

REVISED CONSTITUTION

Adopted at the AGM Held on 31st October 2019

Busselton Senior Citizens Centre Inc

RULES OF ASSOCIATION

1 Name of Association

The name of the Association is Busselton Senior Citizens Centre Incorporated

2 Definitions

In these rules, unless the contrary intention appears-

“Act” means the Associations Incorporation Act 2015

“Annual general meeting” is the meeting convened under paragraph (b) of Rule 13 (1);

“Associate member” means a person referred to in Rule 5.5;

“Association” means the incorporated association to which these rules apply

“Board” means the management Board of the Association;

“Board meeting” means a meeting referred to in Rule 12(1);

“Board member” means person referred to in paragraph Rule 9 Sub-Rule 1 (a) (b) (c) and (d)

“Books” of the Association includes the following-

(a) a register;

(b) Financial records, financial statements or financial reports, however compiled, recorded or stored;

(c) a document

(d) any other record of information;

“Business professional” means a person referred to in Rule 9 (1) (d)

“By laws” means by-laws made by the Association under rule 64;

“Centre” means the Busselton Senior Citizens Centre, 22 Peel Terrace, Busselton.

“Chairperson” means the Board member holding office as the chairperson of the Association;

“City of Busselton” refers to the suburbs and localities as defined by the Local Government as the City of Busselton;

“City Councillor” means a person referred to in Rule 9 (1) (b)

“Code of Conduct” means the document that all members must sign that details the behavioural standards expected of all members;

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

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

“Department” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

“Financial Records” include –

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

“Financial report”, of a tier 2 Association has the meaning given in section 63 of the Act;

“Financial statements” mean’s the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

"Financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“General meeting” means a meeting to which all members are invited;

“Life Membership” means Life Membership to the Centre with full voting rights referred to in Rule 5.2 (a)

“Manager” means a person employed by the Association to perform the duties outlined in rule 8;

"Member" means a person who is an ordinary member or an associate member of the Association;

“Ordinary committee” members means a committee member who is not an office holder of the Association under Rule 9;

“Ordinary member” means a member with the rights referred to in Rule 5;

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

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

“Register of Members” means the register of members referred to in Rule 6;

“Rules” means these rules of the Association, as in force for the time being;

“Service Clubs and Professional Groups” means the organisations referred to in Rule 9 (1) (c) and (d)

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

"Special resolution" has the meaning given by a section of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the financial members present, and voting, of the Association, who are entitled under the rules of the Association to vote and vote in person,

at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

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

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

"The Board" means the Board of Management of the Association referred to in Rule 9 (1);

"The Property" referred to Rule 3 (2) includes all equipment purchased by members to run the activities of the Centre.

"The Vice Chairperson" means the Vice Chairperson referred to in Rule 10

3 Objects of Association

(1) The objects of the Association are-

To promote and undertake or assist in promoting and undertaking assistance for members within the City of Busselton without in any way limiting the generality of the foregoing provision shall have power to do or assist in doing any or all of the following;

- 3.1.1 To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Board may think necessary or convenient.
- 3.1.2 To provide members with a range of recreational, cultural and social activities, and to offer members services which are conducive to the betterment of lifestyle and welfare of the membership.
- 3.1.3 To arrange and provide for or join in arranging and providing for the holding of meetings, functions and classes in furtherance of the objects of the association.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 Powers of Association

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

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested;
or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

5 Membership

5.1(a) Membership of the Association is open to natural persons over the age of 55 yrs.

(b) The annual membership fee determined by the Board from time to time shall cover the period from the 1st January to 31st December each year.

(c) The membership of this Association shall consist of life members, honorary members, annual members and associate members.

(d) The number of members in each class shall be unlimited.

(e) The application for the membership shall be made in writing, signed by the applicant and shall be in the form determined by the Board of Management from time to time, including the Code of Conduct.

5.2 Qualification for membership of the Association -

5.2(a) Life Membership – Life membership may be awarded to a person who has been a member for at least 5 years and is recognised for outstanding service to the Centre.

(b) Nominations for life membership must be received in writing by the manager at least 2 months prior to the Annual General Meeting.

(c) Nominations for life membership shall be placed before the Board at the Board meeting prior to the Annual General Meeting;

(d) Life membership shall be considered by the Board and where the Board considers life membership is appropriate shall be determined at the Board meeting that occurs prior to the Annual General Meeting and be announced at the Annual General Meeting.

