



VOLLEYBALL WESTERN AUSTRALIA

CONSTITUTION

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Western Australian Volleyball Association Inc

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1. NAME OF THE ASSOCIATION

The name of the Association is Western Australian Volleyball Association (Incorporated) hereafter referred to as the Association. The Board of Management may adopt a trading name without effecting the powers or interpretation of this constitution.

2. INTERPRETATIONS

2.1 Definitions

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation 1987*

Annual General Meeting is the meeting convened as per Rule 17

Appointed Director means a Director referred to in Rule 12 who is appointed in accordance with this Constitution;

Board means the Management Board required by the Act which is the body responsible for the management of the affairs of the Association;

Books of the Association has the meaning given to it in section 3 of the Act and includes:

- a) a register;
- b) financial records, financial statements or financial reports, as each of those terms is defined in the Act, however compiled, stored or recorded;
- c) a document; and
- d) any other record of information;

By-laws mean the secondary set of rules that expand on, and support, this Constitution

Chairperson means, in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with Rule 15 and 16;

Commissioner means the Commissioner for Consumer Protection exercising powers under the Act;

Delegates mean the person appointed by an Ordinary Member to represent on behalf of that body corporate under Rule 20

Director means appointed and elected directors referred to in Rule 12;

Elected Director means a Director elected under rule 12;

Executive Director means the person appointed by the Board under rule 15;

Financial Records has the meaning given to it in the Act and includes:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
 - I. the methods by which financial statements are prepared; and
 - II. adjustments to be made in preparing financial statements;

Financial Report has the meaning given to it in the Act

Financial Statements has the meaning given to it in the Act

Financial Year means the period commencing 1 January and ending on 31 December in each year;

General meeting means a meeting of the Association to which all members are invited;

Member means a person / body corporate who becomes a member of the Association under these rules; referred to in rule 5

Ordinary resolution means resolution other than a special resolution;

Poll means voting conducted in written form (as opposed to a show of hands);

Proxy means the person appointed by an affiliated club to represent on behalf of that body corporate, should the Delegate not be available, under rule 20;

Rules mean these rules of the Association (Constitution) as amended from time to time under Rule 23;

Special General Meeting means a general meeting other than the annual general meeting;

Special resolution is a resolution of the Association passed in accordance with rule 17;

Surplus Property has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- a) the debts and liabilities of the Association; and
- b) the costs, charges and expenses of winding up the Association,
- c) but does not include books pertaining to the management of the Association;

2.2 Notices

- a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - I. delivered by hand to the nominated address of the addressee;
 - II. sent by post to the nominated postal address of the addressee; or
 - III. sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register referred to in Rule 8.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are to:

- a) govern, promote and develop the game of Volleyball in Western Australia.
- b) promote affiliation and coordination among independent bodies playing the game of Volleyball in Western Australia.
- c) grow the game of volleyball through equitable and inclusive practices that provide opportunities for participation at all levels and in all types of volleyball.
- d) promote and protect the interests of all Members and other participants of Volleyball
- e) partner and participate in activities of the Volleyball Australia
- f) coordinate strategic alignment with WA volleyball affiliates, Volleyball Australia and the Association

4. POWERS OF THE ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 13 of the Act, 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, after recommendation by the Finance Committee of the Association;
 - 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;

In the absence of a Finance Committee the Board will seek appropriate guidance and act in the best interests 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 other 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 this Act or the rules of the Association
- i) the property and income of the Association shall 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, directly or indirectly, to members, except in good faith in the promotion of those objects.

5. MEMBERS

5.1 Category of Members

The Association shall consist of the following membership:

- a) Ordinary member (voting rights)
- a) Associate member (no voting rights)
- b) Life Member (no voting rights)
- c) Elected Board Members (voting rights)
- d) Patron (no voting rights)
- e) Individual Member (no voting rights)
- f) Such new categories of Member, created in accordance with rule 6.5

5.1.1 Ordinary Member

- a) An Ordinary Member has all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Board or by resolution of Members at a General Meeting.

- b) Each Ordinary Member shall meet the requirements set in the membership by-laws of the Association, in accordance with rule 24(b)
- c) The maximum number of ordinary Members is unlimited unless the Association at a General Meeting decides otherwise.

5.1.2 Associate Member

- a) An Associate Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Board or by resolution of Members at a General Meeting
- b) Each Associate Member shall meet the requirements set in the membership by-laws of the Association, in accordance with rule 24(b)

5.1.3 Life Member

- a) The Board and Ordinary Members may nominate a person who has rendered distinguished or special service to volleyball at the state level, for life membership, as per the membership by-laws
- b) Life Members are entitled to all rights and powers, but shall have no power to vote, and have no obligation to pay a Membership fee. If the Life Member is still playing in an Association Competition, nomination and game fees must be paid.

