



CONSTITUTION OF:

THE AUSTRALIAN INSTITUTE OF DANCING (Inc.) ABN: 69 303 160 822

23rd October 2018

1. INTERPRETATION

1.1 DEFINITIONS

In this Constitution, unless the context requires otherwise:

“Association” shall mean the Australian Institute of Dancing Inc.

The terms “Executive Committee”, “Executive” or “Committee” shall mean the Executive Committee of the Association provided for in Section 8 of this Constitution.

“Association Year” shall mean the financial period from time to time specified by the Executive Committee, and until so specified, each period from the 1st day of January until the 31st day of December in the same year.

“The Act” shall mean the “Associations Incorporation Act 2015”.

1.2 ACTS OF THE ASSOCIATION

A reference to any action which the Association may take means an action resolved upon in accordance with this Constitution by a properly convened meeting of the members of the Association.

1.3 ACTS OF THE EXECUTIVE COMMITTEE

A reference to any action which the Executive Committee may take means an action resolved upon in accordance with this Constitution by a properly convened meeting of the Executive Committee.

1.4 EXTENSION OF MEANING

In this Constitution, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa.

2. ESTABLISHMENT, CHANGE AND DISSOLUTION

2.1 NAME

The name of the Association shall be the “Australian Institute of Dancing Inc”.

2.2 ASSOCIATION TO BE NON-PROFIT

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

(2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).

(3) A payment to a member out of the funds of the Association is authorised if it is:

- (a) The payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) The payment of interest, on money borrowed by the Association 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 Association; or
- (d) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Association

2.3 MEMBERS MAY BE PAID FOR SERVICES

Notwithstanding sub-clause 2.2 (3), the Executive Committee may make payment to a member for a service rendered by or property acquired from, that person, in a special, or private capacity.

2.4 ALTERATION TO THE CONSTITUTION

The Association may, by a Special Resolution passed by not less than 75% of the members present and entitled to vote at a meeting of which due notice of the proposed resolution has been given:

- (1) alter or add to this Constitution
- (2) repeal this Constitution and adopt a new Constitution

And a notice of such a meeting may refer to draft available for perusal in lieu of setting that change out in full.

2.5 VALIDATION OF ACTS

Every act of the Association and the Executive Committee and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except if annulled by an extraordinary general meeting of Members called for that purpose within one month of the act of appointment concerned.

2.6 DISSOLUTION OF THE ASSOCIATION

The Association may at any time, by means of a Special Resolution passed by a majority of 75% of the members present and entitled to vote at a General Meeting called for the purpose, be dissolved.

2.7 SURPLUS PROPERTY AFTER DISSOLUTION

If, after the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to other associations or institutions having objects similar wholly or in part to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable object or objects which association, institution or object shall be determined by

the members of the Association at or before the time of dissolution or winding up, or in default thereof or if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court.

3. OBJECTS AND POWERS

3.1 OBJECTS

The purpose of the Association is to provide an organisation, property and facilities through which persons may associate for the following purposes:

- (1) To promote and foster the art of dancing for the benefit of the members and provide an inclusive organisation and facilities through which persons may associate and work for the advancement of dance as a sport, an art, as a recreational activity and a vocation
- (2) To encourage pupils to improve their dancing and to give them a goal to work towards while encouraging education and appreciation of dance throughout the public and endeavour at all times to continually advance and raise the standards of dance by way of financial assistance, scholarships or subsidies where possible
- (3) To raise the status of dancing and the appreciation of art thereof by the promotion of medal tests, dance festivals, competitions and championships in Standard, Latin American, New Vogue, English Old Time, Victorian-Edwardian, Stage Ballet, Exhibition, Formation and Vernacular branches of dancing
- (4) To promote dance in all its aspects for the purpose of greater participation, expertise, enjoyment, knowledge and education
- (5) To encourage members of the profession to aim for and achieve higher qualifications in the art of dancing while providing an administrative body for the exchange of ideas, knowledge and expertise with the aim of creating higher general standards in the professional teaching of dancing as a vocation and encourage members of the profession to aim for and achieve higher qualifications in the art of dancing
- (6) To provide a qualified Board of Examiners to examine candidates for proficiency and the certification of professional standards in the instruction of dance and to certify such persons as qualified for the purpose to the standards required by the Association
- (7) To achieve and maintain recognition of the Australian Institute of Dancing for its standard of knowledge and expertise in the area of dance while endeavouring to create, promote and foster new branches of dancing and provide facilities and co-ordination for teaching, display and entertainment where possible