(e) Life members receive full voting rights and are required to pay such subscriptions through their life membership as the Board may from time to time determine.

5.3 Honorary Members –

5.3(a) Honorary membership can be bestowed from year to year on any natural person who the Board and its members consider appropriate and suitable people to be honorary members for the forthcoming year.

(b) Nominations for honorary membership must be received in writing to the manager not later than 2 months prior to the Annual General Meeting.

(c) Honorary membership shall be determined for a period of 1 year only.

(d) Honorary membership shall be considered by the Board and where the Board considers honorary membership is appropriate shall be determined at the Board meeting that occurs prior to the Annual General Meeting and be announced at the Annual General Meeting.

(e) Honorary members receive full voting rights and are required to pay such subscriptions through their honorary membership as the Board may from time to time determine.

5.4 Annual Members –

5.4(a) Annual membership of the Association is open to residents within the City of Busselton and the spouse or partners of such persons:

(b) Each annual member receives full voting rights;

(c) Application for membership shall be as detailed in sub rule 5.6.

5.5 Associate Members –

5.5(a) Associate membership is open to any person that does not reside in the City of Busselton and the spouse or partners of any such person;

(b) The associate member has no voting rights;

(c) Application shall be as detailed in Sub rule 5.6

5.6 Existing and New Members –

5.6(a) As at the date of change of these rules every member who was at that date a member of the Association and who agrees in writing to become bound by the Code of Conduct shall be admitted to the same class of membership as that member held in the Association, immediately prior to the change of rules.

(b) The application for the membership shall be made in writing, signed by the applicant, and shall be in the form determined by the Board of Management from time to time, including the Code of Conduct.

(c) Applications for membership shall be completed and provided to the manager together with tender of payment of membership subscription.

5A Termination of Membership

5A.1 Membership of the Association may be terminated upon;

- (a) The receipt by the manager or a Board member of a notice in writing from a member of his/her resignation from the Association. Such resignation shall take effect at the time such notice is received unless a later date is specified in the notice then it shall take effect on that later specified date. Any person resigning from membership remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid on the date of termination.
- (b) Non-payment of a member of his or her subscription within 2 months of the date fixed by the Board for subscriptions to be paid unless the Board decides otherwise in accordance with Rule 7.3;
- (c) Termination by the Board following an enquiry and the procedures detailed in 5A.2 to 5A.5.

5A.2 If any member is;

- i. Convicted of an indictable offence;
- ii. Fails to comply with the provisions of the rules;
- iii. Has membership fees in arrears for periods in excess of 2 months or more;
- iv. Conducts himself/herself in a manner considered by the Board to be injurious and prejudicial to the character or interests of the Association;
- v. Conducts themselves contrary to the provisions of the policy and procedure manual or code of conduct approved by the Board, then the Board may consider whether a person's membership shall be terminated.

5A.3 The Board on notice of events as advised by the Manager or any member of the Board shall consider at any meeting whether membership of any member shall be terminated and thereafter issue notice to the person pursuant to 5A.4 or 5B.

5A.4 A member shall be given written notice by the Board or the manager of the intention to terminate the person's membership detailing:

- i. Date time and place of the Board meeting at which it is proposed to formally consider termination of membership;
- ii. A brief rational explanation of the facts, matters and circumstances upon which it is considered the member has conducted himself/herself in an injurious prejudicial manner contrary to the character and interests of the Association or has contravened the Association's policies and procedures.

5A.5 The member concerned shall have a full and fair opportunity of presenting his/her case to the Board. The manager shall subsequently likewise have an opportunity of presenting the case for the termination of a member's membership. The Board shall thereafter determine by a majority vote of those Board members present at such meeting whether to terminate the persons membership which decision may, at the determination of the Chairperson be made in camera or by secret ballot of the Board members.

5A.6 The termination or continued membership shall be determined by the majority vote of the members present at such meeting. The Chairperson shall have a casting vote on such membership termination decision only where the votes of the Board members are equal. The manager shall receive the outcome and advise the member in writing of his/her membership status.

5B Suspension of a Member of the Association –

5B.1 The Chairperson in consultation with the Board may provide any member with written notice of their immediate suspension of that member's membership and prohibit a member from the premises or from the Association's activity and thereafter shall serve on the member notice of a suspension.

