

# **Rules of Association**

Champion Lakes Residents Association Inc.

**Guidance Note – Information provided to the Commissioner under section 29(5) of the Associations Incorporation Act.**

This information is part of the rules of your association and must be attached to the copy of the rules provided to members.

The information provided to the Commissioner should be inserted here:

A. The name of the Association is:

Champion Lakes Residents Association Inc

B. The objects (purposes) of the Association are:

- a. Build a vibrant, inclusive and sustainable community
- b. Promote health & wellbeing in the community
- c. Organise Events
- d. Improve the Flora and Fauna
- e. Promote youth activities and training events
- f. Multicultural community engagement
- g. Engage with stakeholders to maintain and improve services
- h. Improve security at Champion Lakes with support from Neighbourhood Watch
- i. Identify and develop hospitality, music and entertainment resources
- j. Fund and Friend-raise and become a financially sustainable organisation

C. Any 8 members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

D. Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.

E. The association’s financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

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## Champion Lakes Residents Association Inc.

### Rules of Association

#### 1. Name

The name of the Association is Champion Lakes Residents Association Inc.

#### 2. Definitions and interpretation

##### 2.1 Definitions

**Act** means the *Associations Incorporation Act 2015 (WA)*.

**Annual General Meeting** means a meeting convened under rule 15.1(a).

**Appealing Member** has the meaning given to that term in rule 8.2(a).

**Association** means the association referred to in rule 1 being Champion Lakes Residents Association Inc.

**Auditor** means the auditor, if any, of the Association appointed by the Committee or under relevant regulations or legislation.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in the city of Perth, Western Australia.

**Financial Year** means each consecutive 12-month period commencing on 1 July and expiring on 30 June in the following calendar year.

**Committee** means the management committee of the Association established under rule 10.

**Committee Member** means a member of the Committee.

**Committee Meeting** means a meeting of the Committee.

**Consensus** means general agreement among the meeting present as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed upon. For the avoidance of doubt, a decision made by Consensus does not necessarily require that the decision be agreed upon unanimously.

**General Meeting** means a meeting of the Members for the purpose of conducting the business of the Association and includes an Annual General Meeting and a Special General Meeting.

**Local Government** means the local government in respect of the area or Place.

**Member** means a member of the Association under rule 6, and **Membership** has a corresponding meaning.

**Objects** means the objects of the Association as set out in rule 3.1.

**Place** means the suburb of Champion Lakes or areas as defined by the Committee.

**Register of Members** means the register of Members referred to in rule 9.

**Reviewer** means the reviewer, if any, of the Association appointed under by the Committee or under relevant regulations or legislation.

**Rules** means these rules of the Association.

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a resolution of the Association passed at a General Meeting by not less than 75% of the Members entitled to vote, present and voting at the General Meeting, of which written notice has been provided in accordance with rule 15.3.

**Town Team Movement** means Town Team Movement Ltd (ACN 623 191 882).

## 2.2 Interpretation

- (a) A reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either.
- (b) A reference to a person includes a reference to an individual, a body corporate, a trust, a partnership, a joint venture, an unincorporated body or other entity.
- (c) A reference to a Member present at a General Meeting is a reference to a Member present in person or by technology.
- (d) A reference to a Committee Member present at a Committee Meeting is a reference to a Committee Member present in or by technology.
- (e) A reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form.
- (f) The singular includes the plural and vice versa.
- (g) The word *includes* and similar words are not words of limitation and do not restrict the interpretation of a word or phrase in these Rules.
- (h) A reference to a gender includes any gender.
- (i) If the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day.
- (j) If a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event.
- (k) Headings are used for convenience only and do not affect the interpretation of these Rules.
- (l) If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.

### **3. Objects and activities**

#### **3.1 Objects**

The objects of the Association are to:

- (a) Build a vibrant, inclusive and sustainable community
- (b) Promote health & wellbeing in the community
- (c) Organise Events
- (d) Improve the Flora and Fauna
- (e) Promote youth activities and training events
- (f) Multicultural community engagement
- (g) Engage with stakeholders to maintain and improve services
- (h) Improve security at Champion Lakes with support from Neighbourhood Watch
- (i) Identify and develop hospitality, music and entertainment resources
- (j) Fund and Friend-raise and become a financially sustainable organisation

#### **3.2 Activities of the Association**

The Association must operate solely for the purpose of promoting and advancing the Objects. However, the Association is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

#### **3.3 Affiliation with Town Team Movement**

- (a) The Association is affiliated with and takes inspiration from Town Team Movement.
- (b) The Association will use its best endeavours to align with the Town Team Charter, which is prepared and maintained by Town Team Movement.

### **4. Powers of the Association**

The Association has the powers conferred on it by the Act, including the power to:

- (a) acquire, hold, deal with and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest any money of the Association not immediately required upon any terms and conditions that the Committee determines;

- (d) give any security for the discharge of liabilities incurred by the Association that the Committee determines;
- (e) appoint agents to transact any business of the Association on its behalf;
- (f) enter into any contract the Committee considers necessary or desirable;
- (g) appoint, employ and dismiss any staff of the Association as required and on any terms and conditions that the Committee determines; and
- (h) do all other things that the Committee considers necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers.

## **5. Property and income**

### **5.1 Members not to profit**

The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed to any Member directly or indirectly, except in good faith in the promotion of the Objects.

### **5.2 Payment**

Rule 5.1 does not prevent:

- (a) the payment in good faith to any Member, officer, employee or agent of the Association or other person in return for goods or services authorised by the Committee and provided to the Association;
- (b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Association on overdraft accommodation of the same amount on any money lent by a Member to the Association;
- (c) the payment of reasonable and proper rent for premises leased or let by a Member to the Association;
- (d) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Association; or
- (e) the payment of out of pocket expenses incurred by a Committee Member for travel and accommodation in connection with the performance of that Committee Member's functions.

## **6. Membership**

### **6.1 Eligibility**

Membership of the Association is open to any person who supports the objects of the Association.

## **6.2 Applying for Membership**

- (a) A person who wishes to become a Member must apply for Membership to the Committee in writing, in any form that the Committee directs.
- (b) The Committee must consider each application made under rule 6.2(a) and must accept or reject the application.
- (c) The Committee is not required to provide reasons as to why a Membership application was rejected.
- (d) If a person's Membership application is accepted, the Committee or its delegate must enter that person on the Register of Members within 28 days of its decision.
- (e) A person's Membership takes effect when they are entered on the Register of Members.

## **6.3 Membership Fee**

- (a) The committee must determine the membership fee (if any) to be paid for membership of the Association.
- (b) The fees determined under subrule (1) may be different for different classes of membership.
- (c) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the due date) determined by the committee.
- (d) If a member has not paid the annual membership fee within the period of 2 months after the due date, the member ceases to be a member on the expiry of that period.
- (e) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired-
  - i. the committee may, at its discretion, accept that payment; and
  - ii. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **6.4 Member Rights**

Members are entitled to:

- (a) receive notices of, attend and be heard at any General Meeting;
- (b) vote at any General Meeting or Special Meeting of the Association (one vote only on any given resolution); and
- (c) receive a copy of the annual financial report (if any) of the Association.

## **7. Resignation and Cessation of Members**

### **7.1 Cessation of Membership**

- (a) A Member ceases to be a Member, if the Member:
  - (i) dies;
  - (ii) is permanently incapacitated by mental disability;
  - (iii) resigns as a Member by giving written notice of their resignation to the Association; or
  - (iv) is expelled from Membership of the Association under rule 8.
- (b) A person's cessation of Membership takes effect from the date of the cessation event referred to in rule 7.1(a).
- (c) The Committee must remove a person from the Register of Members within 28 days of an event referred to in 7.1(a) occurring.

## **8. Suspension or Expulsion of Members**

The committee may decide to suspend a member's membership or to expel a member from the Association if —

- (a) the member contravenes any of these rules or policies of the organisation; or
- (b) the member acts detrimentally to the interests of the Association; or
- (c) behaves in an inappropriate or unlawful manner.

### **8.1 Decision of the Committee**

- (a) The Committee may suspend or expel a Member from the Association by ordinary resolution at a Committee Meeting.
- (b) The Committee must give a Member who is the subject of a proposed resolution under rule 8 written notice of the proposed suspension or expulsion, specifying:
  - (i) the time, date and place of the Committee Meeting at which the question of the suspension or expulsion will be considered; and
  - (ii) particulars of the Member's conduct which is the subject of the notice, not less than 21 days prior to the date of the relevant Committee Meeting.
- (c) A Member who is the subject of a proposed resolution under rule 8.1(a) may:
  - (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Committee Members;
  - (ii) speak to the motion at the relevant Committee Meeting; and

- (iii) elect to bring a support person, who is not a legal representative, to the relevant Committee Meeting.
- (d) Each Committee Member must receive a copy of the representations referred to in rule 8.1(c)(i), unless those representations are defamatory.
- (e) The Committee must decide whether to suspend, expel or decline to suspend or expel the Member at the Committee Meeting referred to in rule 8.1(a) and must communicate that decision to the relevant Member as soon as possible after the decision is made.
- (f) A Member may be suspended for any period of time that the Committee determines in its absolute discretion.
- (g) Subject to rule 8.2, a decision of the Committee to suspend or expel a Member takes effect 14 days after the day on which the decision is communicated to the Member under rule 8.1(e).

## **8.2 Right of appeal**

- (a) A Member who is suspended or expelled from Membership under rule 8.1(e) (**Appealing Member**) may appeal the decision, by providing written notice to the Association within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under rule 8.1(e).
- (b) Upon receiving a notice under rule 8.2(a), the Committee must give written notice to the Appealing Member, specifying the time, date and place of a General Meeting at which the question of the Appealing Member's suspension or expulsion will be considered by the Members, which must not be more than 90 days after receiving the notice.
- (c) The Appealing Member may:
  - (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;
  - (ii) speak to the motion at the relevant General Meeting; and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.
- (d) Each Committee Member must receive a copy of the representations referred to in rule 8.2(c)(i), unless those representations are defamatory.
- (e) The Members must at the relevant General Meeting confirm or set aside the decision of the Committee to suspend or expel the Appealing Member.
- (f) If the Members set aside the decision of the Committee to expel the Appealing Member, the Members may determine that the Appealing Member be suspended in the alternative, and must determine the period of the suspension.

- (g) An Appealing Member's suspension or expulsion does not take effect unless and until the decision of the Committee to suspend or expel the Appealing Member is confirmed or varied, as the case may be, under rule 8.2(e) or 8.2(f).

### **8.3 Consequences of suspension**

- (a) During the period of suspension, the Member loses any rights (including voting rights) arising as a result of Membership.
- (b) When a person's Membership is suspended, the Committee must record in the Register of Members:
  - (i) that the person's Membership is suspended;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Committee must record in the Register of Members that the person's Membership is no longer suspended.

## **9. Register of Members**

### **9.1 Maintaining a Register of Members**

- (a) The Committee or its delegate must maintain a Register of Members in accordance with the Act.
- (b) The Register of Members must include each Member's name and:
  - (i) residential address;
  - (ii) postal address; or
  - (iii) email address.
- (c) The Register of Members must be kept at a location determined by the Committee.

### **9.2 Inspection of the Register of Members**

- (a) A Member may request to inspect the Register of Members.
- (b) The Association must make the Register of Members available for inspection upon the request of a Member.
- (c) Subject to rules 9.3 and 9.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

### **9.3 Copy of the Register of Members**

- (a) A Member may make a request in writing to the Committee for a copy or extract of the Register of Members.

- (b) The Committee may require a Member who requests to be provided with or to make a copy of or extract from the Register of Members to provide a statutory declaration setting out the purpose of the request, and declaring that the purpose is directly connected with the affairs of the Association.

#### **9.4 When using the information in the Register of Members is prohibited**

A Member must not use or disclose the information on the Register of Members:

- (a) to gain access to information that a Member has deliberately denied them;
- (b) to contact or send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
- (c) for any other purpose, unless the purpose:
  - (i) is directly connected with the affairs of the Association; or
  - (ii) is related to the administration of the Act.

### **10. Committee**

#### **10.1 Management of the Association**

- (a) The Committee is vested with the management of the Association's affairs and the control of the funds and other property of the Association.
- (b) The Committee may exercise all of the powers of the Association except those which must, under these Rules or the Act, be exercised by the Members at a General Meeting.
- (c) If, at any time, the Membership of the Association is less than 6 full voting Members, the Committee may act only for the purpose of increasing the number of Members to a number sufficient to meet the minimum requirements of the Act.
- (d) The Committee must comply with any Committee policies, governance rules and codes of conduct as developed by the Committee.

#### **10.2 Composition**

The Committee must consist of a minimum of 4 and a maximum of 12 people, having the appropriate experience and skills to assist the Association.

#### **10.3 Eligibility**

- (a) A person is only eligible for appointment as a Committee Member if that person:
  - (i) is at least 18 years of age;
  - (ii) is a Member;

- (iii) is eligible to serve as a Committee Member under the requirements of the Act; and
- (iv) meets any additional eligibility criteria, qualification or experience requirements determined by the Committee (if any).

**10.4 Election of Committee Members**

- (a) Subject to rule 10.3, the Members may elect Committee Members at an Annual General Meeting.
- (b) Subject to rule 10.4(c), the Committee may determine the rules which govern the election of Committee Members.
- (c) Candidates must nominate for appointment in writing at least 14 days prior to the date of the Annual General Meeting.
- (d) At the Annual General Meeting, if the number of persons nominated for election to the Committee does not exceed the number of vacant positions, the chairperson:
  - (i) must declare those persons to be duly elected as a Committee Member; and
  - (ii) may call for nominations from the eligible Members at the General Meeting to fill any vacant positions remaining unfilled after the elections under rule 10.4(d)(i) (if any).
- (e) If the number of persons nominated for election to the Committee exceeds the number of vacancies to be filled, the Members must vote in accordance with procedures that have been determined by the Committee to decide the persons who are to be elected to the Committee.
- (f) Following an election under rule 10.4(e), the chairperson must declare those successful persons to be duly elected as Committee Members.

### 10.5 Sub-Committees and Subsidiary Offices

- a) To help the committee in the conduct of the Association’s business, the committee may, in writing, do either or both of the following —
  - i. appoint one or more sub-committees;
  - ii. create one or more subsidiary offices and appoint people to those offices.
- b) A sub-committee may consist of the number of people, whether or not members, that the committee considers appropriate.
- c) A person may be appointed to a subsidiary office whether or not the person is a member.
- d) Subject to any directions given by the committee:
  - i. a sub-committee may meet and conduct business as it considers appropriate  
and
  - ii. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 10.6 Delegations to Sub-Committees and Holders of Subsidiary Offices

- a) In this rule —  
  
**non-delegable duty** means a duty imposed on the committee by the Act or another written law.
- b) The committee may, in writing, delegate to a sub-committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
  - i. the power to delegate; and
  - ii. a non-delegable duty.
- c) A power or duty, the exercise or performance of which has been delegated to a sub-committee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub-committee or holder in accordance with the terms of the delegation.
- d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- e) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- f) Any act or thing done by a sub-committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.

g) The committee may, in writing, amend or revoke the delegation.

#### **10.7 Term of office**

Subject to rules 11.3 and 12.1 a Committee Member holds office until the conclusion of the first Annual General Meeting following their election.

#### **10.8 Remuneration**

Committee Members are not entitled to remuneration for their role as a Committee Member.

### **11. Committee vacancies**

#### **11.1 Vacation of position**

The position of any Committee Member will be vacated if the holder of that position:

- (a) resigns by notice in writing to the Association;
- (b) is incapacitated by physical ill health or certified as unfit;
- (c) is no longer eligible to be a Committee Member under rule 10.3;
- (d) is removed under rule 12; or
- (e) is absent for more than three Committee Meetings in the same Financial Year, of which he or she has received notice, without a reason which is accepted by the Committee.

#### **11.2 Committee may act despite vacancy**

The Committee may act despite a vacancy occurring in any position on the Committee.

#### **11.3 Filling of vacant positions**

The Committee may appoint any person who is eligible under rule 10.3 to fill a position on the Committee that has become vacant under rule 11.1 or that remains vacant following an Annual General Meeting and that person holds office until the next Annual General Meeting following their appointment.

#### **11.4 Returning the books of the Association**

Within 14 days of ceasing to be a Committee Member, the outgoing Committee Member must transfer all relevant documents, records and assets of the Association in their possession, custody or control (if any) to the Committee Member nominated and authorised by the Committee.

### **12. Removal of Committee Members**

#### **12.1 Removal by Members**

- (a) At a General Meeting, the Members may by ordinary resolution:

- (i) remove a Committee Member from office, provided that written notice of the proposed removal has been given to the relevant Committee Member; and
  - (ii) elect a person who is eligible under rule 10.3 to fill the vacant position.
- (b) A person elected as a Committee Member under rule 12.1(a)(ii) holds office for the remainder of the term which the Committee Member they replaced would have served.

## **12.2 Procedure**

- (a) A Committee Member who is the subject of a proposed resolution under rule 12.1 may:
- (i) make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;
  - (ii) speak to the motion at the relevant General Meeting; and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.
- (b) Each Committee Member must receive a copy of the representations referred to in rule 12.2(a)(i), unless those representations are defamatory.

## **13. Duties of Committee**

### **13.1 Eldership Model**

- (a) The Committee adopts an eldership model of governance, which provides for the joint responsibility amongst Committee Members.
- (b) The Committee Members will appoint a Committee Member as the spokesperson of the Association, who has delegated responsibility to speak on behalf of the Association to the Members and the public.
- (c) The Committee Members are jointly responsible for the secretariat and financial duties listed below.

### **13.2 Secretariat**

The secretariat duties include:

- (a) co-ordinating the correspondence of the Association;
- (b) preparing the notices required for General Meetings and Committee Meetings and for the business to be conducted at General Meetings and Committee Meetings;
- (c) 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 the Act and these Rules;

- (d) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under the Act;
- (e) maintaining on behalf of the Association a record of the names and address of persons who are Committee Members;
- (f) 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; and
- (g) maintaining full and accurate minutes of Committee Meetings and General Meetings.

### **13.3 Financial**

The financial duties include:

- (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 Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Committee 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) coordinating the preparation of the Association's financial statements before their submission to the Annual General Meeting; and
- (g) 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.

## **14. Committee Meetings**

### **14.1 Meetings**

- (a) The Committee will meet together to conduct the Association's business as often as the Committee determines.
- (b) Subject to these Rules, the Committee Members present at a Committee Meeting must determine the procedure and order of business to be followed at the Committee Meeting.

### **14.2 Notice of Committee Meetings**

- (a) The person nominated and authorised by the Committee is responsible for providing notice of Committee Meetings.

- (b) The nominated person referred to in rule 14.2(a) must give all Committee Members not less than 7 days notice of every Committee Meeting, except where all of the Committee Members unanimously consent to shorter notice being given.

#### **14.3 Quorum**

- (a) A quorum of a Committee Meeting is 4 Committee Members.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the Committee Meeting, the Committee Meeting will lapse.

#### **14.4 Chairperson of Committee Meetings**

At every Committee Meeting, the Committee members will elect a person to be the chairperson for the meeting.

#### **14.5 Voting at Committee Meetings**

- (a) Where possible, questions arising at a Committee meeting will be decided by Consensus, but if Consensus cannot be reached, they must be decided by way of vote in accordance with clause 14.5(b).
- (b) If the Committee members are required to take a vote to make a decision:
  - (i) every Committee Member present at the Committee Meeting has a deliberative vote;
  - (ii) any resolution must be passed by a majority of the Committee Members present and entitled to vote at the Committee Meeting; and
  - (iii) the chairperson does not have a casting vote.

#### **14.6 Conflict of interest**

- (a) A Committee Member who has any material personal interest in a matter being considered at a Committee Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - (ii) not be present while the matter is being considered at the Committee Meeting or vote on the matter; and
  - (iii) disclose the nature and extent of the interest at the next General Meeting.
- (b) Rule 14.6(a) does not apply in relation to a material personal interest that:
  - (i) exists only because the Committee Member is a member of a class of persons for whose benefit the Association is established; or
  - (ii) the Committee Member has in common with all, or a substantial proportion of, the Members.

#### **14.7 Validity of acts of the Committee**

All acts done at any Committee Meeting or by the Committee will, despite the fact that it is subsequently discovered that there was some defect in the appointment of any Committee Member or that any Committee Member was disqualified, be valid as if the defect did not in fact exist or the Committee Member was not disqualified, as the case may be.

#### **14.8 Use of technology at Committee Meeting**

The Committee may hold a Committee Meeting at 2 or more venues using any technology that gives the Committee Members entitled to be heard at a Committee Meeting a reasonable opportunity to participate.

#### **14.9 Minutes of Committee Meetings**

- (a) The Committee must cause proper minutes of all proceedings of every Committee Meeting to be entered into a minute book within 30 days after the holding of each Committee Meeting.
- (b) The minutes referred to under rule 14.9(a) must contain:
  - (i) the names of all Committee Members present and those whose apologies for non-attendance were accepted by the Committee Meeting;
  - (ii) details of any material personal interest disclosed by a Committee Member under rule 14.6(a)(i); and
  - (iii) all resolutions made or passed by the Committee at the Committee Meeting.
- (c) The minutes created under rule 14.9(a) when signed by the chairperson of the meeting will be, until the contrary is proved, evidence that:
  - (i) the Committee Meeting was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the Committee Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the Committee Meeting have been validly made.

