

**WARREN DISTRICT AGRICULTURAL,  
HORTICULTURAL & INDUSTRIAL  
SOCIETY INC.**

**RULES**

Ratified at Special General Meeting: 16/8/2018

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## Terms Used:

In these rules unless the contrary intention appears, these words shall have the following meanings:

**Act** means the Associations Incorporation Act 2015;

**Association** means the Warren District Agricultural Horticultural & Industrial Society Incorporated;

**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;

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

**committee** means the duly elected or appointed office holders of the Association for the time being, plus at least one (1) ordinary member;

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

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

**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 the financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements.

**financial statements**, means 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 4;

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

**life member** means an individual upon whom Life Membership of the Association has been appointed in accordance with criteria and procedure set out in the Rules;

**ordinary committee member** means a committee member who is not an office holder of the Society;

**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;

**rules** means 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;

**subcommittee** means a subcommittee appointed by the committee under rule 8.22

**the society** means the Warren District Agricultural, Horticultural and Industrial Society Inc;

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**treasurer** means the committee member holding office as the treasurer of the Association;

## **NAME**

- (1) The name of the Association is the Warren District Agricultural Horticultural and Industrial Society Incorporated (here-in-after referred to as 'the Society').
- (2) Incorporated under the Association Incorporated Act, 2015 as a 'Not for Profit' organisation.

## **HEADQUARTERS**

The office of the Society shall be at Rea Park, Collier Street Manjimup or such other place as the Committee may from time to time determine.

## **3. OBJECTS**

- (1) To promote, encourage and assist the development of agricultural, pastoral, horticulture, viticulture and the industrial resources generally of the Warren District.
- (2) To establish, maintain and conduct an agricultural show for the purpose of providing exhibitions of agricultural, horticultural and industrial products and livestock including horses in action.
- (3) To provide platforms, activities and events that encourage participation in cultural and artistic pursuits, sport and recreational pastimes, agricultural and horticultural interests, which enrich the community through the use of the resources of the society.
- (4) To encourage skill in all sections of the community by affording opportunity for participation and competition.
- (5) To celebrate the traditional rural skills and heritage of the Warren District and strengthen the sense of community.
- (6) To foster greater participation by the community and provide opportunities for leadership, and in particular, young people, by promoting 'Young Rural Ambassadors' and "Young Farmers" clubs.

## **4. FINANCIAL YEAR**

The financial year of the society shall commence on **1st April to 31<sup>st</sup> March** each year.

## **5. NOT FOR PROFIT**

- (1) The property and income of the Society must be applied solely towards the promotion of the objects or purposes of the Society 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 Society only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Society is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Society from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Society; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society.



## 6. MEMBERSHIP

### 6.1 Eligibility for Membership

- (a) Any person who supports the objects or purposes of the society is eligible to apply to become a member;
- (b) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights
- (c) The committee must consider each application for membership of the society and decide whether to accept or reject the application.

### 6.2 Admission to Membership

- (a) Each committee member and Life Member admitted to membership with the society shall:
  - i) be bound by the Rules of the society;
  - ii) become liable for such membership fees as may be fixed by the Committee with the exception of Life Members.
  - iii) at all times act on behalf of and in the interest of the Society.
  - iv) receive a copy of the rules in force at the time their membership commences either by electronic transmission, or providing the details for the website where the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in this manner.

### 6.3 Classes of Membership

- (a) Ordinary member
- (b) Life Member
- (c) Junior Member. An individual who has not reached the age of 18 years.
- (d) An Ordinary member has 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;
- (e) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- (f) The number of membership classes may be amended at an Annual General Meeting

### 6.4 When membership ceases

- (1) A person ceases to be a member when any of the following takes place –
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) the person resigns from the Society under rule 6.5;
  - (d) the person is expelled from the Society under rule 7.1;
- (2) The secretary must keep a record, for at least one year after person ceases to be a member, of:
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

### 6.5 Resignation

- (1) A committee member may resign from membership of the society by giving written notice of the resignation to the secretary;
- (2) The resignation takes effect –
  - (a) when the secretary receives the notice; or
  - (b) if a later time is stated in the notice, at the later time;
- (3) A person who has resigned from membership of the society remains liable for any fees that are owed to the society (the **owed amount**) at the time of resignation;
- (4) The owed amount may be recovered by the Society in a court of competent jurisdiction as a debt due to the Society.