5B.2 Any suspension may not exceed a term of 3 months. The term of any suspension may be reduced by the member making application in writing to the Board and the procedure prescribed by Rules 5A.4 and 5A.5.

5B.3 Suspension shall only occur where:

- (a) There are such severe or repeated infractions of the policies and procedures of the centre by the person; or
- (b) The manager reasonably believes an application for termination of the member is likely to be given;

5C Disputes and Complaints

5C.1

- (a) Disputes and complaints between members shall be referred to the manager save and except for disputes and complaints concerning the manager or management staff which shall be referred to the chairperson.
- (b) All disputes shall be submitted in writing. The manager or chairperson shall initially arbitrate on any decision by giving those parties in dispute not less than 14 days written notice of a date, time and place for them to present their case in relation to the dispute.
- (c) The manager or chairperson shall determine the dispute in an expeditious manner.

- (d) Any appeal of the manager's decision is to the Board with the procedure detailed for termination of membership being adhered to and the Board determining that appeal on the basis of the majority of votes of members present at such meeting.
- (e) The appeal of the chairperson's decision lies to the Board save that the chairperson shall appoint an additional member to the Board being a person qualified as a legal practitioner to hear both sides of the dispute.

5C.2 Disputes between members, management and or the Board –

Disputes between members, management and the Board shall follow the procedure detailed in policy and procedures manual save and except where notice of termination is given pursuant to Rule 5A.

6 Register of Members

- (1) The Manager 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) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept in the Managers Office at the Senior Citizens Centre.
- (4) A member who wishes to inspect the register of members must contact the Manager to make the necessary arrangements.
- (5) If —
 - (a) a member 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
 - (b) 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.

7 Subscriptions of members of Association

- (1) The Board may from time to time at a Board meeting determine the amount of the subscription to be paid by each member.
- (2) Each member must pay to the Manager or Receptionist, on 1 January or before 31 January, or such other date as the Board from time to time determines, the amount of the subscription determined under Sub-Rule (1).

(3) Subject to Sub-Rule (4), a member whose subscription is not paid within 30 days after the relevant date fixed by or under Sub-Rule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under Sub-Rule (2) or within 30 days thereafter, or such other time as the Board allows.

8 The Manager

The Manager must:-

- (a) Co-ordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Board.
- (c) Comply on behalf of the Association with:-
 - (i) section 53 of the Act with respect to the register of members of the Association, as referred to in Rule 6;
 - (ii) section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 58 of the Act by maintaining a record of: -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under Rule 18; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Manager must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c).
- (e) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (f) pay all moneys referred to in paragraph(e) into such account or accounts of the Association as the Board may from time to time direct;
- (g) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques and electronic fund transfers are signed by himself or herself and at least one other authorised Board member, as are authorised by the Board;

(h) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by

(i) keeping such accounting records as correctly recorded and explain the financial transactions and financial position of the Association;

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

(iv) submitting to members at each annual general meeting of the Associations accounts showing the financial position of the Association at the end of the immediately preceding financial year.

(i) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;

(j) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and

(k) perform such other duties as are imposed by these rules on the Manager.

(l) Attend all meetings of the Board, and General meetings of the Association to take and record minutes of such meetings.

Rule 8A – Appointment of Manager

8A(1) The Board shall appoint, remove and determine the duties, remuneration and other employment conditions of the Manager as it sees fit.

8A(2) The Manager shall:

A. carry out all duties pertaining to the Association and other duties required by the Board from time to time.

B. Provide to the Association such reports, feedback and information as may from time to time be required;

8A(3) To the extent that the Manager acts in good faith in what he/she considers to be the best interests of the Association, the Manager shall not be liable in any way for financial or other results or consequences (including liabilities, losses and expenses arising from any acts of omission or commission), and shall be fully indemnified by the Association for all such results and consequences.

9 Board of Management (The Board)

9 (1) Subject to Sub-Rule (9) the affairs of the Association will be managed exclusively by the Board consisting of-

- (a) three members of the association
- (b) one City Councillor appointed pursuant to Rule 9 (7) and subject to Rule 9 (14);
- (c) two community persons preferably from service clubs and professional groups within the City of Busselton, appointed pursuant to Sub-Rule (8) (ii) (B) and subject to Sub-Rule (14);
- (d) three business professionals from within the City of Busselton appointed pursuant to Sub-Rule (14);

(2) The Three members of the association must be elected to membership of the Board at an annual general meeting or appointed under sub-rules (8).