#### **14.10 Circular Resolutions**

- (a) Subject to these Rules and the Act, the Committee may pass a circular resolution without a Committee Meeting being held.
- (b) A circular resolution is passed if all of the Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 14.10(c) or 14.10(d).
- (c) Each Committee Member may sign:
  - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or

- (ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (d) The Association may send a circular resolution by electronic means to the Committee Members and the Committee Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

## **15. General Meetings**

### **15.1 Annual General Meetings and Special General Meetings**

The Committee:

- (a) must convene an Annual General Meeting of the Association within the period required by the Act;
- (b) may at any time convene a Special General Meeting of the Association; and
- (c) must give notice under rule 15.3 to convene a Special General Meeting of the Association, for the purpose which will be specified in the request, within 45 days of receiving a written request to do so signed by not less than 20% of the Members (**Percentage**), unless this Percentage is greater than the prescribed percentage under the Act, in which case the prescribed percentage under the Act will apply.

### **15.2 Rights of Members convening Special General Meeting**

When a Special General Meeting is convened under rule 15.1(c):

- (a) the Committee must:
  - (i) provide notice to all Members of the Special General Meeting in accordance with rule 15.3; or
  - (ii) ensure that the Members convening the Special General Meeting are supplied with the Register of Members in accordance with rule 9 for the purpose of convening the Special General Meeting; and
- (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

### **15.3 Notice of General Meeting**

Every notice of General Meeting must:

- (a) be given to all Members and the Auditor or Reviewer (if any) at least 14 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution is to be considered, in which case at least 21 days' notice must be given;
- (b) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;

- (c) contain details of the Association’s voting procedures; and
- (d) be delivered by hand, sent by prepaid post or sent by electronic transmission to every Member in accordance with each Member’s contact details appearing in the Register of Members in accordance with rule 9.

**15.4 Quorum**

- (a) A quorum of a General Meeting is 8 Members.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:
  - (i) in the case of a meeting convened pursuant to rule 15.1(c), the General Meeting will lapse; and
  - (ii) in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the Committee.
- (c) There will not be transacted at any adjourned General Meeting any business other than the business left unfinished at or on the agenda of the General Meeting which was adjourned.
- (d) When a General Meeting is adjourned for a period of 30 days or more, the Association must give notice under rule 15.3 of the adjourned General Meeting as if that General Meeting was a new General Meeting.

**15.5 Chairperson of General Meetings**

- (a) At every General Meeting, the Committee members will elect a person to be the chairperson for the meeting.
- (b) The chairperson may:
  - (i) with the consent of the General Meeting, adjourn any General Meeting from time to time and from place to place; and
  - (ii) impose reasonable time limits on the speakers on any motion.

**15.6 Voting at General Meetings**

- (a) Each Member present at a General Meeting has a deliberative vote.
- (b) Unless otherwise provided in these Rules or the Act, any resolution at a General Meeting will be carried by a simple majority of the Members present on a show of hands.
- (c) The chairperson does not have a casting vote.
- (d) At any General Meeting, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Association under rule 15.11, is conclusive evidence of the fact unless, during the

General Meeting at which the resolution is considered, a poll is demanded in accordance with rule 15.6(e).

- (e) At a General Meeting, a poll may be demanded by the chairperson or by three or more Members present and, if so demanded, must be taken in any manner that the chairperson directs.
- (f) If a poll is demanded and taken under rule 15.6(e), a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

#### **15.7 Auditor or Reviewer’s Right to be Heard**

The Auditor or Reviewer (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor or Reviewer (if any) in their professional capacity.

#### **15.8 Use of Technology at General Meeting**

The Association may hold a General Meeting at 2 or more venues using any technology that gives the Members entitled to be heard at a General Meeting a reasonable opportunity to participate.

#### **15.9 Postponing or Cancelling a Meeting**

- (a) Subject to rule 15.9(b), the Committee may change the venue for, postpone or cancel a General Meeting at its own discretion.
- (b) If a Special General Meeting is called under rule 15.1(c), the Committee must not cancel it without the consent of the relevant Members who requested the Special General Meeting under that rule.

#### **15.10 Annual General Meeting**

Each Annual General Meeting must consider the following business in the following order:

- (a) the disclosure of the nature and extent of all material personal interests required to be disclosed under rule 14.6(a) (if any);
- (b) the consideration of the financial accounts of the Association and reports of the Committee; and
- (c) any other business specified in the notice convening the Annual General Meeting.

