



VOLUNTEER MARINE RESCUE WESTERN AUSTRALIA



Volunteer Marine Rescue Western Australia

Rules of Association

2010

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Rules of Association

1 Name of Association

The Name of the Association is Volunteer Marine Rescue Western Australia Inc.

2 Definitions

In these rules, unless contrary intention appears:

<i>Act</i>	means the <i>Associations Incorporation Act 1987</i> .
<i>Annual General Meeting</i>	is the meeting Convened under paragraph (b) of rule (20)(1).
<i>Association</i>	means the Association referred to in rule 1.
<i>Commander</i>	means the Commander referred to in paragraph (a) in Rule (12)(2).
<i>Commissioner</i>	means the person for the time being designated as the Commissioner under section 39A of the Act.
<i>Committee</i>	means the Committee of Management of the Association referred to in rule (12)(2).
<i>Committee Meeting</i>	is the meeting referred to in rule (19).
<i>Committee Member</i>	means person referred to in rule (12)(2).
<i>Convene</i>	means call together for a formal meeting
<i>Department</i>	means the government department with responsibility for administering the <i>Associations Incorporations Act (1987)</i> .
<i>Financial Year</i>	means a period not exceeding 15 months fixed by the 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.
<i>General Meeting</i>	A Special General Meeting or an Annual General Meeting.
<i>General Resolution</i>	means resolution other than a Special Resolution.
<i>Ordinary Member</i>	means member of the Association referred to in paragraph (a) of rule (5)(1).
<i>Open Ballot</i>	means when a vote is taken it is evident which voters are for and which members are against the matter being voted on. The matter may be voted on by a raising of a hand to indicate a preference when called upon.
<i>Regional Commanders</i>	means the Regional Commanders referred to in paragraph (c) of rule (12)(2).

<i>Secretary</i>	means the Secretary referred to in paragraph (d) in rule (12)(2).
<i>Secret Ballot</i>	a type of voting where each individual voters vote is kept secret but the amassed votes are revealed publicly.
<i>Special General Meeting</i>	means a General Meeting other than the Annual General Meeting.
<i>Special Resolution</i>	has the meaning given by section 24 of the Act, that is – A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the members of the Association 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.
<i>Treasurer</i>	means the Treasurer referred to in paragraph (e) in rule (12)(2).
<i>Vice Commander</i>	means the Vice Commander referred to in paragraph (b) in rule (12)(2).

3 Objects of Association

1. The object of the Association is to assist its members and the appointed State and Federal authorities in the provision of services dedicated to marine rescue throughout Western Australia.

The Association does this by:

- a. Promoting and raising the profile of Volunteer Marine Rescue in WA
 - b. Providing effective representation of its members at a State and Federal level.
 - c. Being a leader and driver of policy, best practice and professionalism.
 - d. Supporting its members in matters financial, operational and administrative.
 - e. Providing opportunities for professional development and training of its members and the Association.
 - f. Developing and maintaining strategic partnerships and networks with other organisations to enable the sharing of knowledge and expertise.
 - g. The education of the public in the principles of safe boating and survival at sea.
2. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and the administration of the Association whereby no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith.

4 Powers of the Association

1. The Powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects, and 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;
 - h. Act as a trustee and accept and hold real and personal property on trust, but does not have the power to do any act or thing as a trustee that, if done otherwise than a trustee, would contravene this Act or the rules of the Association; and
 - i. Make, alter and repeal rules, regulations and/or by-laws; not inconsistent with these rules, for the proper use and management of the Association.

5 Membership of the Association

1. The Association makes provision for three types of members:
 - a. **Ordinary Members.** Ordinary Membership of the Association is open to any volunteer group whose activities and objects are aligned with the Associations activities and objects. The volunteer group must be an incorporated association under the Act and be prepared to abide by the constitution and rulings of the Association;
 - b. **Life Members.** Life Membership of the Association may be conferred as an honorarium upon individuals who have rendered long and meritorious service in the interest of the Association or extraordinary service above and beyond normal expectation for the benefit of the Association. Life membership is not conferred on any ordinary member group. No voting rights are granted unless specifically stated within the minutes of meeting where this membership was assigned.; and
 - c. **Other Members.** From time to time and at the discretion of the Association other membership classifications may be allowed; including but not limited to corporate, sponsorship, specialist and honorary members. No voting rights are granted unless specifically stated within the minutes of meeting where this membership was assigned.