### 6.6 Rights not transferable

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

### 6.7 Membership Fees

- (1) The committee must determine the annual membership fee to be paid for membership of the Society.
- (2) Every person accepted by the committee and paying the membership fee, shall be a member of the Society for the financial year to which such subscription relates and thereafter until the close of the Annual General meeting held in the succeeding year.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer by the date (the **due date**) determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of three (3) months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub rule (3) offers to pay the annual membership fee after the period referred to in that sub rule has expired –
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

### 6.8 Register of Members

The secretary shall on behalf of the Society keep and maintain the register of Members in accordance with Section 53 of the Associations Incorporation Act 2015 and that register shall be so kept and maintained.

- (1) Must include the class of membership to which each member belongs and the date on which each member becomes a member;
- (2) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee;
- (3) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (4) 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 Society.

- (5) A member may not disclose or use the information obtained from the register of members or record of office holders for a purpose that is not directly connected with the affairs of the society.

### 6.9 Life Membership

- (1) Life Members of the society shall be entitled to:
  - (a) free membership of the society;
  - (b) refer any matters pertaining to the society to the Committee for advice of decision;
  - (c) attend, speak and vote at the Annual General Meeting.

The Committee shall appoint a Life Member in accordance with the following criteria.

- (2)
  - (a) nominations for Life Membership to the society to be submitted to the secretary in writing on a specified nomination form, to be obtained from the secretary;
  - (b) all achievements and work involved with the society on the Committee or as a volunteer over a minimum period of eight (8) years to be noted on nomination form;
  - (c) once nominations have been received by the secretary, these nomination forms are to be forwarded to a panel selected by the committee.
  - (d) This panel will meet to discuss nominations and forward the relevant recommendation/s for a final decision, by one vote per member;
  - (e) Once the final decision has been declared, the secretary to purchase a Life



Membership badge (including engraving) and this badge to be presented at the Warren District Agricultural Society annual show.

## 7. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

*Term used: member*, in relation to a member who is expelled from the Society, includes former member.

### 7.1 Disciplinary action

#### Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Society if –
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Society.
- (2) 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.
- (3) The notice given to the member must state –
  - (a) the grounds on which the proposed suspension or expulsion is based; and
  - (b) 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;
- (4) At the committee meeting, the committee must –
  - (a) 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
  - (b) give due consideration to any submissions so made; and
  - (c) decide –
    - (a.i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (a.ii) whether or not to expel the member from the Society.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Society takes immediate effect.
- (6) 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 at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Society may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 7.5
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation

### 7.2 Consequences of suspension

- (1) During the period a member's membership is suspended, the member –
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Society.
- (2) When a member's membership is suspended, the secretary must record in the register of members –
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) 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.

### 7.3 Dispute Resolution

This is between members or between one or more members and the Society.

The parties involved in the dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 7.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of -
  - (a.i) the parties to the dispute; and
  - (a.ii) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) 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.
- (4) The notice given to each party to the dispute must state —
  - (i) when and where the committee meeting is to be held; and
  - (ii) 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.
- (5) If the dispute is between one or more members and the Society; and any party to the dispute gives written notice to the secretary stating that the party
  - (a) does not agree to the dispute being determined by the committee; and
  - (b) requests the appointment of a mediator under rule 7.5the committee must not determine the dispute.

