Gascoyne Pilbara Rangelands Initiative Inc.

GASCOYNE PILBARA
RANGELANDS INITIATIVE

Constitution

(Adopted 21 August 2025)

RULES OF ASSOCIATION

Name of Association

1 The name of the Association is Gascoyne Pilbara Rangelands Initiative Inc.

Definitions

2 In these rules, unless the contrary intention appears-

"**annual general meeting**" is the meeting convened under paragraph (b) of rule 16 (1);

"**Committee meeting**" means a meeting of the committee;

"**Committee member**" means a member of the committee;

"**convene**" means to call together for a formal meeting;

"**department**" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"**financial year**" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"**general meeting**" means a meeting to which all members are invited;

"**member**" means member of the Association;

"**ordinary resolution**" means resolution other than a special resolution;

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

"**special general meeting**" means a general meeting other than the annual general meeting;

"**special resolution**" has the meaning given by section 24 of the Act, that is-

> A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
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> At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
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> If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"**the Act**" means the *Associations Incorporation Act 2015*;

"**the Area**" means the municipal districts of Gascoyne and Pilbara in their entirety, and such other portions of adjoining municipal districts which the Association may from time to time agree to service;

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

"**the Chairperson**" means-

> (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

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

"**the Committee**" means the Committee of Management of the Association referred to in rule 10 (1);

"**the Secretary/Treasurer**" means the Secretary/Treasurer referred to in paragraph (c) of rule 10 (1);

"**the Vice-Chairperson**" means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

Objects of Association

3 (1) The objects of the Association are-

- To develop an ecologically sustainable, profitable and respected pastoral industry that supports an adaptable and vibrant community
- Improve long term profitability of the agriculture sector throughout the Area
- Manage land and water assets through effective natural resource management within the Area

Powers of Association

4 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 -

(i) in any security in which trust monies may lawfully be invested; or

(ii) in any other manner authorised by the rules of the Association;

(d) borrow money upon such terms and conditions as the Association thinks fit;

(e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

(f) appoint agents to transact any business of the Association on its behalf;

(g) enter into any 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.

4.2 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. Qualifications for membership of Association

5.1 Full membership of the Association is open land managers within the Area.

Subject to rules 5(2) and 19(3), associate membership of the Association is available to any public authority and other corporate body that is responsible for the care, control or management of land within the Area, or that conducts significant activities on land in the Area.

5.2 A public authority or other corporate body wishing to become an associate member must:

(a) apply to the Management Committee in such form as the Management Committee from time to time directs; and

(b) be proposed by one full member and seconded by another full member.

5.3 The Management Committee members must consider and finally decide (ie. accept or reject) each application made under rule 5.2 at the next Management Committee meeting following its receipt. In the event that insufficient information is available at that meeting to finally decide the application, the Management Committee may elect to defer final decision until its next meeting, provided that in doing so, it notifies the applicant of the reason(s) for its deferral of the application.

5.4 To be accepted, an application for associate membership must be supported by 75% or more of the Management Committee members.

5.5 An applicant whose application for membership of the Association is rejected under rule 5.3 must, if the applicant wishes to appeal against that decision, give notice to the Secretary/Treasurer of intention to do so within a period of 14 days from the date he or she is advised of the rejection.

5.6 When notice is given under rule 5.5, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Management Committee 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.

Register of members of Association

6 (1) The Secretary/Treasurer, on behalf of the Association, must comply with section 53, 54 and 56 of the Act by keeping and maintaining-
in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Secretary/Treasurer's place of residence, or at such other place as the members at a general meeting decide.

(3) The Secretary/Treasurer must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

7. Subscriptions of members of Association

No subscriptions shall be charged by the Association.

8. Termination of membership of the Association

Membership of the Association may be terminated upon-

(a) Receipt by the Secretary/Treasurer or another Committee member of a notice in writing from a member of his or her resignation from the Association; or

(b) expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of Association

(1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, 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.