6 Application for Ordinary Membership

1. A volunteer group wishing to become an Ordinary Member must:
 - a. Apply for membership to the Committee in writing in such form as the Committee from time to time directs; and
 - b. Be proposed by one current Ordinary Member and seconded by another.
2. The Committee of Management must consider each application made at a Committee Meeting and must at the Committee Meeting or the next Committee Meeting accept or reject that application.
3. An applicant whose application for Ordinary Membership of the Association is rejected must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
4. When notice of appeal is given under rule (6)(3) above, the Association in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representation in writing to, the Association in General Meeting.

7 Nominations for Life and Other Membership

1. Nominations for Life and Other Memberships must:
 - a. Be submitted in writing in such form as the Committee from time to time directs; and
 - b. Be proposed by one current Ordinary Member and seconded by another.
2. Nominations for Life and Other Membership will be put forward in the form of a Special Resolution and voted on at a General Meeting of the Association.

8 Register of Members of Association

1. The Secretary, 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 all the members of the Association and their postal and residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
2. The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a General Meeting decide.
3. The Secretary must cause the name of a member who ceases to be a member under rule (10) to be deleted from the register of members referred to in item rule (8)(1) above.

9 Subscriptions of Members of Association

1. The Ordinary Members may from time to time at a General Meeting determine the amount of the subscription to be paid by each Member.
2. Each Member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under rule (9)(1) above.
3. Subject to rule (9)(4), a Member whose subscription is not paid within 3 months after the relevant date fixed by or under rule (9)(2) ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.
4. A volunteer group exercises all the rights and obligations of an Ordinary Member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under rule (9)(2) or within 3 months thereafter, or such other time as the Committee allows.

10 Termination of Membership of the Association

1. Membership of the Association may be terminated upon
 - a. Receipt by the Secretary or another Committee Member of a notice in writing from a member of their resignation from the Association. Such member remains liable to pay to the Association the amount of any subscription due and payable by that member to the Association but unpaid at the date of termination; or

- b. Non-payment by a member of their subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule (9)(3); or
- c. Expulsion of a member in accordance with rule (11).

11 Suspension or expulsion of members of Association

1. If, following failure of mediation as detailed in rule 28, the Committee considers that a member should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests of the Association, the Committee must communicate in writing to the member –
 - a. Notice of the proposed suspension or expulsion and of the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided;
 - b. Particulars of that conduct; and
 - c. That such notice shall invite the member to make an oral presentation at the stated meeting or to provide written submissions in its defence prior to such meetingNot less than 30 days before the date of the Committee Meeting referred to in rule (11)(1)(a).
2. At the Committee Meeting referred to in a notice communicated under rule (11)(1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
3. Subject to rule (11)(5), a member 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 is communicated to them under rule (11)(2).
4. A member who is suspended or expelled under rule (11)(2) must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in rule (11)(3).
5. When notice is given under rule (11)(4) –
 - a. The Association in a General Meeting, must either confirm or set aside the decision of the 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 representations in writing to, the Association in the General Meeting; and
 - b. The member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel them is confirmed under this sub-rule.
6. Any member that ceases to be a member under this rule shall be liable to pay the Association the amount of any subscription due and payable by that member to the Association but unpaid at the date of expulsion and any other monies owing but unpaid at the date of expulsion.

12 Management of the Association

1. The Association represented at Annual General Meetings, who have overall interest in the affairs of the Association, shall comprise –
 - a. The Committee of Management,
 - b. One representative of each Ordinary Member volunteer group or association,
 - c. Life Members,
 - d. One representative of each other member of the association, and
 - e. Representatives from State Government Volunteer Marine Rescue Services.