(3) Subject to sub-rule (8) an elected Board member's term, as an Association Member, will be from his or her election at an annual general meeting for a period of 3 years.

(4) Except for nominations under sub-rule (6) and subject to sub-rule (8) a person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivery notice in writing of that nomination, signed by;

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election, to the Manager not less than 14 days before the date on which the annual general meeting concerned is to be held.

The Manager shall call for written nominations four weeks prior to an annual general meeting by way of advertising in the newsletter and posters around the Centre.

(5) A person who is eligible for election or re-election under sub-rule (4) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-

- (a) the Manager must report accordingly to; and
- (b) the Chairperson must declare those persons to be duly elected as members of the Board at the annual general meeting concerned.

(6) If vacancies remain on the Board after the declaration under sub-rule (5) additional nominations of Board members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.

(7) One City Councillor is to be appointed to the Board by the City of Busselton, each financial year taking into consideration the continuation of the Councillor's position and the biannual City of Busselton elections;

(8) If a vacancy remains on the Board after the application of Sub-Rules (2) and (6) or when a casual vacancy within the meaning of Rule 11 occurs in the membership of the Board-

- (i) In the case of a City Councillor the City of Busselton shall nominate a replacement.
- (ii) In the case of the remaining members the Manager whilst maintaining the structure described in Sub-Rule (1) (a) (b) (c) and (d) shall then:
 - (A) Consult with the City of Busselton or the relevant service association who previously provided the Board Member, the subject of the casual vacancy for the City of Busselton or that service agency to nominate a replacement; or
 - (B) Consult with Members of the Board to obtain names of potential professionals within the City of Busselton to obtain potential nominations, thereafter approach potential nominees and nominate a replacement for consideration and appointment by the remaining Board members,

with such appointment to be approved by the remaining Board members.

- (iii) A member of the Board appointed under this sub-rule will hold office for the same term as the replaced member.

(9) The incoming Board will take responsibility of the affairs of the Association on the "Members" appointment to the Board pursuant to Rule 9(1) either on appointment pursuant to Rule 9(1) (b),(c) or (d) or following the Annual General Meeting appointment of Members pursuant to Rule 9 (1) (a) and subsequent Sub-Rules.

(10) The Board will appoint the Chairperson and Vice Chairperson at the first Board meeting following the Annual General Meeting.

(11) The Board may delegate, in writing, to one or more sub-boards (consisting of such member or members of the Association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or any other law.

(12) Any delegation under Sub-Rule (11) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.

(13) The Board may in writing revoke wholly or in part any delegation under Sub-Rule (11)

(14) To the extent that they act in good faith in what they consider is the best interests of the Association, members of the Board shall not be liable in any way for the financial or other results or consequences (including liabilities, losses and expenses) of any of their acts, omissions or commissions, and shall be fully indemnified by the Association for all such results and consequences.

9.2 Payments to Board Members

A Board Member is not entitled to be paid out of the funds of the Association for any out of pocket expenses incurred.

10 Chairperson and Vice Chairperson – The Board

(1) Subject to this rule, the Chairperson must preside at all general meetings and Board meetings.

(2) In the event of the absence from a general meeting of;

(a) the Chairperson, the Vice Chairperson will preside; or

(b) if both the Chairperson and the Vice Chairperson are absent, a member elected by the other members present at the general meeting, must preside.

(3) In the event of the absence from a Board meeting of:-

(a) the Chairperson, the Vice Chairperson will preside; or

(b) if both the Chairperson and the Vice Chairperson are absent, a Board member elected by the other Board members present at the Board meeting, must preside.

(4) The Chairperson and Vice Chairperson may hold office for more than two consecutive terms.

