

Dora Creek & District Workers Co-Operative LTD Social Golf Club

Constitution

14th March 2021

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# PRELIMINARY

## 1.1 Name of the Association

The name of the Association is the Dora Creek & District Workers Co-Operative LTD Social Golf Club.

## 1.2 Objects of the Association

The objects and purposes of the Association are:

1. To provide an environment to play regular golf matches at organised venues for the benefit and enjoyment of members and such other persons permitted by these rules.
2. To promote friendship, goodwill and fellowship among members and their families through the conduct of social offerings.
3. To promote, encourage and foster the game of golf and to promote relationships with social clubs of similar objectives, having regard to the limited facilities available on Public Golf Courses. All play shall be conducted in accordance with the Rules of Golf as approved from time to time by the Rules Committee of the Royal and Ancient Golf Club of St Andrews.

## 1.3 Quorum for Committee Meetings

Any three (3) Committee Members constitute a quorum for the conduct of business at a Committee Meeting.

## 1.4 Quorum for General Meetings

Thirty three percent (33%) of members personally present (being members entitled to vote under these rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

## 1.5 Financial Year

The Association’s financial year will be the period of 12 months commencing on 1 November and ending on 31 October of each year.

# PRELIMINARIES

## 2.1 Definitions

Unless otherwise indicated in the text of these rules, the following words and/or terms will have the following meanings:

**Act** means the Associations Incorporation Act 2009

**Associate member** means a member with the rights referred to in rule 3.5(5)

**Association** means the incorporated association to which these rules apply

**Books** of the Association, includes the following:

1. a register
2. financial records, financial statements, or financial reports, however compiled, recorded, or stored
3. a document
4. any other record of information

**By laws** means by-laws made by the Association under rule 11.1

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

**Committee** means the management committee of the Association

**Committee meeting** means a meeting of the committee; Committee member means a member of the committee

**Financial records** include:

1. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
2. documents of prime entry; and
3. working papers and other documents needed to explain: (i) the methods by which financial statements are prepared; and (ii) adjustments to be made in preparing financial statements

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

**Financial year**, of the Association, has the meaning given in rule 1.5

**General Meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend

**Grievance procedure** means the procedures set out in rules 5.1 to 5.10

**Life Member** means a playing or non-playing member appointed a life member, with the rights referred to in rule 3.5(4)

**Member** means a person who is an ordinary member, life member or an associate member of the Association

**Ordinary member** means a member, with the rights referred to in rule 3.5(4)

**President** means the committee member holding office as the President of the Association

**Register of members** means the register of members referred to in section 53 of the Act

**Rule**s mean these rules of the Association, as in force for the time being

**Secretary** means the committee member holding office as the Secretary of the Association

**Special General Meeting** means a general meeting of the Association other than the annual general meeting

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

**Sub-committee** means a sub-committee appointed by the committee under rule 8.7(1)(a)

**Tier 2 Association** means an incorporated Association to which section 64(2) of the Act applies

**Treasurer** means the committee member holding office as the Treasurer of the Association

**Vice President** means the committee member holding office as the Vice President of the Association

## 2.2 Powers of the Association

1. Subject to the Act, the Association may do all things necessary or convenient to achieve its objects and purposes in a lawful manner.
2. Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of the Association for any such purpose required, together with any reasonable expenses incidental to Committee activities.

## 2.3 Not For Profit

1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Association only if it is authorised by a resolution of the Association and subject to sub-rule (3).
3. A payment to a member out of the funds of the Association is authorised if it is:
4. the payment in good faith for goods supplied to the Association, in the ordinary course of business; or
5. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association

# MEMBERSHIP

## Eligibility

1. Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
2. An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

## 3.2 Applications

1. A person who wants to become a member must be a financial member of the **Dora Creek & District Workers Co-Operative Club LTD** and apply in writing to the Association on a form approved by the committee.
2. the applicant must be nominated by a member who is eligible to vote.
3. The application must be signed by the applicant and the member nominating the applicant.
4. The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

## 3.3 Dealing with Applications

1. The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
2. 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.
3. The committee must not accept an application unless the applicant:
4. is eligible under rule 3.1; and
5. has applied under rule 3.2.
6. The committee may reject an application even if the applicant:
7. is eligible under rule 3.1; and
8. has applied under rule 3.2.
9. The committee must notify the applicant of the committee’s decision to accept or reject the application as soon as practicable after making the decision.
10. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
11. Former members wishing to re-join may receive special considerations but must:
12. be eligible under rule 3.1; and
13. apply under rule 3.2.