#### 7.4 Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - (a) 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
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven (7) days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within fourteen (14) days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 7.5
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

#### 7.5 Mediation

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
  - (a) by a member under rule 7.1 (7); or
  - (b) by a party to a dispute under rule 7.3 (1) or 7.4(3)
- (2) If this Division applies, a mediator must be chosen or appointed under rule 7.6

#### 7.6 Appointment of mediator

- (1) The mediator must be a person chosen –
  - (a) if the appointment of a mediator was requested by a member under rule 7.1 (7) — by agreement between the member and the committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under 7.3 (1) — by agreement between the parties to the dispute.
- (2) 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.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, if the appointment of a mediator was requested by —

- (a) a member under rule 7.1 (7); or
  - (b) a party to a dispute under rule 7.3 (1); or
  - (c) a party to a dispute under rule 7.4 (3) and the dispute is between one or more members and the Society.
- (4) The person appointed as mediator by the committee may be a member or former member of the Society but must not -
- (a.ii.1.a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### 7.7 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 —
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) 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.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (7) If the dispute has not been resolved under Section 182(1) of the Act – that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated society's rules.

### 7.8 Mediation results (to suspend or expel being revoked)

- If -
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Society gives notice under rule 7.1 (7); and
  - (b) 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.

## 8. COMMITTEE

### 8.1 Powers of the Committee

- (1) The committee members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society.
- (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 Society including but not limited to the organising and running of the annual Warren District Agricultural Show and any other events that the committee may from time to time decide to arrange.
- (3) The committee must take all reasonable steps to ensure that the Society complies with the Act, these rules and the by-laws (if any)

### 8.2 Committee members

- (1) The committee members consist of –
  - (a) the executive committee of the society; and
  - (b) at least one ordinary member.
- (2) The committee must determine the maximum number of members who may be ordinary

- committee members.
- (3) The following are the executive committee of the society –
    - (a) the president
    - (b) the vice president
    - (c) the secretary
    - (d) the treasurer.
  - (4) In the event that a suitable person is not available to fill a position in subrule (3), the committee may agree to appoint a person who is an office holder in some other position until –
    - (a) another acceptable person becomes available; or
    - (a.ii.1.b) until the next annual general meeting.
  - (5) A person may be a committee member if the person is –
    - (a) an individual who has reached 18 years of age; and
    - (b) an ordinary committee member.
  - (6) A person must not hold two (2) or more of the executive positions mentioned in subrule (3) at the same time unless subrule (4) applies.
  - (7) A person cannot accept an appointment or act as an ordinary committee member of the society
    - (i) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
    - (ii) a person who has been convicted, within or outside the State, of -
      - (a) an indictable offence in relation to the promotion, formation or of a body corporate; or
      - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
      - (c) an offence under Part 4 Division 3 or section 127 of the Act.
  - (8) Committee Members shall comply with the following principle statutory and common law duties:
    - (a) a duty to act in good faith in the best interests of the society and for a proper purpose;
    - (b) a duty to exercise a degree of care, skill and diligence that a reasonable person in a like position would exercise in the society's circumstances;
    - (c) a duty to exercise powers honestly and for the purposes for which they were conferred and not for collateral purposes;
    - (d) a duty not to misuse one's position and a duty not to misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to the society;
    - (e) a duty to prevent the society trading when insolvent.

### 8.3 Disclosing Interests

- (1) Committee members are required to disclose any material personal interests in a matter when that member, or a reasonable person with a full knowledge of the circumstances, would consider that there is a risk that the personal interest could compromise the ability of the person to make an impartial decision;
- (2) A committee member with a material personal interest in a matter that has been considered at a committee meeting to declare their interest to the members at the next general meeting held by the society. This can be done verbally, or by submitting a written record of the conflicts that arose over the period since the last general meeting took place or prior to a general meeting.
- (3) The committee need to confirm in minutes that the member with the interest did not participate in the deliberations or vote on the particular matter and this must be disclosed at the society's next general meeting.

#### 8.4 President

- (a) It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (b) The president has the powers and duties relating to convening and presiding at committee meetings provided for in these rules.
- (c) Represent the Society whenever possible or delegate such duties to other members;
- (d) Be ex-officio on all sub committees;

#### 8.5 Vice President

- (a) Attend meetings of the society and the Executive;
- (b) In the absence of the President, preside over meetings.
- (c) In the absence of the president, assume the duties and responsibilities of the president during the said absence.