3.2 POWERS

The Association may exercise any or all of the powers herein set out in pursuit of its objects:

- (1) To purchase, take on lease or hire or otherwise acquire and maintain any real or personal property
- (2) To sell, exchange, lease, mortgage, hire, dispose of or otherwise deal with all or any part of the real and personal property of the Association

- (3) To borrow or raise or secure the payment of money in such manner as the Association may think fit with power to grant mortgages charges or any security upon or charging all or any of the property of the Association whether real or personal and to redeem or pay off any existing or future security
- (4) To invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined
- (5) To affiliate and co-operate with any other Association having objects wholly or in part similar to those of the Association
- (6) To establish and disband State branches of the Association
- (7) To do all such other things as are incidental or conducive to the attainment of the objects of the Association

4. MEMBERSHIP

4.1 TYPES OF MEMBERSHIP

There shall be four (4) types of membership, namely:

- (1) Ordinary Members
- (2) Honorary Members
- (3) Uncertified Members
- (4) Affiliate Members

4.2 ORDINARY MEMBERS

A person shall be eligible to become an Ordinary Member if he or she:

- (1) Passes an examination conducted by the Association for such purpose; or
- (2) Has passed a suitable examination conducted by a society affiliated with this association; or
- (3) Holds a suitable degree of a society recognised by the Association.
Ordinary Members will be further classified in accordance with the degree of qualification attained in any one branch of the society.

The following additional terms apply to the eligibility of members in sub-sections (1), (2) and (3) above.

The degrees of qualification are:

1. Associate

- (a) Has attained the age of sixteen (16) years

2. Membership

- (a) Has attained the age of (18) years

- (b) Has been actively engaged in the professional teaching of dancing for at least three (3) years

3. Fellowship

- (a) Has attained the age of twenty-one (21) years
- (b) Has held the Membership degree for not less than two (2) years during which period he or she must have been actively engaged in the professional teaching of dancing

An Ordinary Member is entitled to attend and vote at all General Meetings.

4.3 HONORARY MEMBERS

Honorary membership may be granted by the Association to any person, who in the opinion of the Association, has rendered outstanding service to it and/or has been actively engaged in the promotion of festivals or other activities of the Association.

An Honorary Member is entitled to all of the rights and privileges of an Ordinary Member.

4.4 UNCERTIFIED MEMBERS

Persons who declare themselves to be recognised as professional and who are recognized as such by their peers, or who register themselves as such with DanceSport Australia Ltd.

An Uncertified Member is entitled to the rights and privileges of an Ordinary Member with the exception that he or she is not entitled to vote at meetings of the Association.

4.5 AFFILIATE MEMBERS

Any individual who has not met the requirements for Ordinary, Honorary or Uncertified Membership shall be entitled to membership in the A.I.D upon payment of current dues on or before January 31st of each year.

They may attend general meetings but are not entitled to vote.

4.6 APPLICATION FOR MEMBERSHIP

Any eligible person may apply in writing in the form (if any) from time to time prescribed by the Executive Committee to become a member of the Association.

4.7 ADMISSION TO MEMBERSHIP

Any eligible person who applies to become a member of the Association shall be admitted to membership by the Executive Committee provided the Executive Committee is satisfied that the applicant is a fit and proper person to be a member.

4.8 HONORARY LIFE MEMBERSHIP

- (1) The honors of Life Membership of the Association shall only be granted to Ordinary Members who have given valued service to the Association.
- (2) Such membership is intended as a mark of admiration and gratitude of the Association.
- (3) The granting of Honorary Life Membership entitles the recipient to retain the rights and privileges of an Ordinary Member for as long as he or she wishes to remain an active member of the Association.

(4) Nominations for this title can be made by any Ordinary Member and needs to be endorsed by two (2) members of the Executive Committee.
The nomination will deem to be granted if agreed to by a majority of two thirds of those members present and entitled to vote at a general meeting.

4.9 RATIFICATION OF MEMBERSHIP

- (1) An applicant becomes a member of the Association once he or she has been so admitted to membership by the Executive Committee PROVIDED THAT such membership is subject to ratification by the other members of the Association at the next general meeting in the manner prescribed in sub-paragraph (2)
- (2) A person shall be deemed to be ratified as a member of the Association if his or her application for membership is accepted by:
 - (a) In the case of Ordinary Members as defined in sub clause 4.2 (1) and (2) of this Constitution – a majority of those members present and entitled to vote
 - (b) In the case of Ordinary Members as defined in sub clause 4.2 (3) of this Constitution a majority of two thirds of those members present and entitled to vote
 - (c) In the case of Honorary Members as defined in sub clause 4.3 of this constitution - a majority of those members present and entitled to vote
 - (d) Uncertified Members do not require the ratification of a general meeting

4.10 RECOGNITION OF SOCIETIES

The Executive Committee may from time to time recognise other societies for the purpose of granting eligibility to prospective candidates for membership of the Association.