## 3.4 Acceptance as a Member

An applicant for membership of the Association becomes a member when:

1. the committee accepts the application; and
2. the applicant pays any membership fees payable to the Association under rule 4.2

## 3.5 Membership Classes

1. The Association consists of ordinary members (including life members) and associate members provided for under sub-rule 3.5 (2).
2. The Association may have any class of associate membership approved by resolution at a general meeting including social membership, honorary membership, and junior membership.
3. A person can only be an ordinary member, life member or associate member.
4. An ordinary member and a life member have 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.
5. An associate member has the rights referred to in sub-rule 3.5 (4) other than full voting rights.

## 3.6 Cessation as a Member

1. A person ceases to be a member when any of the following takes place:
2. the person becomes deceased
3. the person resigns from the Association under rule 3.7
4. the person is expelled from the Association under rule 5.1
5. the person ceases to be a member under rule 4.2(6).
6. The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
   1. the date on which the person ceased to be a member; and
   2. the reason why the person ceased to be a member.

## 3.7 Resignation

1. A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
2. The resignation takes effect:
   1. when the Secretary receives the notice; or
   2. if a later time is stated in the notice, at that later time.
3. A person who has resigned from membership of the Association remains liable for any outstanding fees owed to the Association (the owed amount) at the time of resignation.
4. A person that owes fees to the Association under sub-rule 3.7 (3) shall be ineligible to re-join the Association, until outstanding fees owed to the Association (the owed amount) are paid.
5. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 3.8 Register of Members

1. 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 and record in that register any change in the membership of the Association.
2. The register of members must include: the name of each member
3. contact postal, residential or email address plus ideally a contact phone number of each member
4. class of membership (if applicable) to which each member belongs; and
5. the date on which each member becomes a member.
6. The register of members must be kept at the Secretary’s place of residence, or at another place determined by the committee.
7. Any change in membership of the Association shall be recorded in the register within 28 days after the change occurs, or in the case of any change in contact details under sub-rule 3.8 (2)(a)(b), subject to the Secretary being notified of such changes.
8. A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements under rule 11.6.(4)

## 3.9 Rights not Transferable

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

# MEMBERSHIP FEES

## 4.1 Nomination Fee

1. The committee may from time to time determine the amount of the nomination fee, if any to be paid by an applicant for membership of the Association.
2. The committee shall have the power to waive nomination fees during any specified period.

## 4.2 Annual Fee and Subscriptions

1. The committee must each year determine a proposed scale of annual membership fees and subscriptions to be paid for membership of the Association in the following year.
2. The fees determined under sub-rule (1) may be different for different classes of membership.
3. The committee must submit proposed scale of annual membership and subscriptions determined under sub-rule (1) to the Annual General Meeting for approval. No alteration of fees shall be made except at the Annual General Meeting or a Special General Meeting called for that purpose.
4. The annual membership fees and subscriptions become due and payable on the first playing date of the year.
5. A member must pay the annual membership fee and subscriptions to the Treasurer, or another person authorised by the committee to accept payments by the date determined by the committee.
6. If a member has not paid the annual membership fee within the period of 1 month after the due date, the member ceases to be a member on the expiry of that period.
7. If a person who has ceased to be a member under sub-rule (6) offers to pay the annual membership fees and subscriptions after the period referred to in that sub-rule has expired:
8. the committee may, at its discretion, accept that payment; and
9. if the payment is accepted, the person’s membership is reinstated from the date the payment is accepted.
10. If the committee should become aware that due to unforeseen or specific circumstances a member is unable to comply with sub-rule (4) the committee may at its discretion resolve to suspend or defer such member’s annual membership fees.

# DISCIPLINARY ACTION DIPUTES AND MEDIATION

## 5.1 Suspension or Expulsion

1. The committee may decide to suspend a member’s membership or to expel a member from the Association if:
2. the member refuses or neglects to comply with any of these rules; or
3. the member acts detrimentally to the interests of the Association.
4. The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
5. The notice given to the member must state:
6. when and where the committee meeting is to be held; and
7. the grounds on which the proposed suspension or expulsion is based; and
8. that the member, or the member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion
9. At the committee meeting, the committee must:
10. give the member, or the member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
11. give due consideration to any submissions so made; and
12. decide:
    1. whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
    2. whether or not to expel the member from the Association.
13. A decision of the committee to suspend the member’s membership or to expel the member from the Association takes immediate effect.
14. The committee must give the member written notice of the committee’s decision and the reasons for the decision, within 7 days after the committee meeting that made the decision.
15. 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 under sub-rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 5.8.
16. If notice is given under sub-rule (7), the member who gives the notice and the committee are the parties to the mediation.

## 5.2 Consequences of Expulsion

1. During the period, a member’s membership is suspended, the member:
   1. loses any rights (including voting rights) arising as a result of membership; and
   2. is not entitled to a refund, rebate, relief, or credit for membership fees paid, or payable, to the Association.
   3. if, one of our members is suspended by the **Dora Creek & District Workers Co-Operation Club LTD**, he or she shall be suspended for the same time duration as imposed upon him or her by the board members.
2. When a member’s membership is suspended, the Secretary must record in the register of members:
3. that the member’s membership is suspended; and
4. the date on which the suspension takes effect; and
5. the period of the suspension.
6. 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.

## 5.3 Resolving Disputes

1. The procedures set out to resolve disputes (the grievance procedure) as described in rules 5.4 through to 5.10, applies to disputes:
2. between members; or
3. between one or more members and the Association.

## 5.4 Parties to Resolve Dispute

1. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

## 5.5 Grievance Procedure to Start Resolving Disputes

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 5.4, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
2. the parties to the dispute; and
3. the matters that are the subject of the dispute.
4. Within 28 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
5. the Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
6. The notice given to each party to the dispute must state:
7. when and where the committee meeting is to be held; and
8. that the party, or the party’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
9. If:
10. the dispute is between one or more members and the Association; and
11. any party to the dispute gives written notice to the Secretary stating that the party:

(i) does not agree to the dispute being determined by the committee; and

(ii) requests the appointment of a mediator under rule 5.8,

(iii) the committee must not determine the dispute.

## 5.6 Determination of Dispute by Committee

1. At the committee meeting at which a dispute is to be considered and determined, the committee must:
2. give each party to the dispute, or the party’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
3. give due consideration to any submissions so made; and
4. determine the dispute.
5. The committee must give each party to the dispute written notice of the committee’s determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
6. A party to the dispute may, within 14 days after receiving notice of the committee’s determination under sub-rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 7.8.
7. If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

## 5.7 Procedure for Mediation

1. This applies if written notice has been given to the Secretary requesting the appointment of a mediator:
2. by a member under rule 5.1(7); or
3. by a party to a dispute under rule 5.5(5)(b)(ii) or 5.6(3).
4. If this applies, a mediator must be chosen or appointed under rule 5.8.

## 5.8 Appointment of Mediator

1. The mediator must be a person chosen:
2. if the appointment of a mediator was requested by a member under rule 5.1(7) - by agreement between the member and the committee; or
3. if the appointment of a mediator was requested by a party to a dispute under rule 5.5(5)(b)(ii) or 5.6(3) - by agreement between the parties to the dispute.
4. If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the committee must appoint the mediator.
5. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
6. a member under rule 5.1(7); or
7. a party to a dispute under rule 5.5(5)(b)(ii); or
8. a party to a dispute under rule 5.6(3) and the dispute is between one or more members and the Association.
9. The person appointed as mediator by the committee may be a member or former member of the Association but must not:
10. have a personal interest in the matter that is the subject of the mediation; or
11. be biased in favour of or against any party to the mediation.

## 5.9 Mediation Process

1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
3. In conducting the mediation, the mediator must:
4. give each party to the mediation every opportunity to be heard; and
5. allow each party to the mediation to give due consideration to any written statement given by another party; and
6. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
7. The mediator cannot determine the matter that is the subject of the mediation.
8. 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.
9. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 5.10 Mediation Result in Decision to Revoke Suspension or Expulsion

1. If:
2. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 5.1(7); and
3. as the result of the mediation, the decision to suspend the member’s membership or expel the member is revoked, 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.

