



# **Cemeteries and Crematoria Association of South Australia Inc.**

ABN 69 851 454 321

## **Incorporated Association Rules**

### **'ANNEXURE A'**

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# Cemeteries and Crematoria Association of South Australia Inc

ABN 69 851 454 321

## Incorporated Association Rules

### Part 1 – Preliminary

#### Operative clauses

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#### 1. Definitions

In these rules:

**Act** means the *Associations Incorporation Act 1985 (SA)*;

**Association** means Cemeteries and Crematoria Association of South Australia Inc;

**Chairperson** means the person appointed to the position of chairperson of the Association by the Committee;

**Commission** has the same meaning as set out in the Act;

**Committee** means the committee of management of the Association; (also referred to as Executive Committee)

**Committee Member** means a member of the Committee; (also referred to as Executive Committee Member)

**General Meeting** means a general meeting of Members of the Association convened in accordance with these rules;

**Member** means a member of the Association in any category of membership;

**Month** means a calendar month;

**Public Officer** means the person appointed to the position of public officer of the Association in accordance with these rules from time to time;

**Register** means the register of Members;

**Secretary** means the person appointed to the position of secretary of the Association;

**Special Resolution** has the same meaning as set out in the Act; and

**Termination Event** means:

- (a) if a Member is an individual:
  - (1) the death or bankruptcy of that Member; or
  - (2) that Member becoming of unsound mind; or
  - (3) that Member becoming a person whose property is liable to be dealt with under a law about mental health; or
- (b) if a Member is a body corporate:
  - (1) the deregistration or other dissolution of that Member; or
  - (2) that Member becoming insolvent, or otherwise being unable to pay its debts as and when they fall due.

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## **2. Interpretation**

In these rules, unless the context otherwise requires:

- (a) headings do not affect interpretation;
- (b) singular includes plural and plural includes singular;
- (c) reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- (d) reference to a person includes a corporation, joint venture, association, government body, firm and any other entity; and
- (e) unless otherwise defined, a word or phrase which is given a special meaning by the Act shall, where the context permits, have the same meaning in these rules except that to the extent of any inconsistencies between meanings in these rules and the Act, the special meaning given by these rules shall prevail.

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## **3. Name**

- 3.1 The Association is Cemeteries and Crematoria Association of South Australia Inc or such other name as the Association adopts in accordance with the Act from time to time.
- 3.2 Where the Association adopts a name other than “Cemeteries and Crematoria Association of South Australia Inc” in accordance with the Act, all references in this document to “Cemeteries and Crematoria Association of South Australia Inc” shall be read as references to the new name so adopted.
- 3.3 The Association is an association incorporated under the Act.

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## **4. Objects of the Association**

The Association is established for the following purposes, which include without limitation, to:

- (a) promote the maintenance, improvement and development of cemeteries and crematoria in South Australia;

- (b) recognise the historical aspect of cemeteries past and present;
- (c) promote responsible environmental, sustainable and conservation policies;
- (d) provide a channel for co-operation, understanding and free exchange of information between members and like interested bodies;
- (e) advance the study of all matters associated with the management of cemeteries and crematoria;
- (f) identify and promote best practice, governance and professional standards of ethical behaviour in the management of cemeteries and crematoria;
- (g) encourage the recognition of values relating to the emotional, spiritual, cultural and historical components of local diverse communities, including the local indigenous population;
- (h) protect the interests of members and cemetery authorities in matters of common concern relating to the control and maintenance of cemeteries and crematoria;
- (i) improve the environment of cemeteries by promoting their care, maintenance and redevelopment and where possible to do so in co-operation with Local, State and Federal Governments and other like associations; and
- (j) properly conduct and manage the affairs of the Association.

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## **5. Powers of the Association**

- (a) The Association shall have all the powers conferred to it by the Act, including without limitation:
  - (1) raise money upon such terms and conditions and upon such securities if any as may from time to time be determined by members at a General Meeting;
  - (2) invest and deal with the moneys of the Association not immediately required in such manner as from time to time may be determined;
  - (3) purchase, rent, take on lease or in exchange, hire or otherwise acquire, construct, provide, make, hold, improve, maintain, sell, assign, transfer, exchange, mortgage, lease, or grant options in respect of, let, dispose of or turn to account, all or any part of the real and personal property of the Association or any estate or interest therein, for the purposes of the Association, the proper conduct and management of the affairs of the Association, or for the attainment of any of its objects
- (b) The powers of the Association may be exercised by the Committee in accordance with clause 7.

## Part 2 – Membership

### 6. Categories of Membership

- (a) The Association shall have the categories of membership and eligibility requirements as set out below and/or as otherwise determined from time to time by the Committee:

Membership	Criteria	Eligibility
<b>Ordinary Members</b>	Entities	Those which administer the affairs of a cemetery or crematorium in South Australia
<b>Associate Members</b>	Natural persons	Those who are actively engaged in the operation of a cemetery or a crematorium or otherwise associated with the burial, cremation or associated industries and interests in South Australia
	Local Church or place of worship	Those which are responsible for control and management of a cemetery which is not controlled by a State branch of a religious body
<b>Corporate Members</b>	Natural persons or Entities	Those within other industries, groups or sole individuals other than cemetery and crematoria management and/or staff
<b>Life members</b>	Natural persons or Entities	nominated by a member in recognition of their contribution to the burial and/or cremation industry in South Australia, whether retired or still active in service, and shall be considered and appointed by the Executive Committee. Life Members will automatically be granted annual Ordinary Membership.

- (b) The Committee may, from time to time, determine by special resolution:
- (1) the various categories of membership of the Association;
  - (2) any restriction in the number of Members, including the number of Members within each category;
  - (3) the eligibility criteria for each new category of membership; and
  - (4) the rights attached to being a Member in each category of membership.
- (c) If the Committee creates a new category of membership, these rules equally apply to those categories of membership.

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## **7. Application for membership**

- (a) A person or entity wishing to apply for membership must be of good standing and repute.
- (b) The application for membership must be made in writing in a form acceptable to the Committee, signed by the applicant and accompanied by the subscription fee determined in accordance with clause 8(a).
- (c) By making an application and submitting to the Association, the applicant agrees to, and to be bound by, these rules.
- (d) The Committee may accept or reject an application in its absolute discretion and does not have to give reasons for rejecting an application for membership.
- (e) If an application for membership is rejected, any application fee shall be refunded to the applicant.
- (f) Upon the acceptance of the application by the Committee, the applicant shall be a Member.

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## **8. Subscriptions**

- (a) The subscription fee to accompany each application for Membership shall be such sum (if any) as the Committee determines from time to time, and which can be made available by written request to the Association.
- (b) The subscription fees for each subsequent year of membership shall be such sum (if any) as the Committee determines from time to time.
- (c) The Committee may determine different amounts of subscription fees for the different categories of membership.
- (d) If a person applies for membership after 1 July in any year, the Committee may reduce the annual subscription payable by that person in such proportion as the Committee thinks fit.
- (e) The subscription fees shall be payable annually in advance by 1 July of that year or at such other time that the Committee determines.
- (f) Any Member whose subscription is outstanding for more than two months after notice is given to that Member by the Committee that its subscription is overdue unless and until:
  - (1) that Member pays the overdue subscription and any other moneys due and payable by it as set out in the notice from the Committee; or
  - (2) the Committee reinstates such a person's membership on such terms as it thinks fit upon payment of all arrears.
- (g) Notwithstanding that a person ceases to be a Member under clause 8(f), that person remains liable for all the obligations and liabilities of membership for the financial year



after the date that the annual subscription fee in respect of that person was due and payable.