2. The on-going management of the affairs of the Association shall be provided exclusively by the Committee of Management (the Committee) consisting of –
 - a. A Commander
 - b. A Vice Commander, and
 - c. Seven Regional Commanders
 Assisted by Administration support officer positions of -
 - d. Secretary
 - e. Treasurer
 - f. Public Relations
 - g. Communications, and
 Advised by –
 - h. State Government Volunteer Marine Rescue Services personnel

3. The Secretary and Treasurer roles may be assigned to one individual as determined by the Association at an Annual General Meeting.

4. Representatives from State Government Volunteer Marine Rescue Services shall be appointed to the Association and have ex-officio, non-voting, advisory roles on the Management Committee and at the General Meetings of the Association.

5. The Committee may delegate, in writing, to one or more sub-committees (consisting of such member representatives of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than –
 - a. The power of delegation; and
 - b. A function of which is a duty imposed on the Committee by the Act or any other law.

6. Any delegation under rule (12)(5) 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 Committee may continue to exercise any function delegated.

7. The Committee may, in writing, revoke wholly or in part any delegation under rule (12)(5).

13 Election to the Committee of Management

1. Subject to rule (13)(7), elections to the Committee of Management will take place at the Annual General Meetings of the Association.
2. A person is not eligible for election to membership of the Committee unless –
 - a. He or she is an active member of an Ordinary Member of the Association; and
 - b. Subject to rule (13)(4), a member has nominated him or her for election by delivering notice in writing of that nomination, signed by –
 - i. The nominator, and
 - ii. The nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the Annual General Meeting concerned is to be held.
3. Subject to rule (13)(7), a Committee Member's term will be for a two year period from his or her election at an Annual General Meeting referred to in rule (2), but he or she is eligible for re-election to membership of the Committee.
4. A Committee Member who is eligible for re-election under this rule may nominate him or herself for re-election.
5. If the number of persons nominated for election to membership of the Committee exceeds the number of vacancies in that membership to be filled –
 - a. The voting for the persons nominated for the vacancy will be by Postal Vote
 - b. The Secretary shall prepare voting papers in the form of two envelopes. One marked 'Voting Paper' and enclosed in an outer envelope to be endorsed with member name and signature of member secretary.
 - c. Voting papers must be posted to members not later than 21 days prior to the Annual General Meeting at which the election will be declared.
 - d. Completed voting papers must be received by the Secretary no later than the second last business day prior to the day of the Annual General Meeting at which the election will be declared.
 - e. Each Ordinary Member has a single vote count toward the election of all Management Committee vacancies except for the positions of Regional Commanders.
 - f. The Regional Commander positions are elected only by the Ordinary Members from within each respective region.
6. If the number of persons nominated in accordance with rule (13)(2) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled –
 - a. The Secretary must report accordingly to; and
 - b. The Commander must declare those persons to be duly elected as members of the Committee at,

the Annual General Meeting concerned.

7. If vacancies remain on the Committee after the declaration under rule (13)(6), or when a casual vacancy within the meaning of rule (18) occurs in the membership of the Committee –
 - a. The Committee may appoint a person to fill that vacancy; and
 - b. A person appointed under this sub-rule will –
 - i. Hold office until the election referred to in rule (13)(1); and
 - ii. Be eligible for election to membership of the Committee at the next Annual General Meeting at which the position would become vacated.

14 Committee of Management

1. While each position within the Committee of Management will have fully defined roles and responsibilities documented within the Policies and Procedures of the Association, these rules make provision for tasks specifically assigned within the Act.

15 Commander and Vice Commander

1. Subject to this rule, the Commander of the Association shall preside as chairperson at all General Meetings and Committee Meetings.
2. In the event of the absence from a General Meeting of the Commander, the Vice Commander will preside at that meeting.
3. In the event that both the Commander and Vice Commander are absent, a Committee Member elected by the other members present at the General Meeting must preside at that meeting.

16 Secretary

1. The Secretary must –
 - a. Co-ordinate the correspondence of the Association;
 - b. Keep full and correct minutes of the proceedings of the Committee and the Association;
 - c. Comply on behalf of the Association with –
 - i. Section 27 of the Act with respect to the register of members of the Association as referred to in rule (8);
 - 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
 1. 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 Committee and persons

- who are authorised to use the common seal of the Association under rule (26); and
2. The names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - d. Unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in rule (16)(1)(c) but other than those required by rule (17) to be kept and maintained by, or in the custody of, the Treasurer; and
 - e. Perform such other duties as are imposed by these rules on the Secretary.

17 Treasurer

1. The Treasurer must –
 - a. 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;
 - b. Pay all moneys referred to in rule (17)(1)(a) into such account or accounts of the Association as the Committee 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 Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;
 - d. Comply 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. Whenever directed to do so by the Commander, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - f. Unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in rules (17)(1)(d) and (17)(1)(e); and
 - g. Perform such other duties as are imposed by these rules on the Treasurer.

18 Casual vacancies in membership of Committee

1. A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member –
 - a. Dies;
 - b. Resigns by notice in writing delivered to the Commander or, if the Committee Member is the Commander, to the Vice Commander and that resignation is accepted by resolution of the Committee;
 - c. Is convicted of an offence under the Act;
 - d. Is imprisoned;
 - e. Is declared bankrupt;
 - f. Is permanently incapacitated by mental or physical ill-health;
 - g. Is absent from more than
 - i. 3 consecutive Committee Meetings; or
 - ii. 3 Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings; Of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
 - h. Ceases to be an active member of an ordinary member group of the Association; or
 - i. Is the subject of a resolution passed by a General Meeting of members terminating his or her appointment as a Committee Member.

19 Proceedings of Committee

1. The Committee must meet together for the dispatch of business not less than four times in each year, and the Commander, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
2. Each Committee Member, except any ex-officio advisory member, has a deliberative vote on matters brought before the Committee at Committee Meetings.
3. A matter arising at a Committee Meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee Meeting will have a casting vote in addition to his or her deliberative vote.
4. At a Committee Meeting five Committee Members constitute a quorum.
5. Subject to these rules, the procedure and order of business to be followed at a Committee Meeting must be determined by the Committee Members present at the Committee Meeting.
6. As required under section 21 and 22 of the Act, a Committee Member having any direct or indirect pecuniary interest in any contracts, arrangements and understandings, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the 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 Committee; and
 - b. Not take part in any deliberations or decision of the Committee with respect to that contract.

7. Rule (19)(6)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
8. The Secretary must cause every disclosure made under rule (19)(6)(a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

20 General Meetings

1. The Association allows for two types of General Meeting –
 - a. **Annual General Meeting** convened 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. Election of Management Committee officers and other such matters as require the attention of the full Association are dealt with at an Annual General Meeting.
 - b. **Special General Meeting** convened from time to time as defined within these rules to deal with specific formal resolutions that require the attention of the full Association.
2. The Committee
 - a. Must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act; and
 - b. May at any time convene a Special General Meeting;
 - c. Must, within 30 days of –
 - i. Receiving a request in writing to do so from not less than 5 Ordinary Members, convene a Special General Meeting for the purpose specified in that request; or
 - ii. The Secretary receiving notice under rule (11)(4), convene a Special General Meeting to deal with the appeal to which that notice relates.
 - d. Must, after receiving a notice under rule (6)(3), convene a Special General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Committee's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Committee.
3. The members making a request referred to in rule (20)(2)(c) must –
 - a. State in that request the purpose for which the Special General Meeting concerned is required; and
 - b. Sign that request.
4. If a Special General Meeting is not convened within the relevant period of 30 days referred to –
 - a. In rule (20)(2)(c)(i), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
 - b. In rule (20)(2)(c)(ii), the member who gave the notice concerned may themselves convene a Special General Meeting as if he or she were the Committee.
5. When a Special General Meeting is convened under rule (20)(4) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

6. Subject to rule (20)(8), the Secretary must give to all members not less than 14 days notice of a Special General Meeting and that notice must specify –
 - a. When and where the meeting concerned is to be held; and
 - b. Particulars of the business to be transacted at the meeting concerned and of the order in which that business is to be transacted.
7. Subject to rule (20)(8), the Secretary 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;
 - b. The particulars and order in which in which business is to be transacted, as follows –
 - i. First, the consideration of the accounts and reports of the Committee;
 - ii. Second, the election of Committee Members to replace outgoing Committee Members; and
 - iii. Third, any other business requiring consideration by the Association at the meeting.
8. A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting; however the Secretary must give to all members' notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in rule (20)(6) or (20)(7), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
9. The Secretary must give a notice under rule (20)(6) , (20)(7), or (20)(8) 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 rule (6).
10. When a notice is sent by post under rule (20)(9)(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.