(3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

(a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

10. Committee of Management

(1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-

(a) a Chairperson;

(b) a Vice-Chairperson;

(c) a Secretary/Treasurer; and

(e) not less than four other persons,

all of whom must be members of the Association.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8). Elections shall appoint persons/entities to Management Committee in a general sense, but not to specific Committee Offices. Elections to the Committee shall be structured in such a way as to ensure that as far as is possible, each of the Land Conservation District Committee of the Upper Gascoyne, Lyndon, Gascoyne-Wooramel and Ashburton is fairly represented.

(3) Subject to sub-rule (8), a Committee member's term will be up to two years from his or her election at an Annual General Meeting but he or she is then eligible for re-election to serve further terms on the Committee.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may -

(a) propose or second himself or herself for election or re-election; and

(b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-

(a) the Secretary must report accordingly to; and

(b) the Chairperson must declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

(a) the Committee may appoint a member to fill that vacancy; and

(b) a member appointed under this sub-rule will -

(i) hold office until the election referred to in sub-rule (2); and

(ii) be eligible for election to membership of the Committee,

at the next following annual general meeting.

(9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

(a) the power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or any other law.

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

11. Chairperson and Vice-Chairperson

(1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of-

(a) the Chairperson, the Vice-Chairperson; or

(b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting,

must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of-

(a) the Chairperson, the Vice-Chairperson; or

(b) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present at the Committee meeting,

must preside at the Committee meeting.

12. Responsibility of Secretary/Treasurer

On behalf of the Association's membership, the Secretary/Treasurer must ensure that -

(a) the correspondence of the Association is dealt with in a timely and professional manner;

(b) full and correct minutes of the proceedings of the Committee and of the Association are kept;

(c) the following sections of the Associations Incorporation Act (2015) are complied with:

(i) section 53(2) - with respect to the register of members of the Association, as referred to in rule 6;

(ii) section 54 - by keeping and maintaining in an up to date condition, the rules of the Association and, upon the request of a member of the Association, making those rules available for the inspection of the member, and if required, allowing the member to make a copy of or take an extract from the rules but ensuring that they do not remove the rules for that purpose; and

(iii) section 54 - by maintaining a record of -

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary/Treasurer must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(d) unless the members resolve otherwise at a General Meeting, they retain physical custody of all books, documents, records and registers of the Association;

(e) all moneys paid to or received by the Association are properly receipted in the name of the Association and brought to account;

(f) payments from the funds of the Association have been properly authorised by either the Chairperson or the Vice-Chairperson before being made;

(g) the Association's strict compliance with sections 66 and 67 of the *Associations Incorporation Act (1987)* by-

- keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
- keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

- submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

(h) whenever directed to do so by the Chairperson, they submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

(i) unless the members resolve otherwise at a General Meeting, maintain custody of all securities, books and documents of a financial nature and accounting records of the Association;

(j) the Association's Chairperson and Vice-Chairperson are kept informed of any material matters which come to the attention of the Secretary/Treasury during the discharge of their day-to-day functions;

(k) they perform such other duties as are imposed by these rules on the Secretary/Treasurer.

13. Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

(a) dies;

(b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;

(c) is convicted of an offence under the Act;

(d) is permanently incapacitated by mental or physical ill-health;

(e) is absent from more than-

(i) 3 consecutive Committee meetings; or

(ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;

of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

(f) ceases to be a member of the Association; or

(g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

Proceedings of Committee

14 (1) The Committee must meet together for the dispatch of business not less than two times in each year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

(2) Each Committee member has a deliberative vote.

(3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

(4) At a Committee meeting four Committee members constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

(6) As required under sections 43 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and

(b) not take part in any deliberations or decision of the Committee with respect to that contract.

(7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

(8) The Secretary/Treasurer must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

General meetings

15 (1) The Committee-

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

(c) must, within 30 days of-

(i) receiving a request in writing to do so from not less than four members, convene a special general meeting for the purpose specified in that request; or

(ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.

(d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.