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## **9. Cessation of membership**

- (a) Unless otherwise determined by the Committee, a person ceases to be a Member immediately upon any Termination Event occurring in respect of that Member.
- (b) A Member may terminate its membership by giving written notice to the Secretary or Public Officer. Such termination is deemed to take effect from receipt by the Association of the notice or such later date as is specified in the notice.
- (c) Any resigning Member shall be liable for any outstanding subscription fees which may be recovered by the Association as a debt due.
- (d) Upon cessation of membership for any reason, a Member is not entitled to a refund of any portion of its subscription.

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## **10. Expulsion of a Member**

- (a) If the Committee considers that a Member's conduct:
  - (1) reflects unfavourably on the Association; or
  - (2) is detrimental to the interests of the Association,then:
  - (3) the Committee must provide particulars of the relevant conduct by written notice to that Member and invite that Member to make a written submission as to why that conduct was justifiable and why it should remain a Member;
  - (4) if that Member does not make a written submission within 14 days of the date of the written notice from the Committee, or the Member makes a written submission but the Committee determines by special resolution that that Member's membership should be terminated in those circumstances, then the Committee may terminate that Member's membership;
  - (5) the Committee shall by notify the Member in writing of its determination and, subject to clause 10(b) below, that Member ceases to be a Member on the date that is 14 days from the date of the notice from the Committee.
- (b) A Member may appeal the cessation of its membership to the Association at a General Meeting. The intention to appeal must be given in writing to the Secretary or Public Officer within 14 days after the determination of the Committee has been notified to the Member.
- (c) In the event of an appeal under clause 10(b) above, the appellant's membership of the Association is not terminated unless the Members in a General Meeting upholds the Committee's determination, in which case, that Member's membership is terminated at the date of that General Meeting.

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## **11. Register**

- (a) The Committee must keep a Register in accordance with the Act, which must contain:
  - (1) the name and address of each Member, including the ACN or ABN if that Member is a body corporate;
  - (2) the contact phone number, facsimile number (if any) and email address of each Member;
  - (3) the date on which each Member was admitted to the Association; and
  - (4) if applicable, the date of and reason(s) for termination of Membership.
- (b) Each Member must notify the Secretary in writing of any change in that Member's name, address, telephone or facsimile number (if any) or email address within 14 days after the change.

## **Part 3**

## **Part 4 – General Meetings**

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## **12. Annual General Meetings**

- (a) The Committee shall call an annual General Meeting in accordance with the Act and these rules.
- (b) The annual General Meeting shall be held within five months after the end of its financial year.
- (c) The order of the business at each annual General Meeting shall be:
  - (1) the confirmation of the minutes of the previous annual General Meeting and of any special General Meeting held since that meeting;
  - (2) the consideration of the accounts and reports of the Committee and the auditor's report (if any);
  - (3) the election of Committee Members;
  - (4) the remuneration of Committee Members;
  - (5) the appointment of the auditor (if any), who must be an independent person;
  - (6) any other business requiring consideration by the Association in General Meeting.

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### **13. Special General Meetings**

- (a) The Committee or any Committee Member may call a special General Meeting of the Association at any time.
- (b) Upon a requisition in writing of not less than 20 financial Members, the Committee shall, within one month of the receipt of the requisition, convene a special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- (d) If a special General Meeting is not convened within one month, as required by clause 13(b) above, the requisitionists, or at least 50% of their number, may convene a special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a General Meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

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### **14. Notice of General Meetings**

- (a) At least 21 days' notice of any General Meeting shall be given to Members. The notice must set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting, including details of any Special Resolutions.
- (b) The notice of meeting:
  - (1) must be in writing addressed to the Member at its address or to any other address specified in the Register in respect of that Member;
  - (2) may be given by the Association to any Member by serving the notice personally, by sending the notice by post or email to the address appearing in the Register;
  - (3) is deemed to be given by the Association and received by the Member:
    - (A) if by delivery in person, when delivered to the addressee;
    - (B) if by post, two business days from and including the date of postage;  
or
    - (C) if by email, when transmitted to the addressee,but if the delivery or receipt is on a day which is not a business day or is after 5:00 pm in the place of receipt it is deemed to be given on the succeeding business day.
- (c) The Committee may cancel a General Meeting, other than a general meeting which the Committee is required to convene and hold under the Act.

- (d) The Committee may cancel a General Meeting if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the General Meeting as specified in notice of meeting.

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## **15. Proceedings at General Meetings**

- (a) The quorum for the transaction of business at any General Meeting shall be one quarter of Members (rounding down where there is a fraction) plus one, present personally or by proxy.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present:
  - (1) a meeting convened upon the requisition of Members shall lapse.
  - (2) any other meeting shall stand adjourned for 30 minutes on the same day at the same place and if at such adjourned meeting, a quorum is not present within 30 minutes of the time appointed for that meeting, the Members present shall form a quorum.
- (c) Subject to clause 15(d), the Chairperson shall preside as chairperson at a General Meeting of the Association.
- (d) If the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the chairperson of that meeting.
- (e) The Chairperson may temporarily vacate the chair at a General Meeting in favour of another person present at any time and for any reason that the Chairperson sees fit, and must do so if the Members are voting on the Chairperson's election or re-election as a Committee Member.
- (f) Subject to the terms of these rules regarding adjournment of meetings, the Chairperson's ruling on all matters relating to the order of business, procedure and conduct of the General Meeting is final and no motion of dissent from a ruling of the Chairperson may be accepted.
- (g) The Chairperson may, in his or her absolute discretion, refuse any person admission to a General Meeting, or expel the person from the General Meeting and not permit them to return, if the Chairperson reasonably considers that the person's conduct is inappropriate. Inappropriate conduct in a General Meeting includes, but is not limited to:
  - (1) the use of offensive or abusive language which is directed to any person, object or thing;
  - (2) attendance at the meeting while under the influence of any kind of drug, or using or consuming any drug at the meeting, including any alcoholic substance; or

- (3) possession of any article, including a recording device or other electronic device or a sign or banner, which the Chairperson considers is dangerous, offensive or disruptive or likely to become so.
- (h) The Chairperson must adjourn a General Meeting if the Members present with a majority of votes at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.

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## **16. Voting at General Meetings**

- (a) Subject to these rules:
  - (1) a Corporate Member and Associate Member has no voting rights; and
  - (2) every Ordinary Member and Life Member of the Association has only one vote at a meeting of the Association.
- (b) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) A question for decision by Special Resolution shall be determined in accordance with the requirements of the Act.
- (d) Unless a poll is demanded by the Chairperson or at least five Members, a question for decision at a General Meeting must be determined by a show of hands.
- (e) The demand for a poll may be withdrawn.
- (f) A corporate Member shall be entitled to appoint one person, to represent it at a particular General Meeting or at all General Meetings of the Association. That person shall be appointed by the corporate Member by a resolution. Such a person shall be deemed to be a Member of the Association for all purposes until the authority to represent the corporate Member is revoked.
- (g) In the event of equality of votes, the Chairperson shall have a second or casting vote.

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## **17. Poll at general meetings**

- (a) If a poll is demanded, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

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## **18. Special and ordinary resolutions**

- (a) A Special Resolution shall be passed in accordance with the Act.
- (b) An ordinary resolution is a resolution passed by a simple majority of Members entitled to vote who are present at a General Meeting.

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## 19. Proxies

- (a) A Member shall be entitled to appoint in writing a natural person, who must be a Member, to be their proxy, and to attend and vote on the appointing Member's behalf at any General Meeting of the Association. A Member must not carry any more than two proxies from other Members.
- (b) At each General Meeting, each Member entitled to vote may vote in person or by proxy. A Member which is a body corporate, body politic or incorporated association may appoint an individual, who need not be a Member, as a representative.
- (c) Subject to the terms of their appointment, a person attending as a proxy, or as representing a corporation which is a Member, has all the powers of the Member that appointed that person as proxy or representative, except where expressly stated to the contrary.
- (d) A document appointing a proxy must be in writing, in any form permitted by the Act and signed by the Member making the appointment.
- (e) A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- (f) Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a General Meeting, except that the proxy is not entitled to vote on a show of hands.
- (g) Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, the document appointing the proxy must be deposited with the Association. This document must either be:
  - (1) received at the office of the Association, or at another place, or electronic address specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting; or
  - (2) produced to the Chairperson of the meeting before the proxy votes.
- (h) If a General Meeting has been adjourned, an appointment received by the Association at least 24 hours before the resumption of the meeting is effective for the resumed part of the meeting.
- (i) A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by these rules.
- (j) A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Association before the commencement of the meeting or adjourned meeting at which the document is used:
  - (1) the previous death or unsoundness of mind of the principal; or
  - (2) the revocation of the proxy.

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## **20. Resolutions in writing**

- (a) A resolution in writing signed by all Members entitled to vote on the resolution is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.
- (b) A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
- (c) If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.
- (d) In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

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## **21. Minutes**

- (a) Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books or an electronic document control system kept for the purpose.
- (b) The minutes kept pursuant to this clause must be confirmed by the Members or Committee Members (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this clause shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **Part 5 – The Committee**

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## **22. Powers and duties**

- (a) The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may:
  - (1) exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in a General Meeting; and
  - (2) make, vary and revoke by-laws which shall be binding on all Members, provided such by-laws are not inconsistent with these rules from time to time to regulate the affairs of the Association and the conduct of Members.

- (b) The Committee has the management and control of the funds and other property of the Association.
- (c) The Committee shall have:
  - (1) authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent;
  - (2) responsibility for carrying out the resolutions of the Association and for organising, or appointing Members to organise, activities for the Association.
- (d) The Committee may create and dismantle sub-committees from time to time to assist in the running of the Committee and upon such terms and conditions as the Committee sees fit. The President of the Committee shall be an ex-officio member of all sub-committees. All chairpersons of the sub-committees must be Committee Members.

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## **23. Election**

### **23.1 Committee Members**

- (a) The Committee shall appoint a Public Officer as required by the Act. Any change in the Public Officer shall be notified to the Commission within one Month after the change or such other time as required by the Act. If that position becomes vacant, the Committee shall appoint another Committee Member to fill that vacancy.
- (b) The Committee shall be comprised of the following officers:
  - (1) President;
  - (2) Secretary;
  - (3) Treasurer;
  - (4) no more than eight (8) additional Committee Members nominated by and representing Members which are corporate entities, provided that no more than two (2) Committee Members from the same corporate entity are appointed; and
  - (5) such other Committee Members as the Committee thinks are necessary having regard to the objects of the Association.

### **23.2 Eligibility and nomination**

- (a) A person is only eligible for appointment as a Committee Member if:
  - (1) the person is:
    - (A) a natural person who is an Ordinary Member or a Life Member; or
    - (B) a representative of a Member which is a corporate entity; and
  - (2) the person is not prohibited under the Act from being a Committee Member.



- (b) Nomination to become a Committee Member along with a consent to become a Committee Member must be submitted to the Secretary at least 21 days prior to the annual General Meeting. The Committee must provide details of persons seeking appointment to the Committee in the notice calling the meeting at which the appointment is to take place.

### **23.3 Retirement and re-election**

- (a) Committee Members shall serve as a Committee Member until the first annual General Meeting falling 2 years from the Committee Member's date of appointment or re-appointment. At such annual General Meeting, that Committee Member shall retire.
- (b) Subject to clause 23(c), a retiring Committee Member shall be eligible to stand for re-appointment without nomination provided such Committee Member is not disqualified or prohibited by the Act or these rules from being re-appointed.
- (c) The Committee Member in the role of President may not be re-appointed to the same role of President for more than two consecutive terms, but may be re-appointed to the Committee in a different capacity.
- (d) The Committee Member in the role of Treasurer may not be re-appointed to the same role of treasurer for more than two consecutive terms, but may be re-appointed to the Committee in a different capacity.

### **23.4 Appointment**

The Committee may appoint a person:

- (a) to fill a casual vacancy, and such a Committee Member shall hold office until the next annual General Meeting and shall be eligible for re-appointment to the Committee without nomination;
- (b) as a temporary Committee Member for specific purposes, and such Committee Members shall hold office until such time as the Committee determines in its absolute discretion.

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## **24. Proceedings of Committee**

### **24.1 Convening meetings**

- (a) A Committee Member may at any time, and a Secretary must on the requisition of a Committee Member, convene a Committee meeting.
- (b) The Committee shall meet together for the dispatch of business at least every three months or such other period as determined by the Committee.
- (c) The person convening a Committee meeting must ensure that notice of the Committee meeting is given to each Committee Member at least 48 hours before the meeting or at another time determined by Committee resolution, except that:
  - (1) all Committee Members may waive the required period of notice for a particular meeting; and

- (2) the person is not required to give a notice of a meeting of Committee Members to a Committee Member who is out of Australia or who has been given leave of absence by the Committee.
- (d) A Committee meeting may be called or held using any technology consented to by all the Committee Members. The consent may be a standing one. A Committee Member may only withdraw their consent within a reasonable period before the meeting. The Committee may otherwise regulate its meetings as they think fit. A Committee Members' meeting may be held by the Committee Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

#### **24.2 Voting and quorum**

- (a) Questions arising at any meeting of the Committee shall be decided by a majority of votes of Committee Members present and voting, and in the event of equality of votes the Chairperson shall have a second or casting vote.
- (b) A quorum for a meeting of the Committee shall be one half of the Committee Members in office (rounding down where there is any fraction), plus one.
- (c) A Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The Committee Member must also disclose the nature and extent of his or her interest in the contract at the next annual General Meeting of the Association.
- (d) If there are not enough Committee Members to form a quorum as a result of a Committee Member having an interest which disqualifies them from voting under clause 24.2(c), then one or more of the Committee Members (including those who have the disqualifying interest in the matter) may call a General Meeting of the Association and the General Meeting may pass a resolution to deal with the matter.

#### **24.3 Written resolution**

- (a) The Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Identical copies of the document may be distributed for signing by different Committee Members and taken together will constitute one and the same document.
- (c) The resolution is passed when the last Committee Member signs the document.

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### **25. Disqualification of Committee Members**

The office of a Committee Member shall become vacant if a Committee Member is:

- (a) or becomes bankrupt;
- (b) disqualified from being a Committee Member by the Act;

- (c) permanently incapacitated by ill health;
- (d) absent without apology from more than 3 consecutive Committee meetings or 3 General meetings in a financial year; or
- (e) no longer the duly appointed representative of a corporate Member.

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## **26. Reimbursements and payments**

- (a) Each Committee Member must be reimbursed for out-of-pocket expenses reasonably and properly incurred by the Committee Member in connection with Association's business (including travel and accommodation expenses) in accordance with Association's policy in place at the time the expense is incurred. Alternatively, the Association may pay such amounts on the Committee Member's behalf. Any expenses incurred must be reasonable, and justified by providing written evidence (including invoices) to the Committee.
- (b) The reimbursements and payments may be paid to the Committee Member by the Association, or on behalf of the Association, if such reimbursement or payment is:
  - (1) reasonable remuneration for work done by the Committee Member on behalf of the Association; or
  - (2) incidental to activities carried on by the Association in accordance and consistently with its objects; or
  - (3) otherwise able to be paid under the Act.
- (c) Amounts payable in accordance with this clause may be paid either by fixed lump sum or instalments as determined by the Committee.