11 Casual vacancies in membership of the Board

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

(a) dies;

(b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice Chairperson and that resignation is accepted by resolution of the Board;

(c) is convicted of an offence under the Act;

- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

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(2) In the event that during a Board member's term a Board member is the subject of a resolution for or a vote of no confidence by the Board in that Board member continuing in office, the Board shall:

- (a) give the Board member fourteen (14) days' notice of the Board's proposed resolution or intention to pass a motion of no confidence in the Board member's continuation as a Board member detailing:
 - (i) The date, time and place for the Board Meeting at which it is proposed to formally consider the vote of no confidence;
 - (ii) a brief, rational explanation of the facts, matters and circumstances upon which it is considered by the management or Board members that a vote of no confidence is appropriate;
 - (iii) the member, the subject of the vote of no confidence, shall have a full and fair opportunity of presenting his/her case to the other members of the Board. The Manager shall subsequently have an opportunity to present the case for the vote of no confidence. Thereafter, the remaining members of the Board shall determine by a majority vote of those present at such meeting whether a vote of no confidence in the person's Board membership is passed;
 - (iv) in the event a vote of no confidence is passed, a casual vacancy occurs in the office of the Board member the subject of the vote of no confidence and that office immediately becomes vacant.

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(3) Filling Casual Vacancies

The Board of Management will appoint a replacement member following a vacancy occurring under rule 11(1) and 11(2). The replacement Board member will be of the same classification as the outgoing member and for the same term.

12 Proceedings of the Board

(1) The Board must meet together for the dispatch of business not less than six (6) times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.

(2) Each Board member has a deliberative vote.

(3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

(4) At a Board meeting four (4) Board members constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

(6) As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Centre is established), must:-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
- (b) not take part in any deliberations or decision of the Board with respect to that contract.

(7) Sub-Rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Centre.

(8) The Manager must cause every disclosure made under Sub-Rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

(9) The Manager to be present at all Board meetings to take and record the minutes of such meetings.

(10) Members of the Board shall conduct themselves at all times in a manner that ensures they are able to be impartial in relation to all matters brought before the Board for consideration. Members of the Board shall not act in a manner injurious to the Board or a manner prejudicial to the character and interests of the Board and the Association at all times.

13 General Meetings

13 (1) The Board

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 30 days of receiving a request in writing to do so from not less than 10% or 80 members, convene a special general meeting for the purpose specified in that request;

- (2) The members making a request referred to in Sub-Rule (1) (c) must-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- In Sub-Rule (1) (c), the members who made the request concerned may themselves convene a special general meeting as if they were the Board.
- (4) When a special general meeting is convened under Sub-Rule (3) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to Sub-Rule (7), the Manager must give to all members not less than 21 days notice of a special general meeting by way of an advertisement in a local newspaper and advertised within the Centre, and that notice must specify:-
- (a) when and where the special general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to Sub-Rule (7), the Manager must give to all members not less than 21 days notice of an annual general meeting, by way of an advertisement in a local newspaper and advertised within the Centre and that notice must specify-
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows:-
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, any other business requiring consideration by the Association at the general meeting, notice of which has been given.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting. However, the Manager must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Sub-Rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Manager must give a notice under Sub-Rule (5), (6) or (7) by-
- (a) advertising in a local newspaper;
 - (b) advertising within the Centre

14 Quorum and proceedings at general meetings

(1) At a general meeting 10% or a minimum of thirty (30) financial members, present in person, constitute a quorum.

(2) If within 15 minutes after the time specified for the holding of a general meeting in a notice given under Rule 13 (5) or (6)-

(a) as a result of a request or notice referred to in Rule 13 (1)(c) or as a result of action taken under Rule 13 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 15 minutes of the time appointed by Sub-Rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Manager must give notice under Rule 13 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Sub-Rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in Rule 2, and, if a poll is demanded, in accordance with Sub-Rules (9) and (11).

(8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Sub-Rule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under Sub-Rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under Sub-Rule (9) must be taken immediately on that demand being made.

15 Minutes of meetings of the Association

(1) The Manager must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute file kept for that purpose.

(2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under Sub-Rule (1) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Board meeting to which they relate (in this Sub-Rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

16 Voting rights of members of Association

(1) Subject to these rules, each member present in person at a general meeting is entitled to a deliberative vote, unless they are an Associate member.

17 Rules of Association

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

- (a) Subject to Sub-Rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until Sub-Rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until Sub-Rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until Sub-Rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

18 Common seal of Association

(1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute file referred to in Rule 19.

(3) The affixing of the common seal of the Association must be witnessed by any two of the Board Chairperson, the Board Vice Chairperson and the Manager.

(4) The common seal of the Association must be kept in the custody of the Manager or of such other person as the Board from time to time decides.

19 Inspection of records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

20 Distribution of surplus property on winding up of Association prior to the Annual General Meeting.

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.