(2) The members making a request referred to in sub-rule (1) (c) (i) must-

(a) state in that request the purpose for which the special general meeting concerned is required; and

(b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to-

(a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or

(b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows-

(i) first, the consideration of the accounts and reports of the Committee;

(ii) second, the election of Committee members to replace outgoing Committee members; and

(iii) third, any other business requiring consideration by the Association at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary/Treasurer must give a notice under sub-rule (5), (6) or (7) by-

(a) serving it on a member personally; or

(b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum and proceedings at general meetings

17 (1) At a general meeting four members present in person or simultaneously in contact by telephone or other means of instantaneous communication constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-

(a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

Minutes of meetings of Association

18 (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

(a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

19 (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-

(a) which resolution is authenticated under the common seal of that body corporate; and

(b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

20 A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Association

21 (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act, which is as follows-

(a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

(b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee 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;

(c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;

(d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

(e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) 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.

Common seal of Association

22 (1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

(3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of Association

23 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Disputes and mediation

24 (1) The grievance procedure set out in this rule applies to disputes under these rules between-

(a) a member and another member; or

(b) a member and the Association; or

(c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

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

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

(4) The mediator must be-

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement-

(i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;

(ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

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

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

(a) give the partes to the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Distribution of surplus property on winding up of Association

25 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. 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.

APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION – model rule **5**

……..

(Insert name of INCORPORATED ASSOCIATION)

I,……

(Insert APPLICANT'S name)

of……

(*insert APPLICANT'S residential or postal address* -
required under section 27 of the *Associations Incorporation Act (1987)*)

apply to become a member of the above Association.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:…… **Date**:……

Rule 5(2) "A person who wishes to become a member must be … proposed by one **member** and seconded by another **member**."

PROPOSED: **SECONDED:**

Name:…… Name:…….

Signature:…… Signature:……

Date:…… Date:……

_ _ _ _ _ _ _ _ _ ***Applicants to detach and keep*** _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of members and be made available to other members, upon request, under section 27 of the *Associations Incorporation Act.*
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at……
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of members under section 27 of the *Associations Incorporation Act*.
- If your application is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the *Associations Incorporation Act*.

If your application for membership is rejected by the Committee: You may give notice of your intention to appeal within 14 days of being advised of the rejection (rule 5(4)). The Association in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the Committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting (rule 5(5)).

APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE

……

(Insert name of CORPORATE MEMBER of incorporated association)

advises that, on ……, it **RESOLVED** that
(Insert date of meeting)

……
(Insert name of REPRESENTATIVE of the above corporate member)

represent it at:

*(Tick ☑ only **ONE** of the following)*

☐ the general meeting/s on ……
(Insert relevant date/s)

OR

☐ all general meetings

of ……
(Insert name of INCORPORATED ASSOCIATION)

WITNESSED/AUTHORISED BY:
(if required under the CORPORATE MEMBER'S rules)

SIGNATURE:

NAME:

POSITION:

DATE:

SIGNATURE:

NAME:

POSITION:

DATE:

(Insert CORPORATE MEMBER'S common seal)

The corporate member acknowledges that according to rule 19(4) of the Association a person appointed to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

APPOINTMENT OF PROXY

I, ……

(Insert MEMBER'S name)

of……

(Insert MEMBER'S address)

being a member of……

(Insert name of INCORPORATED ASSOCIATION)

APPOINT

……

(Insert PROXY'S name)

who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: *(Tick ☑ only **ONE** of the following)*

☐ at the general meeting/s (and any adjournments of the meeting/s) on

……
(Insert relevant date/s)

OR

☐ in relation to the following resolutions and/or nominations

In favour:	**Against:**
……	……
……	……
……	……
……	……
(Insert resolution Nos, brief description or nominees' name/s)	*(Insert resolution Nos. brief description or nominees' name/s)*

Signature:…… **Date**:……
(of Member appointing Proxy)

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION) – model rule 21

_____

(Insert name of INCORPORATED ASSOCIATION)

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____a.m./p.m. on_____
the _____200____.

The meeting will take place at_____
_____

SPECIAL RESOLUTION/S:

Currently rule……states:
……
……
……

It is proposed to alter this rule so that it states as follows:

……
……
……

Currently rule……states:
……
……
……

It is proposed to alter this rule so that it states as follows:

……
……
……

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Rule 20 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.