Banksia Montessori School

Rules of Association

Approved at the Special General Meeting held on the 3rd of December, 2015.

Department of Commerce approved on the 18th of December, 2015.

Reviewed 7 January, 2016
## Revision History

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<td>1/9/2015</td>
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1 Name of Association

The name of the Association is Banksia Montessori School Inc. (the "Association").

2 Definitions

In these rules, unless the contrary intention appears-

- “annual general meeting” is the meeting convened under sub-rule (b) of rule 18(1);
- "Council meeting" means a meeting referred to in rule 17;
- "Council member" means person referred to in sub-rule (a), (b), (c), (e) or (f) of rule 10(1);
- “convene” means to call together for a formal meeting;
- “department” means the government department with responsibility for administering the Associations Incorporation Act (1987);
- "financial year" means the period commencing 1 January and ending on 31 December of that year;
- "general meeting" means a meeting to which all members are invited;
- "member" means member of the Association;
- "ordinary resolution" means resolution other than a special resolution;
- “poll” means voting conducted in written form (as opposed to a show of hands);
- “special general meeting” means a general meeting other than the annual general meeting;
- "special resolution" has the meaning given by section 24 of the Act, that is-
  - A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association, by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
  - At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
  - If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
• "the Act" means the Associations Incorporation Act 1987;
• "the Association" means the Association referred to in rule 1;
• "the Chairperson" means-
  (a) in relation to the proceedings at a Council meeting or general meeting, the person presiding at the Council meeting or general meeting in accordance with rule 11; or
  (b) otherwise than in relation to the proceedings referred to in sub-rule (a), the person referred to in sub-rule (a) of rule 10(1) or, if that person is unable to perform his or her functions, the Secretary;
• “the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;
• "the Council" means the Council of the Association referred to in rule 10(1);
• “the Principal” – is a person appointed to be Principal of Banksia Montessori School referred to in sub-rule (1)(e) of rule 10(1)
• “the Business Manager” – is a person appointed to be Business Manager of Banksia Montessori School referred to in sub-rule (1)(d) of rule 10(1)
• "the Secretary" means the Secretary referred to in sub-rule (b) of rule 10(1);
• "the Treasurer" means the Treasurer referred to in sub-rule (c) of rule 10(1); and
• “the School” means Banksia Montessori School
3 Objects of Association

(1) The objects of the Association are -

(a) to establish and manage a school in the Perth Metropolitan Area in the State of Western Australia to be known as Banksia Montessori School (the "School");

(b) to promote the education of young people in accordance with the educational methods created by Dr Maria Montessori which aim at developing the self-reliance and the personality of young people;

(c) to observe the objects of the Association Montessori Internationale which include the propagation, maintenance and furthering the rights of young people in society and spreading knowledge concerning the physical, intellectual, moral and social development of young people, at home as well as in school and society; and

(d) to foster in the community interest in and understanding of Montessori principles and practice.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects. Provided that nothing shall prevent the fair and appropriate payment of remuneration to any employee of the Association or any other person or member of the Association in return for the required services rendered to the Association.
4 Powers of Association

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

(a) acquire, hold, deal with, and dispose of any real or personal property;
(b) open and operate bank accounts;
(c) invest its money -
   i. in any security in which trust monies may lawfully be invested; or
   ii. in any other manner authorised by the rules of the Association;
(d) borrow money upon such terms and conditions as the Association thinks fit;
(e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
(f) appoint agents to transact any business of the Association on its behalf;
(g) enter into and terminate any contract or arrangement it considers necessary or desirable including but not limited to contracts of employment;
(h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
(i) publish books, journals, pamphlets, reports or other matter in written, graphic or electronic form;
(j) assist, cooperate with, make donations to, enter into reciprocal arrangements with or become a member of anybody or association whose objects are similar to those of the Association or which may assist the Association in the promotion and fulfilment of its objects;
(k) accept grants, donations, bequests or gifts of monies;
(l) promote and hold courses of instruction
(m) cooperate with educational and or any research institution in educational, practical, experimental and investigational work;
(o) administer and manage endowments and scholarships
(p) raise, aid or contribute in the raising of funds for the use and benefit of the Association for any purpose it considers necessary or desirable;
(q) make, vary or repeal rules, regulations, standing orders or by laws which relate to the regulation, management, administration or control of the Council;
(r) determine the considerations on which persons shall be admitted or excluded as students, **provided that** no child once admitted shall be excluded by the Association except on the prior written recommendation of the principal teacher of the School at the time;

(s) carry out and perform all of the Objects of the Association as set out in rule 0(1) above or do all things incidental or conductive to the attainment of the Objects of the Association;

(t) employ persons as members of the School’s staff on terms and conditions approved by the Council;

(u) construct any building or structure for the benefit of the school or make any improvements to the premises or grounds of the school, with the approval of the Council;

(v) purchase or take a lease or licence of premises for student facilities, and enter into any other agreements or arrangements for the establishment, management, staffing and operation of such facilities;

(w) establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health or welfare of children and students; and

(x) do all those acts and things incidental to the exercise of these powers.

