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This is the annexure of [26] pages marked "A" referred to in the Form No [5] signed by me and dated

Signature: [Signature] Date: 26.09.2019

CONSTITUTION OF BENGALI ASSOCIATION OF WA INC.

1 Name of Association

The name of the Association is BENGALI ASSOCIATION OF WESTERN AUSTRALIA INCORPORATED.

2 Definitions

In these rules, unless the contrary intention appears-

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association to which these rules apply;

books, of the Association, includes the following –

- (a) a register;
- (b) financial records, financial statements, or financial reports, however compiled, recorded, or stored;
- (c) minute books;
- (d) a document;
- (e) any other record of information;

by laws means by-laws made by the Association under rule 16;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means the management Committee of the Association;

Committee meeting means a meeting of the Committee;

Committee member means a member of the Committee;

days means calendar days;

financial records include –

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers; and
- (b) documents of prime entry; and
- (c) income and expenditure statements and records; and
- (d) 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, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, is the 12 months period starting 1st January and ending 31st December (both days inclusive) each calendar year;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

member means a person who is a member of the Association under rule 5;

office bearer means a Committee member holding the office of President or Vice President or Secretary or Treasurer of the Association under rule 10;

ordinary member means a member with the rights referred to in rule 5(6);

President means the Committee member holding office as the chairperson of the Association;

register of members means the register of members referred to in section 53 of the Act;

rules mean these rules of the Association, as in force;

Secretary means the Committee member holding office as the Secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Committee under rule 13;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

Treasurer means the Committee member holding office as the Treasurer of the Association;

Vice-President means the Committee member holding office as the vice-chairperson of the Association.

3 Objects of Association

The Association exists to pursue its objects.

(1) The objects of the Association are-

- To promote the social and cultural heritage and to uphold Indian tradition(s) and custom(s) among the Bengali community, which is a culturally and linguistically diverse group in Western Australia.
- To provide a forum to sustain the Indian, focussing on the Bengali culture by organising appropriate events and activities periodically.

- To promote or encourage interaction with broader Australian community to further a multicultural society in Australia in accordance with the guidelines set by Western Australian and Commonwealth governments from time to time.
- To assist new immigrants of Indian origin to integrate culturally and socially with Australian society.
- To nurture the interests of the youth and support the seniors within the Bengali community to foster sustainability of the Indian and Bengali social cultural heritage.

(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.

4 Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 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, may -

- (a) acquire, hold, deal with, and dispose of any real or Association's property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) as trust funds 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 Association's 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.

5 Membership of Association

The Association must always have the minimum number of members as mandated by sections 4 and 17 of the Act.

- (1) Any person who supports the objects of the Association is eligible to become a member.
- (2) A person who wants to become a member must apply in writing to the Association. An application for membership will be considered as an agreement by the person (or the family in case of membership class specified in 5(6)(b)) to support the objects of the Association and abide by the rules of the Association. The application must specify the class of membership applied for.
- (3) A membership application must be considered in the immediate subsequent Committee meeting after the application is received and the outcome informed to the applicant as soon as practicable after the meeting. Application for life membership can only be considered and approved/rejected at a general body meeting.

- (4) The Committee must not accept a new application unless the applicant is eligible under rule 5(1) and has applied conforming to rule 5(2).
- (5) The Committee may reject a new application even if the applicant is eligible under rule 5(1) and has applied conforming to rule 5(2).
- (6) There will be 4 classes of membership of the Association.
- (a) Ordinary membership (individual): Any person over the age of 18, subject to requirements of rules 5(1) 5(2) 5(7), can become an ordinary member (individual). This type of members has voting rights and may exercise 1 vote on any one question / choice. Voting right is subject to currency of membership at the time of a meeting.
 - (b) Ordinary membership (family): Any lawful couple and their children, subject to requirements of rules 5(1) 5(2) 5(7), can become an ordinary member (family). This type of member has voting rights and may exercise up to 2 votes per family. The 2 eldest members of the family have the voting rights and may exercise 1 vote each on any one question / choice. Voting right is subject to currency of membership at the time of a meeting.
 - (c) Life membership: Any person over the age of 18, subject to requirements of rules 5(1) 5(2) 5(10), can become a life member. Life membership can be individual or family. Life members have voting rights and may exercise 1 vote on any one question / choice if individual or up to 2 votes if family (2 eldest members have the voting rights in case of family). Voting right is subject to currency of membership at the time of a meeting.
 - (d) Honorary membership: Any member can propose any other person for conferral of honorary membership. The proposal shall be made to the Committee. The Committee shall consider the proposal and make a recommendation for the Association to decide during the immediate subsequent general meeting. Honorary membership can only be conferred on individual. Family honorary membership is not permitted. This type of members does not have voting rights.
- (7) The ordinary membership (individual or family) is valid subject to payment of membership fee in full. Membership fee shall fall due at the beginning of each financial year and shall be paid within 4 months of it falling due, beyond which the membership shall lapse. Ordinary membership fees are annual and prorate payment for shorter duration is not permitted.
- (8) An ordinary membership shall be considered renewed on payment of membership fees in line with rule 5(7).
- (9) An ordinary membership that has lapsed due to non-payment of membership fee can be renewed by full payment of membership fee anytime during the year. Such renewal will be valid till end of the financial year. The Association, at annual general meeting may determine to install a 'membership resumption fee' for lapsed memberships.
- (10) The life membership is valid subject to payment of life membership fee in full and shall fall due on approval of application for life membership.
- (11) Honorary membership shall not be subject to any membership fee.
- (12) A person can only have one class of membership at a time. A life membership can be applied by a non-member or existing ordinary member.
- (13) A member may resign from membership of the Association by giving written notice of resignation to the Secretary. The resignation takes into effect as soon as Secretary receives the notice or if a later time is specified in the notice, at that time. A person who has resigned from membership of the Association remains liable for any fees or money that are owed to the Association (the owed amount) at the time of resignation. The owed amount may be recovered by the Association in a court of competent authority as a debt due to the Association.
- (14) A person will cease to be a member on -

- (a) failure to pay membership fee in full by due date; or
- (b) death; or
- (c) resignation; or
- (d) suspension (for the period of); or
- (d) expulsion.

(15) The Secretary must keep a record for at least one year, after a person ceases to be member, of the date and reason the person ceased to be a member.

(16) Cessation of membership does not entitle a person to a refund, rebate, relief, or credit for membership fees paid, or payable, to the Association.

(17) The rights of a member are not transferable and shall end when membership ceases.