#### 8.6 Secretary

The secretary is responsible for;

- (a) dealing with the society's correspondence; and
- (b) consulting with the president regarding the business to be conducted at each committee meeting; and
- (c) preparing the notices required for meetings and for the business to be conducted at meetings; and
- (d) maintaining on behalf of the society the register of member's name and a residential, postal or email address; and recording in the register any changes in the membership, as required under section 53(1) of the Act; and
- (e) maintaining on behalf of the society an up-to-date copy of these rules, as required under section 35(1) of the Act; and
- (f) maintaining on behalf of the society a record of committee members and other persons authorized to act on behalf of the society, as required under section 58(2) of the Act; and
- (g) ensuring the safe custody of the books of the Society, other than the financial records, financial statements and financial reports, as applicable to the Society; and
- (h) keeping full and accurate minutes of all resolutions and proceedings at every general meeting and committee meeting in books provided for that purpose or in the appropriate format in the Society's electronic management system; and
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

#### 8.7 Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Society are collected and issuing receipts for those amounts in the Society's name;
- (b) ensuring that any amounts paid to the Society are credited to the appropriate account of the Society, as directed by the committee;
- (c) ensuring that any payments to be made by the Society that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Society complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Society's financial records, financial statements and financial reports, as applicable to the Society;
- (f) as a tier 1 'association', coordinating the preparation of the Society's financial statements before their submission to the Society's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Society's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

## 8.8 Election of office holders and committee members

- (1) At the annual general meeting, a separate election must be held for each position of office bearer of the Society.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one person has nominated for the position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one person has nominated for a position, the ordinary 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 present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for a position may vote for himself or herself.
- (7) Once the president has been elected, the new president shall take over as the chairperson of the meeting.
- (8) Once elected, the office holders shall then become the committee; and
  - (a) the committee meeting shall, subject to these rules, consider nominations from any other eligible members to become committee members.
- (9) The committee shall not comprise more than fifteen (15) members.
- (10) Subject to these rules, any eligible member may be elected to the committee at a general meeting.

## 8.9 Term of Office

- (1) The term of office of a committee member begins when the member –
  - (a) is elected at an annual general meeting or under subrule 8.10 (3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 8.12
- (2) Subject to rule 8.10, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

## 8.10 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 chairperson.
- (2) The resignation takes effect –
  - (a) when the notice is received by the secretary or the President, or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Society may by resolution –
  - (a) remove a committee member from office; and
  - (b) elect a member who is eligible under rule 8.2 (5) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the secretary or the President and may ask that the representations be provided to the members.
- (5) The secretary or the 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.

## 8.11 When membership of committee ceases

A person ceases to be a committee member if the person –

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 8.9 (2); or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act.
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

### 8.12 Filling Casual Vacancies

- (1) The committee may appoint a member who is eligible under rule 8.2 (5) to fill a position on the committee that –
  - (a) has become vacant under rule 8.11; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 8.10 (3).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 8.2 (5) to fill the position within 28 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 8.19, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 8.19, the committee may act only for the purpose of –
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

### 8.13 Validity of acts

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

### 8.14 Payment to committee members

- (1) In this rule —  
*committee member* includes a member of a subcommittee;  
*committee meeting* includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
  - (a) in attending a committee meeting; or
  - (b) attending a general meeting; or
  - (c) otherwise in connection with the Society's business.

### 8.15 Committee meetings

- (1) Subject to subrule (4), the committee must meet at least once per month 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 at the annual general meeting.
- (3) Special committee meetings may be convened by the president or any two committee members.
- (4) If for any reason the committee is unable to convene as required under subrule (1), the committee may reschedule the meeting to a mutually agreeable date, time and place.

### 8.16 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 venue 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.

### 8.17 Procedure of committee meetings

- (1) The president or, in the president's absence, a vice president must preside as chairperson of

- the meeting.
- (2) If the president and vice presidents 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) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
  - (5) A person invited under subrule (4) to attend a committee meeting —
    - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
    - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
    - (c) cannot vote on any matter that is to be decided at the meeting.

