resolution for the dissolution of the Association shall be passed, the Executive Committee shall forthwith proceed to realise the property of the Association and after the discharge of all liabilities shall pay the proceeds of such realisation to such other society or association as shall in the opinion of the Executive Committee have objectives that support the purposes of the Association.

36 (2) No member of the Association shall be entitled to receive any money or other profit or gain from the proceeds of such realisation.

### **37 Custody of and Inspection of Records**

All books, documents and securities of the Association, except as otherwise provided in these Rules, shall be kept in the custody or under the control of the Executive Director.

37 (1) Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

37 (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

37 (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

37 (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

37 (5) For purposes of this rule— relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.