

CARNARVON RANGELANDS BIOSECURITY

ASSOCIATION (INC).



IARN: A1013945D

CONSTITUTION

(Amended and lodged May 2019)
(Amended and lodged October 2022)

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1. NAME OF ASSOCIATION

The name of the Association is the **CARNARVON RANGELANDS BIOSECURITY ASSOCIATION** (Inc.).

2. DEFINITIONS

In these rules, unless the contrary intention appears-

“Annual general meeting” is the meeting convened under paragraph (b) of rule 15 (1);

“Associate member” is a person appointed to the Association in accordance with rule 5(1)(b);

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

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

“Declared pest rate” means a rate determined under section 130(1) of the *Biosecurity and Agriculture Management Act 2007*.”

“Financial year” means a period not exceeding 15 months fixed by the Management Committee, 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;

“Management Committee meeting” means a meeting referred to in rule 14;

“Management Committee member” means person referred to in paragraph (a), (b), (c), or (d) of rule 10 (1);

“Member” means member of the Association and includes both full and associate members who are the Authorised person for their managed lands, unless otherwise stipulated;

“Minister” means the Minister administering the *Biosecurity and Agriculture Management Act 2007*;

“Ordinary resolution” means resolution other than a special resolution;

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

“Public authority” has the meaning given to that term in the *Biosecurity and Agriculture Management Act 2007*;

“Rate” has the meaning given to that term in the *Biosecurity and Agriculture Management Act 2007*;

“Rate Amounts” has the meaning given to that term in the *Biosecurity and Agriculture Management Act 2007*;

“Ratepayer” means an owner or occupier of land within the Area, in respect of which, a Declared Pest Rate has been assessed by the Commissioner of State Revenue as being payable;

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

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

“Special resolution” has the meaning given by section 24 of the *Associations Incorporation Act (2015)*, 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 2015*, unless otherwise stated;

“The Area” means the municipal districts of Exmouth, Carnarvon, Upper Gascoyne, Murchison, Shark Bay in their entirety, and such other portions of adjoining municipal districts which the Association may from time to time agree to service;

“The Association” means the Association referred to in rule 1;

“The Chairperson” means-

- (a) in relation to the proceedings at a Management Committee meeting or General Meeting, the person presiding in accordance with rule 11; or

(b) otherwise, then in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

“The Commissioner” has the meaning given to that term in the *Associations Incorporation Act 2015*;

“The Committee or Management Committee” means the Committee of Management of the Association referred to in rule 10 (1);

“The Secretary/Treasurer” means the Secretary/Treasurer" referred to in paragraph (c) of rule 10 (1);

“The Vice-Chairperson” means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

3. OBJECTS OF ASSOCIATION

The objects of the Association are to-

- to foster the control, of declared pests throughout the Area, via the formulation, implementation, and review of appropriate management plans and programs;
- to encourage integration, coordination, and general collaboration of all Area stakeholders in pest management matters;
- to promote the adoption of sound biosecurity practices throughout the Area generally;
- the association is not for profit.

4. POWERS OF ASSOCIATION

4.1 The powers conferred on the Association are the same as those conferred by section 13 of the *Associations Incorporation Act (2015)* so that, subject to that 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. 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 that as a trustee, would contravene the *Association Incorporation Act (2015)* or the rules of the Association.

4.2 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.

5. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

5.1 Membership:

a. **Full Membership:**

Full membership of the Association is open to individuals who own or occupy a Pastoral Lease within the CRBA designated area, and subject to rule 19.3, or likely to be issued a declared pest rate notice, or a responsibility to manage pests.

b. **Associate Membership:**

Subject to rules 5.2 and 19.3, associate membership of the Association is available to legal organisation that controls or manages land within the CRBA region, or that are

conducting significant activities on lands within the region. Representation by an authorised person.

- 5.2 A public authority or other corporate body wishing to become an association member must:
- a. apply to the Management Committee in such form as the Management Committee from time to time directs; and
 - b. be proposed by one full member and seconded by another full member.

5.3 The Management Committee members must consider each application made under rule 5.2 at a Management Committee meeting and must at the Management Committee meeting or the next Management Committee meeting accept or reject that application.

5.4 To be accepted, an application for associate membership must be supported by 75% or more of the Management Committee members.

5.5 An applicant whose application for membership of the Association is rejected under rule 5.3 must, if the applicant wishes to appeal against that decision, give notice to the Secretary/Treasurer of intention to do so within a period of 14 days from the date he or she is advised of the rejection.

5.6 When notice is given under rule 5.5, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Management Committee 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.

6. REGISTER OF MEMBERS OF ASSOCIATION

6.1 The Secretary/Treasurer, or another person authorised by the committee, on behalf of the Association, must comply with section 27 of the *Association Incorporation Act (2015)* by keeping and maintaining in an up-to-date condition, a register of the members must contain:

- a. the full name of each member;
- b. pastoral property name
- c. a contact postal address or residential address of each member;
- d. email address of each member, where available;
- e. the membership status (full / associate);
- f. the date the which the person became a member; and
- g. the date and reason a person cease to be a member.

6.2 The register must be kept at the Secretary/Treasurer's , or another person authorised by the committee, place of residence or at such other place as the Management Committee determines.

6.3 At the request of a member of the association, subject to the provision of a statutory declaration setting out the purpose for which the copy of the members register is required and payment of a fee that complies with Sections 56 of the *Associations Incorporation Act*

(2015), shall provide the member with a copy of the register. Upon the request of any member of the Association, the Secretary/Treasurer shall make the register available for the inspection of that 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.

- 6.4 The Secretary/Treasurer or another authorised person by the committee must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in rule 6.1.
- 6.5 The Association or any Member must not use or disclose the information on the Register of Members for purposes that does not relate to the affairs of, and in support of the Association, and in meeting the requirements of section 55 of the Act. For the purpose of clarity, this includes:
- a. to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - b. to contact, send material to the Association or a Member for the purpose of advertising, or for political, religious, charitable or commercial purposes; or
 - c. for any other purpose that is not:
 - i. directly connected with the affairs of the Association; or
 - ii. related to administering the Act.

7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

No subscriptions shall be charged by the Association.

8. LAPSING / TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- 8.1 In accordance with rule 5.1, full membership of the Association is automatically granted for 12 months from the date of issue of the relevant Declared Pest Rate assessment. If the DPR assessment remains unpaid within 12 months of its issue date, the membership of that individual or entity temporarily lapses until such time as the assessment is paid, and during this “in-between” period, that individual / entity temporarily forfeits their right to vote on any/all Association matters.
- 8.2 A member who delivers written notice of their resignation from the Association to the Secretary/Treasurer or another authorised person by the committee immediately ceases to be a member of the Association upon that delivery. A member may also be expelled from the Association in accordance with rule 9.
- 8.3 A person ceases to be a committee member if the person:
- a. dies or otherwise ceases to be a member; or
 - b. resigns from the committee or is removed from office under rule 32; or
 - c. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - d. becomes permanently unable to act as a committee member because of a mental or physical disability; or
 - e. fails to physically attend in person 3 consecutive Committee meetings, of which the person has been given notice. Proxies are not acceptable as physical attendance.

9. SUSPENSION OR EXCLUSION OF MEMBERS OF ASSOCIATION

- 9.1 If the Management Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Management Committee must communicate, either orally or in writing, to the member;
- a. notice of the proposed suspension or expulsion and of the time, date and place of the Management Committee 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 Management Committee meeting referred to in paragraph (a).
- 9.2 At the Management Committee meeting referred to in a notice communicated under rule 9.1, the Management Committee may, having afforded the member concerned a reasonable opportunity to be heard, or to make representations in writing, 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.
- 9.3 Subject to 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 rule 9.2.
- 9.4 A member who is suspended or expelled under rule 9.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary/Treasurer of his or her intention to do so within the period of 14 days referred to in rule 9.3.
- 9.5 When notice is given under rule 9.4-
- a. the Association, in a general meeting, must either confirm or set aside the decision of the Management Committee 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 representation 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 Management Committee to suspend or expel him or her is confirmed under this rule.

10. COMMITTEE OF MANAGEMENT

- 10.1 Subject to rule 10.9, Subject to rule 10.9, the affairs of the Association will be managed exclusively by a Management Committee consisting of-
- a. a Chairperson;
 - b. a Vice-Chairperson;
 - c. a Secretary/Treasurer; and
 - d. not less than four and not more than eight other persons.
- The Offices of Chairperson, Vice-Chairperson and Secretary / Treasurer must all be held by a full member of the Association. Remaining positions on the Management Committee may be filled by full members or associate members.

- 10.2 Management Committee members must be elected to membership of the Committee at an Annual General Meeting or appointed under rule 10.8. Elections shall appoint persons/entities to Management Committee in a general sense, but not to specific Committee Offices. The latter will be resolved via the operation of rule 10.9. Elections to the Management Committee shall be structured in such a way as to ensure that (a) as far as is possible, each of the municipal districts of Exmouth, Carnarvon, Upper Gascoyne, Murchison, Shark Bay is fairly represented and (b), the Committee in its entirety is not simultaneously comprised of more than four associate members.
- 10.3 Subject to rule 10.8, the term of a Management Committee member will be up to four years from his or her election at an Annual General Meeting but he or she is then eligible for re-election to serve further terms on the Management Committee. The terms of all full members serving on the Management Committee will be arranged so that, as near as possible, one-half of their number shall expire every two years.
- 10.4 Except for nominees under rule 10.7, a person is not eligible for election to membership of the Management Committee unless a member 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, to the Secretary/Treasurer or another authorised person by the committee not less than 7 days before the day on which the Annual General Meeting concerned is to be held.
- 10.5 A person who is eligible for election or re-election under this rule may-
- a. propose or second himself or herself for election or re-election; and
 - b. vote for himself or herself.
- 10.6 If the number of persons nominated in accordance with rule 10.4 for election to membership of the Management Committee does not exceed the number of vacancies in that membership to be filled-
- a. the Secretary/Treasurer or another authorised person by the committee must report accordingly to; and
 - b. the Chairperson must declare those persons to be duly elected as members of the Management Committee at, the Annual General Meeting concerned.
- 10.7 If vacancies remain on the Management Committee after the declaration under rule 10.6, additional nominations of Management Committee members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Management Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Management Committee, elections for those positions must be conducted.

- 10.8 If a vacancy remains on the Management Committee after the application of rule 10.7, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Management Committee-
- a. the Management Committee may appoint a member to fill that vacancy; and
 - b. a member appointed under this sub rule will-
 - i. hold office until the election referred to in rule 10.2; and
 - ii. be eligible for election to membership of the Management Committee, at the next following Annual General Meeting.
- 10.9 Once initial appointments to the Management Committee have been finalised by the operation of this section, the appointed Management Committee shall vote to select from among their number, a Chairperson, Vice-Chairperson and Secretary/Treasurer.
- 10.10 The Association in General Meeting may, by resolution, remove any member of the Management Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- 10.11 Where the member to whom a proposed resolution referred to in rule 10.10 makes representations in writing to the Secretary/Treasurer or Chairperson or another authorised person by the committee of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Chairperson or the Secretary may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.
- 10.12 The Management Committee may delegate, in writing, to one to more sub-committees (consisting of such member/members of the association as the Management Committee thinks fit) the exercise of such functions of the Management Committee as are specified in the delegation other than-
- a. the power of delegation; and
 - b. a function which is duty imposed on the Management Committee by the *Associations Incorporation Act (2015)* or any other law.
- 10.13 Any delegation under rule 10.12 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 Management Committee may continue to exercise any function delegated.
- 10.14 The Management Committee may at any time, in writing, revoke wholly or in part, any delegation made under rule 10.12
- 10.15 The Association in General Meeting may, by resolution, agree to remunerate any or all members of the Management Committee at such rates as the Association from time to time deems to be appropriate.

11. CHAIRPERSON AND VICE CHAIRPERSON

- 11.1 Subject to rules 11.2 and 11.3, the Chairperson must preside at all general meetings and Management Committee meetings.
- 11.2 In the event of the Chairperson's absence from a general meeting, the Vice-Chairperson must preside at that general meeting. In the event that both the Chairperson and the Vice-Chairperson are simultaneously absent from a general meeting, a member elected by the other members present at the general meeting must preside at that meeting.
- 11.3 In the event of the Chairperson's absence from a committee meeting, the Vice-Chairperson must preside at that meeting. In the event that both the Chairperson and the Vice-Chairperson are simultaneously absent from a committee meeting, a committee member elected by the other Management Committee members present must preside at that meeting.

12. RESPONSIBILITIES OF THE SECRETARY/TREASURER

(Or another authorised person by the committee)

- 12.1 On behalf of the Association's membership, the Secretary/Treasurer or another person authorised by the committee, must ensure that-
- a. the correspondence of the Association is dealt with in a timely and professional manner;
 - b. keep full and correct minutes of the proceedings of the Management Committee and of the Association;
 - c. comply on behalf of the Association with-
 - i. section 53 of the *Associations Incorporation Act (2015)* with respect to the register of members of the Association, as referred to in rule 6;
 - ii. section 35(1) of the *Associations Incorporation Act (2015)* 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, making those rules available for the inspection of the member, and if required, allowing the member to make a copy of or take an extract from the rules but ensuring that they do not remove the rules for that purpose;
 - iii. section 36(1)(b) of the *Associations Incorporation Act (2015)* by giving to each person who becomes a member of the association a copy of the rules as in force when membership commenced;
 - iv. section 58(2) of the *Associations Incorporation Act (2015)* by maintaining a record of-
 - a) the names and residential or postal addresses or email 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 Management Committee and persons who are authorised to use the common seal of the Association under rule 21; and
 - b) the names and residential or postal addresses or email addresses of any persons who are appointed or act as trustees on behalf of the Association; and
 - c) the Secretary/Treasurer or another authorised person by the committee, 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; and
- d. unless the members resolve otherwise at a general meeting, they retain physical custody of all books, documents, records and registers of the Association;
 - e. be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
 - f. pay all moneys referred to in paragraph (e) into such account or accounts of the Association as the Management Committee may from time to time direct;
 - g. make payments from the funds of the Association that have been rectified by the Management Committee and, in so doing ensure that all cheques/electronic payment vouchers are signed by himself or herself and at least on other authorised Management Committee member, or by any two others as are authorised by the management committee;
 - h. the Associations strict compliance with sections 66 and 67 of the *Associations Incorporation Act (2015)* 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 Associations 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.
 - i. whenever directed to do so by the Chairperson, they submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction;
 - j. unless the members resolve otherwise at a General Meeting, maintain custody of all securities, books and documents of a financial nature and accounting records of the Association;
 - k. the Association's Chairperson and Vice-Chairperson are kept informed of any material matters which come to the attention of the Secretary/Treasury or another authorised person by the committee during the discharge of their day-to-day functions;
 - l. they perform such other duties as are imposed by these rules on the Secretary/Treasurer or another authorised person by the committee.

13.CASUAL VACANCIES IN MEMBERSHIP OF MANAGEMENT COMMITTEE

- 13.1 A casual vacancy occurs in the office of a Management Committee member and that office becomes vacant if the Management Committee member-
- a. dies;
 - b. resigns by notice in writing delivered to the Chairperson (or, if the Management Committee member is the Chairperson, to the Vice-Chairperson) and that resignation is accepted by resolution of the Management Committee;

- c. is convicted of an offence as specified in Section 39 of the *Associations Incorporation Act (2015)*;
- d. is permanently incapacitated by mental or physical ill-health;
- e. is absent from more than-
 - i. 3 consecutive Management Committee meetings; or
 - ii. 3 Management Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Management Committee meetings of which meetings the member received notice, and the Management Committee has resolved to declare the office vacant;
- f. ceases to be a member of the Association; or
- g. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Management Committee member.

14.PROCEEDINGS OF MANAGEMENT COMMITTEE

- 14.1 The Management Committee must meet together for the dispatch of business not less than twice in each year. The Chairperson, or at least half the members of the Management Committee, may at any time convene a meeting of the Management Committee.
- 14.2 Each Management Committee member has a deliberative vote, except those associate members forming part of the Management Committee cannot vote on matters relating to the imposition of a Declared Pest Rate.
- 14.3 A question arising at a Management Committee meeting must be decided by a majority of votes, but, if a majority is physically impossible due to an even number of voting members being present and equally divided on a given issue, the person presiding at the Management Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 14.4 At a Management Committee meeting, half of the total number of Management Committee members plus one constitutes a quorum.
- 14.5 Subject to these rules, the procedure and order of business to be followed at a Management Committee meeting must be determined by the Management Committee members present at that meeting.
- 14.6 As required under section 42 of the *Associations Incorporation Act (2015)*, a Management Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Management Committee 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 Management Committee; and
 - b. not take part in any deliberations or decision of the Management Committee with respect to that contract.

- 14.7 Rule 14.6 (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Management Committee is an employee of the Association.
- 14.8 The Secretary/Treasurer or another authorised person by the committee must cause every disclosure made under rule 14.6 (a) by a member of the Management Committee to be recorded in the minutes of the meeting of the Management Committee meeting at which it is made.
- 14.9 A Management Committee meeting can be held by the getting together in person or via electronic means including teleconferences, video-conferences, or the use of group emails for decision making by the Management Committee.
- a. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee; and
 - b. not take part in any deliberations or decision of the Management Committee with respect to that contract.

15. GENERAL MEETINGS

- 15.1 The Management Committee-
- 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 50 of the *Associations Incorporation Act (2015)*; that is, in every calendar year within 6 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 (subject to the Commissioner's endorsement), except for the first Annual General Meeting which may be held at any time within 18 months after information; and
 - c. must. Within 30 days of-
 - i. receiving a request in writing to do so from not less than five members, convene a Special General Meeting for the purpose specified in that request; or
 - ii. the Secretary/Treasurer or another authorised person by the committee 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 5.5, 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 Management Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Management Committee.
- 15.2 The members making a request referred to in rule 15.1 (c)(i) must-
- a. state in that request the purpose for which the special general meeting concerned is required; and
 - b. sign that request.
- 15.3 If a special general meeting is not convened within the relevant period of 30 days referred to-

- a. in rule 15.1 (c) (i), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Management Committee; or
 - b. in rule 15.1 (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 Management Committee.
- 15.4 When a Special General Meeting is convened under rule 15.3 (a) or (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 15.5 Subject to rule 15.7, the Secretary/Treasurer or another authorised person by the committee must give to all members not less than 21 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.
- 15.6 Subject to rule 15.7, the Secretary/Treasurer or another authorised person by the committee must give to all members 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; and
 - 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 Management Committee;
 - ii. second, the election of Management Committee members to replace outgoing Management Committee members; and
 - iii. third, any other business requiring consideration by the Association at the general meeting.
- 15.7 A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary/Treasurer or another authorised person by the committee 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 rule 15.5 or 15.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 15.8 The Secretary/Treasurer or another authorised person by the committee must give a notice under rule 15.5, 15.6 or 15.7 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 6.
- 15.9 When a notice is sent by post under rule 15.8 (b), sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail. When a notice is sent by email the notice will be deemed to be properly affected if the sent email address corresponds with that in the register of members.

16. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 16.1 At a General Meeting, five members (or their properly appointed proxies) present in person or via telephone/video link constitute a quorum.
- 16.2 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 15.5 or 15.6-
- a. As a result of a request or notice referred to in rule 15.1 (c) or as a result of action taken under rule 15.3 a quorum is not present, the General Meeting lapses; or
 - b. Otherwise, that 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.
- 16.3 If within 30 minutes of the time appointed by rule 16.2 (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.
- 16.4 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.
- 16.5 There must not be transacted at a General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 16.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary/Treasurer or another authorised person by the committee must give notice under rule 15 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 16.7 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 rule 16.9; and
 - b. a special resolution put to the vote will be decided in accordance with section 24 of the *Associations Inspiration Act (2015)* as defined in rule 2, and, if a poll is demanded, in accordance with rules 16.9 and 16.11.
- 16.8 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 rule 16.9.
- 16.9 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.

- 16.10 If a poll is demanded and taken under rule 16.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 16.11 A poll demanded under rule 16.9 must be taken immediately on that demand being made.
- 16.12 From time-to-time other interested parties who are not members of the Association may attend meetings by invitation of the Management Committee and participate in discussions related to the business of the Association but shall have no capacity to vote on any deliberations.

17. MINUTES OF MEETINGS OF ASSOCIATION

- 17.1 The Secretary/Treasurer or another authorised person by the committee must cause proper minutes of all proceedings of all General Meetings and Management Committee meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Management Committee meeting, as the case requires, in a minute book kept for that purpose.
- 17.2 The Chairperson must ensure that the minutes taken of a General Meeting or Management Committee meeting under rule 17.1 are checked and signed as correct by the Chairperson of the General Meeting or Management Committee meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Management Committee meeting, as the case requires.
- 17.3 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 Management Committee meeting to which they relate (in the 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.

18. VOTING RIGHTS OR MEMBERS OF ASSOCIATION

- 18.1 Full members are entitled to vote on any given issue to be decided at a general or special meeting, but only one deliberative vote is available to each full member.
- 18.2 Associate members are entitled to vote on any given issue to be decided at a meeting of the Association, **except** those matters relevant to the setting of a Declared Pest Rate to apply within the Area. Each associate member has only the one deliberative vote per issue for which they are eligible to vote.
- 18.3 Every member not being a natural person (i.e., joint owners, an unincorporated partnership, incorporated body or other form of business structure, public authority etc.) must appoint in writing a natural person, to represent it in its dealings with the Association. The natural person so appointed does not have to be a member in their own right.

- 18.4 An appointment made under rule 18.3 must be made by a resolution of the governing board, if one applies, or otherwise by an authorised senior representative of the business structure concerned - resolutions of any governing Board shall be authenticated under the common seal of that body corporate. In every case, a copy of the resolution / instrument of appointment is to be lodged with the Secretary/Treasurer.
- 18.5 A natural person appointed under rule 18.3 is deemed for all purposes to be a member and to enjoy all privileges accruing to the appointing body, for the duration of the period specified in the relevant instrument of appointment.

19. PROXIES OF MEMBERS OF ASSOCIATION

- 19.1 A member (in this rule called "the appointing member") may appoint in writing another natural person to be their proxy and to attend, and vote on their behalf, at any General or Special Meeting of the Association. The proxy so appointed does not necessarily have to be a member of the Association, but to be accepted, before the commencement of the meeting concerned, all proxies must have first presented written evidence of their appointment to the presiding Chairperson, using the form approved by the Management Committee for this purpose.
- 19.2 A given proxy may represent any number of absent members simultaneously.
- 19.3 Proxies may only vote in accordance with their appointing member(s) instructions, as documented on their official instrument of appointment.
- 19.4 The Secretary/Treasurer or another authorised person by the committee shall cause all instruments of proxy appointments lodged with the presiding Chairperson to be affixed to, and filed with, the official Minutes of the meeting concerned.

20. RULES OF ASSOCIATIONS

- 20.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31, 32 and 33 of the *Associations Incorporation Act (2015)*, which is as follows-
- a. Subject to rule 20.1 (d) and 20.1 € , 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 Management Committee 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 the *Associations Incorporation Act (2015)*;
 - c. An alteration of the rules of the Association does not take effect until rule 20.1 (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 rules 20.1 (a) to 20.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes;
- 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 rules 20.1 (a) to 20.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

20.2 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.

21.COMMON SEAL OF ASSOCIATION

- 21.1 The Association must have a common seal on which its corporate names appear in edible.
- 21.2 The common seal of the Association must not be used without the express authority of the Management Committee and every use of that common seal must be recorded in the minute book referred to in rule 17.
- 21.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, Vice-Chairperson, and the Secretary/Treasurer.
- 21.4 The common seal of the Association must be kept in the custody of the Secretary/Treasurer or of such other person as the Management Committee from time to time decides.

22.INSPECTION OF RECORDS, ETC. OF ASSOCIATION

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

23.DISPUTES AND MEDIATION

- 23.1 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; or
 - c. if the Association provides services to non-members, those non-members who received services from the Association, and the Association.
- 23.2 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.
- 23.3 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.
- 23.4 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 and another member, a person appointed by the Management Committee of the Association;
 - ii. in the case of a dispute between a member or relevant non-member (as defined by rule 23.1 (c)) and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.

23.5 A member of the Association can be a mediator.

23.6 The mediator cannot be a member who is a party to the dispute.

23.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

23.8 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.

23.9 The mediator must not determine the dispute.

23.10 The mediation must be confidential and without prejudice.

23.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the *Associations Incorporation Act (2015)* or otherwise at law.

24.DISTRIBUTIONS OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

24.1 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. Rather, the surplus property must be given or transferred to another association incorporated under the *Associations Incorporation Act (2015)* 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.

25.NON-PROFIT ASSOCIATION

25.1 The assets and income of the Association shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.