

# **Drama Australia**

## **Rules of Association - Constitution**

### **Version 1b-2007**

#### **Name of Association**

1 The name of the Association is:

Drama Australia: The National Association for Drama Education (in these rules referred to as 'Drama Australia')

#### **Definitions**

2 In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Board meeting" means a meeting referred to in rule 15;

"Board member" means person referred to in paragraph (a), (b), (c), (d) or (e) 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 a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"Member Associations" means members of the Association who are themselves Australian state or territory drama and/or theatre education associations

"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:

(i) a majority of Member Associations; and

(ii) by at least three fourths of the votes cast, 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 member associations 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 President" means the President of the Association who shall in accordance with rule 11 usually act as the Chairperson of all meetings of the Association and the Board.

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Board of Management (herein referred to as 'The Board')" means the Committee of Management of the Association referred to in rule 10 (1);

"the Director of Communications" means the Director of Communications referred to in paragraph (c) of rule 10 (1);

"the Director of Finance" means the Director of Finance referred to in paragraph (d) of rule 10 (1);

"the Deputy-Chairperson" means the Deputy-Chairperson referred to in paragraph (b) of rule 10 (1).

"the Drama Australia Liaison Officer" means the person appointed by each Member Association to represent it at meetings and to exercise its voting rights according to rule 19 (1);

"the By-Laws" means those rules and operational practices adopted by the association which shall govern its day to day operation, but which shall not amend, alter or contravene these "Rules of the Association".

### **Objectives of Association**

**3** (1) The objectives of the Association are to provide-

(i) National leadership for drama education by:

- advocating for and supporting teaching and learning of drama in Australia
- liaising with other organisations working in theatre for and by young people
- representing drama educators in national forums
- conducting national conferences of and for drama educators
- initiating and influencing policy in drama, the arts and education

(ii) International leadership in drama and education by representing drama educators internationally

(iii) Projects and Research in Drama and Education by initiating, supporting and undertaking projects and research

(iv) Publications in Drama and Education

(v) Building effective links and strategic partnerships with National Arts Education and Arts Industry bodies

(2) The property and income of the Association shall be applied solely towards the promotion of the objectives 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 objectives.

### **Powers of Association**

**4** 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 any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

### **Qualifications for Member Associations**

**5** (1) Membership of the Association is open to any Australian state and territory drama and theatre education association.

(2) A state or territory association who wishes to become a member must-

- (a) apply for membership to the Board in writing-
  - (i) signed by any person authorised to do so on behalf of the association making application and by any two persons authorised to do so referred to in paragraph (b); and
  - (ii) in such form as the Board from time to time directs; and
- (b) be proposed by one member association and seconded by another member association.

(3) The Board members must consider each application made under sub-rule (2) at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.

(4) An applicant whose application for membership of the Association is rejected under sub-rule (3) must, if they wish to appeal against that decision, give notice to the Director of Communications of their intention to do so within a period of 14 days from the date on which they are advised of the rejection.

(5) When notice is given under sub-rule (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

### **Register of members of Association**

**6** (1) The Director of Communications, 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 Member Associations and their postal or residential addresses and, upon the request of a Member Association, shall make the register available for the inspection of the Member Association and the Member Association 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 register must be so kept and maintained at the Director of Communications place of residence, or at such other place as the members at a general meeting decide.

(3) The Director of Communications must cause the name of an association who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

### **Constituent Member Levy**

7 (1) The Member Associations may from time to time at a general meeting determine the amount of the Constituent Membership Levy.

(2) The Director of Finance must ensure that annually on or before 1 July or such other date as the Board determines, the payment of the Constituent Membership Levy by each Member Association as determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose Constituent Membership Levy is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.

(4) A Member Association exercises all the rights and obligations of a member for the purposes of these rules if their Constituent Membership Levy is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Board allows.

### **Termination of membership of the Association**

8 Membership of the Association may be terminated upon-

- (a) receipt by the Director of Communications or another Board member of a notice in writing from a Member Association of their resignation from the Association. Such Member Association remains liable to pay to the Association the amount of any Constituent Membership Levy due and payable by that Member Association to The Association but unpaid at the date of termination; or
- (b) non-payment by a Member Association of the Constituent Membership Levy within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7 (3);  
or
- (c) expulsion of a Member Association in accordance with rule 9.

### **Suspension or expulsion of Member Associations**

9 (1) If the Board considers that a Member Association should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the Member Association-

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board 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 Board meeting referred to in paragraph (a).

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

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

(4) A Member Association that is suspended or expelled under sub-rule (2) must, if they wish to appeal against that suspension or expulsion, give notice to the Director of Communications of their intention to do so within the period of 14 days referred to in sub-rule (3).

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

- (a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member Association, after having

afforded the Member Association 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 Association who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel them is confirmed under this sub-rule.

### **The Board**

**10** (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Board (Committee of Management) consisting of-

- (a) a President (who shall be the chairperson);
- (b) a Director of Communications (who shall be the deputy chairperson);
- (c) a Director of Finance; and
- (d) not less than three other Directors as outlined in the By Laws,

all of whom must be themselves members of Member Associations.

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

(3) Subject to sub-rule (8), a Board member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Board unless a Member Association has nominated him or her for election 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 election; and
- (c) the seconder (who shall be a Member Association)

to the Director of Communications not less than 7 days before the time on which the annual general meeting concerned is to be held.

(5) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-

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

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

(7) If a vacancy remains on the Board after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

- (a) the Board may appoint a member of a Member Association to fill that vacancy; and
- (b) a member of the Board appointed under this sub-rule will -
  - (i) hold office until the election referred to in sub-rule (2); and
  - (ii) be eligible for election to membership of the Board, at the next following annual general meeting.

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

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

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

(10) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (9).

### **President**

**11** (1) Subject to this rule, the President must preside at all meetings of the Association and Board meetings.

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

- (a) the President, the Deputy-Chairperson; or
- (b) both the President and the Deputy-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 Board meeting of-

- (a) the President, the Deputy-Chairperson; or
- (b) both the President and the Deputy-Chairperson, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

### **Director of Communications**

**12** The Director of Communications must ensure the-

- (a) the co-ordination of the correspondence of the Association;
- (b) the keeping of full and correct minutes of the proceedings of the Board and of the Association;
- (c) the compliance 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 6;
  - (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 Board and persons who are authorised to use the common seal of the Association under rule 22; and
    - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Director of Communications 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 the record but will have no right to remove the record for that purpose;
- (d) the safe and secure custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those

- required by rule 13 to be kept and maintained by, or in the custody of, the Director of Finance; and
- (e) the performance of such other duties as are imposed by these rules on the Director of Communications.

### **Director of Finance**

**13** The Director of Finance must ensure-

- (a) the receipt of all moneys paid to or received by the Association and must ensure the appropriate issue receipts for those moneys in the name of the Association;
- (b) the payment of all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) the appropriate payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board;
- (d) the compliance on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) that whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) the secure custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Director of Finance.

### **Casual vacancies in membership of the Board**

**14** A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Deputy-Chairperson and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
  - (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a member of a Member Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

### **Proceedings of the Board**

**15** (1) The Board must convene for the dispatch of business not less than four times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.

(2) Each Board member has a deliberative vote.

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

(4) At a Board meeting two thirds of Board members constitute a quorum.

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

(6) As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the 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 Board; and
- (b) not take part in any deliberations or decision of the Board with respect to that contract.

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

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

### **General meetings**

**16** (1) The Board-

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 30 days of-
  - (i) receiving a request in writing to do so from not less than two thirds of the Member Associations, convene a special general meeting for the purpose specified in that request; or
  - (ii) the Director of Communications 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 5 (4), convene a 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 Board's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Board.

(2) The Member Association/s making a request referred to in sub-rule (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.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule (1) (c) (i), the Member Association/s who made the request concerned may themselves convene a special general meeting as if they were the Board; or
- (b) in sub-rule (1) (c) (ii), the Member Association/s who gave the notice concerned may themselves convene a special general meeting as if they were the Board.

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

(5) Subject to sub-rule (7), the Director of Communications must give to all Member Associations not less than 14 days notice of a special general meeting and that notice must specify-

- (a) when and where the general meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Director of Communications must give to all Member associations not less than 21 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 Board;
  - (ii) second, the election of Board members to replace outgoing Board members; and
  - (iii) third, any other business requiring consideration by the Association at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Director of Communications must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Director of Communications must give a notice under sub-rule (5), (6) or (7) by-

- (a) sending it by post to a Member Association at the address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post under sub-rule (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.

### **Quorum and proceedings at general meetings**

**17** (1) At a general meeting two thirds of the Member Associations present 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 16 (5) or (6)-

- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

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

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

(4) The President 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 Director of Communications must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

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

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

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

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

### **Minutes of meetings of Association**

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

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

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

- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

**Voting rights**

**19** (1) Subject to these rules, each Member Association represented in person or by proxy at a general meeting is entitled to deliberative votes based upon their own eligible person membership numbers as outlined below:

Eligible Persons	No of Votes
1 – 50	2
50 – 100	4
100 – 200	6
> 200	8

(2) A Member Association shall appoint in writing a person from its own membership to represent it as a Drama Australia Liaison Officer (DALO) at a particular general meeting or at all general meetings, who shall exercise the voting rights on behalf of that Member Association.

(3) An appointment made under sub-rule (2) must be made by a resolution of the Board or other governing body of Member Association concerned-

- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Director of Communications.

(4) At an Annual General Meeting, Special General Meeting or General Meeting of the Association each member of the Board shall exercise one vote in his or her own right.

**Proxies of members of Association**

**20** A Member Association (in this rule called "the appointing member") may appoint in writing another Member Association to be the proxy of the appointing Member Association and to attend, and vote on behalf of the appointing Member Association at, any general meeting.

**Rules of Association**

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

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

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

#### **Common seal of Association**

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

(2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.

(3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Director of Communications and the Director of Finance.

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

#### **Inspection of records, etc. of Association**

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

#### **Disputes and mediation**

**24** (1) The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a Member association and another Member Association; or
- (b) a Member Association and the Association; or
- (c) if the Association provides services to non-members, those non-members who receive services from The Association, and The Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 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 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
  - (i) in the case of a dispute between a Member Association and another Member Association, a person appointed by the Board of the Association;
  - (ii) in the case of a dispute between a Member Association or relevant non-member group (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A natural person appointed by a Member Association can be a mediator.

(6) The mediator cannot be in anyway a party to the dispute.

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

(8) The mediator, in conducting the mediation, must-

- (a) give the partes 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.

(9) The mediator must not determine the dispute.

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

(11) 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.

#### **The By-Laws**

**25** (1) By-Laws for giving effect to these Rules may be made, rescinded or altered by a duly constituted Meeting of the Association.

(2) These By-Laws shall not amend, alter or contravene the “Rules of the Association” or the Act under which these rules are governed.

#### **Distribution of surplus property on winding up of Association**

**26** 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.