



CONSTITUTION

The Cockburn Wetlands Education Centre Inc.

October 2021

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NAME

1. The name of the Association is **'The Cockburn Wetlands Education Centre Inc.'**

MEANING OF TERMS USED

2. The following meanings apply in the Rules unless the context requires otherwise.

'Act' means the Associations Incorporation Act 2015 (WA).

'Associate Member' means a member as defined in Rule 14 and 15.

Association means 'The Cockburn Wetlands Education Centre Inc.'

'Books' of the Association, include the following —

- (a) The register of members;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document; and
- (d) any other record of information.

'By laws' means by-laws made by the Association under Rule 241.

'Chairperson' means the Board member holding office as the Chairperson of the Association.

'Chief Executive Officer' means the Chief Executive Officer of the Association appointed in accordance with the Rules and includes the Acting Chief Executive Officer.

'Commissioner' means the person for the time being designated as the Commissioner under section 153 of the Act.

'Community Member' means a member as defined in Rule 16.

'Corporate Member' means a member as defined in Rule 17

'Board' means the management committee of the Association.

'Board Meeting' means a meeting of the Board.

'Board Member' means a member of the Board.

'Deputy Chairperson' means the Board member holding office as the Deputy Chairperson of the Association.

'Financial Records' includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements.

‘Financial Report’ means the financial statement, the notes to the financial statement and the Board’s declaration about the statements and notes of the Association as set out in section 63 of the Act.

‘Financial Statements’ means the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

‘Financial Year’ of the Association commences on the 1st day of July each year.

‘General Meeting’ of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend.

‘Life Member’ means a member as defined in Rule 18.

‘Member’ means a person, organisation or body who is a member of the Association.

‘Board Member’ means a member of the management committee of the Association who is not an office holder of the Association.

‘Ordinary Member’ means a member with the rights referred to in Rule 13.

‘Register of Members’ means the register of members referred to in section 53 of the Act.

‘Rules’ means these rules of the Association, as in force for the time being.

‘Secretary’ means the committee member holding office as the Secretary of the Association.

‘Special General Meeting’ means a general meeting of the Association other than the annual general meeting.

‘Special resolution’ means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

‘Committee’ means a committee appointed by the Board under Rule 142.

‘Treasurer’ means the Board member holding office as the Treasurer of the Association.

INTERPRETATION OF THE RULES

3. Subject to the Act and to Rule 3(a), the interpretation of the Rules is the sole determination of the Board.
 - (a) Subject to the Act, anything done under the Rules is not invalid because a requirement of the rules has not been strictly complied with if the Board determines that the requirement has been substantially complied with.
 - (b) A determination by the Board under Rule 3 can be set aside only by a special resolution carried at a general meeting of the Association.

OBJECTS

4. The objects of the Association are as follows.
 - (a) To connect the community with Wetlands through projects, programs and events which increase the knowledge, awareness, understanding, and commitment to their conservation and wise use.
 - (b) To operate a Centre for environmental education and sustainability, and Wetland conservation activities.
 - (c) To increase the knowledge, awareness, understanding, and commitment in all aspects of wetlands and environmental education.
 - (d) To demonstrate best practice in the Wetland Centre's culture, systems, and skills enabling more effective and efficient operations for all stakeholders including members, volunteers, and partners.
 - (e) To initiate and sustain the widest possible proactive participation, support and engagement with wetlands and environmental education.
 - (f) To develop and deliver standards, processes, projects, programs, and events that are environmentally, socially, and economically justified.
 - (g) To establish and maintain a public fund to be called the Wetlands Education Trust Fund under the constitution and Rules of the Cockburn Wetlands Education Centre Inc. to further the environmental objectives of the Association, in compliance with section 30-E of the Income Tax Assessment Act 1997.

POWERS

5. The Association has the powers set out in section 14 of the Act.

APPLICATION OF ASSETS AND INCOME

6. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
7. A payment may be made to a member, other than a Board member out of the funds of the Association only if it is authorised under Rule 8.
8. A payment to a member out of the funds of the Association is authorised if it is
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
9. A payment may be made to a Board member out of the funds of the Association only if it is authorised under Rule 10.
10. A payment to a Board member out of the funds of the Association is authorised if it is:
 - (a) the payment of reasonable out of pocket expenses for attending a Board meeting, a general meeting or otherwise in connection with the Associations business; or
 - (b) payment for any service rendered to the Association by a Board member in their professional or technical capacity, other than in the capacity as a member of the Board; and
 - (c) subject to Rules 75 to 78, such payment is approved unanimously by the Board.

CLASSES OF MEMBERSHIP

11. There are the following Classes of membership of the Association.
 - (a) Ordinary Member;
 - (b) Associate Member;
 - (c) Community Group Member;
 - (d) Corporate Member; and
 - (e) Life Member.

12. Additional classes of membership may be established by a resolution of a general meeting of the association upon the recommendation of the Board.

QUALIFICATION FOR MEMBERSHIP

Ordinary Member

13. Any person 15 years and older who supports the objects of the Association is entitled to apply to become an Ordinary Member of the Association.

Associate Member

14. Any person who has yet to reach the age of 15 who supports the objects of the Association is entitled to apply to become an Associate Member of the Association.
15. Any person 15 years and older who supports the objects of the Association but does not wish to participate in the decision-making processes of the Association is entitled to apply to become an Associate Member of the Association.

Community Group Member

16. Any organisation or body whether incorporated or unincorporated established for public benefit, other than government agencies, which support the objects of the Association is entitled to apply to become a Community Group Member of the Association.

Corporate Member

17. Any government agency, local government entity or private company which supports the objects of the Association is entitled to apply to become a Corporate Member of the Association.

Life Member

18. Any person, body or organisation which is elected as a Life Member at a general meeting of the Association upon the recommendation of the Board. The Board may at its discretion, create categories of life membership in

recognition of the nature and extent of a person's contribution to the Centre and its objectives.

RIGHTS AND PRIVILEGES OF MEMBERSHIP

19. Ordinary and Life members have full voting rights and any other rights conferred on members by these rules.
20. Associate members have all the rights conferred on members by these rules, other than voting rights or the right to be appointed as a member of the Board.
21. Community Group and Corporate members have all the rights conferred on members by these rules, other than the right to be appointed as a member of the Board.

RIGHTS NOT TRANSFERABLE

22. The rights of a member are not transferable and end when a membership ceases.

BECOMING A MEMBER

23. A person, organisation or body which wants to become a member must apply for membership in writing, on a prescribed membership application form as approved by the Board from time to time.
24. The membership application must be signed by the applicant.
25. The applicant must specify in the application the class of membership they are applying for.
26. The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
27. The Board must consider applications in the order in which they are received by the Association.
28. The Board may reject an application even if the applicant meets the qualification of membership as set out in Rules 13 to 17.
29. The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.

30. If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.
31. An applicant for membership of the Association becomes a member when:
 - (a) the Board accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under Rule 46.

CEASING TO BE A MEMBER

32. A person ceases to be a member when any of the following takes place:
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is an organisation or body, when the organisation or body is wound up;
 - (c) the person resigns from the Association under Rule 45
 - (d) the person is expelled from the Association under Rule 33; or
 - (e) the person ceases to be a member under Rule 49.

SUSPENSION OR EXPLUSION

33. The Board may decide to suspend a member's membership or to expel a member from the Association if:
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
34. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
35. The notice given to the member must state:
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
36. At the Board meeting, the Board must:
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and

- (b) give due consideration to any submissions so made; and
- (c) decide:

- (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
- (ii) whether or not to expel the member from the Association.

37. A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
38. The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
39. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under Rule 38 give written notice to the secretary requesting the appointment of a mediator under Rule 226(b).
40. If notice is given under Rule 39, the member who gives the notice and the Board are the parties to the mediation.
41. During the period a member's membership is suspended, the member:
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
42. When a member's membership is suspended, the secretary must record in the register of members:
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
43. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

RESIGNATION

44. A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
45. The resignation takes effect:
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

MEMBERSHIP FEES

46. The annual membership fee to be paid for membership will be determined by resolution of the Annual General Meeting upon a recommendation of the Board.
47. The fees determined under Rule 46 may be different for different classes of membership, and include a normal, concessional and family rate. A family rate provides for two ordinary members and two associate members.
48. A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.
49. If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
50. If a person who has ceased to be a member under Rule 49 offers to pay the annual membership fee after the period referred to in that Rule 49 has expired
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

REGISTER OF MEMBERS

51. The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
52. In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
53. The register of members must be kept at a place determined by the Board
54. A member who wishes to inspect the register of members must contact the secretary or another person authorised by the Board to make the necessary arrangements.
55. If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

BOARD

Powers of the Board

56. The management of the Association is vested in the Board which may exercise all powers necessary or convenient to carry out the objects of the Association.
57. Subject to the Act, these Rules and by-laws (if any), the Board has the power to make decisions on all matters and things coming before it unless it has been expressly forbidden to do so by resolution carried at a general meeting.
58. The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Delegation of Powers and Duties

59. In the Rule 60 to 65, a *non-delegable duty* means a duty imposed on the Board by the Act or another written law.
60. The Board may, in writing, delegate to a committee established by the Board, an individual member of the Board or an employee of the Association the exercise of any power or the performance of any duty of the Board other than:
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
61. A power or duty, the exercise or performance of which has been delegated to a committee established by the Board, an individual member of the Board or an employee of the Association under this rule, must be exercised or performed in accordance with the terms of the delegation.
62. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
63. The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
64. Any act or thing done by or a under the delegation has the same force and effect as if it had been done by the Board.

65. The Board may, in writing, amend or revoke the delegation.

Membership of the Board

66. The Board consists of:

- (a) the office holders of the Association; and
- (b) at least three and no more than five ordinary Board members.

67. The following are the office holders of the Association:

- (a) the chairperson;
- (b) the deputy chairperson;
- (c) the secretary;
- (d) the treasurer.

68. A person may be a Board member if the person is:

- (a) an individual who has reached 15 years of age; and
- (b) an ordinary member; or
- (c) a life member.

69. A person must not hold 2 or more of the offices mentioned in Rule 67 at the same time.

70. Office holders of the Association and ordinary members of the Board must exercise their powers and discharge their duties:

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

71. Office holders of the Association and ordinary members of the Board must not improperly use his or her position to:

- (a) gain an advantage for themselves or another person; or
- (b) cause detriment to the Association.

72. A person who obtains information because the person is or has been an office holder of the Association or a member of the Board must not improperly use that information to:

- (a) gain an advantage for themselves or another person; or
- (b) cause detriment to the Association.

Co-opted Members of the Board

73. The Board may invite a person or persons to regularly attend and participate in meetings of the Board, such a person or persons are not entitled to vote on any matters being addressed by the Board.

Board Member's Interests

74. A Board member who has a material personal interest in a matter being considered at a Board meeting must:
- (a) as soon as the Board member becomes aware of the interest, disclose the nature and extent of the interest to the Board, and the relation of the interest to the activities of the Association; and
 - (b) disclose the nature and extent of the interest at the next general meeting of the Association.
75. A Board member who has a material personal interest in a matter being considered at a meeting of the Board:
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
76. Rules 74 and 75 do not apply in respect of a material personal interest:
- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) the member has in common with all, or a substantial proportion of, the members of the Association.
77. The nature and extent of any interest disclosed by a Board member, and the relation of that interest to the activities of the Society, must be recorded in the minutes of the Board meeting at which the disclosure is made.

Chairperson

78. It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
79. The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

80. Subject to Rule 60, the chairperson may delegate from time to time some or all of their powers and duties to a member of the Board or employee of the Association.

Deputy Chairperson

81. Where the chairperson is not present the deputy chairperson has the powers duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

Secretary

82. The Secretary has the following duties:
- (a) dealing with the Association's correspondence;
 - (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
 - (h) maintaining full and accurate minutes of Board meetings and general meetings; and
 - (i) carrying out any other duty given to the secretary under these rules or by the Board.
83. Subject to Rule 60, the secretary may delegate some or all of their duties to a member of the Board or employee of the Association.

Treasurer

84. The Treasurer has the following duties:
- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been correctly approved as determined by the Board;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) Coordinating the preparation of the Association's financial statement or financial report as determined under Part 5 Division 5 of the Act before its submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the treasurer under these rules or by the Board.

85. Subject to Rule 60, the Treasurer may delegate some or all of their powers and duties to a member of the Board or employee of the Association.

ELECTION AND TENURE OF BOARD MEMBERS

86. A member becomes a Board member if the member:

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under Rule 104.

Nomination and Election

87. At least 42 days before an annual general meeting, the secretary must send written notice to all the members:

- (a) calling for nominations for election to the Board;
- (b) the number of Board member positions to be filled; and
- (c) stating the date by which nominations must be received by the secretary to comply with Rule 88.

88. A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.

89. If the number of members nominating for the membership of the Board is not greater than the number to be elected, the chairperson of the meeting —

- (a) must declare each of those members to be elected to the Board; and

- (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under Rule 89(a).

90. If —

- (a) the number of members nominating for membership of the Board is greater than the number to be elected; or
- (b) the number of members nominating under Rule 87(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the members who are to be elected to the position of ordinary Board member.

Staggered membership of the Board

- 91. At the first general meeting following the adoption of these rules, there will be as determined by the Board seven or nine Board members positions available for election.
- 92. In accordance with Rules 87 to 90, these position will be filled.
- 93. At the Board meeting following general meeting referred to in Rule 91, the Board will determine as it sees fit, which of those positions will have a term of three years, two years, and one year, to ensure that no less than two positions and no more than three positions are determined at each subsequent Annual General Meeting.

Terms of Office

- 94. The term of office of a Board member begins when the member:
 - (a) is elected at an annual general meeting or under Rule 89; or
 - (b) is appointed to fill a casual vacancy under rule 104.
- 95. Other than allowed for in Rule 93, the normal term of office as a Board member is three years.
- 96. Subject to Rule 95, a Board member holds office until the position on the Board is declared vacant at the annual general meeting in which that position comes up for election.
- 97. A member of the Board may not hold office for longer than nine years consecutively, or fifteen years in total.

Resignation and Removal from the Board

98. A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
99. The resignation takes effect:
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
100. At a general meeting, the Association may by special resolution remove a Board member from the Board.
101. A Board member who is the subject of a proposed resolution under Rule 100 may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
102. The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the special resolution is to be considered.

Ceasing to be a member of the Board

103. A person ceases to be a Board member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Board or is removed from the Board under Rule 100; or
 - (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
 - (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

Filling casual vacancies to the Board

104. The Board may appoint a member who is eligible under Rule 68 to fill a position on the Board that:
 - (a) has become vacant under Rule 103; or
 - (b) was not filled by election at the most recent annual general meeting under Rule 89(b).

105. If the position of secretary becomes vacant, the Board must appoint a member who is eligible under Rule 68 to fill the position within 14 days after the vacancy arises.
106. Subject to the requirement for a quorum under Rule 129, the Board may continue to act despite any vacancy in its membership.
107. If there are fewer Board members than required for a quorum under Rule 129, the Board may act only for the purpose of:
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

Election of Office holders

108. At the Board meeting following the Annual General Meeting, the Board will appoint from its members the Association's Office holders.
109. At this meeting each member will declare their interest in being an office holder and state the position they seek.
110. Where more than one member of the Board seek the same position, the matter will be dealt with through a vote by a show of hands.
111. A member of the Board, may be an office holder for no more than three consecutive years or 6 years in total.

Validity of Acts

112. The acts of a Board or committees established by the Board, or of a Board member, or committee member, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a committee.

BOARD MEETINGS

Convening Meetings

113. The Board must meet at least 4 times in each year on the dates and at the times and places determined by the Board.
114. The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting.

115. Special Board meetings may be convened by the chairperson or any two Board members.

Notice of Meetings

116. Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
117. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
118. Unless Rule 119 applies, the only business that may be conducted at the meeting is the business described in the notice.
119. Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

Procedure and order of business

120. The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board meeting.
121. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
122. The procedure to be followed at a Board meeting must be determined from time to time by the Board.
123. The order of business at a Board meeting may be determined by the Board members at the meeting.
124. A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
125. A person invited under Rule 124 to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not participate in the Board's deliberations about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

Use of technology to be present at a Board Meeting

126. The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
127. A member who participates in a Board meeting as allowed under Rule 126 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

Quorum for Board Meetings

128. Subject to Rule 103, no business is to be conducted at a Board meeting unless a quorum is present.
129. Any five Board members constitute a quorum for the conduct of the business of a Board meeting.
130. If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (a) in the case of a special meeting, the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
131. If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under Rule 130(b); and
 - (b) at least 2 Board members are present at the meeting,those members present are taken to constitute a quorum.

Decision Making at Board Meetings

132. Each Board member present at a Board meeting other than the chairperson of the meeting has one vote on any question arising at the meeting.
133. A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
134. If the votes are divided equally on a question, the chairperson of the meeting has a casting vote.

135. A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
136. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

Minutes of Board Meetings

137. The Board must ensure that minutes are taken and kept of each Board meeting.
138. The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under Rule 124;
 - (c) the business considered at the meeting;
 - (d) any disclosure of a Board member's material personal interest in a matter dealt with by the Board meeting;
 - (e) any motion on which a vote is taken at the meeting and the result of the vote.
139. The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
140. The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board meeting.
141. When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Establishing Committees of the Board

142. To help the Board in the conduct of the Association's business, the Board may, in writing, establish a committee of the Board.
143. A committee established by the Board may consist of the number of people, whether or not members of the Association as the Board considers appropriate.

144. Subject to Rules 59 to 65, the Board may delegate to a committee the exercise of any power or the performance of any duty of the Board.
145. Subject to Rule 144 and any directions given by the Board, the committee may meet and conduct business as it considers appropriate.

CHIEF EXECUTIVE OFFICER

146. The Board must appoint a Chief Executive Officer of the Association for such period or periods as it thinks fit and subject to the terms of any agreement, may terminate the appointment.
147. Subject to the terms of any agreement, the Board must fix the remuneration of the Chief Executive Officer.
148. Subject to the leave of the Board the Chief Executive Officer is required to attend meetings of the Board but is not entitled to exercise any vote.
149. The Board may on terms and with the restrictions it thinks fit, confer on the Chief Executive Officer any of the powers and duties of the Board.
150. The Board may at any time withdraw or vary any powers conferred on the Chief Executive Officer.

GENERAL MEETINGS OF THE ASSOCIATION

Annual General Meetings

151. The Board must determine the date, time and place of the annual general meeting.
152. If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
153. The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider:
 - (i) the Board's annual report on the Association's activities during the preceding financial year; and

- (ii) the financial statements or financial reports of the Association for the preceding financial year presented as required under Part 5 of the Act; and
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report.
 - (c) to elect members of the Board;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the Membership subscriptions and other amounts (if any) to be paid by members.
154. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Special General Meetings

155. The Board may convene a special general meeting.
156. The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
157. The members requiring a special general meeting to be convened must —
- (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
158. The special general meeting must be convened within 28 days after notice is given under Rule 157(a).
159. If the Board does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
160. A special general meeting convened by members under Rule 159:
- (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
161. The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under Rule 159.

Notice of General Meetings

162. The secretary or, in the case of a special general meeting convened under Rule 159 the members convening the meeting, must give to each member:
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
163. The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 88; and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

Use of Technology to be present at General Meetings

164. The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
165. A member who participates in a general meeting as allowed under Rule 146 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

Presiding Member and quorum of General meetings

166. The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
167. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
168. A quorum of a general meeting is no less than 10 members or 25% of the membership whichever is higher present and eligible to vote at a general meeting under these rules.

169. No business is to be conducted at a general meeting unless a quorum is present.
170. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- (a) in the case of a special general meeting, the meeting lapses; or
 - (b) in the case of the annual general meeting, the meeting is adjourned to :
 - (i) the same time and day in the following week; and
 - (ii) the same place unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
171. If:
- (c) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under Rule 170(b); and
 - (d) at least 5 members eligible to vote at a general meeting under these rules are present at the meeting,
- those members present are taken to constitute a quorum.

Adjournment of General Meetings

172. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
173. Without limiting Rule 172, a meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
174. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
175. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 162.

Voting at General Meetings

176. On any question arising at a general meeting, subject to Rule 184, each ordinary and life member has one vote unless the member may also vote on behalf of a community or corporate member under Rule 177.
177. A community or corporate member's governing body may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the organisation or body on any question at a particular general meeting.
178. A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
179. The appointment has effect until:
 - (a) the end of any general meeting to which the appointment applies;
or
 - (b) the appointment is revoked by the community or corporate member's governing body and written notice of the revocation is given to the secretary.
180. Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
181. In the case of a special resolution, a motion is carried if 3 / 4 members present at a general meeting vote in favour of the motion.
182. If votes are divided equally on a question, the chairperson of the meeting has a casting vote.
183. If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
184. For a person to be eligible to vote at a general meeting as an ordinary or life member, or on behalf of an community or corporate member under Rule 177, the member:
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 162; and
 - (b) must have paid any fee or other money payable to the Association by the member.

Special Resolutions

185. A special resolution is required if it is proposed at a general meeting:
 - (a) to affiliate the Association with another body; or

- (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (c) to alter its rules, including changing the name of the association under section 30(1) of the Act;
- (d) to approve the terms of an amalgamation with one or more other incorporated associations under section 102(4) of the Act;
- (e) to be wound up voluntarily under section 121(2) of the Act or by the Supreme Court under section 124(a) and Schedule 4 item 9 of the Act;
- (f) to cancel its incorporation under section 129 of the Act.

186. Rule 185 does not limit the matters in relation to which a special resolution may be proposed.

Determining when a resolution is carried

187. For Rules 188 to 193, **poll** means the process of voting in relation to a matter that is conducted in writing.

188. Subject to Rule 190, the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost.

189. If the resolution is a special resolution, the declaration under Rule 188 must identify the resolution as a special resolution.

190. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 members present who are eligible to vote under these rules:

- (a) the poll must be taken at the meeting in the manner determined by the chairperson;
- (b) the chairperson must declare the determination of the resolution on the basis of the poll.

191. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.

192. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.

193. A declaration under Rule 188 or 190 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

Minutes of General Meetings

194. The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
195. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
196. In addition, the minutes of each annual general meeting must record —
- (a) the names of the ordinary members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in Rule 153(b) (ii), and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in Rule 153(b)(iii).
197. The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
198. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
199. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

FINANCIAL MATTERS

200. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited, other than funds held as the Wetlands Education Trust Fund.

201. Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
202. The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
203. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (a) the treasurer and one other Board member; or
 - (b) the treasurer and a person authorised by the Board.
204. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

WETLANDS EDUCATION TRUST FUND

Purpose of Trust Fund

205. The purposes of the Wetlands Education Trust Fund are to support the environmental objects of the Association.
206. The Fund shall be used only to support the Association's environmental objects.

Operation of Trust Fund

207. The Cockburn Wetlands Education Centre Inc. will establish a public fund to be called the Wetlands Education Trust Fund to further the environmental objects of the Association, in compliance with section 30-E of the Income Tax Assessment Act 1997.
208. A separate bank account shall be opened to deposit money donated to the Fund, including interest accruing thereon.
209. Members of the general public shall be invited to make gifts of money or property to the Fund for the environmental objects of the Association.
210. All money from interest on donations, income derived from donated property, and money from the realisation of such property shall be deposited into the Fund.
211. The Fund shall not receive any other money or property, including corporate sponsorship money, and gifts to it shall be kept separate from any other funds of the Association.

212. Receipts shall be issued in the name of the Fund and proper accounting records and procedures shall be kept and used for the Fund.
213. The Fund shall be operated on a non-profit basis. None of the money or property accumulated by the Fund shall be distributed to members of the Association or to the trustees apart from payment in good faith of remuneration to any officer of the Association for services actually rendered or value given to the Association.
214. In the event of the winding up of the Fund, if there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members, but shall be given or transferred to another association incorporated under the Associations Incorporation Act (1987) which has similar objectives and which has a Fund that is that is on the Register of Environmental Organisations and to which tax deductible gifts can be made as approved by the Commissioner of Taxation. This association and Fund shall be determined by resolution of the members. .

Administration of Trust Fund

215. The Fund will be administered by a Committee of Trustees which shall:
 - (a) be appointed by the Board of the Association;
 - (b) have no fewer than three persons as members;
 - (c) have as members a majority of persons who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the objectives of the Association;
 - (d) consider requests from the Board or General Meetings of the Association for use of the Trust Fund. If they are satisfied that the proposed uses are consistent with the objectives of the Fund they may resolve to authorise payment of the appropriate funds. Any payments issued by the trustees from the Trust Fund must be authorised by at least two trustees and must comply with a resolution from the Committee of Trustees; and
 - (e) ensure that the allocation by the Association of any funds or property to other organisations, persons or groups shall be made in accordance with the objectives of the Association and shall not be influenced by the expressed preference or interests of a particular donor to the Association.
216. The Association will inform the Department responsible for the environment as soon as possible if:
 - (a) It changes its name or the name of its public fund; or
 - (b) There is any change to the membership committee of the Wetlands Education Trust Fund; or

(c) There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

217. Statistical data about gifts to the Fund during the financial year shall be provided to the Department responsible for the Register of Environmental Organisations within four months after the end of the financial year and in the form required by the Department.
218. An audited financial statement for the Association and the Wetlands Education Trust Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
219. The Association will comply with any rules that the Treasurer and Minister with responsibility for the environment may make to ensure that gifts made to the Wetlands Education Trust Fund are only used for its principal purpose.

RESOLVING DISPUTES

220. The procedures in Rules 221 – 230 apply to disputes between members and disputes between one or more members and the Association.
221. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
222. If the parties to a dispute are unable to resolve the dispute between themselves within fourteen days after the dispute has come to the attention of each party, any party to the dispute may start the grievance procedure by giving written notice to the secretary of the parties to the dispute and the matters that are the subject of the dispute.
223. Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
224. The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
225. The notice given to each party to the dispute must state —
 - (a) when and where the Board meeting is to be held; and

(b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

226. If —

(a) the dispute is between one or more members and the Association; and
(b) any party to the dispute gives written notice to the secretary stating that the party —

- (i) does not agree to the dispute being determined by the Board; and
- (ii) requests the appointment of a mediator under Rule 231,

the Board must not determine the dispute.

227. At the Board meeting at which a dispute is to be considered and determined, the Board must —

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

228. The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

229. A party to the dispute may, within 14 days after receiving notice of the Board's determination may give written notice to the secretary requesting the appointment of a mediator under Rules 231.

230. If notice is given under Rule 229, each party to the dispute is a party to the mediation.

MEDIATION

231. The mediator must be a person chosen:

- (a) if the appointment of a mediator was requested by a member under Rule 39 — by agreement between the Member and the Board; or
- (b) if the appointment of a mediator was requested by a party to a dispute under Rule 226(b)(ii) or 229 — by agreement between the parties to the dispute.

232. If there is no agreement for the purposes of Rule 231(a) or (b), then, subject to Rule 233 and 234, the Board must appoint the mediator.

233. The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
- (a) a member under Rule 39; or
 - (b) a party to a dispute under rule 226(b)(ii); or
 - (c) a party to a dispute under Rule 229 and the dispute is between one or more members and the Association.
234. The person appointed as mediator by the Board may be a member or former member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.
235. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
236. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
237. In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
238. The mediator cannot determine the matter that is the subject of the mediation.
239. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
240. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

GENERAL MATTERS

By-laws

241. The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
242. By-laws may:
- (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
243. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
244. Without limiting Rule 241, a by-law made for the purposes of Rule 242(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
245. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

Executing documents

246. The Association may execute a document without using a common seal if the document is signed by —
- (a) the treasurer or Chairperson and one other Board member; or
 - (b) the treasurer or Chairperson and a person authorised by the Board.
247. If the Association has a common seal:
- (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
 - (i) the treasurer or chairperson and one other Board member; or

- (ii) the treasurer or chairperson and a person authorised by the Board,

and each of them is to sign the document to attest that the document was sealed in their presence.

- 248. The secretary must make a written record of each use of the common seal.
- 249. The common seal must be kept in the custody of the secretary or another Board member authorised by the Board.

Giving notice to members

- 250. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the address of the member as recorded in the register of members; or
 - (b) sent by prepaid post to the postal address of the member as recorded in the register of members; or
 - (c) sent by electronic transmission to an electronic address of the member as recorded in the register of members.

Custody of books and securities

- 251. Subject to Rule 252, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- 252. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- 253. Rule 251 and 254 have effect except as otherwise decided by the Board.
- 254. The books of the Association must be retained for at least 7 years.

Record of office holders

- 255. The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 58 of the Act to maintain a record of —
 - (a) the names and addresses of the persons who are members of the Board; or hold other offices of the Association provided for by its rules;
 - (b) the name and address of any person who is authorised to use the common seal of the Association (if there is a common seal); and

- (c) the name and address of any person who is appointed or acts as trustee on behalf of the association.

Inspection of records and documents

256. Rule 257 applies to a member who wants to inspect:
- (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
257. The member must contact the secretary to make the necessary arrangements for the inspection.
258. The inspection must be free of charge.
259. If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
260. The member may make a copy of or take an extract from a record or document referred to in Rule 256(c) but does not have a right to remove the record or document for that purpose.
261. The member must not use or disclose information in a record or document referred to in Rule 256(c) except for a purpose —
- (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

Distribution of surplus property on winding up

262. The Association may be wound up and dissolved voluntarily only by Special Resolution.
263. If upon the winding up or dissolution of the Association there remains any surplus property after the satisfaction of all its debts and liabilities, and the costs and charges and expenses of winding up, that property must be given or transferred to one or more of those entities specified in section 24 of the Act which has wholly or substantially similar purposes to the Association, as the meeting resolving upon winding up and dissolution or any subsequent meeting may determine.

264. Except as provided for in the Rules, no portion of the property of the Society may be paid to or distributed among members of the Society whether upon the winding up or dissolution of the Society or otherwise.

Alteration of rules

265. