

# **RULES OF ASSOCIATION**

## **1 NAME OF ASSOCIATION**

The name of the Association is Artrinsic Inc. (known as and hereinafter referred to as “Artrinsic”).

## **2 DEFINITIONS**

In these Rules, unless the contrary intention appears:

“**The Act**” means the Associations Incorporation Act 1987 (WA);

“**Annual General Meeting**” is the meeting convened under Rule 16, paragraph 1(b);

“**Art**” includes but is not limited to, creativity in the fields of visual arts and in particular, but not limited to painting and portraiture;

“**Artist**” means a person engaged in the practice of creating Art;

“**The Association**” means the Association referred to in Rule 1 herein;

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

“**The Executive Board**” means the board of management of the Association referred to in Rule 9 (1);

“**Executive Board Meeting**” means a meeting referred to in Rule 15 (1);

“**Executive Board Member**” means a person referred to in Rule 9 (1) (a) to (c);

“**Financial Year**” has the meaning given by Section 3 (1) of the Act, a reference in that Section to:

- (a) an incorporated association or the association being construed as a reference to the Association; and
- (b) the Executive Board being construed as a reference to the Executive Board;

**“General Meeting”** means meeting convened under Rule 16;

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

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

**“The President”** means:

- (a) In relation to the proceedings at an Executive Board Meeting or general meeting, the person presiding at that meeting in accordance with Rule 11;  
or
- (b) Otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 11 or, if that person is unavailable to perform his or her functions, the Vice President;

**“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, which is: a resolution is a special resolution if it is passed by a majority of not less than three-quarters 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 three members of the Association present in person or, where proxies are allowed, by proxy. If a poll is held, a declaration by the persons presiding as to the result of a poll is evidence of the matter so declared;

**“The Secretary”** means the Secretary referred to in Rule 12;

“**The Treasurer**” means the treasurer referred to in Rule 13;

“**The Vice President**” means the vice President referred to in Rule 11.

### **3 OBJECTS OF THE ASSOCIATION**

**1** The objects of the Association are:

- (a) To provide a forum in which Artists can showcase their work and contribute to the culture of Western Australia;
- (b) To focus attention on Artists and in particular Western Australian Artists;
- (c) To promote the work of Artists and in particular the work of Western Australian Artists, within Western Australia, Australia and Internationally;
- (d) To develop lasting and sustainable relationships between Artists, corporations, institutions and the community as a whole for their mutual benefit and the benefit of society as a whole;
- (e) To foster and stimulate the growth of culture, Art and Artists in Western Australia;
- (f) To encourage community, public and private sector investment into Art and Artists so as to contribute to the social, cultural and economic development of Western Australia;
- (g) To establish, promote, manage and maintain an Art prize for portraiture of statewide, national and international merit and standard;
- (h) To celebrate and encourage a multiplicity of perspectives of interpretation of the world through Art.

**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 the Members, except in good faith in the promotion of those Objects.

#### **4 POWERS OF ASSOCIATION**

The powers conferred on the Association by Section 13 of the Act are subject to the following additions, exclusions or modifications:

- (a) acquire, hold, deal with and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money as trust funds may be invested under *The Trustees Act 1962* or in any manner authorised by the Executive Board;
- (d) borrow money upon such terms and conditions as the Executive Board thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Executive Board 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;
- (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 the Act or the Rules of the Association; and
- (i) may do all things necessary or convenient for carrying out the objects and purposes of the Association.

#### **5 QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION**

- 1 Membership of the Association is open to all persons who apply in such form and manner as determined by the Executive Board from time to time and who pay the appropriate membership fee. The Executive Board determines membership fees, which may vary from time to time.
- 2 A person who wishes to become a Member shall apply for membership to the Secretary in writing signed by that person or in such format as the Executive Board from time to time directs.

- 3 Any application under Sub Rule 2 shall be considered by a subcommittee of the Executive Board which subcommittee will make a recommendation to the Executive Board who shall accept or reject that application in their sole discretion and without providing any reasons for accepting or rejecting any application to the applicant or any other person.
- 4 Memberships are not transferable and expire after a period of 12 calendar months unless the Board determines otherwise, with all membership fees due upon application for or renewal of membership.
- 5 Any member whose renewal subscription is not fully paid within 2 weeks upon becoming due ceases on that date to be a member. Any person ceasing to be a member because of the operation of this this sub-rule 5 may reapply for membership but be subject to all provisions of sub rules 1 to 5 inclusive of this Rule 5.