4.11 CESSATION OF MEMBERSHIP

A member shall cease to be a member:

- (1) Upon his death
- (2) Upon his written resignation as such
- (3) If he is convicted of an indictable offence, and the Executive Committee so decide
- (4) Upon his expulsion in accordance with the preceding sub section or
- (5) (unless the Executive Committee at any time in a particular case otherwise determines) Upon the expiry of the two months after the last membership subscription due by him became due, subject to his having had forwarded to his last known address, a notice of demand for subscription

4.12 MEMBERSHIP FEES

The membership year shall be the calendar year.
All members, other than Honorary Life Members shall be required to pay an annual membership fee of an amount as set by the Executive Committee.
Such fee will become due for renewal on January 1st of each year.

4.13 REGISTER OF MEMBERS

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association
- (2) 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 at the secretary's place of residence, or at another place determined by the committee
- (4) A member who wishes to inspect the register of members must contact the secretary 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

4.14 LIABILITY OF MEMBERS

A member is only liable for their own outstanding membership fees (if any) payable under rule 4.12.

4.15 PROVISION TO MEMBERS

Each person who becomes a member of the Association must be provided with a copy of the rules in force at the time of becoming a member

5. EXAMINERS

5.1 APPOINTMENT OF EXAMINERS

- (1) The Executive Committee may from time to time appoint examiners from eligible members of the Association.
- (2) No member shall be eligible to be appointed as an examiner unless he or she is a membership degree holder or a fellow of the Association.
- (3) Members who accept the appointment as being examiners of this Association cannot, at the same time, be examiners of any other association or society unless specific approval is granted by the Executive Committee.

5.2 EXAMINERS SHALL NOT EXAMINE OWN STUDENTS

No examiner shall examine any of his or her own pupils or pupils of the studio to which he or she is attached.

Examiners can only examine in the branch in which they are qualified unless approval is granted by the Executive Committee.

6. GUEST EXAMINERS AND ADJUDICATORS

6.1 APPOINTMENT

The Executive Committee may from time to time appoint any person, other than an Ordinary Member of the Association, to be a Guest Examiner or Adjudicator for a specified event or series of medal tests only.

6.2 QUALIFICATION

No person shall be appointed as a guest examiner or adjudicator unless the Executive Committee is satisfied that the person is suitably qualified to act as an examiner or adjudicator.

6.3 TEMPORARY APPOINTMENT

A guest examiner or adjudicator shall only be entitled to act as an examiner or adjudicator of the Association for the particular event or series of medal tests specified in his or her appointment.

7. MEETING OF MEMBERS

7.1 ONE ANNUAL GENERAL MEETING

The Association shall hold one Annual General Meeting once during each Association year in accordance with this part of the Constitution.

Any other general meetings of members held shall be Extraordinary General Meetings.

7.2 TIME AND PLACE OF ANNUAL GENERAL MEETING

(1) The Executive shall convene the Annual General Meeting at such place, on such day and at such time as the Executive decides except that the Executive shall convene each Annual General Meeting to be held within four months after the end of the Association's Financial Year

(2) Twenty eight (28) days notice of the Annual General Meeting is required to be given to all Members

7.3 PERIOD OF NOTICE OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting the Association shall transact the following business in the following order:

(1) Reading of the Notice of meeting

(2) Recording of apologies

- (3) Reading and confirmation (by resolution) of the Minutes of the previous Annual General Meeting
- (4) Reading and confirmation (by resolution) of the Minutes of all Extraordinary General Meetings (if any) since the previous Annual General Meeting
- (5) Reading of a Report of the President to the Association on the activity of the Association during the preceding Association year
- (6) Reading or tabling, and adoption or other disposal (by resolution) of, the accounting reports described in Clause 9.11 of this Constitution
- (7) Election of members of the Executive in place of those retiring
- (8) Any special business of which fourteen (14) days prior written notice has been given

7.4 EXTRAORDINARY GENERAL MEETINGS

The Executive may, and upon the written requisition of not less than three (3) Members of the Association shall, by twenty one (21) days prior notice convene a general meeting of members of the Association to conduct the business stated in the requisition (upon a requisition) and in the notice convening the meeting.

