

# PEMBERTON VISITORS CENTRE

## RULES OF ASSOCIATION

### 1. Name of Association

The name of the Association is

**Pemberton Visitors Centre Inc**

hereafter referred to as “the Centre”

### 2. Definitions

In these rules, unless the contrary intention appears-

“annual general meeting” is the meeting convened under rule 16 (1) (b);

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

"Board meeting" means a meeting referred to in rule 15;

"Board member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1);

“convene” means to call together for a formal meeting;

“department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a 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 a financial member of the Centre as referred to in Rule 7;

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

“Pemberton area” means the area as detailed in the map contained in the promotional A5 booklet and as appended to these rules;

“special general meeting” means a general meeting other than the annual general meeting;

“scrutineer” means a scrutineer as referred to in Rule 10 (10)

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

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Centre entitled under the rules of the Centre to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Centre by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a ballot is demanded in accordance with the rules of the Centre or, if the rules do not make provision as to the manner in which a ballot may be demanded, by at least 3 members of the Centre present in person or, where proxies are allowed, by proxy.

If a ballot is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Board" means the Board of Management of the Centre referred to in rule 10 (1);

"the Centre" means the Association referred to in Rule 1;

"the Centre manager" means the Centre Manager referred to in Rule 24.

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the President" means-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice-President;

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

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 10 (1);

"vested interest" means an interest that is not shared in common with other members.

### **3. Objects**

(1) The objects of the Centre are:-

- (a) To promote the Pemberton district as a tourist destination;
- (b) To provide services and information to visitors;
- (c) To provide services and facilities for members to promote their businesses;
- (d) To administer and maintain all real property, buildings and facilities owned by or vested in the Centre

(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 the Centre**

The powers conferred on the Centre are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Centre may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Centre;
- (d) borrow money upon such terms and conditions as the Centre thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Centre as the Centre thinks fit;
- (f) appoint agents to transact any business of the Centre on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, including monies 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 Centre..

#### **5. Membership**

- (1) Membership of the Centre is open to any applicant other than an employee of the Centre.
- (2) An applicant wishing to become a member must-
  - (a) apply to the Board in writing –
  - (b) signed by the applicant; and
  - (c) in such form as the Board from time to time directs.
- (3) Payment of the annual subscription must accompany the application.
- (4) An applicant shall appoint a nominee on the form referred to in sub-rule (2)(c) to act on their behalf in the affairs of the Centre."
  - (a) A nominee so appointed to represent a member shall be deemed for all purposes to be a member until that appointment is revoked in writing to the Board of Management.
  - (b) Such a nominee may be changed by the member, by giving notice to the Board of Management in writing.

- (5) An applicant or existing member with more than one separate and distinct commercial activity in the Pemberton area is entitled to apply for membership for each of the said activities provided separate subscriptions are paid for each membership. An applicant or existing member under this sub-rule shall only be entitled to one nomination to the Board.
- (6) The Board may at their discretion bestow Honorary Life Membership on members who have given significant service to the Centre.
- (7) The Board must consider each application made under sub-rule (2) at a Board meeting and must at the Board meeting accept or reject that application. If an application is rejected all monies paid by the applicant shall be refunded within 7 working days following the date of rejection and the monies and accompanying letter of explanation shall be forwarded by post to the applicant at the address stated on the application.

## **6. Register of Members**

- (1) The Centre must comply with section 27 of the Act by keeping and maintaining- in an up to date condition a register of the members of the Centre and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register shall be in electronic form and must be so kept and maintained at the Centre in the custody of the Centre Manager with appropriate security and passwords to prevent unauthorised access.
- (3) The Centre must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

## **7. Subscriptions**

- (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by members.
- (2) Each member must pay to the Centre, 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 (1).
- (3) Subject to sub-rule (5), a member whose subscription is not paid within 30 days after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Board deems otherwise.
- (4) On application to the Board by a member the Board may modify, vary or defer the amount of the subscription payable by a member in exceptional circumstances.
- (5) Subject to sub-rule 7(7), a person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within thirty (30) days thereafter, or such other time as the Board allows.

(6) Applicants shall pay a subscription on a pro rata basis of the number of months remaining of the current financial year.

(7) To be eligible to vote at a general meeting a new member must have been financial for a period of two (2) months prior to the meeting.

## **8. Termination of Membership**

(1) Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Board member of a notice in writing from a member of his or her resignation from the Centre. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Centre but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within thirty (30) days of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7 (3);

or

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

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

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

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the 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).