#### 8.18 Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### 8.19 Quorum for committee meetings

- (1) Five (5) committee members shall constitute a quorum.
- (2) Subject to rule 8.12 (4), no business is to be conducted at a committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(b); and
  - (b) at least four (4) committee members are present at the meeting,

those members present are taken to constitute a quorum.

#### 8.20 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.

#### 8.21 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 —
  - (a) the names of the committee members present at the meeting; and
  - (b) the name of any person attending the meeting under rule 8.17(4); and



- (c) the business considered at the meeting; and
  - (d) any motion on which a vote is taken at the meeting and the result of the vote; and
  - (e) the date, time and place of the meeting.
- (3) The minutes of a committee meeting must be entered in the Society's minute book or electronic management system within 30 days after the meeting is held.
  - (4) The president must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
    - (a) the chairperson of the meeting; or
    - (b) the chairperson of the next committee meeting.
  - (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
    - (a) the meeting to which the minutes relate was duly convened and held; and
    - (b) the matters recorded as having place at the meeting took place as recorded; and
    - (c) any appointment purportedly made at the meeting was validly made.

## 8.22 Subcommittees

- (1) The committee shall have the power to appoint special sub and ad hoc committees as required and delegate to such committees such powers as it may deem necessary.
- (2) The coordinator of each sub or ad hoc committee shall be appointed by the committee.
- (3) Subject to any direction given by the committee, a subcommittee may meet and conduct business as it considers appropriate.

## 8.23 Delegation to subcommittees

- (1) In this rule —***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 subcommittee the exercise of any power or the performance of any duty of the committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee under this rule, may be exercised or performed by the subcommittee in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee, under the delegation has the same force and effect as if it had been done by the committee.
- (7) The committee may, in writing, amend or revoke the delegation.

## 9. GENERAL MEETINGS

### 9.1 Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - (a) 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;
  - (b) to receive and consider —
    - (b.i) the committee's annual report on the Society's activities during the preceding financial year; and
    - (b.ii) the financial statements of the Society for the preceding financial year presented under Part 5 of the Act; and
  - (c) to elect the office holders of the Society and other ordinary members;

- (d) to appoint patrons;
  - (e) if applicable, to appoint or remove a reviewer of the Society in accordance with the Act;
  - (f) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) 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 meetings

- (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 —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) 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.
- (6) A special general meeting convened by members under sub rule (5) —
  - (a.i.1.a) must be held within 3 months after the date the original requirement was made; and
  - (a.i.1.b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Society must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

## 9.3 Notice of general meeting

- (1) The secretary or, in the case of a special general meeting convened under rule 9.2(2), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee; and
  - (d) if a special resolution is proposed —
    - (d.i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (d.ii) state that the resolution is intended to be proposed as a special resolution.

## 9.4 Proxies

- (1) Subject to subrule (2), a member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) A member may be appointed the proxy for no more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf.
- (5) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society not later than 24 hours before the commencement of the meeting.

### 9.5 Use of technology to be present at general meeting

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### 9.6 Quorum for general meetings

- (1) The president or in the president's absence, the vice president must preside as chairperson of the 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) A quorum shall comprise 5 members.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to —
    - (b.i) the same time and day in the following week; and
    - (b.ii) the same place, unless 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.
- (6) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
  - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

### 9.7 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 subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) 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 9.2.

### 9.8 Voting at general meeting

- (a.i.1) On any question arising at a general meeting, each member has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general 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) 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.
- (5) Only a person who is a financial member at the time of a general meeting is eligible to vote.

### 9.9 When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Society with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
  - (c) to alter the Society's rules.
- 2) Subrule 9.9 (1) does not limit the matters in relation to which a special resolution may be proposed.

### 9.10 Determining whether resolution carried

- (1) 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 —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- 2) If the resolution is a special resolution, the declaration under subrule (1) must identify the resolution as a special resolution.