7.5 NOTICES OF MEETINGS OF MEMBERS

Notices of any general meeting of members shall be given in writing and can be hand delivered, posted to a member's nominated address or emailed to a member's nominated email address.

7.6 QUORUM AT GENERAL MEETING OF MEMBERS

A quorum at the Annual General Meeting and at any Extraordinary General Meeting shall be five (5) persons present in person.

7.7 PROCEDURE IF NO QUORUM AT GENERAL MEETINGS

If within fifteen (15) minutes from the meeting time appointed no quorum shall be present:

- (1) At the Annual General Meeting or at an Extraordinary General Meeting convened by the Executive it shall be adjourned until the same time on the same day of the following week at which adjourned meeting no quorum shall be necessary; or
- (2) At an Extraordinary General Meeting convened upon a requisition of the members, then it shall lapse

7.8 CHAIRMAN OF GENERAL MEETING OF MEMBERS

The President of the Association or in his absence the Vice President or in his absence a member of the Executive elected by the Executive shall act as Chairman of any General Meeting of members of the Association.

7.9 CHAIRMANS POWERS

The Chairman of all General Meetings of members of the Association shall:

- (1) Decide the order of business (other than as is set out in the Constitution)
- (2) Decide all points or order
- (3) Decide whether a vote (except for election to Executive Committee or for election of new members) shall be on voices alone or on show of hands except that any one member may demand a written ballot

7.10 VOTING AT GENERAL MEETINGS OF MEMBERS

Any resolution at a General Meeting of Members shall, except where otherwise provided in this Constitution, be carried if voted for by a simple majority of those present in person and entitled to vote and voting.

7.11 EVIDENCE OF PROCEEDINGS

Minutes of the proceedings of every General Meeting (annual and extraordinary) shall be entered and kept in a Minute Book and such Minutes, when signed, shall be conclusive evidence that the proceedings minuted at a meeting duly convened and held and shall be binding on all members of the Association except as to any irregular proceedings as declared and annulled at an Extraordinary Meeting called for that purpose and held within three (3) months after the holding of such Annual or Extraordinary Meeting.

7.12 PROXIES

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not 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 may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form:
 - (a) That clearly identifies the person appointed as the member's proxy; and
 - (b) That has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 52 must:
 - (a) State that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) Include a copy of any form that the committee has approved for the appointment of a proxy.

- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

7.13 USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETINGS

- (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.

8. THE EXECUTIVE

8.1 COMPOSITION OF THE EXECUTIVE

The Executive Committee shall consist of the following office-bearers elected at each Annual General Meeting:

- (1) The President
- (2) The Vice President
- (3) The Secretary
- (4) The Treasurer
- (5) The Executive may be increased by not more than four (4) committee members if so agreed by a majority of two thirds of the members present and entitled to vote at an Annual General Meeting.
- (6) The immediate past President may, if he or she so elects, be a member of the Executive.

8.2 ELECTION OF EXECUTIVE

The following provisions shall apply to the election of office bearers at the Annual General Meeting:

- (1) Each office bearer shall be deemed to have retired before the Meeting
- (2) An office bearer shall be deemed to have retired before the meeting for the purpose of the elections referred to in this sub clause, but for all other purposes shall be deemed to hold office until the close of the Annual General Meeting or until the new candidates are declared elected, whichever is the latter
- (3) Any member appointed by the Executive in accordance with the Constitution to fill a casual vacancy amongst the elected members of the Executive shall be deemed to have also served the term of the person whose vacancy he filled
- (4) Each retiring member of the Executive shall be eligible for re-election

- (5) Nominations for election as a member of the Executive shall be proposed and seconded by members in writing and lodged with the Association not less than seven (7) days before the Annual General Meeting
- (6) A separate election shall be held for each office bearer described in sub clause 8.1, in that order
- (7) If the number of nominations does not exceed the number of vacancies the Chairman of the Annual General Meeting shall declare the nominated candidates duly elected
- (8) In the event that there are more candidates than vacancies a written ballot shall be held at the Annual General Meeting at which the vacancies have occurred
- (9) Voting shall be by the method of writing down the names of all candidates and deleting the names of those for whom the voter does not wish to vote.
- (10) In the event of an equality of votes for all candidates then a second election shall be held in which counting of votes shall be by the preferential voting method, that is, candidates shall be numbered in preference by the voter and shall be eliminated in the order in which they receive the least number of first preferences with the remaining preferences on the eliminated candidates ballot papers being distributed amongst the remaining candidates until all the candidates except the number required to be elected remain
- (11) The Executive shall appoint a member to act as the returning officer for the election and he shall have an absolute discretion to regard any discrepancy in procedure which he regards as insubstantial.
Upon completion of the election he shall convey the results to the Chairman of the Annual General Meeting, (whether or not the meeting shall have concluded) and the Chairman shall declare the poll

8.3 FILLING CASUAL MEETINGS ON THE EXECUTIVE

- (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 8.9; or
 - (b) Was not filled by election at the most recent annual general meeting or under rule 8.8 (3) (b)
- (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 14 days after the vacancy arises
- (3) Subject to the requirement for a quorum under rule 8.6, 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 8.6, the committee may act only for the purpose of:
 - (a) Appointing committee members under this rule; or
 - (b) Convening a general meeting.

8.4 ORDINARY MEETINGS OF THE EXECUTIVE

The Executive may meet at such place and at such time as it shall think fit, and any two (2) members of the Executive may convene a meeting of the Executive by seven (7) days written notice.

8.5 SPECIAL MEETINGS OF THE EXECUTIVE

The President alone, and in his absence the Vice President, may convene a Special Meeting of the Executive and fix the date and place of such meeting.

8.6 QUORUM AT MEETINGS OF THE EXECUTIVE

Half of the number elected shall form a quorum at any meeting or special meeting of the Executive.

The procedure upon lack of quorum, chairmanship, chairman's powers, voting, and minute provisions applicable to a general meeting of members shall apply to meetings of the Executive with such changes as may be necessary

8.7 PROCEDURE AT EXECUTIVE MEETINGS

The procedure upon lack of quorum, chairmanship, chairman's powers, voting, and minute provisions applicable to a general meeting of members shall apply to meetings of the Executive with such changes as may be necessary.

8.8 RESIGNATION AND REMOVAL FROM THE EXECUTIVE

- (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 chairperson; or
 - (b) If a later time is stated in the notice, at the later time
- (3) At a general meeting, the Association may by resolution:
 - (a) Remove a committee member from office; and
 - (b) Elect a member who is eligible under rule 8.6 to fill the vacant position
- (4) A committee member who is the subject of a proposed resolution under subrule (3) (a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members
- (5) The secretary or chairperson 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

8.9 CESSATION OF MEMBERSHIP OF THE EXECUTIVE

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

- (1) Dies or otherwise ceases to be a member; or
- (2) Resigns from the committee or is removed from office under rule 8.8; or
- (3) Becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act
- (4) Becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (5) Fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend

8.10 USE OF TECHNOLOGY TO BE PRESENT AT EXECUTIVE 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 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.

8.11 TRANSFER OF DOCUMENTS

When a person ceases to be a member of the Association's Executive Committee, that person is to as soon as practicable after that membership ceases, deliver to a member of the Executive Committee all of the relevant documents and records that he/she held pertaining to the management of the Association's affairs.

9. MANAGEMENT OF THE ASSOCIATION

9.1 ASSOCIATION MANAGED BY EXECUTIVE

The Executive shall manage and control all of the business of the Association except that which shall in accordance with the Constitution be dealt with by general meetings of members.

9.2 POWERS OF THE EXECUTIVE

The Executive may exercise all of the powers exercisable by the Association under the Constitution.

9.3 REGULATIONS

- (1) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Executive has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (2) The Executive must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

9.4 DUTIES OF EXECUTIVE MEMBERS AND OFFICERS

The Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

The Secretary

The Secretary has the following duties:

- (1) Dealing with the Association's correspondence
- (2) Consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting
- (3) Preparing the notices required for meetings and for the business to be conducted at meetings
- (4) Unless another member is authorised by the Executive to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act
- (5) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act
- (6) Unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of Executive members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act
- (7) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association
- (8) Maintaining full and accurate minutes of committee meetings and general meetings
- (9) Carrying out any other duty given to the secretary under these rules or by the Executive.

The Treasurer

The Treasurer has the following duties:

- (1) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name
- (2) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Executive
- (3) Ensuring that any payments to be made by the Association that have been authorised by the Executive or at a general meeting are made on time
- (4) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act

- (5) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association
- (6) Coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting

9.5 APPOINTMENT OF COMMITTEES, ETC

The Executive may constitute Committees, Sub-Committees, Boards or other bodies under such titles or styles as the Council sees fit consisting of such members of the Executive Association Members or others as the Executive sees fit, for the purpose of carrying out any function of Executive.

9.6 DELEGATION FUNCTIONS

The Executive may delegate in whole or in part any power or function of the Executive to any Committee or any Sub-Committee or other body constituted by the Executive for that purpose under the preceding clause.

9.7 MATERIAL PERSONAL INTERESTS OF EXECUTIVE MEMBERS

Under section 42 of the Act a member of the Executive who has a material personal interest in a matter being considered at an Executive meeting must:

- (1) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Executive
- (2) Disclose the nature and extent of the interest at the next general meeting of the association

Under section 42(3) of the Act this rule does not apply in respect of a material personal interest

(1) That exists only because the member:

- (a) Is an employee of the incorporated association; or
- (b) Is a member of a class of persons for whose benefit the association is established; or

(2) That the member has in common with all, or a substantial proportion of, the members of the Association.

Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.

Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

9.8 ACCOUNTS

The Executive shall cause all records to be kept and, at least once after the completion of each Association year in respect of the Association Year, cause accounting reports to be made, or several separate accounts to be made of all the property, financial transactions and affairs of the

Association in such a manner as the Executive thinks fit but so that the same shall be capable of being audited in such manner as the Act requires either by:

- (1) The majority of members at a general meeting passing a resolution that an audit will be completed; or
- (2) The association is directed to do so by the Commissioner.

9.9 PROPERTY

The Association shall acquire and hold all property (real or personal) in its own name

9.10 COMMON SEAL

The Association shall have a Common Seal and the Secretary shall provide for custody of it.

9.11 AFFIXING OF SEAL

Any deed or instrument to be executed under seal by the Association shall be executed by having the Common Seal affixed pursuant to a resolution of the Executive so to do in the presence of two (2) members of the Executive who shall all attest the affixing.

9.12 ANNUAL ACCOUNTS

Until otherwise decided by the Executive such accounting reports shall include a statement of all receipts and expenditure during each Association Year and a statement of all of the property and liabilities of the Association at the end of that Association Year with such reconciliation as may be necessary both of which shall be submitted to the Annual General Meeting for approval.

10. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

10.1 DISCIPLINARY ACTION

10.1.1 *Suspension or Expulsion*

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if:
 - (a) The member contravenes any of these rules; or
 - (b) The member acts detrimentally to the interests of the Association.
- (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) When and where the committee meeting is to be held; and
 - (b) The grounds on which the proposed suspension or expulsion is based; and

- (c) 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:
 - (i) Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) Whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association 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 Association 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 10.3.2.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

10.1.2 *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 Association
- (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.

10.2 RESOLVING DISPUTES

10.2.1 *Application*

This procedure applies to disputes:

- (1) Between members; or
- (2) Between one or more members and the Association.

10.2.2 *Parties to attempt to resolve dispute*

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

10.2.3 *How the grievance procedure is started*

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10.2.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
 - (a) The parties to the dispute; and
 - (b) 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:
 - (a) When and where the committee meeting is to be held; and
 - (b) 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 –
 - (a) The dispute is between one or more members and the Association; and
 - (b) Any party to the dispute gives written notice to the secretary stating that the party:
 - (i) Does not agree to the dispute being determined by the committee; and
 - (ii) Requests the appointment of a mediator under rule 10.3.2,

The committee must not determine the dispute.

10.2.4 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 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may within 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 10.3.2.
- (4) If notice is given under subrule (3) each party to the dispute is a party to the mediation.

10.3 MEDIATION

10.3.1 Application

- (1) This applies if written notice has been given to the secretary requesting the appointment of a mediator:
 - (a) By a member under rule 10.1.1 (7); or
 - (b) By a party to a dispute under rule 10.2.3 (5) (b) (ii) or 10.2.4 (3).
- (2) If this clause applies, a mediator must be chosen or appointed under rule 10.3.2.

10.3.2 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 10.1.1(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 rule 10.2.3 (5) (b) (ii) or 10.3.2 (3) – by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1) (a) or (b), then, subject to subrules (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, such as a community legal centre if the appointment of a mediator was requested by:
 - (a) A member under rule 10.1.1 (7); or

- (b) A party to a dispute under rule 10.2.3 (5) (b) (ii); or
 - (c) A party to a dispute under rule 10.2.4 (3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not:
- (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.

10.3.3 *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.

10.3.4 *If mediation results in a decision to suspend or expel being revoked*

If –

- (a) Mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 10.1.1 (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.