(2) At the Board meeting referred to in a notice communicated under sub-rule (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 Centre and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) A member has his or her membership suspended or ceases to be a member seven (7) days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

## **10. Board of Management**

(1) the affairs of the Centre will be managed exclusively by a Board of Management consisting of-

- (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) not less than six (6) other persons,
- (2) To be eligible to nominate for the Board of Management a nominee must;
- (a) be a resident of the Pemberton area;
  - (b) not be a lessee of the Centre; and
  - (c) have been a financial member for a period of not less than three (3) months or the nominee of a financial member who has been financial for a period of not less than three months prior to the date specified in the Sub-rule (7)
- (3) Board members must be elected under the ballot provisions of sub-rules (4) to (12) or at an annual general meeting or appointed under sub-rule (15)
- (4) Not later than forty nine (49) days prior to the AGM following the adoption of a new constitution the Board shall choose –
- (i) if the Board consists of an even number of members, half of that number; or
  - (ii) if the Board consists of an odd number of members, the number of members nearest to, and exceeding, half of that odd number, who will cease to be Board members, but will be eligible for re-election to membership of the Board.
- (5) Subject to sub-rules (3) and (14)(b)(i), a Board member's term will be from his or her election at an annual general meeting until the election of Board members at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.
- (6) At least forty two (42) days before the Annual General Meeting the Centre shall send to all members a nomination form for the Board of Management as in the form appended to these rules
- (7) Each member or nominee of a member wishing to nominate as a Board member shall complete and sign the said nomination form and deliver or mail it to the Centre to be received by it by the date specified on the form but not less than twenty eight days prior to the Annual General Meeting. The nominee shall also include a personal profile with the nomination form.
- (8) If the Centre receives more nominations than there are vacancies the Centre shall mail to each member not less than (21) days prior to the Annual General Meeting the correct number of ballot forms according to the voting entitlement of each member, on which shall be listed the names of all members who have nominated for the Board. The ballot Form shall be in the format as appended to these rules. Each ballot form shall bear the initials of the Secretary in original ink before the ballot forms are mailed out.
- (9) Each completed ballot form shall be sealed in an envelope by the member and deposited in a sealed ballot box at a convenient location in the town as determined from time to

time by the Board of Management not later than 7 days prior to the Annual General Meeting

- (10) Immediately following the closure of the ballot the Secretary shall collect the ballot box and open it in the presence of a Scrutineer appointed by the Board from Schedule 2 - Authorised witnesses for Statutory Declarations under the Oaths, Affidavits and Statutory Declarations Act 2005 and all ballot forms deemed valid by both the Secretary and the Scrutineer shall be tallied.
- (11) The Secretary shall in respect of each nominee take the sum of each number placed beside a nominee's name on each valid ballot paper and those nominees with the lowest total shall be deemed to fill the board vacancies and at the next Annual General Meeting immediately following, the President shall declare those nominees as Board members.
- (12) If the number of persons nominated in accordance with sub-rules (2) and (7) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-
  - (a) the Secretary must report accordingly to; and
  - (b) the President must declare those persons to be duly elected as members of the Board at the annual general meeting concerned.
- (13) If vacancies remain on the board after the declaration under sub rule (12) 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 the President 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, an election for those positions must be conducted by a show of hands.
- (14) If a vacancy remains on the board after the application of Sub Rule (13) or when a casual vacancy within the meaning of Rule 14 occurs in the membership of the Board:-
  - (a) the Board may appoint a member to fill that vacancy and
  - (b) a member appointed under this rule will:-
    - (i) hold office until the election referred to in Sub Rule (3) and
    - (ii) be eligible for election to membership of the Board at the next following annual general meeting.
- (15) The Board may delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such functions of the Board 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.
- (16) Any delegation under sub-rule (15) 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.
- (17) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (15).

## **11. President and Vice-President**

- (1) Subject to this rule, the President must preside at all general meetings and Board meetings.
- (2) In the event of the absence from a general meeting of-
  - (a) the President, the Vice-President; or
  - (b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Board meeting of-
  - (a) the President, the Vice-President; or
  - (b) both the President and the Vice-President, a Board member elected by the other board members present at the Board meeting, must preside at the Board meeting.

## **12. Secretary**

The Secretary shall-

- (a) co-ordinate all Board correspondence;
- (b) keep full and correct minutes of the proceedings of the Board and of the Centre as specified in Rule 18;
- (c) perform such other duties as are imposed by these rules on the Secretary.

## **13. Treasurer**

The Treasurer shall be responsible for the presentation at each Board meeting of:

- (a) a list of all accounts to be passed for payment and a list of accounts paid requiring ratification; and
- (b) reports, balance sheets or other financial statements as directed by the Board from time to time.

## **14. Casual vacancies in membership of Board**

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

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
  - (i) 3 consecutive Board meetings; or



- (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings; of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a member of the Centre; or
- (g) is the subject of a resolution passed by a Board meeting terminating his or her appointment as a Board member; or
- (h) does not comply with Rule 10 (2)

## **15. Proceedings of Board**

- (1) At the first meeting of the Board following an Annual General meeting it shall elect from among its members;
  - (a) a President
  - (b) a Vice-President
  - (c) a Secretary and
  - (d) a Treasurer
- (2) The Board must meet together for the dispatch of business not less than ten times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board
- (3) Each Board member has a deliberative vote.
- (4) Resolutions covering the following subjects shall only be carried upon a three fourths majority of those present and voting and provided that notices of motion covering any of the following subjects shall be posted to each Board member at least ten (10) days prior to the date of the meeting at which the resolutions will be put.
  - (a) the admission or rejection of an application for membership
  - (b) the appointment or termination of the election of the Secretary or Treasurer
  - (c) the purchase or Sale of any real property
  - (d) the borrowing of any money upon the security of the Centre's assets or the issue of debentures
  - (e) the alteration of the amount of subscriptions
- (5) Subject to Sub-rule (4) 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.
- (6) At a Board meeting 60% of Board members shall constitute a quorum of which one must be the President, Vice-President, Secretary or Treasurer.
- (7) Subject to these rules, the Board members present at the Board meeting must determine the procedure and order of business to be followed at a Board meeting.
- (8) As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the

fact that the member of the Board is a member of a class of persons for whose benefit the Centre is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (9) Sub-rule (8) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Centre
- (10) The Secretary must cause every disclosure made under sub-rule (8) (a) by a member of the Board to be recorded in the minutes of the meeting of the Committee at which it is made.

## **16. General meetings**

- (1) The Board-
- (a) may at any time convene a special general meeting;
  - (b) must convene an annual general meeting no later than 30th October after the end of the Centre's financial year or such longer period as may in a particular case be allowed by the Commissioner and
  - (c) must, within 30 days of receiving a request in writing to do so from not less than 20% of financial members, convene a special general meeting for the purpose specified in that request.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board.
- (4) When a special general meeting is convened under sub-rule (5) (a) or (b) the Centre must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the Centre must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (8), the Centre must give to all members not less than 21 days notice of an annual general meeting and that notice must specify the order of business at each annual general meeting which shall be:-
- (a) Reading of notice convening the meeting

- (b) Confirmation of the minutes of the previous annual general meeting and any Special General meeting held during the current financial year.
  - (c) President's Report
  - (d) Presentation of the annual Financial Statements and balance sheet
  - (e) Auditors report
  - (f) Declaration of Election of Board Members
  - (g) Election of other Board Members
  - (h) General Business
- (7) A member requesting a item for discussion at an Annual General Meeting under General Business shall submit the item in writing to the Secretary of the Board not later than 10 days prior to the Annual General Meeting to enable the item to be placed on the agenda.
- (8) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (9) The Secretary must give a notice under sub-rule (5), (6) or (8) by-
- (a) sending it to the e-mail address specified on the application to join or renewal of membership form. It is the member's responsibility to advise the Centre in writing any change to their e-mail address.
  - (b) serving it on a member personally; or
  - (c) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- (10) When a notice is sent by post under sub-rule (9) (c), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (11) Communication by e-mail is the preferred means to give members notice of General Meetings however a member may elect to receive notices by post.

## **17. Quorum and Proceedings at General Meetings**

- (1) At a general meeting twenty (20) per cent of financial members present in person shall constitute a quorum.
- (2) The Secretary shall ensure that the Register of Members is at general meetings and only those nominees entitled to vote shall be given the number of voting slips according to their voting entitlement in the Register.

- (3) Any person not being a member of the Centre may attend any general meeting on such conditions as the President may prescribe.
- (4) A member having a vested interest on any subject 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 meeting; and
  - (b) not take part in any deliberations or voting with respect to the subject
- (5) The Secretary must cause every disclosure made under sub-rule (4) (a) by a member to be recorded in the minutes of the general meeting at which it is made.
- (6) The meeting shall have the power to deem whether or not a member has a vested interest by a resolution passed at the meeting.
- (7) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-
  - (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (8) If within 30 minutes of the time appointed by sub-rule (7) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (9) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (10) 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.
- (11) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (12) At a general meeting-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (14); and
  - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a ballot is demanded, in accordance with sub-rules (15) and (17).
- (13) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the

general meeting at which the resolution is submitted, a ballot is demanded in accordance with sub-rule (14).