### 9.11 Minutes of a 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, resolution on which a vote is taken and the results of the vote.
- (3) In addition, the minutes of each general meeting must record —
  - (a) the names of the members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 9.4; and
  - (c) the financial statements or financial reports presented to the meeting.
- (4) The minutes of a general meeting must be entered in the Society's minute book or electronic management system within 30 days after the meeting is held.
- (5) The president must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the general meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having place at the general meeting took place as recorded; and
  - (c) any appointment purportedly made at the general meeting was validly made.

### 9.12 Altering or rescinding a rule.

- (1) No object power or rule of the Society shall be repealed or amended and no new object power or rule shall be made except upon a special resolution as required in rule 9.9 (1) (c); and
  - (a) a quorum is present at the general meeting; and
  - (b) the full proposal for the repeal, amendment or new proposal has been set out in the agenda for the general meeting; and
  - (c) the special resolution is carried by a majority of three-quarters of the members present at the general meeting.

## 10. FINANCIAL MATTERS

### 10.1 Source of funds

The funds of the Society may be derived from entrance fees, subscriptions, donations, fund-raising

activities, grants, interest, advertising, sponsorship and any other sources approved by the committee.

### 10.2 Control of funds

- (1) The Society must open an account in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Society.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Society up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) The signatories to the society's accounts will be determined by the committee and will be actioned on two (2) of three (3) nominated signatories.
- (5) All funds of the Society must be deposited into the Society's account within 5 working days after their receipt.
- (6) Payments to be made to members for reimbursement from the Society's funds, must be on receipt of receipts from the member and passed at a committee meeting, before payment is made to the member.

### 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 relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
  - (a) the preparation of the financial statements; and
  - (b) if required, the review or auditing of the financial statements; and
  - (c) the presentation to the annual general meeting of the financial statements.

## 1. 11. GENERAL MATTERS

### 11.1 By-laws

- (1) The Society may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 6.3; and
  - (b) impose restrictions on the committee's powers, including the power to dispose of the Society's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Society; and
  - (d) provide for any other matter the Society considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Society that are additional to, and do not restrict, a requirement imposed on the Society under Part 5 of the Act.
- (5) At the request of a member, the Society must make a copy of the by-laws available for inspection by a member.

### 11.2 Executing documents and the common seal

- (1) The common seal of the Society shall be kept in the custody of the Secretary or another committee member authorized by the committee.
- (2) The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Committee and in the presence of at least the President and two members

of the Executive Committee, both of whom shall subscribe their names as witness.

- (3) The Society may execute a document without using a common seal if the document is signed by
  - a) two committee members; or
  - b) one committee member and a person authorised by the committee.
- (4) The secretary must make a written record of each use of the common seal.

### 11.3 Giving notice 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 —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### 11.4 Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Society 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 Society must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Society must be retained for at least 7 years.

### 11.5 Record of office holders

The record of committee members and other persons authorised to act on behalf of the Society 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.

### 11.6 Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Society under section 58(3) of the Act; or
  - (c) any other record of the Society.
- (2) The member must contact the secretary to make arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee or executive committee minutes generally, or the minutes of a specific committee or executive committee meeting being available for inspection by the member.
- (5) The member may take a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Society; or
  - (b) that is related to complying with a requirement of the Act.

### 11.7 Publication by committee members

- (1) A committee member must not publish, or cause to be published, any statement about the business conducted by the Society at a general meeting or committee meeting unless —
  - (a) the committee member has been authorised to do so at a committee meeting; and
  - (b) 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 accordance with the Association's Incorporation Act 2015 if on the winding up of the Society, any property of the Society remains after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of that winding up, that property shall be distributed:-
  - (a) to another incorporated Society having objects similar to those of the Society; or
  - (b) If upon winding up of the Society, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another Society incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which society shall be determined by resolution of the members.

### 11.9 Alterations of rules

- (1) Any alteration or to rescind any of these rules, or to make additional rules, the Society may do so only by special resolution at an annual general meeting or special general meeting and by otherwise complying with Part 3 Division 2 of the Act.