(18) A payment to a member out of the funds of the Association is authorised only if it is -

- (a) a payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) a payment of reasonable rent to the member for premises leased by the member to the Association; or
- (c) a reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

6 Register of members of Association

The Association must always maintain a register of its members and record in the register, any change in membership of the Association conforming to section 53 of the Act.

- (1) Any change to the register must be recorded within 28 days after the change occurs.
- (2) The Secretary is responsible to maintain the register of members and record in that register, any change in membership of the Association.
- (3) The register of members must include name of the member, residential, postal or email address, class of membership and date of entry into membership.
- (4) It is the responsibility of each member to contact the Secretary in writing to update any change relevant to details recorded in register of members, within 28 days of such change occurring.
- (5) The register must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (6) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

7 Resolving disputes

The procedure set out in this section applies to disputes between members or between one or more members and the Association.

- (1) The party to a dispute may be a person who is a current member, and/or who ceased to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- (2) Any party to the dispute may start this procedure by giving written notice to Secretary on the parties to the dispute and the matters that are subject of the dispute. A dispute must be raised in

writing to the Secretary within 28 days of any party becoming aware of a matter that is the subject of dispute.

(3) A Committee meeting must be convened within 14 days of the Secretary receiving the notice, to assess the dispute. The Committee, in this meeting, may determine, after due assessment, not to address the dispute. The decision including the supporting rationale shall be conveyed to the party within 7 days after the meeting.

(4) In the event of the Committee deciding to address the dispute for resolution; the Secretary shall convene a meeting to determine the dispute giving each party to the dispute at least 7 days' notice of the meeting. The notice must state the date, time, venue of the meeting and that the party or the party's representative may attend the meeting and will be given a reasonable opportunity to make written submissions to the Committee about the dispute.

(5) If the dispute is between one or more members and the Association and any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the Committee; the Committee must not determine the dispute.

(6) At the meeting at which a dispute is to be determined, the Committee must give each party to the dispute, or the party's representative, a reasonable opportunity to make written submissions to the Committee about the dispute; and consider any submissions; and determine the dispute. At the meeting, in absence of representation by any party to the dispute, the Committee shall have authority to proceed to an outcome as deemed appropriate by the Committee. The Committee must communicate in writing to each party to the dispute, the determination, and the reasons for the determination within 7 days after the meeting in which the determination is made.

(7) If a dispute has not been resolved under procedure described in section 7, any of the parties may apply to the State Administrative Tribunal under section 182(1) of the Act, to have the dispute determined.

8 Disciplinary action

The Association may take disciplinary action on a member subject to provisions of this section. In this section, *member*, includes former member.

(1) A disciplinary action on a member shall be considered only if -

- (a) the member contravenes any rule of the Association that causes the Association breaching its obligation under the Act or any other applicable law; or
- (b) the member acts detrimentally to the interest of the Association under one or more of the rules 10(12)(c), 10(12)(d), 10(12)(e), 12(8) 12(9) or 12(11); or
- (c) the member misappropriates funds of the Association.

(2) A disciplinary action on a member can be one or more of the following -

- (a) barring the member from nominating for the Committee of the Association;
- (b) suspension from membership of the Association for a specified period;
- (c) expulsion from membership of the Association;
- (d) legal action in a court of competent authority.

(3) The Committee can consider disciplinary action on a member and make a recommendation to a general meeting for determination. The recommendation must include a written submission explaining the rationale of the recommendation with evidence and specific recommended disciplinary action; and shall be included in the notice of the general meeting. A determination on a disciplinary action shall only be made at a general meeting.

- (4) A general meeting cannot determine a disciplinary action unless it has been duly recommended by the Committee.
- (5) A determination of a disciplinary action on a member takes immediate effect.
- (6) The Secretary on behalf of the Association must, within 7 days of the general meeting, notify the member in writing about the determination.
- (7) During the period a member's membership is suspended, the member loses any rights (including voting rights) arising because of membership; and is not entitled to a refund, rebate, relief, or credit for membership fees paid, or payable, to the Association.
- (8) A person who has been suspended from membership of the Association or expelled remains liable for any fees or money that are owed to the Association (the owed amount) at the time of resignation. The owed amount may be recovered by the Association in a court of competent authority as a debt due to the Association.
- (9) A disciplinary action on a member determined through a general meeting shall not affect the validity of any decision made by the member at a Committee meeting or at a general meeting prior to the determination.
- (10) When a member's membership is suspended, the Secretary must record in the register of members that the member's membership is suspended, the effective date of suspension, and the period of suspension. At the end of period of suspension, the Secretary must record in the register of members that the member's membership is no longer suspended.

9 Powers of Committee

The Committee members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.

- (1) Subject to the Act, these rules, and any resolution passed at a general meeting, the Committee has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (2) The Committee must take all reasonable steps to ensure that the Association complies with the Act and these rules.

10 Committee

The Committee shall be formed of members either by election to the Committee at a general meeting or by appointment by the Committee to fill a casual vacancy under rule 10(13).

Eligibility

- (1) A Committee member shall be of minimum 18 years of age and a current ordinary member or life member of the Association.
- (2) The President and the Secretary each must have a minimum of 1 year of previous experience as member in the Committee of the Association.
- (3) All office bearers must be a member of the Association for a continuous period of minimum 2 years prior to nominating.
- (4) A member nominating for the Committee must not have any previous disciplinary action (spent or otherwise) determined by the Association under rule 8.
- (5) A member must not hold more than 1 of the offices under rule 10(9). A member elected in the Committee as an office bearer may take up additional duties under rule 10(10).
- (6) There shall be only one member from an ordinary family membership in a Committee at a time.

(7) The following persons cannot be or remain a member of the Committee, without leave of the Commissioner, under section 39 of the Act and within the provisions of section 39 of the Act -

(a) a person who is bankrupt or person whose affairs are under insolvency laws;

(b) a person who has been convicted, within or outside the State of an indictable offence in relation to promotion, formation, or management of a body corporate or an offence involving fraud or dishonesty by imprisonment for a period of not less than 3 months or an offence under Part 4 or section 127 of the Act.

Composition of Committee & duties of Committee members

(8) A Committee shall consist of maximum of 8 members, including a minimum of 4 office bearers.

(9) The following 4 office bearers shall be considered as minimum for composition of a Committee -

(a) **President:**

The President -

(i) has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings.

(ii) is the leader of the Committee;

(iii) shall consult with the Secretary regarding the business to be conducted at each Committee meeting and general meeting;

(iv) shall be responsible for liaising with government bodies and other communities. The President may, as deemed suitable, delegate this responsibility to other members of the Committee;

(v) shall be accountable and responsible for functioning of the Committee including prudent financial management for the Association;

(vi) shall carry out any other duty given to the President under these rules or by the Committee.

(b) **Vice-President:**

The Vice-President -

(i) shall carry out the President's duties when delegated by the President in writing;

(ii) shall be responsible, in consultation with the Treasurer, to explore and secure funding for the Association;

(iii) shall be responsible, in association with the Future Planning Coordinator and in consultation with the Committee, to plan and progress any long-term project for the Association;

(iv) shall carry out any other duty given to the Vice-President under these rules or by the Committee.

(c) **Secretary:**

The Secretary -

(i) shall manage correspondence for the Association;

(ii) shall consult with the President regarding the business to be conducted at each Committee meeting and general meeting;

(iii) shall prepare notices required for meetings and for the business to be conducted at meetings;

(iv) unless another member is authorised by the Committee to do so, shall maintain the register of members of the Association and record any changes in the membership as required under section 53 of the Act and these rules;

(v) shall prepare and maintain full and accurate minutes of all Committee meetings and general meetings;

(vi) unless another member is authorised by the Committee to do so, shall maintain record of Committee members of the Association and any other person authorised to act on behalf of the Association;

(vii) shall carry out any other duty given to the Secretary under these rules or by the Committee.

(d) Treasurer:

The Treasurer -

(i) shall ensure any accounts payable to the Association are collected and issue receipts for those amounts in the Association's name;

(ii) shall ensure that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;

(iii) shall ensure that any payments to be made by the Association that have been authorised by the Committee or at the general meeting are made on time;

(iv) shall ensure that the Association complies with the relevant requirements of Part 5 of the Act;

(v) shall ensure that the Association complies with the relevant Australian tax laws;

(vi) shall be responsible for prudent financial management for the Association;

(vii) shall ensure the safe custody of the Association's financial records, financial statements, and financial reports, as applicable to the Association;

(viii) shall prepare or coordinate the preparation of Association's financial statements or reports as applicable, subject to the Association's status under section 64 of the Act;

(ix) shall provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's accounts, financial statements or financial reports under Part 5 of the Act;

(x) shall carry out any other duty given to the Treasurer under these rules or by the Committee.

(10) The other 4 Committee members shall be -

(a) Cultural Coordinator:

The Cultural Coordinator -

(i) shall coordinate and organise all cultural events and activities for the Association in consultation with the Committee;

(ii) shall carry out any other duty given to the Cultural Coordinator under these rules or by the Committee.

(b) Festival Coordinator:

The Festival Coordinator -

(i) shall coordinate and organise all festivals and related activities for the Association in consultation with the Committee;

(ii) shall carry out any other duty given to the Festival Coordinator under these rules or by the Committee.

(c) Future Planning Coordinator:

The Future Planning Coordinator -

(i) shall coordinate and organise all activities related to planning and progressing future long-term (beyond the tenure of the Committee) projects for the Association in consultation with the Committee;

(ii) shall maintain all accurate documentation related to these long-term project activities and hand-over at the end of term of the Committee to the satisfaction of the next Committee;

(iii) shall keep the Committee updated on the progress of the assigned long-term project;

(iv) shall carry out any other duty given to the Future Planning Coordinator under these rules or by the Committee.

(d) Social & Sports Coordinator:

The Social & Sports Coordinator -

(i) shall coordinate and organise all social and sports events and activities for the Association in consultation with the Committee;

(ii) shall carry out any other duty given to the Social & Sports Coordinator under these rules or by the Committee.

(11) Committee members shall be elected at a general meeting.

(12) Committee members in discharging their duties -

(a) must act with a degree of care and diligence that a reasonable person would exercise under section 44 of the Act;

(b) must act in good faith in the interest of the Association under section 45 of the Act;

(c) must not improperly use his or her position to gain advantage or cause detriment to the Association under section 46 of the Act;

(d) must not, under section 47 of the Act, improperly use information obtained as members of the Committee to gain an advantage for self or another person or business or to cause detriment to the Association;

(e) must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Committee meeting unless the Committee member has been authorised to do so at a Committee meeting; and the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

Casual vacancy

(13) The Committee may appoint an eligible member to fill a position on the Committee that has become vacant under rule 10(17) or was not filled by election at the most recent annual general meeting.

(a) If the position of Secretary becomes vacant, the Committee must appoint an eligible member to fill the position within 14 days after the vacancy arises.

(b) Subject to the requirements under rule 12(13) and rule 10(13)(a), the Committee may continue to act despite any vacancy in its membership.

(c) If there are fewer Committee members than required for a quorum under rule 12(13), the Committee may act only for appointing Committee members under rule 10(13) or convening a general meeting.

Term in office

(14) The term of a Committee member begins when the member assume position at annual general meeting or assume position under rule 11(23) or appointed by the Committee under rule 10(13). Subject to rule 10(17), a Committee member holds position until a new Committee assumes office as per rules under section 11. A Committee member may be re-elected.

Resignation & removal

(15) A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President. The resignation takes effect when the notice is received by the Secretary or President, or, if a later date is stated in the notice, at the later time.

(16) At a general meeting, the Association may by special resolution, remove one or more member(s) from the Committee due to breach under any of the rule(s) 10(1), 10(2), 10(3), 10(4), 10(5), 10(6), 10(7), 10(12), 12(8), 12(9) or 12(11). A Committee member who is subject of a proposed special resolution, may make written representation to the Secretary or President and may ask that the representations be provided to the members. The Secretary or President must send a copy of the representation to each member.

(17) A person ceases to be a Committee member if the person -

- (a) ceases to be a member; or
- (b) resigns from the Committee or is removed from the office; or
- (c) becomes ineligible to accept an appointment or act as a Committee member; or
- (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice.

Retrospectivity

(18) The acts of a Committee, or of a Committee member, are valid despite any defect that may afterwards be discovered in the election, appointment, or qualification of a Committee member.

11 Election of Committee

The Committee members shall be elected at the annual general meeting unless appointed under rule 10(13).

Nomination

(1) At least 28 days before the annual general meeting, the Secretary must send written notice to all the members calling for nomination for election to the Committee stating the date by which the nominations must be received by the Secretary.

(2) A member who wishes to be considered for election to the Committee at the annual general meeting must nominate for election by sending written notice of nomination to the Secretary at least 14 days before the annual general meeting. A nomination may be withdrawn any time up to the commencement of the annual general meeting by notifying the Secretary in writing. Only individual nominations are permitted. Team or panel nominations are not permitted.