5.1.4 Elected Board Member

- a) An Elected Board Member, under the Rules, has the right to vote at a General Meeting.
- b) Board members cannot use their votes as a collective to outvote Ordinary Members

5.1.5 Patron

The Association, at its Annual General Meeting, may appoint annually, on the recommendation of the Board, a Patron subject to approval by the members

5.1.6 Individual Member

- a) An Individual Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Board or by resolution of Members at a General Meeting
- b) Each Individual Member shall meet the requirements set in the membership by-laws of the Association, in accordance with rule 24(b)

6. BECOMING A MEMBER

6.1. Minimum Number of Members

The Association must have at least six Members with full voting rights.

6.2 Qualifications for Membership

Subject to rule 5.1, any person / body corporate that supports the purposes of the Association is eligible to apply for membership.

6.3 Applying for Membership

- a) Any applicant wishing to become a member must:
 - I. apply for membership to the Board in writing;
 - II. in such form as the board from time to time directs.
 - III. specify the applicable membership category, pursuant with rule 5.1
- b) The Board members must consider each application made under this Rule at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application
- c) An applicant whose application for membership of the Association is rejected must, if they wish to appeal against that decision, give notice to the Executive Director of their intention to do so within a period of fourteen (14) days from the date they are advised of the rejection
- d) When notice is given, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting

6.4 Becoming a Member

An applicant becomes a Member if:

- a) the applicant is eligible for membership under rule 5.1;
- b) the applicant applies in writing to the Association under rule 6.3;
- c) the Board approves the application for membership; and
- d) the applicant pays any fees due under rule 9
- e) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when rule 6.3 has been fulfilled, and the by-laws of the Association.

6.5 Creation of New Categories

The Board may, from time to time create new categories of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. Any alterations to voting rights must be ratified by the Membership by Special Resolution, in accordance with rule 17.3.

6.6 Recording Membership in the Register

The Executive Director must enter a person's name in the Register within 28 days after the person becomes a Member.

7. LIABILITY AND ENTITLEMENTS OF MEMBERS

7.1 Liability of Members

- a) A Member is only liable for their outstanding membership fees payable under rule 9, if any
- b) Subject to rule 7.1(a), a Member is not liable, by reason of their Membership, for the liabilities of the Association or the cost of winding up the Association.

- c) Rule 7.1(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

7.2 Payment to Members

- a) Subject to rule 7.2(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- b) Rule 7.2(a) does not prevent:
 - I. the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - II. the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
 - III. the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or
 - IV. the reimbursement of expenses incurred by any Member or any Board Member on behalf of the Association.

7.3 Membership Entitlements not Transferable

A right, privilege or obligation that a person / body corporate has because they are a Member of the Association:

- a) is not capable of being transferred to any other person / body corporate; and
- b) ends when the person's / body corporate's membership ceases

8. REGISTER OF MEMBERS

8.1 Register of Members

- a) The Executive Director must maintain a register of Members and make sure that the Register is up to date
- b) The Register must contain:
 - I. the full name of each Member;
 - II. a contact postal, residential or email address of each Member;
 - III. the class of membership held by the Member; and
 - IV. the date on which the person / body corporate became a Member;
- c) Ordinary Members will register their Individual Members with the Association in the categories set out in the membership by-laws, which may from time to time be added to or amended
- d) The register must be kept and maintained at the Association's office or at such other place as the members at a general meeting decide
- e) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs

8.2 Inspecting the Register

Any Member, upon reasonable request, is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member

- a) A Member must contact the Executive Director to request to inspect the Register
- b) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose, subject to rule 8.3

8.3 Copy of the Register

- a) A Member may make a request in writing for a copy of the Register
- b) The Board shall require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association
- c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time
- d) If the Board denies a Member's request for a copy of the Register, a Member may appeal the decision under rule 27

8.4 Use of the Register

- a) Subject to confidentiality and privacy considerations, the Register may be used by the Association to further the purposes of the Association, as the Board considers appropriate
- b) The Association may provide a copy of the Register to Volleyball Australia at a time and in a form acceptable to Volleyball Australia and may provide regular updates of the register to Volleyball Australia as required

8.5 When Using the Information in the Register is Prohibited

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

- a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- c) for any other purpose unless the use of the information is approved by the Board and for a purpose that is:
 - I. directly connected with the affairs of the Association; or
 - II. related to administering the Act.

9. MEMBERSHIP FEE

9.1 Annual Membership Fee

- a) The Board may, from time to time, determine the amount of the annual membership fee, if any, to be paid by each Member or each class of Members
- b) Each Member must pay the annual membership fee determined under rule 9.1(a) to the representative authorised by the Board to receive payments, as and when decided by the Board

- c) If a Member pays the annual membership fee within 3 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote (if applicable)
- d) Subject to rule 9.1(e), if a Member fails to pay the annual Membership fee within 3 months after the due date, the person / body corporate ceases to be a Member
- e) If a Member ceases to be a Member under rule 9.1(d), and subsequently pays to the Association all the Member's outstanding fees, the Board may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote (if applicable)

10. CEASING TO BE A MEMBER

- a) Membership of the Association may be ceased upon:
 - I. notice in writing to the Association from a Member of their resignation from the Association. Such Member remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - II. non-payment by a Member of their subscription within three months of the date fixed by the Board for Membership fee to be paid, unless the Board decides otherwise in accordance with rule 9(b); or
 - III. expulsion of a Member in accordance with rule 10.1
 - IV. the death of an individual
- b) For a period of one year after the membership ends, the Executive Director must keep a record of:
 - I. the date on which the Member ceased to be a Member; and
 - II. the reason why the Member ceased to be a Member.

10.1 Suspension or Expulsion of Members of the Association

- a) If the Board considers that a Member should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests and objects of the Association, the Board must communicate in writing, to the Member;
 - I. notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - II. particulars of that conduct,not less than thirty (30) days before the date of the Board meeting referred to in rule 10.1(a)(i)
- b) At the Board meeting referred to in a notice communicated under rule 10.1(a)(i), the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member

- c) Subject to rule 10.1(e), a Member has their membership 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 10.1(b)
- d) A Member who is suspended or expelled under rule 10.1(b) must, if they wish to appeal against that suspension or expulsion, give notice to the Executive Director of their intention to do so within the period of fourteen (14) days referred to in rule 10.1(c)
- e) When notice is given under rule 10.1(d):
 - I. the Association, at a general meeting, must either confirm or set aside the decision of the Board 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
 - II. 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 to suspend or expel them is confirmed under this rule
- f) If a Member's membership is suspended under rule 10.1(b)(e), the Executive Director must record in the Register:
 - I. the name of the Member that has been suspended from membership;
 - II. the date on which the suspension takes effect; and
 - III. the length of the suspension as determined by the Board under 10.1(b)(e)
- g) A Member that has been suspended under rule 10.1(b)(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership
- h) Upon the expiry of the period of a Member's suspension, the Executive Director must record in the Register that the Member is no longer suspended

11. DISCIPLINE OF MEMBERS

Where the Board is advised or considers that a Member has allegedly:

- a) breached, failed, refused or neglected to comply with a provision of the rules, the policies or any resolution or determination of the Board or any duly authorised Board; or
- b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of Volleyball and its related disciplines; or
- c) brought the Association, the sport of Volleyball or its related disciplines into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in the policies of the Association and in accordance with the Act.

12. BOARD OF DIRECTORS

12.1 Powers of the Board

- a) Subject to the Act and the Rules of the Association, the governance of the Association shall be managed by the Board. In particular, the Board as the governing authority of the Association shall be responsible for acting on all State issues in accordance with the objects and strategies of the Association and shall operate for the collective and mutual benefit of the Association and the sport of Volleyball Western Australia
- b) The Board, subject to the Act and the Rules of the Association, shall have full power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of the Association
- c) The Board shall appoint an Executive Director as per rule 15
- d) The Board may appoint one or more sub-committees as considered appropriate by the Board from time to time to assist with the conduct of the Association's operations.
- e) The Board may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Board sees fit from time to time, in accordance with the by-laws of the Association

12.2 Composition of the Board

- a) The board shall comprise of:
 - I. Five (5) Elected Directors, elected in accordance with rule 12.3
 - II. Three (3) Appointed Directors, appointed in accordance with rule 12.4
 - III. Executive Director
- b) The President will act as Chairperson of the Board of Directors. Subject to this Rule, the Chairperson must preside at all Board Meetings.
 - I. In the President's absence, the Vice-President is to preside as chairperson of the Board Meeting
 - II. If the President and the Vice-President are absent or unwilling to act, the remaining Board Members must choose one of their number to preside as Chairperson at the Board meeting
- c) The Board of Directors shall have the right to co-opt any person with appropriate experience or expertise to assist the Board of Directors and on terms as the Board of Directors thinks appropriate. Any person so co-opted shall not be a Director and shall not exercise the rights of a Director, but shall act in an advisory role only
- d) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
 - I. an indictable offence in relation to the promotion, formation or management of a body corporate;
 - II. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
 - III. an offence under the Act
 - IV. unless the person has obtained the consent of the Commissioner.

- e) No person shall be entitled to hold a position on the Board if the person is, according to the Interpretation of the Act a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner

12.3 Elected Directors

- a) The Executive Director shall request nominations 30 days before the date of the Annual General Meeting. All members shall be notified of the request for nominations, in accordance with rule 2.2
- b) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and in accordance with the by-laws
- c) Nominations for Elected Directors must be:
 - I. in writing;
 - II. on the prescribed form signed by a witness, who shall be a Member of the Association over the age of eighteen (18) years
 - III. signed by the nominee expressing a willingness to accept the position for which they have applied; and
 - IV. received by the Executive Director fourteen (14) days prior to the Annual General Meeting
- d) If the number of nominations received for the Board is equal to the number of vacancies to be filled, or if there are insufficient nominations received to fill all vacancies on the Board, any remaining vacant positions are to be taken as casual vacancies. The Board shall identify a successor and appoint a suitable person for the remainder of the vacating Directors natural term
- e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be taken in such usual and proper manner as provided by the rules of the Association and by-laws. The voting shall be conducted by preferential voting, in accordance with the by-laws of the Association
- f) Nominees for Elected Director positions on the Board must declare any position they hold in a Member Association with similar objects, including as an office bearer, director or a paid employee
- g) A nominee who is subsequently elected as a Director shall immediately retire from any Executive position of any Ordinary Member

12.4 Appointed Directors

The Elected Directors shall fill the vacant Appointed Directors positions as determined by the Board, after the Annual General Meeting, in accordance with the by-laws of the Association.

12.5 Term of Appointment

- a) Board Directors shall be elected in accordance with the rules of the Association and by-laws, on a staggered rotation system with a maximum term of office of no more than ten years.
- b) Should any adjustment to the term of Directors elected under these rules be necessary to ensure rotational terms in accordance with the by-laws, this shall be determined by the Board
- c) Elections to subsequent Boards shall then proceed in accordance with the rules and by-laws of the Association

12.6 Casual Vacancies

- a) In the event of a casual vacancy of an Elected Director the Board shall identify a successor, within the parameters of rule 12.3, and appoint a suitable person for the remainder of the vacating Directors natural term
- b) In the event of a casual vacancy of an Appointed Director the Board shall identify a successor from among appropriately qualified persons, with consideration of rule 12.4, and appoint a suitable person for the remainder of the vacating Directors natural term

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- a) dies;
- b) becomes disqualified from holding a position under rules 12.2(d)(e) as a result of bankruptcy or conviction of a relevant criminal offence;
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- d) resigns from office in writing to the Association;
- e) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- f) without the prior consent or later ratification of the Members in a General Meeting holds any position of remuneration under the Association;
- g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest;
- h) is removed from office by Resolution under rule 12.7
- i) breaches Board confidentiality such that the breach poses serious and indefensible circumstances with regards the Director's fiduciary duty to the Association or the Board's good governance of the Association; or
- j) brings the sport into disrepute.

12.7 Removal of a Director

- a) The Association, at a Special General Meeting, may by Ordinary Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule, the office of the Director becomes vacant and shall be filled as a casual vacancy set out in rule 12.6
- b) The Association, by a majority vote of the Board, can remove any Appointed Director, before the expiration of their term of office. If a Director is removed in accordance with this rule, the office of the Director becomes vacant and shall be filled as a casual vacancy set out in rule 12.6
- c) Where the Director to whom a proposed resolution referred to in rule 12.7(a) makes representations in writing to the Executive Director and requests that such representations be notified to the Members, the Executive Director may send a copy of the representations to each Ordinary Member or, if they are not so sent, the Director may require they be read out at a general meeting, and the representations shall be so read
- d) Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material

- e) At the Special General Meeting the person whose removal is proposed shall have the right to address the Meeting
- f) Removal of any Director shall be without prejudice to any legal claim they may have against the Association or that the Association may have against the Director in respect of matters arising before such removal

12.8 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

12.9 Record of Office Holders

The Executive Director must maintain a record of office holders

- a) The record of office holders must include:
 - I. the full name of each office holder;
 - II. the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - III. a contact postal, residential or email address of each office holder
- b) The record of office holders must be kept and maintained at the office of the Association, or at such other place as the Board decides
- c) Any Member, upon reasonable request, is able to inspect the Record of Office Holders free of charge, at such time and place as is mutually convenient to the Association and the Member
 - I. A Member must contact the Executive Director to request to inspect the Record of Office Holders
 - II. The Member may make a copy of details from the Record of Office Holders but has no right to remove the Record for that purpose, subject to rule 12.9d)
- d) A Member may make a request in writing for a copy of the Record of Office Holders
 - I. The Board shall require a Member who requests a copy of the Record of Office Holders to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association
 - II. The Association may charge a reasonable fee to the Member for providing a copy of the Record of Office Holders, the amount to be determined by the Board from time to time
 - III. If the Board denies a Member's request for a copy of the Record of Office Holders, a Member may appeal the decision under rule 27
- e) A Member must not use or disclose the information on the Record of Office Holders:
 - I. to gain access to information that an Office Holder has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - II. to contact, send material to the Association or an Office Holder for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - III. for any other purpose unless the use of the information is approved by the Board and for a purpose that is directly connected with the affairs of the Association or related to administering the Act.

13. PROCEEDINGS OF THE BOARD

13.1 Meetings of the Board

- a) The Board must meet together for the dispatch of business not less than eight (8) times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- b) A Special meeting of the Board may be convened under rule 13.2 by:
 - I. the President or
 - II. any two Board Members.

13.2 Notice of Board Meetings

- a) The Executive Director must give each Board Member at least 48 hours' notice, in accordance with rule 2.2, of each Board Meeting before the time appointed for holding the meeting, specifying the general nature of the business to be transacted at the meeting
- b) Subject to rule c), only the business specified on the notice of the Board Meeting is to be conducted at that meeting
- c) Urgent business may be conducted at Board Meetings if the Board Members present at a Board Meeting unanimously agree to treat the business as urgent

13.3 Procedure of the Board Meeting

- a) At a Board meeting, 50% or more Board Members constitute a quorum
- b) Subject to rules 13.3(c)(d), no business is to be conducted at a Board Meeting unless a quorum of Board Members is present at the time when the meeting is considering that item
- c) If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time, day and place in the following week
- d) If at a meeting adjourned under rule c), a quorum is not present within half an hour of the time appointed for the meeting, the Board Members personally present will constitute a quorum
- e) Board Meetings may take place:
 - I. where the Board Members are physically present together; or
 - II. where the Board Members are able to communicate by using any technology that reasonably allows the Board Member to participate fully in discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the Member in the Board Meeting must be made known to all other Members
- f) A Board Member who participates in a meeting as set out in rule 13.d)ii:
 - I. is deemed to be present at the Board Meeting; and
 - II. continues to be present at the meeting for the purposes of establishing a quorum, until the Board Member notifies the other Board Members that he or she is no longer taking part in the Board Meeting
- g) All Members, or other guests, may attend Board Meetings if invited by the Board but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings

- h) The Executive Director or a person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all Board Meetings together with a record of the names of persons present at each meeting

13.4 Voting at Board Meetings

- a) Each Board Member present at a Board Meeting has a deliberate vote.
- b) A question arising at a Board meeting must be decided by a majority of votes, but, if there no majority, the Chairperson presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote
- c) Decisions may be made by general agreement or a show of hands.
- d) A poll by secret ballot may be used if the Board prefers to determine a matter in this way and the person presiding over the Board Meeting is to oversee the ballot

13.5 Acts not Affected by Defects or Disqualifications

- a) Any act performed by the Board, a sub-committee or a person acting as a Board Member is deemed to be valid even if the act was performed when:
 - I. there was a defect in the appointment of a Board Member, sub-committee or person holding a subsidiary office; or
 - II. a Board Member, a sub-Board member or a person holding a subsidiary office was disqualified from being a Member

14. CONFLICTS

14.1 Directors' Interests

- a) A Director is disqualified from holding any position of profit or position of employment in or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as a vendor, purchaser or otherwise except with express resolution of approval of the Board and the prior consent or later ratification of the Members in General Meeting. Subject to this Rule, any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason
- b) A Director is disqualified from holding any Executive position of an Ordinary Member of the Association set out in rule 12.3

14.2 Conflict of Interest

A Director shall declare an interest in any:

- a) contractual matter;
- b) selection matter;
- c) judicial or disciplinary matter;
- d) sponsorship matter; or
- e) other financial matter;

in which a conflict of interest arises, or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes; the

vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

14.3 Disclosure of Interests

- a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board, at which the contract or other matter is first taken into consideration
- b) If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested
- c) Rule 14.2 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association
- d) Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the Executive Director to ensure that any declaration made or any general notice given by a Director is recorded in the minutes

15. EXECUTIVE DIRECTOR

15.1 Appointment of Executive Director

The Executive Director shall be appointed by the Board for such term and on such conditions as it may determine

- a) The role, responsibilities and duties of the Executive Director shall be in accordance with the job description, as determined and approved by the Board from time to time
- b) The Executive Director shall be entitled to notice of, attend and participate in debate at all meetings of the Board. The Executive Director shall be a full voting member of the Board, and as such, carry equal responsibilities as the Board
- c) The Executive Director may employ staff as deemed necessary from time to time and such appointments shall be for a period and conditions determined by the Executive Director

15.2 Executive Director as Public Officer

The Executive Director shall act as, and carry out the duties of, the Public Officer of the Association and shall administer and manage the Association in accordance with this Constitution, associated policies and the Act.

15.3 Broad Power to Manage

Subject to the Act, the rules and by-laws of the Association, any directive of the Board and to the extent outlined in the Executive Director Authority Limitations, the Executive Director has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

16. TRANSITIONAL PROVISIONS

16.1 Transitional Board

The Board elected at the Annual General Meeting, preceding approval of amendments to this Constitution, will continue as the Board of the Association (Transitional Board), with each Director serving out the remainder of their natural term. The Transitional Board shall, consistent with this Constitution, do such things and act in such manner as is necessary to further the objects of the Association during its term. The quorum for a meeting of the Transitional Board shall be in accordance with rule 13.3.

16.2 Board Chairperson during Transitional Period

The Chairperson shall preside at every meeting of the Transitional Board. If the Chairperson is not present, unwilling or unable to preside, the Directors shall elect a Director to preside at the meeting, in accordance with rule 12.2(b)

16.3 Transitional Board Vacancies

Transitional Board vacancies will be filled in accordance with rule 12.6.

17. GENERAL MEETINGS

17.1 Annual General Meeting

- a) The Annual General Meeting shall be held no later than the 30th day of April each year, or such longer period as may in a particular case be allowed by the Commissioner
- b) The business of the Annual General Meeting shall be:
 - I. the confirmation of the minutes of the last Annual General Meeting and of any Special General Meeting held since the preceding Annual General Meeting
 - II. the receipt and discussion of the President's report
 - III. the receipt and discussion of the Executive Director's report
 - IV. the receipt and discussion of the annual accounts and the Auditor's report
 - V. election of the Board of Directors
 - VI. appointment of the Auditor
 - VII. appointment of the Patron/Vice Patron
 - VIII. any other business submitted, as outlined in rule 17.1(c)
- c) Any four (4) Ordinary Members may, on giving written notice to the Executive Director no less than fourteen (14) days prior to the Annual General Meeting, submit a resolution
- d) The members making a request referred to in rule 17.1(c) must:
 - I. Submit a copy of the proposed resolution; and
 - II. sign that request.

17.2 Special General Meetings

- a) A Special General meeting may be called by:
 - I. The President of the Association
 - II. at the written request of four (4) Members of the Board; or

- III. at the written request of 75% of the voting Members of the Association
- b) The Board must, within 30 days of receiving a request in writing to do so, convene a special general meeting for the purpose specified in that request
- c) The Members making a request referred to in rule 17.2 (a) must:
 - I. state in that request the purpose for which the special general meeting concerned is required; and
 - II. sign that request.
 - III. lodge the request with the Executive Director
- d) If a special general meeting is not convened within the relevant period of thirty (30) days, the members who made the request, rule 17.2(b), may themselves convene a special general meeting as if they were the Board
- e) When a special general meeting is convened under rule 17.2(b) or (c), the Association must pay the reasonable expenses of convening and holding the special general meeting.

17.3 Special Resolutions

- a) A Special Resolution may be moved at a general meeting where notice of the Special Resolution has been given under rule 17.3(c)
- b) A Special Resolution of the Association is required to:
 - I. amend the name of the Association;
 - II. amend the Rules, under rule 23
 - III. affiliate the Association with another body;
 - IV. transfer the incorporation of the Association;
 - V. amalgamate the Association with one or more other incorporated associations;
 - VI. voluntarily wind up the Association;
 - VII. cancel incorporation; or
 - VIII. request that a statutory manager be appointed.
- c) Notice of a Special Resolution must:
 - I. be in writing;
 - II. include the place, date and time of the meeting;
 - III. include the intention to propose a Special Resolution;
 - IV. set out the wording of the proposed Special Resolution; and
 - V. be given in accordance with rule 2.2.
- d) If notice is not given in accordance with rule c), the Special Resolution will have no effect.
- e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than 75% of the Members present, in person or by proxy, and eligible to cast a vote at the meeting

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 Procedure for General Meetings

- a) General Meetings may take place:
 - I. where the Members are physically present together; or
 - II. where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members
- b) A Member who participates in a meeting as set out in rule 18.a)ii:
 - I. is deemed to be present at the General Meeting; and
 - II. continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that he or she is no longer taking part in the General Meeting

18.2 Notice of General Meetings and Motions

- a) The Executive Director must give at least:
 - I. 14 days' notice of a General Meeting and Special General Meeting to each Member, or
 - II. 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- b) The notice convening a General Meeting must specify:
 - I. the place, date and time of the meeting; and
 - II. the particulars and order of the business to be conducted at the meeting
- c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 2.2.

18.3 Quorum for General Meetings

- a) At a general meeting 50% or more of the Voting Members present in person constitutes a quorum
- b) Subject to rules 18.3(c)(d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item
- c) If within thirty (30) minutes after the time specified for the commencement of a General Meeting, a quorum is not present:
 - I. in the case of a Special General Meeting, the meeting lapses; or
 - II. in the case of an AGM, the meeting is to stand adjourned to:
 - the same time and day in the following week; and
 - the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned
- d) If within thirty (30) minutes of the time appointed by rule 18.3(c)(ii) 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

18.4 Presiding Member

- a) The President or, in the President's absence, the Vice-President is to preside as chairperson of each General Meeting
- b) If the President and the Vice-President are absent or unwilling to act, the remaining Board Members must choose one of their number to preside as chairperson at the General Meeting

18.4 Adjournment of General Meetings

- a) 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
- b) 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
- c) When a general meeting is adjourned for a period of thirty (30) days or more, the Executive Director must give notice under rule 18.2 of the adjourned general meeting as if that general meeting were a fresh general meeting

19. MINUTES OF MEETINGS

- a) The Executive Director must cause proper minutes of all resolutions and proceedings of all general meetings and Board meetings, together with the names of persons present at each meeting, to be taken and then to be entered within thirty (30) days after the holding of each general meeting or Board meeting, as the case requires, using appropriating record keeping
- b) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under rule 19(a) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate, or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires
- c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - I. the general meeting or Board meeting to which they relate (in this rule called "the meeting") was duly convened and held;
 - II. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - III. all appointments or elections purporting to have been made at the meeting have been validly made
- d) The minutes of General Meetings may be inspected by a Member under rule 26.2
- e) The minutes of Board Meetings may be inspected by a Member under rule 26.2 unless the Board determines that the minutes of Board Meetings generally, or the minutes of a specific Board Meeting are not to be available for inspection

20. VOTING RIGHTS OF MEMBERS

- a) Subject to these Rules, each Ordinary Member is entitled to one (1) vote at all general meetings
- b) Ordinary Members will cast a vote at the meeting either by:
 - I. appointing, in writing one (1) delegate who is a member of that Ordinary Member, to vote on the member's behalf at the meeting either in person or through the use of technology, under rule 18.1; or
 - II. appointing, in writing, a proxy
- c) A Member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or their proxy to the Association has been paid in accordance with rule 9.1
- d) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 18.2
- e) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote

20.1 Proxies

- a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.
- b) Written notice of the proxy must be given to the Executive Director before the commencement of the meeting in respect of which the proxy is appointed and shall be signed by the voting member or voting representative
- c) No Member may hold more than five proxies.

20.2 Manner of Determining Whether Resolution Carried

- a) Unless a Poll is demanded under rule 20.3 if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the General Meeting that the resolution has been:
 - I. carried unanimously;
 - II. carried by a particular majority; or
 - III. lost
- b) If the declaration relates to a Special Resolution, the declaration should state that a Special Resolution has been determined
- c) The declaration made under rule 20.2(a) must be entered into the minutes of the Association as evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

20.3 Poll at General Meetings

- a) At a general meeting, a poll may be demanded (before or on the declaration of the result of the show of hands) by:
 - I. the Chairperson or

- II. three or more Members present in person or by proxy
- b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared
- c) A Poll demanded under rule 20.3(a) must be taken:
 - I. immediately in the case of a Poll which relates to electing a person to preside over the meeting;
 - II. immediately in the case of a Poll which relates to adjourning the meeting; or
 - III. in any other case, in the manner and time before the close of the meeting as the Chairperson directs.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds

- a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Board
- b) The funds of the Association are to be used in pursuance of the objects of the Association and the Association by-laws
- c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - I. any two Board Members; or
 - II. one Board Member and a person authorised by the Board
- d) All expenditure above the maximum amount set by the Board from time to time must be approved or ratified at a Board Meeting

21.2 Source of Association Funds

- a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Board
- b) The Association must, as soon as practicable:
 - I. deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - II. after receiving any money, issue an appropriate receipt