21 Quorum and proceedings at General Meetings

1. At a General Meeting one half plus one, rounded up, of members entitled to vote shall 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 (20)(6) or (20)(7) –
 - a. As a result of a request or notice referred to in rule (20)(2)(c) or as a result of action taken under rule (20)(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 rule (21)(2)(a), the General Meetings stands adjourned to a time, date (within 14 days) and venue to be determined by the members present.
3. If within 30 minutes of the time appointed by rule (21)(2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

4. The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
5. There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
6. When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule (20) 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 simple majority of votes cast in an Open Ballot, subject to rule (21)(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 Secret Ballot is demanded, in accordance with rules (21)(9) and (21)(11).
8. A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless during the General Meeting at which the resolution is submitted, a Secret Ballot is demanded in accordance with rule (21)(9).
9. At a General Meeting, a Secret Ballot may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
10. If a Secret Ballot is demanded and taken under rule (21)(9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the Secret Ballot is evidence of the matter so declared.
11. A Secret Ballot demanded under rule (21)(9) must be taken immediately on that demand being made.

22 Minutes of Meetings of Association

1. The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
2. The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under rule (22)(1) are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee 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 Committee 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.

23 Voting rights of members of Association

1. Subject to these rules, each Ordinary Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
2. An Ordinary Member Group may appoint in writing a natural person to represent it at a particular General Meeting or all General Meetings.
3. Notification of an appointment made under rule (23)(2) must be provided to the Secretary prior to the commencement of the General Meeting to which it applies.
4. A person appointed under rule (23)(2) to represent an ordinary member group is deemed for all purposes to be the representative member for the group until that appointment is revoked by the group 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.
5. Except where stated, voting will be by simple majority and Open Ballot.
6. Committee Members shall have a casting vote on all matters brought before all Meetings except as directed by rules (19)(6) and (19)(7).
7. The Chairperson shall have a deliberative vote on matters where a simple majority does not exist.
8. At the request of three voting members an election will be conducted as a Secret Ballot.
9. Voting by Secret Ballot is to be conducted by an independent Returning Officer nominated and agreed upon at the time of the request.

24 Proxies of members of Association

1. An Ordinary Member (in this rule called 'the appointing member') may appoint in writing another Ordinary Member to be proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any General Meeting.

25 Rules of Association

1. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows –
 - a. Subject to rules (25)(1)(d) and (25)(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 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 requirement of this Act;

- c. An alteration of the rules of the Association does not take effect until rule (25)(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 (25)(1)(a) to (25)(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 rules (25)(1)(a) to (25)(1)(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
2. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

26 Common seal of Association

1. The Association must have a common seal on which its incorporated name appears in legible characters.
2. The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule (22).
3. The affixing of the common seal of the Association must be witnessed by any two of the Commander, Vice Commander, the Secretary and/or the Treasurer.
4. The common seal of the Association must be kept in the custody of the Secretary or such other person as the Committee from time to time decides.

27 Inspection of records, etc. of Association

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

28 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 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 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 and another member, a person appointed by the Committee of the Association;
 - ii. In the case of a dispute between a member or relevant non-member (as defined by rule (28)(1)(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation who ordinarily has nothing to do with the Association.
5. A representative of a member of the Association can be a mediator in disputes arising defined by rule (28)(1)(a) if both parties to the dispute agree.
6. The mediator cannot be an individual or 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.

29 Acceptable Forms of Communication

1. Electronic forms of communication such as fax and email may be used by the Association as acceptable means of communication where stipulated by the committee.

30 Distribution of surplus property on winding up of Association

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. 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.