(3) The written notice of nomination must be in a prescribed format and supported in writing by another ordinary member who cannot be from the same family membership. The nomination must include a self-declaration confirming eligibility under section 10.

(4) The member nominating must, in the nomination form, declare all actual and perceived conflict of interests including membership of management committee or board of any other association.

(5) A member may only nominate for 1 position in the Committee at one time.

(6) The Secretary shall scrutinise all nominations for completeness and eligibility on receipt of the nomination.

(a) In case of incomplete application, the Secretary must notify the member in writing clearly identifying the element of incompleteness, within 5 days of receipt of nomination, requesting to complete the application; upon receipt of which the member shall complete the nomination as prescribed within 2 days, failing which the nomination shall stand cancelled.

(b) In case of ineligible nomination, the Secretary must notify the member in writing within 7 days of receipt of the nomination, the reason for ineligibility disqualifying the nomination. Disqualification on eligibility can only be based under rules in section 10. In case of multiple nomination by the same member, the Secretary has the power to only consider one nomination based on the sequence the positions appear in 10(9) and 10(10) and declare the first in the sequence to be valid. Disqualification on eligibility criteria cannot be disputed by the member.

(7) The Secretary, at least 7 days before the annual general meeting, shall communicate in writing to each member, listing all complete and eligible nominations received against each position in the Committee. The notification shall include declared conflict of interest by each nominee.

(8) If there is no nomination for a position, the person presiding over the annual general meeting, may call for nominations from ordinary and life members of the Association at the meeting subject to eligibility criteria.

Election

(9) At the annual general meeting a separate election must be held for each position.

(10) The election shall be conducted by the person presiding over the annual general meeting.

(11) If only one member has nominated for a position, the person chairing the annual general meeting must declare that member elected to the position.

(12) If more than one member has nominated for a position, the ordinary and life members must vote to elect one of these nominated members to the position.

(13) Each member present at the meeting may vote for each position based on their voting rights under rule 5(6).

(14) All voting by members physically present at the meeting must be through secret ballot.

(15) A member who has nominated for the position may vote for himself or herself.

(16) Email voting (for members not physically present) shall be acceptable. One email may contain multiple votes. Email needs to be sent to the Secretary directly within 5 days after receiving the list of nominated members. The email address used for voting must be one registered with the Association. Emails will not count towards quorum under rule 14(14) for a general meeting and shall be ignored if a quorum for the meeting is not achieved by members physically present at the meeting. All such email votes shall be ignored if a quorum for the meeting is not achieved by members physically present at the meeting. Any email vote to a withdrawn nomination shall be considered a cancelled vote. In case one email contains multiple votes, the cancellation of vote will apply for the withdrawn candidate only.

(17) As a minimum, all 4 office bearers under rule 10(9) shall be elected or re-elected to the Committee at an annual general meeting. If no nomination has been received for one or more of the office bearer(s), it is permitted to swap a nomination for Committee member (under rule 10(10)) for a nomination for office bearer (under rule 10(9)) before the election.

Constituting the Committee

(18) The incumbent Committee shall not be dissolved until a new Committee with a minimum of 4 office bearers has been constituted. The new Committee once elected shall assume office during the annual general meeting and the newly elected President shall assume presiding over the annual general meeting thereon.

(19) In the event a new Committee is not elected at the annual general meeting; the incumbent Committee must continue to carry out its duties under the Act and these rules. In this event, the members elected at the annual general meeting shall be considered 'Committee member elect' (e.g. 'President Elect') but will not assume respective positions as Committee members until a Committee with minimum 4 office-bearers have been elected. A 'Committee member elect' will have no additional rights and powers than a member.

(20) In the event a new Committee cannot be elected at the annual general meeting; the Secretary must call for a general meeting to be held within 42 days after the annual general meeting, by providing 28 days' written notice to each member. This meeting shall only deal with unfinished business from annual general meeting to elect a new Committee, unless a matter related to section 8 is included in the notice of the meeting.

(21) Any member, subject to eligibility, may nominate, by sending written notice to the Secretary in prescribed format. The nomination may be for any position that has not already been elected in the annual general meeting. The Secretary shall scrutinise the nominations for completeness and eligibility. Incomplete nominations shall be treated following rule 11(6)(a). Ineligible nominations shall be treated following rule 11(6)(b).

(22) Members already elected in the annual general meeting and designated as 'Committee member elect' shall not nominate for election again.

(23) In the event a new Committee with 4 office bearers cannot be elected at the general meeting called to specifically complete election of a Committee, the members already elected and designated as 'Committee member elect' shall assume the positions they have been elected for and appoint other Committee members under rule 10(13).

Failure to constitute a Committee

(24) In the event a new Committee, within 28 days of assuming office, cannot fill the vacancies to have minimum 4 office bearers or do not have the quorum under rule 12(13), the Committee must notify the Commissioner to ask for approval to continue as a Committee until the next annual general meeting. Such approval shall be sought within 42 days after assuming office.

(25) In the event a new Committee cannot be elected, and no member had nominated to any position for the new Committee, the incumbent Committee must continue in office until next annual general meeting to ensure that the Association is managed by a Committee as per the Act.

12 Committee Meetings

The Committee must meet to carry out its duties.

Minimum number of meetings

(1) The Committee must meet at least 3 times each year on the dates and at the times and places determined by the Committee.

(2) The date, time, and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the Committee members have assumed office.

Convening a meeting

(3) Committee meetings may be convened by the President (or delegate) or any 3 Committee members by notifying the Secretary in writing. Unless the meeting is convened by President (or delegate), the notification must include the agenda.

(4) On receiving the notification, the Secretary, within 7 days, shall send out written notice to each Committee member specifying the date, time, venue, mode, and agenda of the meeting. A minimum 48 hours' notice shall be given for a Committee meeting.

(5) The only business that may be conducted at the meeting is the business described as agenda in the notice.

(6) The President or, in the President's absence, the Vice-President must preside over each Committee meeting.

(7) The order of business at a Committee meeting shall be determined by the Committee members at the meeting.

Conflict of interest

(8) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must declare, under section 42 of the Act, the nature and extent of his or her personal interest to the Committee as soon as he or she becomes aware of the interest. This does not apply if the interest exists only because the member is a member of a class of persons for whose benefit the Association is established.

(9) A Committee member who has a personal interest in a matter being considered at a meeting; under section 43 of the Act, must remove himself or herself from that meeting while the matter is being considered.

(10) Each such disclosure must be recorded in the minutes of the meeting.

(11) A Committee member, on taking up any management responsibility (e.g. a committee or board membership) in any other association, must inform the Committee within 7 days of such event. Subsequently the Committee, within 7 days shall notify the members of the Association in writing.

Mode of meeting

(12) The attendance of a Committee member at a Committee meeting need not be in person but may be being simultaneously in contact by telephone or other means of instantaneous communication. A Committee member thus present is taken to be present in person and if the member votes at the meeting, the member is taken to have voted in person.

Quorum

(13) A minimum of 4 Committee members, including the President (or the Vice-President under delegation from the President) and the Secretary must be present in a meeting to form the quorum, except under rule 12(18).

(14) If a quorum is not present within 30 minutes of the scheduled commencement time of the meeting, the meeting shall be considered adjourned and shall be rescheduled by the Secretary.

Decision making & voting

(15) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.

(16) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion, except under rule 12(18).

(17) If the votes are divided equally the person presiding over the meeting has a second or casting vote.

(18) A motion to recommend a disciplinary action on a member under section 8 can only be discussed at a Committee meeting with all Committee members present. A motion to this effect shall be considered passed only if carried by a minimum 75% of the Committee members.

(19) A vote may take place by show of hands or by secret ballot, as decided by the person presiding over the meeting.

Minutes of the meeting

(20) The Committee must ensure that minutes are taken and kept of each Committee meeting. The minutes must record -

- (a) the names of the Committee members present at the meeting;
- (b) the name of any other person attending the meeting;
- (c) the business considered at the meeting;
- (d) any motion on which a vote is taken at the meeting and the result of the vote.

(21) The minutes of a Committee meeting must be entered in the Association's minute book within 28 days after the meeting is held.

(22) The President must ensure that the minutes of a Committee meeting are reviewed and confirmed as correct by the person who presided over the meeting.

13 Subcommittees & subsidiary offices

The Committee may appoint subcommittees or create one or more subsidiary offices and appoint people to those offices to help the Committee conduct business of the Association. A subcommittee is an individual or group of people appointed for a specific purpose or project in managing the affairs of the Association. A subsidiary office is a project office, or a branch office established at a location different to the principal location of business of the Association to facilitate managing the affairs of the Association.

(1) A subcommittee may consist of one or more people, whether members or non-members, as considered appropriate by the Committee.

(2) A person may be appointed to a subsidiary office whether member or non-member.

(3) Subject to any directions given by the Committee, and subject to these rules, and the Act or any applicable law, a subcommittee or holder of a subsidiary office may meet and conduct business as the subcommittee or the holder of the subsidiary office considers appropriate.

(4) The Committee may, in writing, delegate to a subcommittee or holder of a subsidiary office the exercise of any power or the performance of any duty other than -

- (a) the power to delegate; and
- (b) a non-delegable duty which means a duty imposed on the Committee by the Act or another written law.

(5) A subcommittee or a holder of a subsidiary office must conduct its business in accordance with terms of delegation.

(6) The delegation shall not prevent the Committee from exercising or performing at any time the power or duty delegated.

(7) The Committee may, in writing, amend or revoke the delegation at any time.

(8) The Committee shall remain responsible and accountable for any action of a subcommittee or a subsidiary office, irrespective of the delegation in place.

14 General Meetings

The general meetings are open to all current members to attend. The general meetings can be of 2 types. The Association must have 1 mandatory general meeting each year which shall be called annual general meeting. Any other general meeting called for any other purpose shall be called special general meeting.

Annual general meeting

- (1) The Committee must determine the date, time and venue of the annual general meeting.
- (2) The annual general meeting must be held within 3 months after the end of the Association's financial year.
- (3) If it is proposed to hold the annual general meeting more than 3 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for the permission under section 50(3)(b) of the Act within 2 months after the end of the financial year.
- (4) The ordinary business of the annual general meetings shall be 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 the Committee's annual report on the Association's activities during the preceding financial year;
 - (c) to receive and consider the financial statements or report as presented for the preceding financial year;
 - (d) to receive and consider the auditor's report;
 - (e) to elect the Committee members;
 - (f) to consider any proposal for honorary membership;
 - (g) to confirm or vary the membership fees, membership resumption fees, subscriptions, and other amounts (if any) to be paid by members;
 - (h) to review and confirm the status of the Association as per the applicable tax laws;
 - (i) to determine any specific financial guideline the incoming Committee needs to abide by for prudent management of the Association's assets, liabilities, and equity;
 - (j) to appoint internal auditors;
 - (k) to decide opening or closing of bank accounts;
 - (l) any other business of which notice has been given in accordance with these rules.

The annual general meeting may also conduct business on a special resolution duly proposed and notified.

(5) The annual general meeting shall be convened with a minimum 28 days written notice. The notice must be sent out by the Secretary to all members of the Association current at the time of the notice being sent. The notice must include date, time, and venue. A detailed agenda including any proposed special resolution (with precise wording) must be sent out to the members at least 7 days prior to the meeting. At the discretion of the Committee, reminder(s) for the meeting (including date, time, and venue) may be sent out prior to the meeting. Any reminder shall only be sent to the members to whom the original notice was sent.

Special general meeting

(6) A special general meeting may be convened by the Committee with a minimum 28 days' written notice. The notice shall include date, time, venue of the meeting. A special general meeting may

be convened to move a special resolution or to conduct business that is, in the Committee's opinion, important and urgent, and cannot wait to be determined in the next annual general meeting. A detailed agenda including any proposed resolution (with precise wording) must be sent out to the members at least 7 days prior to the meeting.

(7) The Committee must also convene a special general meeting if at least 8 members request a special general meeting to be convened and give a written notice to the Secretary to that effect. The notice shall include the business to be considered at the meeting and shall be signed by the members asking for the special general meeting. The requesting members may specify preferred date, time, venue of the meeting but the Committee shall not be under any obligation to adhere to the requested date, time, or venue.

(8) Within 7 days of receiving the notice to convene special general meeting under rule 14(7), the Secretary must send written notice to all members of the Association, current at the time of the notice being sent, specifying date, time, and venue of the special general meeting. The notice shall be of a minimum 28 days' and a maximum of 3 months. The notice shall also include a brief outline of business to be considered at the meeting as provided by the requesting members under rule 14(7). A detailed agenda including any proposed resolution (with precise wording) must be sent out to the members at least 7 days prior to the meeting.

Special resolution

(9) A resolution is a special resolution if it is proposed to be considered at a general meeting of the Association. These must include but not limited to resolution -

- (a) to adopt these rules; or
- (b) to alter these rules, including changing the name of the Association; or
- (c) to decide to apply for registration or incorporation as a prescribed body corporate; or
- (d) to decide removal of one or more Committee member(s) under rule 10(16) within the term of the Committee; or
- (e) to consider disciplinary action on a member under section 8; or
- (f) to decide on any project, expenditure, transaction, or legally binding commitment on the Association proposed by the Committee, effect of which is estimated to extend beyond the term of the Committee proposing it; or
- (g) to decide on use of Association's assets; or
- (h) to cancel its incorporation; or
- (i) to wound up voluntarily or by the Supreme Court.

A special resolution can be moved by the Committee, or by at least 8 members. A special resolution (in precise wording) must be sent out to all the members by the Secretary at least 7 days prior to a scheduled general meeting where the special resolution is planned to be considered.

Voting

(10) Requirement of voting on a matter in a general meeting shall be decided by the person presiding over the general meeting, except for -

- (a) A special resolution must be determined by voting using secret ballot; and shall be considered carried if passed by at least 75% majority of the members present and voting (either physically or under rule 14(11) & 14(12)) except for a resolution under rule 15(21).
- (b) If more than one member has nominated for one position in the Committee; and shall be decided on simple majority of the members present and voting (either physically or under rule 14(11) & 14(12)).

(11) Email voting (for members not physically present) shall be acceptable. One email may contain multiple votes. Email needs to be sent to the Secretary directly within 5 days after receiving the detailed agenda, any proposed special resolution (in precise wording), or nomination of members for election. The email address used for voting must be one registered with the Association. Emails will not count towards quorum under rule 14(14) for a general meeting and shall be ignored if a quorum for the meeting is not achieved by members physically present at the meeting. All such email votes shall be ignored if a quorum for the meeting is not achieved by members physically present at the meeting. Any email vote to a withdrawn nomination or agenda shall be considered a cancelled vote. In case one email contains multiple votes, the cancellation of vote will apply for the withdrawn candidate or agenda only.

(12) If a voting member (under rule 5(6)(b)) from a family holding ordinary membership (family) is not physically present at a general meeting and is being considered present for quorum purpose under rule 14(15), he/she may be represented for casting his/her vote by the voting member physically present at the meeting from the same family, unless the absent member has voted through email under rule 14(11). Any other form of proxy voting will not be permitted.

Presiding over a general meeting

(13) All general meetings must be presided over by the President or the Vice-President if delegated in writing by the President.

Quorum

(14) A minimum of 24% of all members with voting rights must be physically present in a general meeting to form the quorum.

(15) For the purpose of quorum under rule 14(14), any 1 voting member (under rule 5(6)(b)) from a family holding ordinary membership (family) shall be counted as both voting members being physically present.

(16) If a quorum is not present within 30 minutes of the scheduled commencement time of a general meeting, the meeting shall be considered adjourned and shall be rescheduled by the Secretary following the process specified earlier in this section. The rescheduled meetings must occur within 42 days of the original schedule of the adjourned meeting.

(17) If a quorum is not present within 30 minutes of scheduled commencement time of a rescheduled general meeting, the members present physically and represented under rule 14(15) shall be taken to constitute a quorum.

(18) A general meeting being held with quorum constituted under rule 14(17) may conduct any ordinary business specified under rule 14(4) except conducting any business on any special resolution.

Adjournment of general meeting

(19) A general meeting may be adjourned if there is insufficient time to deal with the business at hand or to give the members more time to consider an item of business. An adjournment under this rule must only be decided by the person presiding over the meeting and his/her determination will be final and binding. On adjournment, the Secretary must schedule another meeting within 42 days following the process specified earlier in this section.

(20) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

Minutes of general meeting

(21) The Secretary, or a person authorised by the Committee, must take, and keep minutes of each general meeting.

(22) The minutes must record -

- (a) the names of the members attending the meeting;

(b) the business conducted at the meeting and decisions taken;

(c) any special resolution or any other matter on which a vote is taken and the result of the vote.

(23) The minutes of a general meeting must be entered in the Association's minute book within 28 days after the meeting is held. The minutes shall also be communicated to all members within 28 days after the meeting is held.

(24) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by the person presiding over the meeting, within 28 days after the meeting is held. For annual general meeting, where a new Committee is constituted and thus have an outgoing and an incoming President during the general meeting, the outgoing President shall be responsible to ensure the minutes are reviewed and signed as correct. In case of a dispute on accurate representation of minutes of annual general meeting, the decision of the outgoing President will be final and binding. Under no circumstances recording of the minutes in the Association's minute book and communication of the same to the members shall be delayed beyond the 28 days after the meeting is held.

(25) When the minutes of a general meeting have been signed as correct, they are taken to be proof that -

(a) the meeting to which the minutes relate was duly convened and held; and

(b) the matters recorded as having taken place at the meeting took place as recorded; and

(c) any election or appointment purportedly made at the meeting was validly made.

15 Financial Matters

The Committee shall be responsible and accountable for managing financial matters of the Association on behalf of the members. The Committee shall also be responsible to abide by any specific financial guideline determined at a general meeting for prudent management of the Association's assets, liabilities, and equity.

Source of funds

(1) The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the Committee.

Transactions

(2) The Association must open and maintain one or more account(s) in the name of the Association with financial institution(s) from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

(3) Subject to any specific financial guideline determined at a general meeting, the Committee may approve expenditure on behalf of the Association.

(4) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item, event, activity, or project on which the funds are expended.

(5) The President, the Treasurer and the Secretary shall be the authorised signatories of the Association.

(6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 authorised signatories including the Treasurer. Any expenditure that can be conducted by single person through internet banking operation (or similar including but not limited to debit or credit card) shall be conducted by the Treasurer, under approval from the

President (or the Secretary in President's absence) unless the expenditure is pre-authorised under rule 15(4).

(7) All funds of the Association must be deposited into the Association's account.

Budget

(8) Each event, activity, or project the Committee undertakes, must have a budget approved in a Committee meeting prior to any expenditure. Any anticipated increase in budgeted expenditure shall also be approved in a Committee meeting or, if a Committee meeting cannot be convened by the timeline the approval is required, by the President in writing.

Financial records & reporting

(9) For each financial year, the Committee must ensure that the requirements imposed on the Association under the Act relating to the financial statements or financial report of the Association are met.

(10) The financial statements or financial report, as a minimum, shall include -

- (a) income-expenditure statement for each event, activity or project undertaken;
- (b) evidence of all tax invoices / receipts against payments made;
- (c) copy of all receipts issued against cash payments received;
- (d) copy of all bank statements;
- (e) copy of all interactions with Australian Tax Office including but not limited to BAS statements;
- (f) copy of all records related to application and acquittal of any grant received;
- (g) income-expenditure statement summary for the financial year; and
- (h) balance sheet clearly identifying assets, liabilities and equity showing the position at the start and end of the financial year.

Under section 66 of the Act, the Association must keep financial records that correctly record and explain its transactions and financial position and performance; and enable true and fair financial statements to be prepared in accordance with the Act.

(11) All accounting shall be in accordance with applicable Australian accounting norms and practices.

Audit

(12) The Association shall conduct audits by internal panel of auditors and qualified external auditors.

Internal Audit

(13) The annual general meeting shall appoint an internal panel of auditors comprising of 2 members.

(14) The internal panel of auditors shall be appointed at the annual general meeting prior to election of the new Committee. The term of appointment shall be to the succeeding annual general meeting. An auditor is eligible for re-appointment at the end of the term.

(15) The President of the outgoing Committee (in consultation and agreement with Committee members) shall nominate the auditors for ratification at the annual general meeting by a simple majority. In the event a member nominated to be auditor is not physically present during the annual general meeting, a written consent must be obtained prior to the meeting and produced during the meeting.

(16) A member is eligible to be appointed and remain as an auditor if -

- (a) the person is of minimum 18 years of age and a current ordinary member or life member of the Association; and
- (b) the person is not a part of the outgoing Committee or has not nominated for election in the incoming Committee or their respective families; and
- (c) the person has been a member of the Association for a continuous period of minimum 2 years prior to appointment; and
- (d) the person does not have any previous disciplinary action (spent or otherwise) determined by the Association under rule 8; and
- (e) the person does not have another family member being appointed as an auditor; and
- (f) the person does not have a conflict of interest (for the purpose of being appointed an auditor, knowing any of the Committee members shall not be construed as a conflict); and
- (g) the person has not been declared bankrupt or his/her affairs are not under insolvency laws; and
- (h) the person has not been convicted, within or outside the state of an indictable offence in relation to promotion, formation, or management of a body corporate or an offence involving fraud or dishonesty by imprisonment for a period of not less than 3 months or an offence under Part 4 or section 127 of the Act.

(17) It is the responsibility of the member nominated as auditor to declare eligibility to be appointed as an auditor. The declaration must be made in writing to the outgoing Committee prior to the annual general meeting.

(18) An auditor is appointed by and accountable to the general meeting. An auditor cannot be removed from office by the Committee. An auditor ceases to be an auditor by -

- (a) ceasing to be a member; or
- (b) resigning from the internal panel of auditors; or
- (c) becoming ineligible to act as an auditor; or
- (d) becoming permanently unable to act as an auditor because of a mental or physical disability.

(19) An auditor on ceasing to be an auditor must notify the Committee within 7 days with clearly articulating the reason(s). The Committee must notify the members of the same within 7 days of receiving the notification from the auditor.

(20) If one of the two internal auditors cease to be on the internal panel of auditors, the other auditor shall appoint a member co-opting in the panel subject to eligibility criteria under section 15(16). If a member cannot be co-opted, the panel shall continue to discharge its duties as a single member panel for the rest of the term.

(21) If and when both auditors cease to be on the internal panel of auditors, the Committee shall convene a Special General Meeting to appoint a new panel of internal auditors. In this event, the appointment process shall be followed as is the process for appointment during annual general meeting with the exception being the immediate past President of the Association shall nominate auditors (instead of incumbent President). The general meeting shall ratify the appointment by simple majority.

(22) With an objective of expediting the end of year final internal audit and to identify any emerging/ongoing challenge with accounting and financial reporting; the Treasurer shall -

- (a) submit the income-expenditure report (including supporting tax invoices/receipts, receipts issued, record of transactions) after each event within 28 days; and

(b) submit bank statements and BAS after the end of each quarter within 28 days;

for review of the internal panel of auditors. These reviews shall be considered as interim audit. The interim audit shall be completed within 14 days and communicated to the Committee. The Committee shall communicate the outcome of interim audits to the members within 7 days of the interim audit being completed. These timelines shall apply to interim audits only and end of financial year internal audit shall be completed following the rules under section 15(25).

(23) The internal auditors shall review financial statements and supporting documentation as submitted by the Treasurer with an objective of informing the members about the appropriateness of accounting, documentation, record-keeping, financial management, and compliance to applicable Australian tax laws being followed by the Committee. It is at the auditors' discretion to undertake a complete audit or on a sample. The Treasurer and the Committee must extend full cooperation to the auditors in discharging their duties. The Auditor may request the Treasurer in writing any additional documentation and/or clarification on submitted documentation required to complete the audit. The Treasurer, within 2 days of receiving the request, must provide the documentation and/or clarification requested in writing and in case any requested documentation is unavailable, must notify the Auditor in writing about the unavailability.

(24) The internal auditors shall negotiate mutually acceptable opinion to conclude the audit. In case of disagreement, notes shall be added to the report to capture the differing views. The Committee shall act on interim audit report and either make appropriate modification to statements as suggested by the auditors or explain the auditors in writing the reason for not doing so.

(25) The end of year financial statement (for the whole year) shall be submitted by the Treasurer to the internal panel of auditors within 14 days after the end of financial year. The internal audit of the financial statement shall be completed within 7 days after submission to the auditors. The internal auditors' report (including interim reports) and audited financial statements shall be mailed to the members a minimum of 7 days prior to the annual general meeting.

(26) The internal auditors must satisfy themselves on the completeness and accuracy of the financial statements or report, before issuing the audit report. The audit report must specify any observation including but not limited to incompleteness or inaccuracy of the financial statements or report presented for audit.

(27) An audit of financial statement shall not absolve any member of the Committee from their responsibility to keep a complete and accurate account of the financial records.

External Audit

(28) The Committee must appoint an external auditor to audit the financial statements and financial report for the financial year, at the end of the financial year.

(29) The external auditor shall not be a member of the Association or from immediate family of any member. The external auditor shall be a professionally qualified and accredited registered audit agency conforming to the requirements of section 88 of the Act. Any agency being considered for appointment must declare any conflict of interest before the appointment and in case of a conflict the appointment shall not go ahead, and an alternate agency shall be considered.

(30) The Committee must appoint an external auditor not less than 2 months before the end of financial year. The Secretary shall notify all members in writing (attaching the copy of the contract including scope, remuneration, and terms/conditions) about the appointment immediately after the external auditor is appointed.