# COMMITTEE

## 6.1 Powers of Committee

1. The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
2. Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general 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.
3. The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules, and the by-laws (if any).

## 6.2 Responsibilities of Committee Members

1. A committee member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the Association’s circumstances.
2. A committee member must exercise his or her powers and discharge his or her duties:
3. in good faith in the best interests of the Association; and
4. for a proper purpose.
5. A committee member or former committee member who obtains information must not improperly use the information to:
6. gain an advantage for himself or herself or another person; or
7. cause detriment to the Association.
8. A committee member who has a material personal interest in a matter being considered at a committee meeting must:
9. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee
10. disclose the nature and extent of the interest at the next general meeting of the association; and
11. not be present while the matter is being considered at the meeting or vote on the matter.
12. that exists only because the committee member belongs to a class of persons for whose benefit the association is established; or
13. that the member has in common with all, or a substantial proportion of, the members of the Association.
14. The Secretary must record every disclosure made by a committee member under rule 6.2(4) of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

# Committee Members

The committee members consist of the office holders of the Association.

1. The following are the office holders of the Association:
2. the President
3. the Vice President
4. the Secretary
5. the Treasurer
6. The committee must determine if any additional committee members are required to assist in the management of the affairs of the Association.
7. A person may be a committee member if the person is:
8. an individual who has reached 18 years of age; and
9. an ordinary member or a life member.
10. A person must not hold 2 or more of the offices mentioned in sub-rule (1) at the same time.
11. A person may be appointed as Honorary Auditor provided the person is not an office holder of the Association.
12. The following persons must not accept an appointment or act as a committee member if the person:
13. is a bankrupt or person whose affairs are under insolvency laws according to the Interpretation Act 1984 section 13D
14. has been convicted, within or outside the State, of: (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or (iii) an offence under Part 4 Division 3 of section 127 of the Act.
15. Sub-rule (6)(b) is applicable to a person who has been convicted of the above offences only for a period of 5 years from the time of the person’s conviction, or if the conviction results in a term of imprisonment, from the time of the person’s release from custody.

## 7.1 President

The President has the following duties:

1. consulting with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
2. powers related to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

## 7.2 Vice President

The Vice President has the following duties:

1. acting as President when the President is absent
2. coordinating, arranging, and managing all social functions
3. coordinating all raffles and fund-raising activities
4. organises Association’s shirts for members
5. carrying out any other duty given to the Vice President under these rules or by the committee

## 7.3 Secretary

The Secretary has the following duties:

1. dealing with the Association’s correspondence
2. consulting with the President regarding the business to be conducted at each committee meeting and general meeting
3. preparing the notices required for meetings and for the business to be conducted at meetings
4. 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
5. maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act.
6. 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;
7. ensuring the safe custody of the books of the Association, other than the financial records, financial statements, and financial reports, as applicable to the Association
8. maintaining full and accurate minutes of committee meetings and general meetings; (i) carrying out any other duty given to the Secretary under these rules or by the committee.

## 7.4 Treasurer

The Treasurer has the following duties:

1. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association’s name
2. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee
3. ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time
4. ensuring that the Association complies with the relevant requirements of Part 5 of the Act Dora Creek Social Golf Clubs Constitution.docx Page 13 of 17
5. ensuring the safe custody of the Association’s financial records, financial statements, and financial reports, as applicable to the Association
6. as the Association is a Tier 1 Association, coordinating the preparation of the Association’s financial statements before their submission to the Association’s Annual General Meeting
7. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association’s financial statements or financial report under Part 5 Division 5 of the Act
8. carrying out any other duty given to the Treasurer under these rules or by the committee.

## 7.5 Election or Appointment of Committee Members

A member becomes a committee member if the member:

1. is elected to the committee at a general meeting; or
2. is appointed to the committee by the committee to fill a casual vacancy under rule 7.11. **Dora Creek & District Workers Club LTD Social Golf Club** Constitution.docx Page 25

## 7.6 Nomination of Committee Members

1. At least 28 days before an Annual General Meeting, the Secretary must send written notice to all the members:
2. calling for nominations for election to the committee; and
3. stating the date by which nominations must be received by the Secretary to comply with sub-rule (2).
4. Nominations for election to the committee at the Annual General Meeting must be:
5. in writing on the prescribed form if applicable; and
6. delivered to the Secretary at least 7 days before the Annual General Meeting.
7. A member wishing to be a committee member must be nominated and seconded by ordinary members or life members.
8. A member may nominate for one specified position of office holder of the Association.
9. A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 6.13(2).

## 7.7 Election of Office Holders

1. At the Annual General Meeting, a separate election must be held for each position of office holder of the Association.
2. If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members and life members at the meeting.
3. If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
4. If more than one member has nominated for a position, the ordinary members and life members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
5. Each ordinary member or life member present at the meeting may vote for one member who has nominated for the position.
6. A member who has nominated for the position may vote for himself or herself.
7. On the member’s election, the new President of the Association may take over as the chairperson of the meeting.

## 7.8 Term of Office

1. The term of office of a committee member begins:
2. from the first day of November following the Annual General Meeting where the committee member is elected or under sub-rule 7.9(3)(b); or
3. from the appointment of a member to fill a casual vacancy under rule 7.11.
4. Subject to rule 7.10, a committee member holds office until the day of the Annual General Meeting of the same calendar year.
5. A committee member may be re-elected.

## 7.9 Resignation and Removal from Office

1. A committee member may resign from the committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
2. The resignation takes effect:
3. when the notice is received by the Secretary or President; or
4. if a later time is stated in the notice, at the later time.
5. At a general meeting, the Association may by resolution:
6. remove a committee member from office; and
7. elect a member who is eligible under rule 7.(3) to fill the vacant position. Dora Creek Social Golf Clubs Constitution.docx Page 25
8. A committee member who is the subject of a proposed resolution under sub-rule (3)
9. may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
10. The Secretary or President may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

## 7.10 Membership of Committee Ceases

1. A person ceases to be a committee member if the person:
2. dies or otherwise ceases to be a member; or
3. resigns from the committee or is removed from office under rule 7.9; or
4. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
5. becomes permanently unable to act as a committee member because of a mental or physical disability; or
6. fails to attend 2 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
7. Where a person ceases to be a member of the committee section 41 of the Act requires the person to, as soon as practicable after their membership ceases deliver to a member of the committee all the relevant documents and records they hold pertaining to the management of the Association’s affairs

## 7.11 Filling Casual Vacancies

1. The committee may appoint a member who is eligible under rule 7.(3) to fill a position on the committee that:
2. has become vacant under rule 6.16; or
3. was not filled by election at the Annual General Meeting or under rule 7.9(3)(b).
4. If the position of Secretary becomes vacant, the committee must appoint a member who is eligible under rule 7.3 to fill the position within 14 days after the vacancy arises.
5. Subject to the requirement for a quorum under rule 8.4, the committee may continue to act despite any vacancy in its membership.
6. If there are fewer committee members than required for a quorum under rule 8.4, the committee may act only for the purpose of:
7. appointing committee members under this rule; or
8. convening a general meeting.

## 7.12 Validity of Acts

The acts of a committee or sub-committee, or of a committee member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a sub-committee.

## 7.13 Payment to Committee Members

1. A committee member is entitled to be paid out of the funds of the Association for any out of pocket expenses properly incurred in connection with the Association’s business.
2. A payment may be made to a committee member out of the funds of the Association only if it is authorised by a resolution of the Association subject to sub-rule (3).
3. A payment to a member out of the funds of the Association is authorised if it is:
4. the payment in good faith for goods supplied to the Association, in the ordinary course of business; or
5. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

# COMMITTEE MEETINGS

## 8.1 Committee Meetings

1. The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
2. The date, time, and place of the first committee meeting must be determined by the committee members as soon as practicable after the Annual General Meeting at which the committee members are elected.
3. Special committee meetings may be convened by the chairperson or any 2 committee members.

## 8.2 Notice of Committee Meetings

1. Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
3. Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
4. Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

## 8.3 Procedure and Order of Business

1. The President or, in the President’s absence, the Vice President must preside as chairperson of each committee meeting.
2. If the President and Vice President are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
3. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
4. The order of business at a committee meeting may be determined by the committee members at the meeting.
5. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
6. A person invited under sub-rule (5) to attend a committee meeting:
7. has no right to any agenda, minutes or other document circulated at the meeting; and
8. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
9. cannot vote on any matter that is to be decided at the meeting.

## 8.4 Quorum for Committee Meetings

1. Subject to rule 7.11(4), no business is to be conducted at a committee meeting unless a quorum is present.
2. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
3. in the case of a special meeting — the meeting lapses; or
4. otherwise, the meeting is adjourned to the same time, day, and place in the following week.
5. If:
6. a quorum is not present within 30 minutes after the commencement time of a committee meeting held under sub-rule (2)(b); and
7. at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

## 8.5 Voting at Committee Meetings

1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
2. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
3. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
4. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
5. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

## 8.6 Minutes of Committee Meetings

1. The committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following:
3. the names of the committee members present at the meeting
4. the name of any person attending the meeting under rule 9.3(5)
5. the business considered at the meeting
6. any motion on which a vote is taken at the meeting and the result of the vote.
7. any details relating to the disclosure of a committee member’s material personal interest in a matter being considered at a committee meeting.
8. The minutes of a committee meeting must be entered in the Association’s records within 30 days after the meeting is held.
9. The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
10. the chairperson of the meeting; or
11. the chairperson of the next committee meeting.
12. When the minutes of a committee meeting have been signed as correct, they are, until the contrary is proved, evidence that:
13. the meeting to which the minutes relate was duly convened and held; and
14. the matters recorded as having taken place at the meeting took place as recorded; and
15. any appointment purportedly made at the meeting was validly made.

## 8.7 Sub-committees and Subsidiary Offices

1. To help the committee in the conduct of the Association’s business, the committee may, in writing, do either or both of the following:
2. appoint one or more sub-committees
3. create one or more subsidiary offices and appoint people to those offices.
4. A sub-committee may consist of the number of people, whether or not members, that the committee considers appropriate.
5. A person may be appointed to a subsidiary office whether or not the person is a member.
6. Subject to any directions given by the committee:
7. a sub-committee may meet and conduct business as it considers appropriate; and
8. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

## 8.8 Delegation to Sub-Committees and Subsidiary Offices

1. In this rule a non-delegable duty means a duty imposed on the committee by the Act or another written law.
2. The committee may, in writing, delegate to a sub-committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than:
3. the power to delegate; and
4. a non-delegable duty.
5. A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub-committee or holder in accordance with the terms of the delegation.
6. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
7. Any act or thing done by a sub-committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
8. The committee may, in writing, amend or revoke the delegation.

# GENERAL MEETINGS

## 9.1 Annual General Meeting

1. The committee must determine the date, time, and place of the Annual General Meeting.
2. The Annual General Meeting must be held each calendar year within 2 months of the end of the financial year.
3. The ordinary business of the Annual General Meeting is as follows:
4. 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
5. to receive and consider: (i) the committee’s annual report on the Association’s activities during the preceding financial year; and (ii) the financial statements and reports of the Association (as a Tier 1 Association) for the preceding financial year presented under Part 5 of the Act; and (iii) a copy of the report of the review or auditor’s report on the financial statements or financial report
6. to elect the office holders of the Association and other committee members
7. to appoint or remove an auditor of the Association in accordance with the Act
8. to confirm or vary the nomination fees, annual fees, subscription fees and other amounts (if any) to be paid by members.
9. Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

## 9.2 Special General Meeting

1. The committee may convene a Special General Meeting.
2. The committee must convene a Special General Meeting if at least 20% of the members require a Special General Meeting to be convened.
3. The members requiring a Special General Meeting to be convened must:
4. make the requirement by written notice given to the Secretary; and
5. state in the notice the business to be considered at the meeting; and
6. each sign the notice
7. The Special General Meeting must be convened within 28 days after notice is given under sub-rule (3)(a).
8. If the committee does not convene a Special General Meeting within that 28 day period, the members making the requirement (or any of them) may convene the Special General Meeting.
9. A Special General Meeting convened by members under sub-rule (5):
10. must be held within 3 months after the date the original requirement was made; and
11. may only consider the business stated in the notice by which the requirement was made.
12. The Association must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under sub-rule (5).

## 9.3 Notice of General Meetings

1. The Secretary or, in the case of a Special General Meeting convened under rule 8.2, the members convening the meeting, must give to each member:
2. at least 21 days’ notice of a general meeting if a special resolution is to be proposed at the meeting: or
3. at least 28 days’ notice of an Annual General Meeting.
4. The notice must:
5. specify the date, time and place of the meeting; and
6. indicate the general nature of each item of business to be considered at the meeting; and
7. if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the committee under rule 6.12(2); and
8. if a special resolution is proposed: (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and (ii) state that the resolution is intended to be proposed as a special resolution.

## 9.4 Attendance at Meetings

1. General meetings may take place where:
   1. members are in attendance in person; or
   2. members who are able to communicate by using means of instantaneous communication that allows the member to participate fully in discussions as they occur, provided participation of the member is made known to other members in attendance.
2. A member who participates in a general meeting as allowed under sub-rule (1)(b):
   1. is taken to be present at the meeting; and
   2. if the member votes at the meeting, the member is taken to have voted in person.

## 9.5 Presiding Member and Quorum for General Meetings

1. The President or, in the President’s absence, the Vice President must preside as chairperson of each general meeting.
2. If the President and Vice President are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
3. No business is to be conducted at a general meeting unless a quorum is present.
4. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
   1. in the case of a Special General Meeting, the meeting lapses; or
   2. in the case of the Annual General Meeting, the meeting is adjourned to:
      1. the same place, time and day in the following week,
      2. or if the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
5. If:
6. a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under sub-rule (4)(b); and
7. at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

## 9.6 Adjournment of General Meeting

1. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting sub-rule (1), a meeting may be adjourned:
   1. if there is insufficient time to deal with the business at hand; or
   2. to give the members more time to consider an item of business.
3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 9.3.

## 9.7 Voting at General Meeting

1. On any question arising at a general meeting:
2. subject to sub-rule (3), each ordinary and life member has one vote.
3. ordinary members and life members may vote personally; or
4. through use of communication as under rule 9.4 (2).
5. 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.
6. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
7. In the case of a special resolution, a motion is carried if three quarters (75%) of ordinary members present at a Special General Meeting vote in favour of the motion.
8. If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
9. For a person to be eligible to vote at a general meeting as an ordinary member or life member, the ordinary member or life member:
10. must have been an ordinary member or life member at the time notice of the meeting was given under rule 7.3; and
11. must have paid any fee or other money payable to the Association by the member.

## 9.8 Special Resolution Conditions

1. A special resolution is required if it is proposed at a general meeting:
2. to affiliate the Association with another body; or
3. to alter its rules, including changing the name of the Association (section 30(1);
4. to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1);
5. to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4);
6. to be wound up voluntarily (section 121(2);
7. to cancel its incorporation (section 129). **Dora Creek & District Workers Co-Operation social golf club** Constitution.docx Page 34 of 35
8. Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 9.9 Determining a Resolution

1. In this rule poll means the process of voting in relation to a matter that is conducted in writing.
2. Subject to sub-rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
3. carried unanimously; or
4. carried by a particular majority; or
5. lost.
6. If the resolution is a special resolution, the declaration under sub-rule (2) must identify the resolution as a special resolution.
7. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person:
8. the poll must be taken at the meeting in the manner determined by the chairperson;
9. the chairperson must declare the determination of the resolution on the basis of the poll.
10. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
11. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
12. A declaration under sub-rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 9.10 Minutes of General Meeting

1. The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each Annual General Meeting must record:
   1. the names of the ordinary members attending the meeting as per rule 11.4; and
   2. the financial statements or financial report presented at the meeting, as referred to in rule 9.1(3)(b)(ii); and
   3. any report of the review or auditor’s report on the financial statements or financial report presented at the meeting, as referred to in rule 9.1(3)(b)(iii).
4. The minutes of a general meeting must be entered in the Association’s minute records within 30 days after the meeting is held.
5. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
6. the chairperson of the meeting; or
7. the chairperson of the next general meeting.
8. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
9. the meeting to which the minutes relate was duly convened and held; and
10. the matters recorded as having taken place at the meeting took place as recorded; and
11. any election or appointment purportedly made at the meeting was validly made.