### **Classes of Membership**

- 6 A person wishing to apply as a member must apply under one of the following classes:
  - (a) Honorary Member;
  - (b) Artist Member;
  - (c) Supporter Member.

### **Honorary Member**

- 7 An Honorary Member may only be made by conferral by a majority vote of the Executive Board where an individual is deemed worthy of such honour because of that individuals service, achievements or meritorious service to the Objects of Artrinsic. The Executive Board may confer such number of Honorary Memberships in each calendar year as the Executive Board sees fit, however the intent is to confer them only to the most worthy individuals and an Honorary

Membership ceases upon the death of the member or resignation from the Association.

### **Artist Member**

- 8 Artist Member status may be conferred on a person who applies as a member of the Association and who it is decided by the Board is an active and practising Artist.

### **Supporter Member**

- 9 A Supporter Member is a person or institution who wishes to be involved in the promotion of the objects of Artrinsic or who is interested in and encourages the objects of Artrinsic but does not qualify for the class of Honorary or Artist membership.

- 10 The Executive Board may from time to time at its sole discretion decide to reduce or waive the subscription fees payable by any member or prospective member should the circumstances warrant it.

- 11 All members are entitled to vote at general meetings provided a member has been a member for at least 2 calendar months prior to the conduct of a general meeting.

## **6 REGISTER OF MEMBERS OF ASSOCIATION**

- 1 The Secretary shall on behalf of the Association keep and maintain the Register of Members in accordance with Section 27 of the Act and that Register shall be so kept and maintained at his or her place of residence or such other place as the Executive Board decides.
- 2 The Secretary shall cause the name of a person who dies or who ceases to be a Member under Rule 5 (5), Rule 7 (1) or Rule 8 (1) to be deleted from the Register of Members referred to in Sub-Rule 1 of Rule 6.

## **7 RESIGNATION OF MEMBERS OF ASSOCIATION**

- 1 A Member who delivers Notice in writing of his or her resignation from the Association to the Secretary or another Executive Board Member ceases on that delivery to be a Member.
- 2 A person who ceases to be a Member under Rule 7 Sub-Rule 1 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

## **8 EXPULSION OF MEMBERS OF ASSOCIATION**

- 1 If the Executive Board considers that a Member should be expelled from Membership of the Association because his, her or its conduct is detrimental to the interests of the Association, the Executive Board shall communicate, either orally or in writing, to the Member:
  - (a) notice of the proposed expulsion and of the time, date and place of the Executive Board Meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct;

not less than 30 days before the date of the Executive Board Meeting referred to in paragraph (a) herein.
2. At the Executive Board Meeting referred to in a Notice communicated under Rule 8 Sub-Rule 1, the Executive Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive Board, expel or decline to expel that Member from membership of the Association and shall, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.
3. Subject to Sub-Rule 5 of Rule 8, a Member who is expelled under Sub-Rule 2 of Rule 9 from membership of the Association ceases to be a Member fourteen days after the day on which the decision

so to expel him or her is communicated to him or her under Sub-Rule 2 herein.

4. A Member who is expelled under Sub-Rule 2 of Rule 8 from membership of the Association shall, if he, she or it wishes to appeal against that expulsion, give notice to the Secretary of his, her or its intention to do so within the period of fourteen days referred to in Sub-Rule 3 of Rule 8.
5. When Notice is given under Sub-Rule 4 of Rule 8:
  - (a) The Association in a General Meeting may 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, confirm or set aside the decision of the Executive Board to expel that Member, and
  - (b) The Member who gave that Notice does not cease to be a Member unless and until the decision of the Executive Board to expel him, her or it is confirmed under this Sub-Rule.

## **9 EXECUTIVE BOARD**

- 1 The management of Artrinsic and the affairs of the Association shall be managed exclusively by an Executive Board and Executive Director (where so engaged by the Executive Board). The Executive Board shall consist of no more than 9 members and not less than 5 members, comprising:
  - (a) 2 elected members who are Artist Members (“Elected Board Members”);
  - (b) A minimum of 3 and not more than 7 selected Honorary, Artist or Supporter Members with specific expertise and qualifications relevant to the management of the Association, including, but not limited to:

- (i) the creative industries;
  - (ii) law;
  - (iii) finance, business and management; and
  - (iv) marketing and sponsorship
- ("Selected Board Members").

- 2 Selected Board Members referred to in Sub-Rule 1 (b) herein must be elected to membership of the Executive Board by a majority vote of the Executive Board at an Executive Board Meeting.
- 3 Elected Board Members referred to in Sub-Rule 1 (a) must be Artist Members firstly who are secondly elected to the membership of the Executive Board by the members of the Association at a general meeting or appointed under Sub-Rule 8.
- 4 Subject to Sub-Rule 8, an Executive Board Member's term will be 1 year from his or her election, but he or she is eligible for re-election to membership of the Executive Board for two further consecutive terms. If an Executive Board Member has served four consecutive 1 year terms, that Member may not stand for election for a fifth consecutive term in the same capacity, but may stand for re-election after 2 years have elapsed.
- 5 Nothing in Sub-Rule 4 shall operate to prevent an Executive Board Member from serving a further four consecutive 1 year terms in a different capacity to that in which he or she had previously served.
- 6 Except for nominees under Sub-Rule 8, a person is not entitled for election to membership of the Executive Board as an Elected Board Member referred to in Sub-Rule 1 (a) 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 by the date specified by the Secretary.

7 A person who is eligible for election or re-election under this rule as an Elected Board Member referred to in Sub-Rule 1 (a) may:

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

8 If the number of persons nominated in accordance with Sub-Rule 6 for election to membership of the Executive Board does not exceed the number of vacancies in that Membership to be filled:

- (a) the Secretary must report according to; and
- (b) the President must declare those persons to be duly elected as Members of the Executive Board at;

the Annual General Meeting.

9 If a vacancy remains on the Executive Board after the application of Sub-Rule 8, or when a casual vacancy within the meaning of Rule 14 occurs in the membership of the Executive Board:

- (a) the Executive Board may appoint a Member who is a member of the Association to fill that vacancy; and
- (b) a member appointed under this Sub-Rule will:
  - (i) hold office until the election referred to in Sub-Rule 3; and
  - (ii) be eligible for election to membership of the Executive Board,

at the next following general meeting.

- 10 The Executive Board may employ staff to assist with the administration of the Association at their sole discretion for all reasonable purposes.
- 11 The Executive Board may delegate, in writing, to one or more employees or sub-committees (consisting of such Member or Members of the Association as the Executive Board thinks fit) the exercise of such functions of the Executive Board as are specified in the delegation other than:
  - (a) the power of delegation; and
  - (b) a function which is duly imposed on the Executive Board by the Act or any other law.
- 12 Any delegation under Sub-Rule 11 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 Executive Board may continue to exercise any function delegated.
- 13 The Executive Board may, in writing, revoke wholly or in part any delegation under Sub-Rule 11.

## **10 EXECUTIVE DIRECTOR**

- 1 The Executive Director, if so engaged or appointed by the Executive Board at the sole discretion of the Executive Board, is an employee of the Association.
- 2 The Executive Director has the general power to make decisions on all matters relating to the operational management, organisation and administration of the Association in accordance with the Act, and the objectives of the Association and any other delegation or task from the Executive Board from time to time.

- 3 Without limiting the general power of the Executive Director, the functions and responsibilities of the Executive Director include, but are not limited to:
- (a) ensuring the operational organisation and activities of Artrinsic are conducted in accordance with the objectives and best interests of Artrinsic;
  - (b) hiring, removing and managing staff and determining work priorities;
  - (c) monitoring and controlling finances;
  - (d) assisting and providing advice to the Executive Board as required and as necessary;
  - (e) assisting the Treasurer in preparation of financial statements as required;
  - (f) assisting the auditor as required by the auditor;
  - (g) spearheading the well running of Artrinsic.

## **11 PRESIDENT AND VICE PRESIDENT**

- 1 Subject to this Rule, the President, or in his or her absence, the Vice President, must preside at all general meetings and Executive Board meetings.
- 2 In the event of the absence from the general meeting of both the President and the Vice President, a voting Member elected by the other voting Members present at the General Meeting, must preside at the General Meeting.
- 3 In the event of the absence from an Executive Board Meeting of both the President and the Vice President, an Executive Board Member elected by the other Executive Board Members present at the Executive Board Meeting must preside at the Executive Board Meeting.

**12**     **SECRETARY**

The Secretary shall:

- (a)     co-ordinate the correspondence of the Association;
- (b)     keep full and correct minutes of the proceedings of the Executive Board and of the Association;
- (c)     comply on behalf of the Association with:
  - (i)     Section 27 of the Act in respect of the register of Members of the Association;
  - (ii)    Section 28 of the Act in respect of the Rules of the Association; and
  - (iii)   Section 29 of the Act in respect of the record of the Office holders and any trustees, of the Association;
- (d)     have custody of all books, documents, records and registers of the Association pertaining to the role of Secretary, including those referred to in paragraph (c) herein, other than those required by Rule 13 herein to be kept and maintained by, or in the custody of, the Treasurer;
- (e)     perform such other duties as are imposed by these Rules on the Secretary; and
- (f)     may be an employee of the Association.

**13**     **TREASURER**

The Treasurer shall:

- (a)     Subject to Rule 9 Sub Rule 11, be responsible for the receipt of all monies paid to or received by, or by him on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
- (b)     pay all monies referred to in paragraph (a) herein into such account or accounts of the Association as the Executive Board may from time to time direct;

- (c) make payments from the funds of the Association with the authority of a general meeting or of the Executive Board and, unless otherwise authorised by the Executive Board, ensure that all cheques are signed by two Executive Board Members other than himself or herself;
- (d) comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the President, submit to the Executive Board a report, balance sheet or financial statement in accordance with that direction;
- (f) have 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) of rule 13;
- (g) perform such other duties as are imposed by these Rules on the Treasurer; and
- (h) not be limited by the operation of Rule 9 Sub Rule 4 of these Rules.

#### 14 **CASUAL VACANCIES IN MEMBERSHIP OF EXECUTIVE BOARD**

A casual vacancy occurs in the office of an Executive Board member and that office becomes vacant if the Executive Board member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Executive Board member is the President, to the Vice President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is absent for more than:
  - (i) four consecutive Executive Board Meetings; or
  - (ii) two consecutive Executive Board meetings in the same financial year, of which he or she has received notice

without tendering an apology to the person presiding at each of those committee meetings; or

- (f) ceases to be a member of the Association;
- (g) is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as an Executive Board Member.

## 15 **PROCEEDINGS OF EXECUTIVE BOARD**

- 1 The Executive Board shall meet together for the dispatch of business not less than once in each six calendar month period and the President may at any time convene a meeting of the Executive Board. A meeting need not entail the physical presence of the Members of the Executive Board together in the same place but may be convened by teleconference or an alternative electronic communication facility if such facilities are available at the time of the meeting.
- 2 Each Executive Board member has a deliberative vote.
- 3 A question arising at an Executive Board meeting shall be decided by the majority of votes, but, if there is an equality of votes, the person presiding at the Executive Board meeting shall have a casting vote in addition to his or her deliberative vote.
- 4 At an Executive Board meeting three Executive Board Members constitute a quorum.
- 5 Subject to these Rules, the procedure and order of business to be followed at an Executive Board meeting shall be determined by the Executive Board Members present at the Executive Board meeting.
- 6 An Executive Board Member having any direct or indirect pecuniary interest referred to in Sections 21 or 22 of the Act shall comply with that section.

- 7 The Secretary must cause every disclosure made under Sub-Rule 6 by a Member of the Executive Board to be recorded in the minutes of the meeting of the Executive Board at which it is made.

## 16 **GENERAL MEETINGS**

1. The Executive Board may at any time convene a special general meeting and may convene annual general meetings within the time limits provided for the holding of annual general meetings by Section 23 of the Act.
2. Subject to Sub-Rule (5) herein, the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
3. A Notice given under Sub-Rule (2) herein shall 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.
4. In the case of an annual general meeting, the order in which business is to be transacted is:
  - (a) first, the consideration of the accounts and reports of the Executive Board;
  - (b) second, the declaration of the results of the election of Practitioner Executive Board members to replace outgoing Practitioner Executive Board members and election of Executive Board Members to occupy unfilled Executive Board positions; and
  - (c) third, any other business requiring consideration by the Association in a general meeting.
5. The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be

proposed and of any other motions to be moved at that general meeting.

6. The Secretary may give a notice under Sub-Rule (3) or (5) herein by:
  - (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.
7. When a notice is sent by post under Sub-Rule (6) (b) herein, the sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary pre-paid mail.
8. The chairperson of the Annual General Meeting has the sole discretion to admit any additional questions that are presented on an ad hoc basis at the Annual General Meeting provided such questions do not require any vote or decision making.