(31) The external auditor shall independently conduct an audit of the financial statement after completion of internal audit. The Treasurer must provide the Auditor all documents and records required to audit the financial statements or financial report. The Auditor may request the Treasurer in writing any additional documentation and/or clarification on submitted documentation required to complete the audit. The Treasurer, within 2 days of receiving the request, must provide the documentation and/or clarification requested in writing and in case any requested

documentation is unavailable, must notify the Auditor in writing about the unavailability. It will remain the responsibility of the outgoing/past Committee (the outgoing/past Treasurer in specific) to provide all support required by the external auditor to complete the audit.

(32) The external audit must be conducted following the Australian auditing norms.

(33) The external auditor shall complete the audit and submit report within 28 days.

(34) The report from external auditor shall be mailed to the incumbent Committee as soon as available. The Committee shall mail the report to the members within 7 days of receiving it. If a member has any queries related to the external audit, it can be raised with the incumbent Committee who will compile all queries for discussion in the immediate succeeding annual general meeting.

(35) The immediate succeeding annual general meeting shall consider the external auditor's report for formal approval.

(36) The audit report does not absolve the Treasurer and the Committee from their responsibility to keep a complete and accurate account of the financial records.

Inspection of financial records

(37) A member, at any time with 14 days written notice given to the Secretary, may inspect financial records, financial statements, and report, as applicable, of the Association free of charge.

(38) The Association, under section 67 of the Act, must retain its financial records for at least 7 years after the transactions covered by the records are completed.

Liability of the members

(39) Under section 19 of the Act, a member of the Committee, trustee or a member of the Association is not liable in respect of the liabilities of the Association. This does not apply to liabilities incurred by or on behalf of the Association prior to incorporation.

(40) Rule 15(39) does not absolve a member of the Committee, trustee, or a member of the Association of their duties, responsibilities and accountabilities under the Act, these rules or any other applicable law and to act in the best interest of the Association.

16 General Matters

The procedure set out in this section applies to general matters relating to conduct of business of the Association.

By-Laws

(1) The Association may, by special resolution at a general meeting, make, amend, or revoke by-laws.

(2) By-laws may -

(a) impose restrictions on the Committee's powers, including the power to dispose of the Association's assets;

(b) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of Association's accounts; and

(c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

A by-law however is of no effect to the extent that it is inconsistent with the Act, the regulations, or these rules.

Common Seal

(3) The Association shall have a common seal and it shall be in the custody of the Secretary. The name of the Association must appear in legible characters on the common seal.

(4) The Association may execute a document using the common seal. A document may only be sealed with the common seal by the authority of the Committee and in the presence of at least 2 office bearers of the Committee including the Secretary; and each of them is to sign the document to attest that the document was sealed in their presence. The Secretary must make a written record of each use of the common seal.

Notices & Communication

(5) A notice or other document that is to be given to a member under these rules is taken to have been given to the member if it is in writing and -

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by facsimile or electronic transmission (email) to a recorded number or recorded electronic address of the member.

(6) The Association shall maintain a common email address and web address for communicating with members and outside agencies that must not be changed, unless approved in a general meeting.

Custody of books & securities

(7) Subject to rule 16(8), the books and any securities of the Association must be kept in the custody of the Secretary.

(8) The financial records and financial statements and report, as applicable, must be kept in custody of the Treasurer.

(9) The books of the Association must be retained for at least 7 years.

Record of office holders

(10) The record of Committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58 of the Act must be kept in the custody of the Secretary and must include -

- (a) the names and addresses of the persons who are members of the Committee or hold other offices of the Association;
- (b) the name and address of any person who is authorised to use the common seal of the Association;
- (c) the name and address of any person who is appointed or acts as trustee on behalf of the Association.

Inspection of records & documents

(11) A member, at any time with 14 days written notice given to the Secretary, may inspect free of charge -

- (a) books of the Association;
- (b) the register of members;
- (c) the record of names and addresses of Committee members and other persons authorised to act on behalf of the Association;
- (d) any other record or document of the Association.

(12) If the member wants to inspect the minute book that records the minutes of a Committee meeting, the right to inspect that document is subject to decision of the Committee.

(13) A member is not permitted to make a copy of or take an extract from a record or document referred to in rule 16(11); or to remove the record or document.

(14) The member must not use or disclose information in a record or document referred to in rule 16(11) except for a purpose that is directly connected to the affairs of the Association; or that is related to complying with a requirement of the Act. Any disclosure must have prior authorisation of the Committee.

Handover

(15) The following items, as minimum but not limited to, must be handed over by the outgoing Committee to the new Committee within 7 days of the new Committee assuming office -

(a) the books of the Association including complete financial records, financial statements, and report as applicable including any audit report;

(b) the register of members;

(c) details and administrative rights of email and web address of the Association and any other relevant online administrative rights;

(d) details and administrative rights of online banking and any money in cash;

(e) detail list of physical assets of the Association including tools, equipment, furniture and the administrative rights and keys of any storage facility the Association may use;

(f) details of any long-term project the Association is undertaking;

(g) administrative rights and keys of any property the Association may own or rent;

(h) any other record or document of the Association.

(16) The handover shall be at a meeting organised by the outgoing Secretary and the new Secretary and must be attended, as a minimum, by all office bearers of the outgoing Committee and the new Committee.

(17) A handover document must be prepared and signed by each member present at the handover meeting and record maintained by the Secretary of the new Committee. A copy must be provided to each member attending the meeting.

(18) The new Committee, within 28 days of handover, must ensure that contact details for the Committee with all relevant external agencies, including but not limited to Australian Tax Office, Bank(s), all service providers of the Association, are updated. The President of the new committee shall ensure the completion of this activity and on completion, confirm the previous Committee's President in writing.

Alteration of rules

(19) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution.

(20) An alteration to the rules may be proposed by the Committee.

(21) An alteration to the rules may also be proposed by 8 members by giving the Secretary notice to convene a general meeting. The notice must include the proposed resolution (in precise wording).

(22) For the altered rules to be valid, the new rules must be lodged with the Commissioner for record, within 28 days of the special resolution being passed. If the alteration effects the name of the Association or the objects and purpose of the Association, the rules must also be approved by the Commissioner to be valid.

Distribution of surplus property on winding up or dissolution

(23) On the cancellation of the incorporation or winding up of the Association, its surplus property must be distributed as determined by special resolution at a general meeting.

(24) Surplus property, in relation to the Association, means property remaining after satisfaction of the debts and liabilities of the Association; and the costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association.

(25) The surplus property of the Association can only be distributed 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 of these rules

(26) 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.

Transition provisions

(27) These rules shall come into effect immediately after being lodged with the Commissioner on being ratified at the Special General Meeting convened for the purpose. The incumbent Committee shall continue to the immediately succeeding annual general meeting.