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## **27. Indemnity**

- (a) To the maximum extent permitted by the Act, the Association:
  - (1) indemnifies each person who is or has been an officer of the Association against any liability incurred by the person as an officer of the Association; and
  - (2) may pay a premium for a contract insuring an officer of the Association against that liability.
- (b) To the maximum extent permitted by the Act, the Association may enter into an agreement or deed with an officer of the Association under which the Association must do all or any of the following:
  - (1) keep a set of the Association's books (including minute books) and allow the officer and the officer's advisers access to the books for any period agreed;
  - (2) indemnify the officer against any liability incurred by the officer as an officer;
  - (3) keep the officer insured for any period agreed in respect of any act or omission by the officer while an officer.

- (c) Nothing in this clause is to be read or construed as the Association indemnifying an officer from any liability incurred by that officer as an officer of the Association of which an officer cannot be indemnified under the Act. Any such matters that cannot be the subject of an indemnity under the Act are severed and excluded from the operation of this clause.
- (d) In this clause, officer has the same meaning as it has in the Act.

## **Part 6 – Financial Reporting**

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### **28. Financial year**

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

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### **29. Finances**

- (a) The Treasurer shall:
    - (1) receive all moneys paid to the Association, pay all money received into the account of the Association at such bank as the Committee determines from time to time, and provide receipts to the relevant payers;
    - (2) keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act;
    - (3) present a balance sheet of the Association at each annual General Meeting; and
    - (4) prepare and present to the Committee such financial statements and accounts as are required under the Act and otherwise as required by the Committee.
  - (b) All moneys drawn from the Association's bank account (whether via credit card, cheque book or electronic funds transfer) must be authorised by two Committee Members who are authorised by the Committee.
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### **30. Prescribed Association**

If the Association is a 'prescribed association' under the Act:

- (a) the accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, shall be laid before Members at the annual General Meeting;
- (b) the annual return shall be lodged with the Commission within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Committee's statement, and the Committee's report;

- (c) the Members shall appoint a person to be auditor of the Association at each annual General Meeting;
- (d) the auditor shall hold office until the next annual General Meeting and is eligible for re-appointment; and
- (e) if an appointment is not made at an annual General Meeting, the Committee shall appoint an auditor for the current financial year.

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### **31. Prohibition against securing profits for Members**

- (a) The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.
- (b) Nothing in this clause prevents the Association from making a payment which is not prohibited under the Act.

## **Part 7 – Miscellaneous**

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### **32. The Seal**

- (a) The Committee may determine that the Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) If the Committee determines that the Association shall have a seal, the seal:
  - (1) shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by at least two Committee Members.
  - (2) must be kept in the custody of the Secretary or any other person the Committee thinks fit.

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### **33. Dispute resolution**

- (a) The dispute resolution procedure set out in this clause applies to disputes under these rules between:
  - (1) a Member and another Member; and
  - (2) a Member and the Association.
- (b) 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.

- (c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (d) In this clause, 'Member' includes any person who was a Member not more than six months before the dispute occurred.

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### **34. Winding up**

- (a) The Association may be wound up in the manner provided for in the Act.
- (b) A Member is not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association.
- (c) Subject to clause 34(d), the Members in a General Meeting may decide by Special Resolution how the surplus assets of the Association shall be dealt with, including without limitation, by transferring such surplus assets to another organisation having similar objects to the objects of the Association.
- (d) No surplus assets may be distributed to any Members, former Members, or associates of Members or former Members of the Association.
- (e) For the purposes of this clause, "surplus assets" has the meaning given to that term in the Act.

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### **35. Alteration to these rules**

- (a) These rules may be altered (including an alteration to the Association's name) by Special Resolution of the Members of the Association. This includes rescission or replacement by substitute rules. Subject to clause 35(b), any alteration of the rules comes into force at the time the Special Resolution is passed or such later date as set out in the Special Resolution.
- (b) Any alteration of the name of the Association does not come into force until the alteration is registered by the Commission. The Committee must cause the alteration to be registered with the Commission as required by the Act.
- (c) These rules binds the Association and every Member to the same extent as if they have respectively signed them, and agreed to be bound by all of the provisions thereof.