21.3 Financial Records

- a) The Association must keep Financial Records that:
 - I. correctly record and explain its transactions, financial position and performance; and
 - II. enable true and fair financial statements to be prepared in accordance with the Act
- b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed

21.4 Financial Statements and Financial Reports

- a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- b) Without limiting rule 24(a), those requirements include:
 - I. the preparation of the Financial Statements / Report
 - II. the review or auditing of the Financial Statements or Financial Report
 - III. the presentation of the Financial Statements / Report and auditor's report to the annual general meeting of the Association
 - IV. if required by the regulations made under the Act, the lodgment of the annual return with the Commissioner

21.5 Review or Audit of Financial Statements or Financial Report

- a) The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:
 - I. the Association is required under the Act
 - II. the by-laws of the Association require a review or audit;
 - III. the Members require a review or audit by resolution at a General Meeting;
 - IV. an audit or review is directed by the Commissioner; or
 - V. an audit or review is required as a condition of a funding arrangement

22. FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the association shall be 1st January to the 31st December in the same year.

23. RULES OF THE ASSOCIATION

These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions. The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 6.4.

23.1 Amendment of Rules, Name and Objects

- a) The rules will be reviewed by the Board every three (3) years, following the date that the rules take effect, in accordance with rule 23.1(d)
- b) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 17.3 and not otherwise
- c) When a Special Resolution amending the Rules is passed, the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate/agenda minutes given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act within:
 - I. one month after the Special Resolution is passed; or

- II. a longer period as the Commissioner may allow
- d) an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 23.1(c) and the approval of the Commissioner is given in writing

24. BY-LAWS OF THE ASSOCIATION

- a) The Members of the Association may make, amend and repeal by-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.
- b) The by-laws made under rule 24(a):
 - I. Do not form part of the Rules; and
 - II. May make provision for:
 - classes of Membership and the rights and obligations that apply to each class of Membership;
 - requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - restrictions on the powers of the Committee including the power to dispose of assets;
 - a requirement for Members to hold specified educational, trade or professional qualification; and
 - any other matter that the Association considers necessary or appropriate

25. COMMON SEAL

- a) The Association must have a common seal on which its corporate name appears in legible characters
- b) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minutes referred to in rule 19
- c) The affixing of the common seal of the Association must be witnessed by the President and a member of the Board
- d) The common seal of the Association must be kept in the custody of the Executive Director or of such other person as the Board from time to time decides

25.1 Executing Documents

The Association may execute a document without using a common seal if the document is signed by:

- a) any two Board Members; or
- b) one Board Member and a person authorised by the Board

26. ASSOCIATION BOOKS AND RECORDS

26.1 Custody of the Books of the Association

Except as otherwise decided by the Board from time to time, the Executive Director must keep in their custody or under their control all of the Books of the Association. The Books of the Association must be retained for at least 7 years.

26.2 Inspecting the Books of the Association

- a) Subject to these rules, and in particular rule 19(e), a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
 - I. A Member must contact the Executive Director to request to inspect the Books of the Association
 - II. The Member may make a copy of details from the Books of the Association but has no right to remove the Record for that purpose, subject to rule 26.2b)
- b) A Member may make a request in writing for a copy of Books of the Association
 - I. The Board shall require a Member who requests a copy of the Books of the Association to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association
 - II. The Association may charge a reasonable fee to the Member for providing a copy of the Books of the Association, the amount to be determined by the Board from time to time
 - III. If the Board denies a Member's request for a copy of the Books of the Association, a Member may appeal the decision under rule 27
- c) A Member must not use or disclose the information on the Books of the Association for any other purpose unless the use of the information is approved by the Board and for a purpose that is directly connected with the affairs of the Association or related to administering the Act.

26.3 Prohibition on Use of Information in the Books of the Association

A Member must not use or disclose information in the Books of the Association except for a purpose that:

- a) is directly connected with the affairs of the Association; or
- b) is related to administering the Act

26.4 Returning the Books of the Association

Outgoing Board Members are responsible for transferring all relevant assets and Books of the Association to the new Board within 14 days of ceasing to be a Board Member

27. DISPUTES AND MEDIATION

- a) Disputes arising under these rules apply to:
 - I. disputes between Members
 - II. disputes between the Association and one or more Members

- b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- c) All disputes and mediation will be referred to the Association Member Protection Policy

28. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:
 - I. apply to the Commissioner for cancellation of its incorporation; or
 - II. appoint a liquidator to wind up its affairs
- b) The Association must be wound up under rule 28(a)(ii) and the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings
- c) Upon cancellation of the Association, the Surplus Property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the Members.