- (14) At a general meeting, a ballot may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- (15) If a ballot is demanded and taken under sub-rule (14) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (16) A ballot demanded under sub-rule (14) must be taken immediately on that demand being made.

## **18. Minutes of Meetings**

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
  - (a) the general meeting or 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.

## **19. Voting Rights of Members**

- (1) Subject to Rule 7, each member present in person or his or her registered nominee or by proxy at a general meeting is entitled to a deliberative vote.
- (2) Honorary Life members shall have the same voting rights as other members.

## **20. Proxies of Members**

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

## **21. Rules of the Centre**

- (1) The Board shall have the power to interpret these Rules and any by-laws made thereunder and the decision of the board on any question of interpretation can only be changed by Special Resolution of the Centre.
- (2) The Centre may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
  - (a) Subject to sub-rule (1) (d) and (1) (e), the Centre may alter its rules by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Centre ), the Centre must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of Centre as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Centre does not take effect until sub-rule (1) (b) is complied with;
  - (d) An alteration of the rules of the Centre having effect to change the name of the Centre does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the rules of the Centre having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (3) These rules bind every member and the Centre to the same extent as if every member and the Centre had signed and sealed these rules and agreed to be bound by all their provisions.

## **22. Common seal of the Centre**

- (1 ) The Centre must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Centre must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Centre must be witnessed by any two of the President, the Vice-President, the Secretary and the Treasurer.
- (4) The common seal of the Centre must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **23. Audit**

At least once in every financial year of the Centre the accounts of the Centre shall be examined and the correctness thereof ascertained by the Auditor. The auditor shall also ascertain the correctness of the Financial Statements consisting of the Balance Sheet and Profit and Loss Statement presented by the Treasurer prior to each Annual General Meeting and shall certify the correctness or incorrectness thereof in writing and shall present a report on the books of account of the Centre. The Auditor shall possess current industry recognized qualifications.

## **24. Centre Manager**

- (1) A Centre Manager may be appointed by the Board who shall be responsible to the Board for –
  - (a) the day-to-day administration of the affairs of the Centre;
  - (b) the engaging, control and dismissal of all staff or contractors either part-time or full-time as may be employed by the Centre from time to time;
  - (c) the co-ordination of all correspondence other than correspondence addressed to the President or the Board;
  - (d) the receipt of all moneys paid to or received by, or by him or her on behalf of, the Centre and must issue receipts for all those moneys in the name of the Centre;
  - (e) the deposit of all moneys referred to in paragraph (d) into such account or accounts of the centre as the Board may from time to time direct;
  - (f) the payment from the funds of the Centre with the authority of a general meeting or of the Board and in so doing ensure that:
    - (i) all cheques are signed by two authorised signatories; and
    - (ii) all invoices to be paid by electronic funds transfer are signed by two authorised cheque signatories; compliance on behalf of the Centre with sections 25, 26, 27, 28 and 29 of the Act
  - (g) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Centre, including those referred to in paragraph (c).
  - (h) the custody of all securities, books and documents of a financial nature and accounting records of the Centre, including those referred to in paragraphs (d) and (e); and
  - (i) perform such other duties as are imposed by these rules on the Centre Manager or as directed by the Board of Management.
- (2) The Centre Manager must attend all Board, Annual General, General and Special General Meetings of the Centre but will not have voting rights at such meetings.

## **25. Inspection of Records**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Centre. Inspection of and access to confidential staff records is excluded from this provision.

## **26. Disputes and mediation**

- (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 Centre; or
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Centre;
    - (ii) in the case of a dispute between a member and the Centre, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Centre can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
  - (a) give the 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.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **27. Distribution of surplus property on winding up of the Centre**

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



distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

**APPOINTMENT OF PROXY**  
Rule 22

I.....  
(Insert MEMBER'S name)

of.....  
(Insert MEMBER'S address)

being a member of.....  
(Insert name of INCORPORATED ASSOCIATION)

APPOINT .....  
(Insert PROXY'S name)

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

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

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

.....  
(Insert relevant date/s)

**OR**

in relation to the following resolutions and/or nominations

**In favour:**

**Against:**

.....	.....
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

(Insert resolution Nos, brief description or nominees' name/s)

(Insert resolution Nos, brief description or nominees' name/s)

**Signature:**.....  
(of Member appointing Proxy)

**Date:**.....



**OR**

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

**INFORMATION for MEMBERS**

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