(2) The Association’s powers must be exercised in accordance with the requirements of the Act and these Rules.

5 **Membership of the Association**

(1) Subject to sub-rule 5(3), all persons qualifying for membership of the Association under sub-rule 5(2) shall have their names entered into the register of Members.

(2) All parents or legal guardians of a child enrolled in the School are qualified for membership of the association and it is a condition of enrolment of each child that at least one such parent or guardian consents to membership and to his or her name being entered into the register of Members.

(3) Any Member ceasing to qualify under sub-rule 5(2) shall be deemed to have retired immediately.

(4) Upon a Member retiring from membership of the Association his or her name shall be removed from the register of Members.
6  **Election of Members of Council**

**Association’s Representatives**

(1) The outgoing Council shall elect the new Council.

(2) Only a parent or a legal guardian of students attending the school, as well as the Principal and the Business Manager, can be a representative.

**Method of Election of Representatives**

(3) Elections of representatives shall:
   (a) be in such form and manner as the Council from time to time directs; and
   (b) take place once every calendar year and not more than 15 months after holding the last preceding election.

7  **Register of Members of Association**

(1) The Secretary or delegate, on behalf of the Association, must comply with Section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 below, to be deleted from the register of members referred to in sub-rule 7(1).

8  **Termination of Membership of the Association**

Membership of the Association may be terminated upon -

(1) receipt by the Secretary or another Council member of a notice in writing from a member of his or her resignation from the Association.

(2) expulsion of a member in accordance with rule 9.
9 Suspension or Expulsion of Members of Association

(1) If the Council considers that a member should be suspended or expelled from membership of the Association because his or her conduct is considered by the Council to be detrimental to the interests of the Association, the Council must communicate in writing, to the member -

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than 30 days before the date of the Council meeting referred to in sub-rule (a).

(2) At the Council meeting referred to in a notice communicated under sub-rule 9(1), the Council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule 9(5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 9(2).

(4) A member who is suspended or expelled under sub-rule 9(2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary in writing of his or her intention to do so within the period of 14 days referred to in sub-rule 9(3).

(5) When notice is given under sub-rule 9(4) -

(a) the Association in a general meeting, must either confirm or set aside the decision of the Council to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Council to suspend or expel him or her is confirmed under this sub-rule.

(6) Expulsion of a member from the Association does not affect that member’s children’s enrolment in the School.
10 Council

(1) Subject to sub-rule 10(8), the affairs of the Association will be managed exclusively by a Council consisting of -
(a) a Chairperson;
(b) a Secretary;
(c) a Treasurer;
(d) the Business Manager;
(e) the Principal; and
(f) up to five (5) other persons, all of whom must be members of the Association.

(2) Council members will be appointed by the outgoing Council to membership of the Council, to assume their role as a council member immediately after an annual general meeting, or as appointed under sub-rule 100.

(3) Subject to sub-rule 100, a Council member’s term will be from his or her appointment at an annual general meeting until the appointment referred to in sub-rule 10(2) at the next annual general meeting after his or her appointment, but he or she is eligible for reappointment to membership of the Council.

(4) Except for nominees under sub-rule 10(4), a person is not eligible for appointment to membership of the Council unless a member has nominated him or her for appointment by delivering notice in writing of that nomination, signed by -
(a) the nominator; and
(b) the nominee to signify his or her willingness to stand for appointment, to the Secretary not less than seven (7) days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for appointment or reappointment under this rule may -
(a) second himself or herself for appointment or reappointment; and
(b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule 10(4) for appointment to membership of the Council does not exceed the number of vacancies in that membership to be filled, the Chairperson must declare those persons to be duly appointed as members of the Council at the annual general meeting concerned.
(7) If a vacancy remains on the Council after the application of sub-rule 10 Error! Reference source not found., or when a casual vacancy within the meaning of Rule 16 occurs in the membership of the Council -
   (a) the Council may appoint a member to fill that vacancy; and
   (b) a member appointed under this sub-rule will -
      (i) hold office until the appointment referred to in sub-rule 10(2);
      (ii) have full voting rights whilst holding that position; and
      (iii) be eligible for appointment to membership of the Council, at the next annual general meeting.

(8) The Council may delegate, in writing, to one or more sub-Committees (consisting of such member or members of the Association as the Council thinks fit) the exercise of such functions of the Council as are specified in the delegation other than -
   (a) the power of delegation; and
   (b) a function which is a duty imposed on the Council by the Act or any other law.

(9) Any delegation under sub-rule 10(8) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Council may continue to exercise any function delegated.

(10) The Council may, in writing, revoke wholly or in part any delegation under sub-rule 10(8).

(11) In the context of the Council’s responsibility for the governance and strategic planning of the school, the Council has the following functions and accountabilities:
   (a) involve the school community in the governance of the school by:
      (i) providing a focus and a forum for the involvement of parents and the school community;
      (ii) ascertaining the educational needs of the local community and the attitude of the local community to educational developments within the school; and
      (iii) ensuring that the cultural and social diversity of the community is considered and particular needs are appropriately identified.
   (b) set the broad direction and vision of the school
   (c) undertake strategic planning for the school including:
      (i) developing, monitoring and reviewing the objectives and targets of the strategic plan; and
      (ii) considering, approving and monitoring human resource and asset management plans.
   (d) determine policies for the school including policies for the safety, welfare and discipline of students
   (e) determine the application of the total financial resources available to the school including the regular review of the budget
(f) determine and implement all expenditure on capital projects

(g) report to the school community at the annual general meeting and at such other time as required on:
   (i) the strategic plan;
   (ii) the finances of the school;
   (iii) operational plans and the Council's operations.

(h) be responsible for the employment, disciplining and dismissal of the Principal

(i) be responsible for overseeing the proper care and maintenance of any property owned by the Council

(j) may perform such functions as necessary to establish and conduct, or arrange for the conduct of facilities and services to enhance the education, development, care, safety, health or welfare of children and students

(k) may raise money for school related purposes

(l) may do all those acts and things incidental to the exercise of these functions

(m) ensure the Council's functions are exercised in accordance with legislation, administrative instructions and these Rules

(n) is accountable for maintaining a satisfactory standard of education and level of care for students

(o) is accountable for the quality of the educational programs of the school

(p) is accountable for ensuring the development and implementation of effective processes to plan, monitor and achieve improvements in student learning

(q) is accountable for the use of public funds received

(r) is accountable for risk management of the school; (e.g. financial, operational, reputational, student welfare and wellbeing)

(s) is accountable for legal compliance by the school

11 Chairperson

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

(2) In the event of the absence from a general meeting of the Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Council meeting of the Chairperson, a Council member elected by the other Council members present at the Council meeting, must preside at the Council meeting.

(4) The Chairperson, or the elected chair person, shall be responsible for ensuring that the objects of the Association must be supported when presiding at all general meetings and Council meetings.
12 Secretary

(1) The Secretary or delegate must -
   (a) co-ordinate the correspondence of the Association;
   (b) keep full and correct minutes of the proceedings of the Council of the Association;
   (c) comply on behalf of the Association with -
      (i) Section 27 of the Act with respect to the register of members of the Association, as referred to in rule 7;
      (ii) Section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
      (iii) Section 29 of the Act by maintaining a record of -
          (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Council and persons who are authorised to use the common seal of the Association under rule 25; and
          (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
          (C) and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
          (D) exercise general supervision over all Association property;
          (E) issue all notices convening meetings of the Association or of members;
          (F) perform such other duties as are imposed by these rules on the Secretary.

(2) In the event of the absence from a general meeting of the Secretary, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Council meeting of the Secretary, a Council member elected by the other Council members present at the Council meeting, must preside at the Council meeting.
13 Treasurer

The Treasurer must -

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

(a) monitoring such accounting records are correctly recorded by the bookkeeper or Administration and inspect the financial transactions, and explain the financial position of the Association;
(b) ensuring its accounting records are in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
(c) ensuring its accounting records are in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
(d) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

(2) provide an up to date report of the School’s financial position at each Council meeting;

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

(4) perform such other duties as are imposed by these rules on the Treasurer.

14 Principal

(1) The Principal of the school shall be responsible for promoting the educational policies specified by the objects of these Rules, the educational affairs of the School, the day to day management of the School and the implementation of the School’s strategic direction.

(2) The Principal will carry out sub-rule 14(1) above utilising funds of the Association within budgets and guidelines set out and approved by the Council.

(3) The Principal will, in consultation with the Council; hire, manage, dismiss, program and roster educational staff in order to carry out sub-rule 14(1) above.

(4) The Principal will, in consultation with the Council, develop and implement Educational Staff Professional Development.

(5) The Principal is answerable to the Council for providing educational leadership in the School, the day to day running of the School and for other general responsibilities associated with running a School, providing these comply with sub-rule 14(2) above.

(6) The Principal shall be an ex-officio member of the Council and will have no voting rights at Council meetings.
(7) The Principal must:
   (a) implement the educational plans and School policies;
   (b) provide accurate and timely reports, information and advice relevant to the Council’s functions;
   (c) report to Council on learning, care, training and participation outcomes and any other aspect of the school as required;
   (d) supervise and promote the development of staff employed by the Association;
   (e) be responsible for the human resource management of the School;
   (f) chair the first meeting of the Council held for the purpose of receiving nominations from members, the direct appointment of councillors by the Council and the election of office holders;
   (g) contribute to the formulation of the agenda of Council meetings.

15 Business Manager

(1) The Business Manager is responsible for -
   (a) ensuring all applications for enrolment of students are referred to the Principal for approval and ensure that such applications are dealt with;
   (b) the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
   (c) paying all moneys referred to in sub-rule 15(1)(b) into such account or accounts of the Association as the Council may from time to time direct;
   (d) making payments from the funds of the Association and ensure that all cheques or electronic fund transfers are signed or authorised by himself or herself and at least one other authorised Council member, or by two others as are authorised by the Council; and
   (e) the financial and physical management of the School;

(2) The Business Manager shall be an ex-officio member of the Council and will have no voting rights at the Council meetings.

(3) The following are to be kept in the custody of the Business Manager in the School office:
   (a) the register of Members of the Association;
   (b) all books, documents, records and registers of the Association, including those referred to in sub-rule 20(1);
   (c) all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rules 0(1) and 0(2); and
   (d) the common seal of the Association.
16 Casual Vacancies in Membership of Council

A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member:

1. dies;
2. resigns by notice in writing delivered to the Chairperson or, if the Council member is the Chairperson, to the Secretary and that resignation is accepted by resolution of the Council;
3. is convicted of an offence under the Act;
4. is permanently incapacitated by mental or physical ill-health;
5. is absent from more than —
   a. three (3) consecutive Council meetings; or
   b. three (3) Council meetings in the same financial year without tendering an apology to the person presiding at each of those Council meetings; of which meetings the member received notice, and the Council has resolved to declare the office vacant;
6. ceases to be a member of the Association; or
7. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Council member.

17 Proceedings of Council

1. The Council must meet together for the dispatch of business a minimum of eight (8) meetings per year, and the Chairperson, or at least half the members of the Council, may at any time convene a meeting of the Council, upon seven (7) days written notice to all members of the Council.
2. Each Council member has a deliberative vote.
3. A question arising at a Council meeting, requiring a vote, must be decided by a majority of votes. If there is no majority, the person presiding at the Council meeting will have a casting vote in addition to his or her deliberative vote.
4. When the administration of the business of the Association requires, the Chairperson may propose a resolution by email to all Council members and upon receipt of clear agreement from at least 75% of Council, the Chairperson shall declare the resolution passed with the same effect as if Council had met in person.
5. At a Council meeting three (3) voting Council members constitute a quorum.
6. Subject to these rules, the procedure and order of business to be followed at a Council meeting must be determined by the Council members present at the Council meeting.
(7) As required under sections 21 and 22 of the Act, a Council member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Council (except if that pecuniary interest exists only by virtue of the fact that the member of the Council is a member of a class of persons for whose benefit the Association is established), must -
   (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council; and
   (b) not take part in any deliberations or decision of the Council with respect to that contract.

(8) Sub-rule 17(7)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Council is an employee of the Association.

(9) The Secretary must cause every disclosure made under sub-rule 17(7)(a) by a member of the Council to be recorded in the minutes of the meeting of the Council at which it is made.

18 General Meetings

(1) The Council
   (a) may at any time convene a special general meeting;
   (b) must convene annual general meetings within the time limits provided for the holding of such meetings within five (5) calendar months of the end of the school’s financial year, or in accordance with section 23 of the Act;
   (c) must, within 30 days of-
      (i) receiving a request in writing to do so from not less than four (4) members, convene a special general meeting for the purpose specified in that request; or
      (ii) the Secretary receiving a notice under rule 9(4), convene a general meeting to deal with the appeal to which that notice relates.
   (d) must, after receiving a notice under rule 9(4), convene a special general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Council’s rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Council.

(2) The members making a request referred to in sub-rule 18(1)(c)(i) must -
   (a) state in that request the purpose for which the special general meeting concerned is required; and
   (b) sign that request.
If a special general meeting is not convened within the relevant period of 30 days referred to -

(a) in sub-rule 18(1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Council; or

(b) in sub-rule 18(1)(c)(ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Council.

When a special general meeting is convened under sub-rule 18(3)(a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

Subject to sub-rule 18(7), the Secretary must give to all members not less than seven (7) days’ notice of a special general meeting and that notice must specify -

(a) when and where the special general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.

Subject to sub-rule 18(7), the Secretary must give to all members not less than fourteen 14 days’ notice of an annual general meeting and that notice must specify -

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows -

(i) first, the consideration of the accounts and reports of the Council;

(ii) second, the appointment of Council members to replace outgoing Council members; and

(iii) third, any other business requiring consideration by the Association at the general meeting.

A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than seven (7) days’ notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 18(5) or 18(6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

The Secretary must give a notice under sub-rule 18(5), 18(6) or 18(7) by -

(a) serving it on a member personally; or

(b) sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under rule 7.

When a notice is sent by post under sub-rule 18(8)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
19 Quorum and Proceedings at General Meetings

(1) At a general meeting or a special general meeting, eight (8) members of the Association present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 18(5) or (6) -
   (a) as a result of a request or notice referred to in rule 18(1)(c) or as result of action taken under rule 18(3) a quorum is not present, the general meeting lapses; or
   (b) otherwise than as a result of a request, notice or action referred to in sub-rule (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule19(2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

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

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

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 18 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-
   (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 190; and
   (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 190 and 19(11).

(8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 190.
(9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under sub-rule 190 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule 190 must be taken immediately on that demand being made.

20 Minutes of Meetings of Association

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

(2) The Chairperson must ensure that the minutes taken of a general meeting or Council meeting under sub-rule 20(1) are checked and signed as correct by the Chairperson of the general meeting or Council meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Council meeting, as the case requires.

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

(a) the general meeting or Council meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments purporting to have been made at the meeting have been validly made.
21 Voting Rights of Members of Association

Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote. Each individual member has a vote as referred to in Rule 5(2).

22 Proxies of Members of Association

A member (in this rule called "the appointing member") may appoint in writing, on the form “Appointment of Proxy” as attached to these Rules, another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

All Appointment of Proxy forms must be signed by the appointing member and lodged with the Secretary before the commencement of the meeting at which it is to be operative.

23 Audit

Unless the Association shall otherwise determine:

(1) There shall be one or more auditors of the Association who shall be elected annually at the Annual General Meeting.

(2) Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts ascertained by the auditor/s who shall not later than fourteen (14) days before the Annual General Meeting in each year audit and report on all accounts and books of the Association and shall at any other time and when required by the Association audit and report on such accounts and books.

(3) All the accounts and books of the Association shall be open to inspection by the auditor/s at all reasonable times.
24 Rules of Association

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 18, 19 and 20 of the Act, which is as follows-

(a) Subject to sub-rule 0(1)(d) and 0(1)(e), the Association may alter its rules by special resolution but not otherwise;

(b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Council certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

(c) An alteration of the rules of the Association does not take effect until sub-rule 0(1)(b) is complied with;

(d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 0(1)(a) to 0(1)(c) are complied with and the approval of the Commissioner is given to the change of name;

(e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 0(1)(a) to 0(1)(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

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

25 Common Seal of Association

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

(2) The common seal of the Association must not be used without the express authority of the Council and every use of that common seal must be recorded in the minute file referred to in rule 20.

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

(4) The common seal of the Association must be kept in the custody of the Business Manager, as per sub-rule 15(3)(d).
26 **Inspection of Records, etc. of Association**

A member may at any reasonable time inspect without charge any financial records and minutes of Council meetings.

27 **Disputes and Mediation**

(1) The grievance procedure set out in this rule applies to disputes under these rules between -
   (a) a member and another member; or
   (b) a member and the Association;

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.

(4) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(5) The mediator, in conducting the mediation, must -
   (a) give the parties to the mediation process every opportunity to be heard;
   (b) allow due consideration by all parties of any written statement submitted by any party; and
   (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(6) The mediator must not determine the dispute.

(7) The mediation must be confidential and without prejudice.

(8) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

28 **Distribution of Surplus Property on Winding Up of Association**

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