# FINANCIAL MATTERS

## 10.1 Source of Funds

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

## 10.2 Control of Funds

1. The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the committee.
2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
3. The committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
4. All cheques, drafts, electronic transfer and other negotiable instruments of the Association must be signed or duly approved by any 2 of the 3 committee members as authorised by the committee.
5. All funds of the Association must be deposited into the Association’s account within 5 working days after their receipt.

## 10.3 Financial Statements and Financial Reports

1. For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act in relation to the financial statements or financial report of the Association, are met.
2. Without limiting sub-rule (1), those requirements include:
   1. the Association being a Tier 2 Association, the preparation of the financial statements; and
   2. the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
   3. the presentation to the Annual General Meeting of the copy of the report of the review or auditor’s report, as applicable, on the financial statements or financial report.

# GENERAL MATTERS

## 11.1 By-Laws

1. The Association may, by resolution at a general meeting, make, amend or revoke by-laws for the management of the Association.
2. Association by-laws that supplement the Constitution for the purposes of running the Association and are written under the authority of sub-rule (3)(a)(d).
3. By-laws may:
   1. provide for the rights and obligations that apply to any classes of associate membership approved under rule 4.5(2); and
   2. impose restrictions on the committee’s powers, including the power to dispose of the Association’s assets; and
   3. impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association’s accounts; and
   4. provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
4. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations, or these rules.
5. Without limiting sub-rule (3), a by-law made for the purposes of sub-rule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
6. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

## Executing Documents and Common Seal

1. The Association may execute a document without using a common seal if the document is signed by:
2. 2 committee members; or
3. one committee member and a person authorised by the committee.
4. If the Association has a common seal:
5. the name of the Association must appear in legible characters on the common seal; and
6. a document may only be sealed with the common seal by the authority of the committee and in the presence of:
7. 2 committee members; or
8. one committee member and a person authorised by the committee,
9. and each of them is to sign the document to attest that the document was sealed in their presence.
10. The Secretary must make a written record of each use of the common seal.
11. The common seal must be kept in the custody of the Secretary or another committee member authorised by the committee.

## 11.3 Giving Notices to Members

1. In this rule recorded means recorded in the register of members.
2. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
   1. delivered by hand to the recorded address of the member; or
   2. sent by prepaid post to the recorded postal address of the member; or
   3. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## 11.4 Custody of Records Books and Securities

1. Subject to sub-rule (2), the records and/or books and any securities of the Association must be kept in the Secretary’s custody or under the Secretary’s control.
2. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer’s custody or under the Treasurer’s control.
3. Sub-rules (1) and (2) have effect except as otherwise decided by the committee.
4. The records and/or books of the Association must be retained for at least 7 years.

## 11.5 Record of office holders

1. The Association must maintain a record of:
2. the names and addresses of persons on the committee; or
3. hold other offices of the Association; and
4. the name and address of any person who is authorised to use the common seal of the Association (if common seal is applicable).
5. The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary’s custody or under the Secretary’s control.

## Inspection of Records and Documents

1. Sub-rule applies to a member who wants to inspect:
2. the register of members under section 54(1) of the Act; or
3. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
4. any other record or document of the Association.
5. The member must contact the Secretary to make the necessary arrangements for the inspection.
6. The inspection must be free of charge.
7. If the member wants to inspect a document that records 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.
8. The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.

## 11.7 Prohibition on Statements

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

## 11.8 Dissolution

1. In this rule surplus property, in relation to the Association, means property remaining after satisfaction of:
2. the debts and liabilities of the Association; and
3. the costs, charges, and expenses of winding up or cancelling the incorporation of the Association but does not include books relating to the management of the Association.
4. If at least 20% of the members express a desire to dissolve the Association, a Special General Meeting must be convened under rule 9 .2.
5. On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act which may include:
6. one or more bodies corporate or associations having objects similar wholly or in part to those of the Association
7. one or more bodies corporate or associations are a holder of a licence under the Charitable Collections Act 1946.
8. A body corporate that:
   1. is a member or former member of the incorporated association; and
   2. at the time of the distribution of surplus property, has rules that prevent the distribution of property and funds to its members;

## 11.9 Alteration of 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