#### **15.11 Minutes of General Meetings**

- (a) The Committee must cause proper minutes of all proceedings of every General Meeting to be entered into a minute book within 30 days after the holding of each General Meeting.
- (b) The minutes referred to under rule 15.11(a) must record:
  - (i) the names of all Members who attended the meeting;

- (ii) details of any material personal interest disclosed by a Committee Member at the General Meeting; and
  - (iii) all resolutions passed by the General Meeting.
- (c) The minutes created under rule 15.11(a) when signed by the chairperson of the General Meeting are, until the contrary is proved, evidence that:
- (i) the General Meeting was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the General Meeting have been validly made.

## **16. Dispute resolution**

- (a) The dispute resolution procedure set out in this rule 16 applies to disputes arising under or in relation to these Rules between:
- (i) a Member and another Member; and
  - (ii) a Member and the Association.
- (b) The parties to a 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.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the Committee must, within 10 days, notify Town Team Movement and seek its support to resolve the dispute.
- (d) If the dispute resolution 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.

## **17. Indemnity**

### **17.1 Members bound by Rules and decisions of Committee**

- (a) Each Member agrees to comply with these Rules.
- (b) Each Member is bound by the decisions of the Committee.

### **17.2 Committee Members not liable**

No Committee Member is liable for the acts of any other Committee Member, or for any losses, costs or expenses incurred by the Association, unless the losses, costs or expenses are caused by the Committee Member's own unlawful act, wilful neglect or wilful default.

### 17.3 Indemnification of the Committee Members

Each Committee Member is indemnified out of the funds of the Association against any losses, costs or expenses incurred by the Committee Member in the discharge of the Committee Member's duties, except where the losses, costs or expenses are incurred by the Committee Member's own unlawful act, wilful neglect or wilful default.

### 18. Financial Statements and Reports

- (a) For each financial year, the committee 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.
- (b) Without limiting subrule (1), those requirements include —
  - i. if the Association is a tier 1 association, the preparation of the financial statements; and
  - ii. if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - iii. if required, the review or auditing of the financial statements or financial report, as applicable; and
  - iv. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - v. 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.

#### Notes for this rule:

1. Under section 66 of the Act, an incorporated association must keep financial records that:
  - (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
2. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.
3. **tier 1 association** means an incorporated association to which section 64(1) of the Act applies;
4. **tier 2 association** means an incorporated association to which section 64(2) of the Act applies;
5. **tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

### 19. Inspection of records and documents of the Association

In accordance with the requirements of the Act, a Member may inspect:

- (a) these Rules;

- (b) the Register of Members in accordance with rule 9.2; and
- (c) the record of Committee Members maintained in accordance with rule 13.2(e).

## **20. Notices**

### **20.1 Service on Members or Committee Members**

- (a) A notice under these Rules is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email as per the details contained in the Register of Members.
- (b) The non-receipt of, or the omission to send to any Member or Committee Member, any notice or other document required to be sent to a Member under these Rules does not invalidate any General Meeting or Committee Meeting.

### **20.2 Service on the Association**

A notice may be served on the Association by either email, post or personal delivery to a Committee Member.

### **20.3 Time for service of notice**

A notice is deemed to have been received by a Member or other person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid post, on the day following that upon which it is posted;
- (c) if sent electronically, on the date that the electronic communication was sent,

but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

## **21. Executing documents**

The Association may execute a document if the document is signed by:

- (a) 2 Committee Members; or
- (b) 1 Committee Member and a person authorised by the Committee.

## **22. Common seal**

The Association does not have a common seal.

## **23. Winding up of the Association or cancellation of incorporation**

### **23.1 Resolution**

The Association may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

**23.2 Distribution of surplus property**

If, upon the cancellation of the incorporation or the winding up of the Association, there remains any property of the Association after satisfaction of all debts and liabilities of the Association, that property will be distributed to an entity of the type set out in the Act, as determined by Special Resolution of the Association.

**24. Rules of the Association**

- (a) The Association may, by Special Resolution, resolve to amend these Rules.
- (b) All previous acts and appointments legal and valid under these Rules, prior to the amendment or repeal of these Rules or under the former Rules (subject to any later rules), will remain legal and valid.
- (c) Any amendment or repeal of these Rules or any new rules only has force or effect as set out under the Act.