

Rules of Association

Joondalup Family Centre

December 2019

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1.0 NAME OF THE ASSOCIATION

The Association shall be an incorporated association and shall be called the Joondalup Family Centre Inc.

2.0 DEFINITIONS AND INTERPRETATION

2.1 Definitions

Act means the *Associations Incorporation Act 2015* (WA).

Association means the Joondalup Family Centre Inc. and incorporated association which is incorporated under the *Associations Incorporation Act 2015* (WA) have registration number A1003077G;

Business Day means any day other than Saturday, Sunday or public holiday day in the State of Western Australia.

Chairperson means the person elected as Committee Member to perform the duties in rule 9.2;

Committee means the members who are appointed to manage the Association in accordance with rule 7.5(a);

Family Centre means the Joondalup Family Centre situated at 25 Jolstra Crescent, Joondalup;

general meeting means a general meeting of the Association which all Members of the Association are entitled to receive notice of and attend and may be either a special general meeting or an annual general meeting;

Member means a member of the Association under rule 7 (and in relation to a member who is expelled from the Association, includes a former member).

Rules means these rules of association of the Joondalup Family Centre Inc.;

Secretary means the person elected as Committee Member to perform the duties in rule 9.5;

Special Resolution means a resolution passed at a special general meeting or annual general meeting by the votes of not less than three fourths of the Members of the Association who cast a vote in person or by proxy (as applicable).

Treasurer means the person elected as Committee Member to perform the duties in rule 9.4;

Vice Chairperson means the person elected as Committee Member to perform the duties in rule 9.3.

2.2 Interpretation

In these Rules:

- (a) another grammatical form of a defined word or expression has a corresponding meaning and words importing the singular include the plural and vice versa;
- (b) references to persons include means an individual, corporation, body corporate, partnership, association, unincorporated organisation or governmental authority;

- (c) subject to the Act, anything done under the Rules is not invalid because a requirement of the Rules has not been strictly complied with if the Committee determines that the requirement has been substantially complied with;
- (d) subject to the Act and to Rule 2.2(c), the interpretation of the Rules is at the sole determination of the Committee;
- (e) s determination by the Committee under Rule 2.2(c) or 2.2(d) can be set aside only by a resolution carried at a general meeting of the Association. Notice of intention to move to set aside the Committee's determination must be given in writing to the Chairperson at least seven days prior to that general meeting;
- (f) a reference to writing includes any means of reproducing words in a tangible and permanently visible form including facsimile, email and any other form of electronic transmission;
- (g) a reference to any legislation includes all sub-ordinate legislation made under that legislation and amendments, consolidations, replacements or re-enactments of any of them; and
- (h) except where the contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

3.0 OBJECTS

The objects of the Association are as follows:

- (a) To provide Early Childhood Program for younger children in accordance with funding guidelines and Government Regulations covering these activities.
- (b) To promote and develop programs and access to the Family Centre in a manner which ensures that all people within our Community are, provided equal opportunity regardless of race, creed, colour, religion, age, sex or marital status.
- (c) To promote the well-being and care of children and families.
- (d) To promote, develop and coordinated activities which relate to the cultural background of children, families and members of the community.
- (e) To establish programs in response to community needs.
- (f) To provide and maintain suitable grounds, buildings and equipment for such purposes.
- (g) To raise aid or contribute in the raising of funds for the use and benefit of the Family Centre for any purpose considered advantageous to these objects.
- (h) To support community groups in developing self-help activities.
- (i) To undertake commercial activities in order to assist in the attained of any of the objects of the Association in this Rule 3 and all such other things as may be incidental to the attainment of such objects.

4.0 POWERS

The Association has the rights, powers and privileges as set out in section 14 of the Act and has power to do all such acts as are incidental, conducive or subsidiary to the objects of the Association.

5.0 FINANCIAL YEAR

The financial year of the Association is a period of 12 months commencing on 1 January each year and ending on the 31 December.

6.0 INCOME AND PROPERTY

6.1 Not for Profit

The Association is a non-profit organization. The income and property of the Association must 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 any member of the Association, except in good faith in the promotion of those objects.

6.2 Payments to Association Members

Without limiting Rule 6.1, there must be no payment to Committee members from the funds of the Association other than:

- (a) a payment for any service rendered to the Association by a member in a professional or technical capacity, other than in the capacity as a member of the Committee; or
- (b) of any out-of-pocket expenses incurred by a member on behalf of the Association;

but only if the Committee has agreed to the payment and this is authorised by a resolution at a general meeting of the Association and such payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7.0 MEMBERSHIP

7.1 Eligibility

The following are eligible members, provided that they are aged 18 years or over:

- (a) a person who participates in any program in the Family Centre; or
- (b) a parent or guardian of a child attending any program at the Family Centre or whose child is enrolled to attend at the Family Centre, or
- (c) any other person, association, corporation or other body corporate who is interested in the well-being of families. A member organization shall appoint from its members a representative who may speak and vote on its behalf and such representative shall be notified to the Association in writing.

7.2 Persons not eligible for Membership

An employee of the Association is not eligible for membership of the Association.

7.3 Procedure for Applications

Members shall be those eligible persons stated in rule 7.1 who:

- (a) apply in writing for membership and agree in writing that they support the objects of the Association; and
- (b) have paid an annual membership fee for the appropriate class of membership as prescribed by the Committee from time to time, either to the Treasurer or another person authorised by the Committee to accept membership payments; and
- (c) are accepted by the Committee as members in accordance with rule 7.4.

The application must include a member's nomination of the applicant for membership and be signed by the applicant and the member nominating the applicant.

7.4 Discretion to Accept or Reject Applications

- (a) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application in the order in which they are received by the Association.
- (b) The Committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (c) Where the Committee accepts an application, the applicant shall become a Member and membership shall be deemed to commence upon acceptance of the application.
- (d) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so but shall refund any fees forwarded with the application.
- (e) Any decision of the Committee in relation to any application for membership is final.

7.5 Categories of Membership

- (a) **Committee Members**, being members who have the power to manage the affairs of the Association shall consist of the following persons having been nominated and elected by at least 50% of the Members (where a Member may vote for themselves) at any meeting:
 - (i) Chairperson;
 - (ii) Deputy Chairperson (or Vice Chairperson);
 - (iii) Treasurer;
 - (iv) Secretary; and
 - (v) at least two other Ordinary Members but no more than nine Ordinary Members.

A person must not hold 2 or more of the offices mentioned in Rules 7.5(a)(i) – 7.5(a)(iv) at the same time and may not hold office for more than 2 years without being re-elected by the Members.

- (b) **Ordinary Members**, being individual persons, who subject to these Rules, shall have the right to receive notice of and may attend General Meetings, full voting rights and any other rights conferred on members by these Rules or approved by resolution at a general meeting or determined by the committee.
- (c) **Affiliated Members**, being an association, corporation or other body corporate, shall have the right to receive notice of, and may appoint a representative to attend, General Meetings, but shall have no right to speak, debate or vote at General Meetings.

7.6 Creation of New Categories of Membership

The Committee has the right and power from time to time to create new categories of membership with such rights (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights unless the prior approval of the Members is first obtained by Special Resolution at a General Meeting.

7.7 Effect of Membership

All members acknowledge and agree that they shall abide by the Rules of the Association and any by-laws of the Association.

7.8 Cessation of Membership

A person ceases to be a member when any of the following takes place -

- (a) for a member who is an individual, the individual dies;
- (b) for a member who is a body corporate, the body corporate is wound up or dissolved;
- (c) the person resigns from the Association by giving written notice of the resignation to the Secretary;
- (d) the person is expelled from the Association under rule 7.11; or
- (e) the person ceases to be a member if they have not paid their annual membership fee within 3 months of the due date at the expiry of that period.

Upon cessation of membership, the person who has ceased being a member remains liable for any fees or monies that are owed to the Association at the time of resignation and the amounts may be recovered by the Association as a debt due and payable.

7.9 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

7.10 Membership Fees and Liability of Members

- (a) Each Member must pay an annual membership fee for the appropriate class of membership as prescribed by the Committee from time to time, either to the Treasurer or another person authorised by the Committee to accept membership payments.
- (b) The liability of the Members to the Association is limited to the annual membership fee payable, if any.

7.11 Suspension or Expulsion

- (a) The Committee may vote at a Committee meeting by a majority of 66% or more to suspend a Member's membership or to expel a Member of the Association where a Member:
 - (i) the Member contravenes any of these rules; or
 - (ii) the Member behaves in a manner which in the opinion of the Committee is prejudicial or detrimental to the interests of the Association.
- (b) The Secretary must give the Member the subject of the vote in rule 7.11(a) at least 21 days' prior written notice of the Committee meeting where the proposed suspension or expulsion is to be considered. The notice must state the time, date and place of the Committee meeting and the grounds on which the suspension or expulsion is based, together with an invitation for the Member to make written or oral submissions to the Committee at the meeting about the matter.
- (c) At the Committee Meeting, the Committee must duly consider all information provided by the Member, including written or oral submissions by the Member and determine whether (with immediate effect) to suspend the membership for a period prescribed by the Committee or expel the Member from the Association.
- (d) The Committee must give the Member written notice of the Committee's decision with the reasons for the decision (including any period of suspension) within 7 days after the Committee meeting at which the decision is made.
- (e) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision, give written notice to the Secretary requesting the appointment of a mediator under rule 11.2. If such notice is given, the Member who gives the notice and at least 2 representatives from the Committee shall be parties to the mediation.
- (f) During the period a member's membership is suspended, the member loses any rights (including voting rights) arising as a result of membership and is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (g) When the period of the suspension ends, the Secretary must record in the register of Members that the Member's membership is no longer suspended.

8.0 MEETINGS

8.1 Generally

- (a) Upon the request of 2 or more Committee Members, the Chairperson shall convene a meeting of the Committee for a Committee meeting or special general meeting within fourteen days.
- (b) A Committee Member may attend any type of meeting in person or by telephone or other means of instantaneous communication and will be deemed to be present at the meeting. Any vote provided by such Member shall be taken to have been provided in person.
- (c) The Chairperson, or in the Chairperson's absence, the Vice Chairperson shall preside as chairperson of each meeting. If both are absent then the Committee Members may nominate a volunteer to act as chairperson for the purpose of that meeting.
- (d) No business is to be conducted unless a quorum is present. If a quorum is not present within 30 minutes of the notified commencement time of any meeting called under this rule 8, then:
 - (i) in the case of a special general meeting, the meeting lapses; or
 - (ii) in the case of the annual general meeting, the meeting is adjourned to the same time, place and day in the following fortnight; or
 - (iii) in the case of a Committee meeting, the meeting is adjourned to the same time, place and day the following week.
- (d) The quorum for a Committee meeting, annual general meeting or special meeting shall be 50% plus 1 and the quorum must be present at all times during any such meeting.
- (e) Unless a meeting is being held electronically, a resolution put to the vote at a meeting must be decided on a show of hands or in the case of an electronic meeting, verbally.

8.2 Committee Meetings

- (a) The Committee shall meet as often as is deemed necessary to manage the Association, but in any event no less than eight times per calendar year.
- (b) The date, time, place and general matters of business to be considered at a Committee meeting shall be notified to the Committee no less than 72 hours prior to the meeting.
- (c) Any Member or guest may attend a Committee meeting if invited to do so by the Committee. The person(s) invited to the meeting cannot vote on any matter raised at the meeting and will only be provided with an agenda, minutes or other related documentation with approval of the Committee.
- (d) Each Committee Member will have one vote at Committee meetings. A resolution of the Committee must be passed by a majority of votes of the Committee Members present at the meeting and entitled to vote on the resolution. In the case of an equality of votes, the Chairperson shall have a second or casting vote.

- (e) If a secret ballot is requested by the Committee on a resolution, the Chairperson of the meeting must decide how the ballot is conducted.
- (f) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct and true by either the Chairperson of that meeting or the Chairperson of the next meeting.

8.3 Annual General Meetings

- (a) The Committee shall determine the date, time and place of the annual general meeting, which must be held no later than 4 months after the end of the financial year.
- (b) The Secretary must give to each Member:
 - (i) at least 14 days' prior notice of a general meeting if a Special Resolution is to be proposed at the meeting; or

- (ii) at least 7 days' prior notice of a general meeting in any other case.

The notice must contain the time, date and place of the meeting together with the general nature of any business to be conducted. If a Special Resolution is proposed, the notice must also set out the wording of the proposed resolution as required by section 51(4) of the Act, state that the resolution is proposed as a Special Resolution and where applicable, comply with rule 8.4(b).

- (c) The ordinary business of an annual general meeting shall be as follows:
 - (i) 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;
 - (ii) to receive, consider and approve as applicable:
 - (A) the committee's annual report on the Association's activities during the preceding financial year;
 - (B) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
 - (C) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (D) to elect the office holders of the Association and other Committee Members;
 - (E) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
 - (F) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by Members.

- (iii) any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- (d) On any question arising at a general meeting, each Member has one vote and Ordinary Members may vote personally or by proxy. Except in the case of a Special Resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (e) A declaration by the Chairperson of the general meeting that a resolution has, on a show of hands or in the case of an electronic meeting verbally, been carried or carried unanimously or lost is conclusive evidence of the result provided that the declaration reflects the show of hands or verbal determination. Neither the Chairperson nor the minutes need state the number or proportion of the votes recorded in favour or against.

8.4 Use of Proxies

- (a) Where specified in the notice for an annual general meeting, an Ordinary Member may appoint an individual who is an Ordinary Member as his or her proxy to vote and speak on his or her behalf at a general meeting. One Ordinary Member may be appointed the proxy for not more than 5 other Members.
- (b) Notice of a general meeting given to an Ordinary Member must:
 - (i) state that the Member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (ii) include a copy of any form that the committee has approved for the appointment of a proxy.
- (c) The appointment of a proxy must be in writing and signed by the Member making the appointment. The member appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf.
- (d) If the Committee has approved a form for the appointment of a proxy, the Member may use that form or any other form:
 - (i) that clearly identifies the person appointed as the member's proxy;
 - (ii) that has been signed by the member; and
 - (iii) is given by notice to the Secretary not later than 24 hours before the commencement of the general meeting for which the proxy is appointed.

8.5 Special General Meetings

- (a) The Committee may convene a special general meeting either of its own accord or where at least 20% of the Members request a special general meeting.
- (b) The members requiring a special general meeting to be convened must make the requirement by written notice given to the Secretary, state in the notice the business to be

considered at the meeting and each sign the notice. The special general meeting must be convened within 6 weeks after a notice satisfying this rule 8.5(b) is given.

- (c) A special general meeting convened by the Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.
- (d) If the Committee receives a written request to convene a special general meeting under these Rules within a period of two months prior to an annual general meeting, the Association may deal with the matters set out in the request or notice at the annual general meeting.
- (e) Rule 8.3(e) also applies to special general meetings.

9.0 COMMITTEE

9.1 Powers of the Committee

- (a) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a Committee Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (b) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the by-laws (if any) and maintain the confidentiality of the matters of the Association which a reasonable person would consider should be held in confidence.
- (c) Without limiting Rule 9.1(a), the Committee shall have the power to:
 - (i) Appoint members to fill any vacancy on the Committee for the remainder of the unexpired term;
 - (ii) Co-opt persons as required to the Committee without voting rights;
 - (iii) Establish sub-committees with respect to the Association's agreed programmes and method of operation;
 - (iv) Delegate to sub-committees such power as the Committee deems desirable;
 - (v) Oversee the day-to-day operations of the Association and provide By-Laws where necessary; and
 - (vi) Employ or dismiss staff consistent with contractual obligations.

9.2 Duties of the Chairperson

- (a) The Chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at General Meetings as provided for in these rules.
- (b) The Chairperson at any meeting shall have a casting as well as a deliberative vote.

- (c) The Chairperson together with the Secretary shall prepare the meeting agenda for Committee and General Meetings.
- (d) The Chairperson shall encourage full balance participation in meetings by all members and shall decide on matters of order.
- (e) The Chairperson shall act as spokesperson unless an alternative spokesperson has been appointed by the Committee at a General Meeting. The spokesperson shall make statements in accordance with previously agreed policy or in an emergency following consultation with at least two members of the Committee.

9.3 Duties of the Vice Chairperson

- (a) In the absence of the Chairperson, the Vice Chairperson shall undertake the responsibilities of the Chairperson as set out in rule 9.1.
- (b) Where both Chairperson and Vice Chairperson are absent, the members present at a properly constituted meeting may elect an acting Chairperson for the purpose of that meeting.

9.4 Duties of the Treasurer

- (a) The Treasurer shall cause monies received to be paid into an account authorised by the Committee in the name of the Association and issue receipts in the Association's name where applicable. Payment shall be as petty cash or as approved by two authorised signatories of whom there shall be not more than five appointed by the Committee.
- (b) The Committee shall set at the first Committee Meeting following each Annual General Meeting the upper limit of unauthorised expenditure (except in the case of emergency expenditure which is necessary to protect the well-being of the building and participants).
- (c) The Treasurer shall:
 - (i) have custody of and be responsible for all records to be kept of all receipts and payments and other financial transactions, such records must be retained for at least seven years after the transactions covered by the records are completed;
 - (ii) keep financial records and statements and shall submit a report on the finances to each Committee Meeting;
 - (iii) ensure the Association complies with Part 5 of the Act;
 - (iv) provide assistance as required by an auditor reviewing or auditing the Association's financial statements in accordance with Part 5 of the Act;
 - (v) present audited accounts to the Committee annually and where possible at the Annual General Meeting; and
 - (vi) carry out any other duty given to the Treasurer under these Rules or by the Committee.

9.5 Duties of the Secretary

The Secretary has the following duties:

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding business to be conducted at each committee meeting and General Meeting;
- (c) preparing the notices to call for meetings and agendas for the business to be conducted at meetings;
- (d) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- (e) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books and any securities of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association and ensure that these are retained for at least seven years;
- (h) maintaining full and accurate minutes of Committee meetings, special general meetings and annual general meetings. However, in the absence of the Secretary from any given meeting, another member shall be elected as minutes Secretary for the purpose of that meeting. The minutes must be entered into the Association's minute records within 30 days of the meeting and must include:
 - (i) names and roles of committee Members present at the meeting and any apologies;
 - (ii) the name of any guest or other Members attending under rule 8.1;
 - (iii) the matters considered at the meeting; and
 - (iv) any motion on which a vote is taken and the result of the vote.
- (i) carrying out any other duty given to the Secretary under these Rules or by the committee.

9.6 Grounds for Termination of a Committee Member

In addition to the circumstances (if any) in which a Member ceases to be Member under rule 7.8, the office of a Committee Member becomes vacant if the Committee Member:

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any laws relating to mental health;
- (c) is absent without the consent of the Committee from four consecutive Committee Meetings;
- (d) fails to declare a conflict of interest;
- (e) is removed from office by a Special Resolution of the Association in a general meeting; or
- (f) breaches Division 3 of the Act, would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth) or is disqualified from office under the Act.

10.0 RECORDS AND FINANCES

10.1 Audited Accounts and Records

The Members shall appoint an Auditor, not being a member of the Association, at the Annual General Meeting who shall audit the accounts and records of the Association annually. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions under the Act apply, then in accordance with generally accepted principle and codes of conduct.

10.2 Register of Members

- (a) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of Members, their class of membership and their email or postal address.
- (b) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 58 of the Act to maintain the register of Committee Members.
- (c) Any change in the Membership of the Association under rule 10.2(a) or 10.2(b) shall be recorded in this register within 28 days of any change.
- (d) The registers of Members and Committee Members must be kept at the Secretary's place of residence, or at the main office of the Association or such other place as determined by the Committee.
- (c) A Member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (d) Where a Member:
 - (i) inspecting the register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the register of Members,

the Committee may require the member to provide a statutory declaration setting out the

purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

10.3 Other Association Records

- (a) Any Member who wants to inspect any minutes of Committee meetings or general meetings or other records of the Association must contact the Secretary to make the necessary arrangements for the inspection.
- (b) If a Member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by Members. Any minutes, documents or records designated by the Committee as confidential shall be accessible to members on the vote of a special general meeting only.
- (c) Any inspection shall be free of charge. The member may make a copy of or take an extract from a record or document inspected but does not have a right to remove the record or document for that purpose.
- (d) The Member must not use or disclose information in a record or document referred to in this rule 10.3 except for a purpose that is directly connected with the affairs of the Association or that is related to complying with a requirement of the Act.

10.4 Notices

- (a) Any notice or other communication given in respect of these Rules must be:
 - (i) in writing; and
 - (ii) either delivered by hand, by post to a physical address, or by email to an email address.
- (b) A notice is deemed to be received on the day that:
 - (i) if delivered by hand or email, on the day of delivery if it is a Business Day prior to 5pm, otherwise on the next Business Day; or
 - (ii) if sent by post, four Business Days after the notice has been posted.

11.0 DISPUTES AND MEDIATION

This rule 11 sets out the procedure where a Member has a dispute with another Member or the Association. Any party to a dispute must, in good faith, attempt to settle the dispute.

11.1 Dispute

- (a) Members of the Association who are parties to a dispute must attempt to resolve the dispute between themselves by meeting at least once within 14 days after the dispute has come to the attention of the parties.

- (b) If the parties are unable to resolve the dispute at a meeting, or a part fails to attend that meeting, then either party may refer the dispute to be resolved by the Committee.
- (c) Where the dispute is referred to the Committee, each party must make written submissions to the Committee for discussion at the next Committee meeting (provided the next Committee meeting is not to be held within the next 7 days). The Committee shall consider the submissions and determine the dispute, giving reasons for the determination within 14 day.
- (d) If either party remains unsatisfied with the determination, that party may give written notice within 14 days to the Secretary to appoint a mediator pursuant to rule 11.2. If such notice is given, each party to the dispute is a party to the mediation.

11.2 Mediation

- (a) Where there is a dispute between a Member and the Association, parties to a dispute must attempt to resolve the dispute between themselves by meeting at least once within 14 days after the dispute has come to the attention of the parties. If the parties are unable to resolve the dispute at a meeting, or a part fails to attend that meeting, then either party may refer the dispute to mediation.
- (b) The mediator must be a person chosen:
 - (i) by agreement between the parties to the dispute; or
 - (ii) in the absence of agreement, then for disputes:
 - (A) between Members, shall be chosen by the Chairperson. In this case, another Member may act as mediator provided rule 11.2(b) is satisfied; or
 - (B) between Members and the Association shall be chosen by the Committee and must be a person who acts as a mediator for another not-for-profit organisation (such as a community legal centre) either as an employee or as a mediator.
- (b) The mediator cannot be a party to the dispute, must not have a personal interest in the matter the subject of the dispute and must not be biased in favour or, or against, any party to the mediation.
- (c) Each party shall give the mediator a written statement of the issues to be considered at least 5 days prior to the mediation session.
- (d) In conducting the mediation, the mediator must:
 - (i) give each party every opportunity to be heard;
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

- (e) The mediator cannot determine the matter that is the subject of the mediation, instead agreement must be reached by the parties to the dispute.
- (f) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (g) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (h) If mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 7.11 and as the result of the mediation the decision to suspend the member's membership or expel the member is revoked, then that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.

12.0 ALTERATION OF THE RULES

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 and by otherwise complying with Part 3 Division 2 of the Act. The alterations to the Rules shall take effect upon lodgement of the required documents with the commissioner (as defined in the Act) in compliance with section 30(3) of the Act and the approval of the Commissioner under section 31(1) or section 33(2) of the Act, if required.

13.0 EXECUTING DOCUMENTS AND COMMON SEAL

- (a) If the Association has a common seal then:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Committee and in the presence of 2 Committee Members; or one Committee Member and a person authorised in writing by the Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.
- (b) The Secretary must make a written record of each use of the common seal.
- (c) The common seal must be kept in the custody of the Secretary or another Committee Member authorised by the Committee.
- (d) The Association may execute a document without using a common seal if the document is signed by the Chairperson or a Vice Chairperson and countersigned by either a Vice-Chairperson, Secretary or Treasurer.

14.0 DISSOLUTION

- (a) The Association may be wound up and dissolved voluntarily only by Special Resolution.

- (b) If upon the winding up or dissolution of the Association there remains any surplus property after the satisfaction of all its debts and liabilities and the costs and charges and expenses of winding up or cancelling the Association, that property must be given or transferred to one or more of those entities specified in section 24 of the Act which has wholly or substantially similar objects stated in rule 3 as the Association, which may be determined at the general meeting the subject of the Special Resolution or at any subsequent meeting.
- (c) Except as provided for in the Rules, no portion of the property of the Association may be paid to or distributed among members of the Association whether upon the winding up or dissolution of the Association or otherwise.