## **17 QUORUM IN PROCEEDINGS AT GENERAL MEETINGS**

- 1 At a general meeting, five members present in person or by proxy constitute a quorum.
- 2 If within 30 minutes of the time appointed for the commencement of a 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.
- 3 The President may, with the consent of the general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place at the President's discretion.
- 4 There shall 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.

- 5 When a general meeting is adjourned for a period of 30 days or more, the secretary shall give notice under Rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 6 At a general meeting:
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with Section 24 of the Act.
- 7 A declaration by the chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of the fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Sub-Rule 8 of Rule 17.
- 8 At a general meeting, a poll may be demanded by the President at the general meeting or by 3 or more members present in person or by proxy and, if so demanded, shall be taken in some a manner as the President directs.
- 9 If a poll is demanded and taken under Sub-Rule 8 of Rule 17 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matters so declared.
- 10 A poll demanded under Sub-Rule 8 of Rule 17 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **18 MINUTES OF MEETINGS OF ASSOCIATION**

- 1 The Secretary shall cause proper minutes of all proceedings of all general meetings and Executive Board meetings to be taken and then to be entered within 30 days after the holding of each general

meeting or Executive Board meeting, as the case requires, in a minute book kept for that purpose.

- 2 The President shall ensure that the minutes taken of a general meeting or Executive Board meeting under Sub-Rule 1 are checked and signed as correct by the President of the general meeting or Executive Board meeting to which those minutes relate or of the next succeeding general meeting or Executive Board meeting, as the case requires.
- 3 When minutes have been entered and signed as correct under this rule, they shall, unless the contrary is proved, be evidence that:
  - (a) the general meeting or Executive 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 thereat; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **19 VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

- 1 Subject to these Rules, each Voting Member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 2 A member who is a body corporate, group, association or institution may appoint in writing one natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- 3 An appointment made under Sub-Rule 2 of Rule 19 shall be so made by a resolution of the Board or other governing body of the body corporate 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 Secretary.

- 4 A person appointed under Sub-Rule 2 of Rule 19 to represent a member which is a body corporate shall be deemed for all purposes to be a member until the appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

20 **PROXIES OF MEMBERS OF ASSOCIATION**

A voting member (in this rule called “the Appointing Member”) may appoint in writing another voting 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.

21 **RULES OF ASSOCIATION**

- 1 The Association may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedures set out in Section 17, 18 and 19 of the Act.
- 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.

22 **COMMON SEAL OF ASSOCIATION**

- 1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 2 The common seal of the Association shall not be used without the express authority of the Executive Board and every use of that common seal shall be recorded in the Minute Book referred to in Rule 18 herein.

3 The affixing of the common seal of the Association shall be witnessed by any 2 of the President, the Secretary and the Treasurer.

4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Executive Board from time to time decides.

23 **INSPECTION OF RECORDS ETC OF ASSOCIATION**

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

24 **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; 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 discuss the matter in dispute, and, if possible, resolve the dispute within 30 days after the dispute comes to the attention of all 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 30 days, physically or by electronic means, 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 and another Member, a person appointed by the Executive Board;
- (ii) in the case of a dispute between a Member or a relevant non-member as defined by Sub-Rule 1(c) herein and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

5 A Member of the Association can be a mediator.

6 The mediator cannot be a Member who is 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 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.

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.

## 25 **DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

1 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of

the Association and the costs, charges and expenses of that winding up, that property shall not be paid or distributed to amongst the members or former members but shall but shall be given, transferred or distributed:

(a) to another Association incorporated under the Act which has similar objects and which is approved by the Commissioner for Taxation as a public benevolent institution to which income tax deductible gifts can be made and; or

(b) for charitable purposes.

- 2 Which incorporated association in sub rule (1) herein or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Executive Board under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

26 **AUDITOR**

- 1 The books and accounts of the Association shall be audited not less than once each fiscal year, at the time of retiring of the Treasurer, and upon dissolution of the Association and the report of such audit provided to the Executive Committee.
- 2 The Executive Committee shall appoint an auditor which appointment is revocable at the instance of the Executive Committee, and which auditor must be either a member of the Institute of Chartered Accountants or a member of the Society of Certified Practising Accountants.