



Peel Community Development Group (inc) Constitution

1. NAME:

The name of the Association is ***Peel Community Development Group Inc*** (hereinafter referred to as the “Group” or “PCDG”).

2. DEFINITIONS

In these rules, unless the contrary intention appears –

- “Annual General meeting” is the meeting convened under sub-rule (15.3);
- “Board Meeting” means a meeting referred to in rule (14);
- “Board Member” means person referred to in rule (10);
- “Convene” means to call together for a formal meeting;
- “Financial Year” means a period not exceeding 12 months fixed by the Board, being a period commencing on the date of incorporation of the Group and ending 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 group;
- “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;
- “The Act” means the Associations Incorporation Act 2015;
- “The Group” means the Association referred to in rule (1);
- “The 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 sub-rules (10.10 to 10.13);
- “The Board” means the Board of Management of the Group referred to in rule (10);

- “The Secretary” means the Secretary referred to in sub-rule (10.14);
- “The Treasurer” means the Treasurer referred to in sub-rule (10.15);
- “The Vice-Chairperson” means the Vice-Chairperson referred to in sub-rule (10.10 to 10.13);

3. LOCATION

The Association shall be centred in the Peel region, which comprises the Local Government Authority areas of:

- City of Mandurah
- Shire of Boddington
- Shire of Murray
- Shire of Serpentine-Jarrahdale
- Shire of Waroona

4. OBJECTS

4.1 The specific objectives of the Group for community development are:

- Reduction of isolation;
- Articulation of need;
- Building relationships;
- Identifying of gaps;
- Recognition of self-worth, including the unique identity and value of distinct communities;
- Develop capacity of community to help themselves;
- Improve the quality of working relationships between community organisations, groups and individuals.

4.2 The specific objectives of the Group for community service are:

- Strengthening connectors;
- Equity in addressing needs;
- Supporting community action;
- Building local capacity.

4.3 The purpose of the Group is to:

- “Support a positive and sustainable community development process within the Peel region”.

4.4 The Group will support the objectives of the Peel Regional Investment Blueprint, with a focus on the goals of the Strong and Resilient Communities theme.

4.5 The Income and Property of the Group:

- The income, property and funds of the Group shall be applied solely towards the promotion of the objects or purposes of the Group and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of these objects or purposes.

5. POWERS OF THE ASSOCIATION (as conferred by Section 14 of the Act)

The powers conferred on the Group are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modification inserted below, the Group may do all things necessary or convenient for carrying out its objects and purpose, and in particular, may:

- 5.1 Acquire, hold, deal with and dispose of any real or personal property;
- 5.2 Open and operate bank accounts;
- 5.3 Invest its money –
 - a) As trust funds may be invested under the *Trustees Act 1962* Part III; or
 - b) In any other manner authorised by the rules of the Group;
- 5.4 Borrow money upon such terms and conditions as the Group thinks fit;
- 5.5 Give such security for the discharge of liabilities incurred by the Group as the Group thinks fit;
- 5.6 Appoint agents to transact any business of the Group on its behalf;
- 5.7 Enter into any other contract the Group considers necessary or desirable;
- 5.8 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, could contravene this Act or the rules of the Group;
- 5.9 Employ staff or contractors to pursue the objects of the Group.

6. MEMBERSHIP OF THE GROUP

Eligibility

- 6.1 A person who supports the objects or purposes of the Group is eligible to apply to become a member.
- 6.2 Membership of the Group is open to two classes of membership:
 - a) Individual who agrees to be bound by the aims and objects of the group;
 - b) Organisation who agrees to be bound by the aims and objects of the group.
- 6.3 An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

Applying for membership

- 6.4 An individual or organisation who wishes to become a member must:
 - a) Apply for membership to the Board in writing –
 - (i) Signed by that individual, or representative of the organisation and by both members referred to in paragraph (b); and
 - (ii) In such form as the Board from time to time directs; and
 - b) To be proposed by one member and seconded by another member.
- 6.5 The membership period commences 7 days after the application is approved by the Board.

Considering membership applications

- 6.6 The Board members must consider each application made under sub-rule (6.4) at a Board meeting and must at the Board meeting or the next Board meeting, accept or reject that application.
- 6.7 The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision. Where the Board rejects the application there is no requirement to provide the applicant its reasons for doing so. Where the Board accepts the application the Secretary will provide a copy of the rules in force at the time of the membership commencing.
- 6.8 An applicant whose application for membership of the Group is rejected under sub-rule (6.6) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 6.9 When an appeal is lodged within the prescribed time under sub-rule (6.8), the Group 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 Group in the general meeting.

Ceasing membership

- 6.10 A person ceases to be a member when any of the following takes place:
- (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Group under sub-rule (6.12);
 - (d) the person is expelled from the Group under rule (9);
 - (e) the person ceases to be a member under sub-rule (8.3).
- 6.11 The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
- (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

Resignation

- 6.12 A member may resign from membership of the Group by giving written notice of the resignation to the Secretary or another Board member.
- 6.13 The resignation takes effect —
- (a) when the Secretary or Board member receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

7. REGISTER OF MEMBERS OF THE GROUP

- 7.1 The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Group under section 53 of the Act to maintain the register of members (name, residential or email address) and record in that register any change in the membership of the Group.
- 7.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

- 7.3 The register of members must be kept at the Secretary's place of residence or employment, or at another place determined by the Board.
- 7.4 A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- 7.5 If —
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
- the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Group.
- 7.6 All members that view the register must respect the confidentiality of members' details and not make them public.

8. SUBSCRIPTIONS OF THE GROUP

- 8.1 The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 8.2 Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (8.1).
- 8.3 Subject to sub-rule (8.4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (8.2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- 8.4 Members who join more than 3 months after subscriptions are due, are entitled to a pro-rata membership fee, upon approval from the Board.

9. SUSPENSION OR EXPULSION OF MEMBERS OF THE GROUP

- 9.1 If the Board considers that a member should be suspended or expelled from membership of the Group because his or her conduct is detrimental to the interests of the Group, the Board must communicate in writing to the member —
- a) notice of the proposed suspension or expulsion and of the time, date and place of the Board 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 Board meeting referred to in paragraph (a).
- 9.2 At the Board meeting referred to in a notice communicated under sub-rule (9.1), 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 Group and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 9.3 Subject to sub-rule (9.5), 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 (9.2).

- 9.4 A member who is suspended or expelled under sub-rule (9.2) 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 (9.3).
- 9.5 When notice is given under sub-rule (9.4) -
- a) the Group in 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 Group in the general meeting; and
 - b) by 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 him or her is confirmed under this sub-rule.

10. BOARD OF MANAGEMENT COMPOSITION AND DUTIES

- 10.1 The Board members are the persons who, as the Board of Management of the Group, have the power to manage the affairs of the Group.
- 10.2 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Group.
- 10.3 The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Board Composition

- 10.4 The Group will be managed by a Board of Management consisting of the following, all of whom must be members of the Group:
- a) a Chairperson
 - b) a Vice-Chairperson
 - c) a Secretary
 - d) a Treasurer
 - e) not less than 4 other Board Members
- 10.5 The Board will seek to have representatives from the 5 geographic areas of the Peel region (as defined by the Local Government boundaries).
- 10.6 The Board may have a maximum of 16 members.
- 10.7 If the requirements of sub-rule (10.5) are not met at the Annual General meeting, Board vacancies shall exist pending co-opting the required representation as per sub-rule (11.8).
- 10.8 As per section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management Board of an association:
- *a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;*
 - *a person who has been convicted, within our outside the State, of-*
 - *an indictable offence in relation to the promotion, formation or management of a body corporate; or*

- an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- an offence under Part 4 Division 3 or section 127 of the Act

Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

10.9 A person must not hold 2 or more of the offices listed in sub-rule (10.4) at the same time.

Chairperson and Vice-Chairperson

10.10 It is the duty of the Chairperson or Vice-Chairperson to consult with the Secretary regarding the business to be conducted at each Board Meeting and General meeting.

10.11 The Chairperson or Vice-Chairperson in their absence has the powers and duties relating to convening and presiding at board meetings and presiding at general meetings provided for in these rules.

10.12 In the event of the absence from a Board or General meeting of:

- (a) the Chairperson, the Vice-Chairperson; or
- (b) both the Chairperson and Vice-Chairperson

a Board member elected by the other members present at the meeting, must preside at the meeting.

10.13 The Chairperson can attend a General meeting or Board Meeting and choose not to chair the meeting, due to health or pecuniary interest or any other reason agreed by the majority of those in attendance.

Secretary

10.14 The Secretary has the following duties —

- (a) coordinating the correspondence of the Group;
- (b) consulting with the Chairperson regarding the business to be conducted at each board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Group the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) make available upon request of a member of the Group the register for inspection of the member and enable the member to make a copy of or take an extract from the record but will have not rights to remove the record;
- (f) maintaining on behalf of the Group an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (g) unless another member is authorised by the Board to do so, maintaining on behalf of the Group a record of Board members and other persons authorised to act on behalf of the Group, as required under section 58 of the Act;
- (h) unless the members resolve otherwise at a general meeting ensure the safe custody of the books of the Group, other than the financial records, financial statements and financial reports, as applicable to the Group;

- (i) maintaining full and accurate minutes of Board meetings and general meetings;
- (j) carrying out any other duty given to the Secretary under these rules or by the Board.

Treasurer

10.15 The Treasurer has the following duties —

- (a) responsibility for the receipt of all moneys paid to or received by the Group and must issue receipts for those moneys in the name of the Group;
- (b) responsibility for payment of all moneys referred to in paragraph (a) into such account or accounts of the Group as the Board may from time to time direct;
- (c) making payments from the funds of the Group with the authority of a General Meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board.
- (d) ensuring that the Group complies with the relevant requirements of Part 5 of the Act by
 - keeping such accounting records as correctly record and explain the financial transactions and financial position of the Group;
 - keeping its accounting records in such manner as will enable true and fair accounts of the Group to be prepared from time to time;
 - keeping its accounting records in such manner as will enable true and fair accounts of the Group to be conveniently and properly audited; and
 - submitting to members at each general meeting of the Group accounts of the Group showing the financial position of the Group at the end of the immediately preceding financial year.
- (e) Whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) ensuring the safe custody of the Group's financial records, financial statements and financial reports, as applicable to the Association;
- (g) coordinating the preparation of the Group's financial report before its submission to the Group's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Group's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the Treasurer under these rules or by the board.

11. ELECTION OF BOARD MEMBERS

- 11.1 At least 30 days before an annual general meeting, the Secretary must send written notice to all the members calling for nominations for election to the Board and stating the method and date by which nominations must be received.
- 11.2 Persons wishing to be considered for a position on the Board at an Annual General meeting must provide written notice of their nomination in the manner prescribed by the Secretary in the notice of Annual General meeting. The nomination must include a supporting signature from an existing member of the Board. To be eligible for Board membership the nominee must demonstrate a

range of skills and experience as follows:

General board skills and experience required are:

- High level critical thinking, capacity to write, capacity and confidence to present in public
- Community development expertise and experience
- Proven community based networks

Nominees also need to demonstrate their capacity to represent one of the following:

- Community groups
- Service providers
- Local government areas
- Those who can provide an overarching view of the whole region

The Executive will convene prior to the Annual General meeting to confirm the eligibility of nominees as per the abovementioned criteria. Where a nominee is considered to have not met the criteria they will be contacted prior to the meeting and asked to either withdraw their nomination or provide further information.

- 11.3 The nominator may nominate for one specified position of office holder or to be an ordinary Board member.
- 11.4 A Board member's term will be for two years from his or her election until the next Annual General meeting after this period, but he or she is eligible for re-election to the membership of the Board.
- 11.5 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 him or herself.
- 11.6 If the number of persons nominated and considered eligible by the Board Executive, in accordance with sub-rule (11.2) for election to membership of the Board, does not exceed the number of vacancies then -
- a) the Chairperson must declare those persons to be duly elected as members of the Board at,
the Annual General meeting concerned.
- 11.7 If more than one member has nominated for a position or there are more nominations than vacant positions, the ordinary members at the meeting must vote with consideration of sub-rule (10.5). Each member present may vote for one member who has nominated for the position. A member who has nominated may vote for himself or herself.
- 11.8 If vacancies remain on the Board, additional nominations of Board 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 and the Executive consider the skills and experience of the nominees to be suitable the Chairperson must declare those persons to be duly elected as members of the Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted as per sub-rule (11.7).
- 11.9 If a vacancy remains on the Board after the application of sub-rule (11.7), or when a casual vacancy within the meaning of rule (13) occurs in the membership

of the Board –

- a) the Board may appoint an eligible person 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 (11.2); and
 - (ii) be eligible for election to membership of the Board, at the next following Annual General meeting.

11.10 The Board may co-opt a person to become a Board member –

- a) to fill any vacancies that may exist; or
- b) for their expertise over a given period or in a specific project; or
- c) to meet the objectives of sub-rule (10.5) of a representative from all 5 geographic areas of the Peel region.

12. CEASATION OF BOARD MEMBERS

12.1 A person ceases to be a Board member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board by written notice or is removed from office by resolution at a general meeting; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act; or
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

13. CASUAL VACANCIES IN MEMBERSHIP OF BOARD

13.1 The Board may appoint a person who is eligible for membership under rule 6.1 to fill a position on the Board that –

- (a) Has become vacant under rule (12); or
- (b) Was not filled by election at the most recent annual general meeting or under sub-rules (11.7) or (11.8).

13.2 If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under sub-rule (6.1) to fill the position within 14 days after the vacancy arises.

13.3 Subject to the requirement for a quorum under sub-rule (14.4), the Board may continue to act despite any vacancy in its membership

13.4 If there are fewer Board members than required for a quorum under sub-rule (14.4), the Board may act only for the purpose of –

- (a) Appointing Board members under this rule; or
- (b) Convening a general meeting.

14. PROCEEDINGS OF BOARD

- 14.1 The Board must meet together for the dispatch of business not less than 6 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.
- 14.2 Each Board member has a deliberative vote.
- 14.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.
- 14.4 At a Board meeting 50% of Board members plus one constitutes a quorum. Board members may attend the meeting in person or via telephone or video conference.
- 14.5 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- 14.6 As required under section 42 of the Act, a Board member having any material personal interest in a matter being considered at a Board meeting 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 Board; and
 - (b) disclose the nature and extent of the interest at the next general meeting of the Board.

Under section 42(3) of the Act this rule does not apply in respect of a material personal interest

- that exists only because the member is an employee of the association or is a member of a class of persons whose benefit the association is established or
- that the member has in common with all, or a substantial proportion of, the members of the Association.

Under section 42(6) of the Act the association must record every disclosure made by a member of a material personal interest in the minutes of the Board meeting at which the disclosure is made.

- 14.7 The Board may delegate, in writing, to one or more sub-committees (consisting of such member or members of the Group as the Board thinks fit) the exercise of such functions of the Sub-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 Board by the Act or any other law.
- 14.8 Any delegation under sub-rule (14.7) 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 Board may continue to exercise any function delegated.
- 14.9 The Board may, in writing, revoke wholly or in part any delegation under sub- rule (14.7).

15. GENERAL MEETINGS

Annual General meeting

- 15.1 The Board must determine the date, time and place of the annual general meeting.
- 15.2 If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- 15.3 The ordinary business of the annual general meeting is as follows —
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Group's activities during the preceding financial year; and
 - (ii) the financial report of the Group for the preceding financial year presented under Part 5 of the Act;
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Group and other Board members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Group in accordance with the Act;
 - (e) to confirm or vary the subscriptions and other amounts (if any) to be paid by members.
- 15.4 Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Special General meetings

- 15.5 The Board may convene a special general meeting.
- 15.6 The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- 15.7 The members requiring a special general meeting to be convened must —
- (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each signs the notice.
- 15.8 The special general meeting must be convened within 28 days after notice is given under sub-rule (15.7a).
- 15.9 If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- 15.10 A special general meeting convened by members under sub-rule (15.9) —
- (a) must be held within 3 months after the date the original requirement was made; and

- (b) may only consider the business stated in the notice by which the requirement was made.

15.11 The Group must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-rule (15.9).

Notice of general meetings

15.12 The Secretary or, in the case of a special general meeting convened under sub-rule (15.9) the members convening the meeting, must give to each member —

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

15.13 The notice must —

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

Quorum and proceedings at general meetings

15.14 At a general meeting 20 members or 20% of the membership, whichever is the lesser constitute a quorum.

15.15 If a quorum is not present within 30 minutes after the notified time of a general meeting:

- (a) in the case of a special general meeting — the meeting lapses; or
- (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

15.16 If —

- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-rule (15.15b); and
- (b) at least two ordinary members are present at the meeting.

those members present are taken to constitute a quorum.

Adjournment of a general meeting

15.17 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 to another time at the same or another place.

15.18 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.

- 15.19 Notice of adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with sub-rule (15.2) and (15.3).
- 15.20 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule (17) of the adjourned general meeting as if that general meeting were a fresh general meeting.

Voting and special resolutions

- 15.21 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; and
 - (b) a special resolution put to the vote will be decided by a majority of votes cast on a show of hands, or if a poll is demanded, in accordance with sub-rules (15.23) and (15.25) and will be declared by the Chairperson as a special resolution.
- 15.22 A declaration by the Chairperson of a General meeting that a resolution has been passed as an ordinary resolution or special 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 15.23.
- 15.23 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.
- 15.24 If a poll is demanded and taken under sub-rule 15.23 in respect of an ordinary or special resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 15.25 A poll demanded under sub-rule 15.23 must be taken immediately on that demand being made.
- 15.26 A declaration under sub-rule (15.22) or (15.24) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

16 MINUTES OF MEETINGS OF GROUP

- 16.1 The Secretary must cause proper minutes of all proceeding of all general meetings and the Board meetings to be taken and then to be entered within 30 days after the holding of each General or Board meeting, as the case requires, in a minute book kept for that purpose.
- 16.2 The Chairperson must ensure that the minutes taken of a General meeting or Board meeting under sub-rule (16.1) are checked and signed as correct by the Chairperson of the general or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general or Board meeting, as the case requires.
- 16.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that –
- (a) the General or Board 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.

17 VOTING RIGHTS OF MEMBERS OF THE GROUP

- 17.1 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 17.2 A member which is a body corporate may appoint in writing a person whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

18 PROXIES OF MEMBERS OF THE GROUP

- 18.1 A member may appoint in writing another member to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at any general meeting. Written notice of the appointment of a proxy must be provided to the Secretary at least 7 days prior to the general meeting.

19 ALTERATION TO THE CONSTITUTION

- 19.1 This constitution shall not be altered except upon a poll held at an Annual or Special General meeting of the Group duly conducted in accordance with the Constitution, and notice of all proposed motions the subject of the meeting having been given to all members twenty one days prior to such meeting. No motion for the alteration of the Constitution shall be carried unless the motion is passed by no less than 75% of members present and entitled to vote at the meeting.

20 EXECUTING DOCUMENTS

- 20.1 The Group may execute a document without using a common seal if the document is signed by -
 - (a) 2 Board members; or
 - (b) 1 Board member and a person authorised by the Board.

21 DISPUTES AND MEDIATION

- 21.1 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 Group; or
 - (c) if the Group provides services to non-members, those non-members who receive services from the Group, and the Group.
- 21.2 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.
- 21.3 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.

- 21.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Group;
 - (ii) in the case of a dispute between a member or relevant non-member and the Group, a person who is a mediator appointed to, or employed with, a not for profit organizations.
- 21.5 A member of the Group cannot be a mediator.
- 21.6 The mediator cannot be a member who is a party to the dispute.
- 21.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.8 The mediator, in conducting the mediation, must
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 21.9 The mediator must not determine the dispute.
- 21.10 The mediation must be confidential and without prejudice.
- 21.11 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.

22 FINANCIAL MATTERS

- 22.1 The funds of the Group may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.
- 22.2 The Group must open an account in the name of the Group with a financial institution from which all expenditure of the Group is made and into which all funds received by the Group are deposited.
- 22.3 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Group.
- 22.4 The Board may authorise the Treasurer to expend funds on behalf of the Group up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 22.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Group must be signed by —
- (a) two Board members; or
 - (b) one Board member and a person authorised by the Board.
- 22.6 All funds of the Group must be deposited into the Group's account within 5 working days after their receipt.
- 22.7 A Board member is entitled to be paid out of the funds of the Group for any out of

pocket expenses properly incurred in connection with the Groups business.

22.8 For each financial year, the Board must ensure that the requirements imposed on the Group under Part 5 of the Act relating to the financial statements or financial report of the Group is met.

22.9 Without limiting sub-rule (22.8) those requirements include —

- (a) the preparation of the financial report; and
- (b) the review or auditing of the financial statements or financial report, as applicable;
- (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- (d) the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

23 DISSOLUTION OF THE GROUP

23.1 The Group shall not be dissolved except upon a poll held at an Annual or Special General meeting and duly conducted and called in accordance with the Constitution. No motion for the dissolution of the Group shall be carried unless the motion is passed by no less than 75% of members present and entitled to vote at the meeting.

23.2 If, on the winding up of the Group, any property of the Group remains after satisfaction of all debts and liabilities of the Group and the costs, charges and expenses of that winding up, that property shall be distributed to one of the following by the majority decision of those at the Annual or Special General meeting :

- (a) to another incorporated association having objects similar to those of the Group; and which is not carried for the profit or gain of its individual members.

Which incorporated association shall be determined by resolution of the members when authorising and directing the Group Chairperson and Deputy Chairperson to prepare a distribution plan for distribution of the surplus property of the Group.

23.3 In the event of a winding up or dissolution of the Group, the Commissioner of Taxation shall be advised of the date of dissolution within thirty (30) days of dissolution.

24 MATTERS NOT PROVIDED FOR

24.1 Any matter arising which is not provided for in this Constitution shall be dealt with by the Board of Management subject to ratification by the members at the next general meeting. Final decisions regarding the interpretation of this Constitution shall be at the discretion of the Board of Management.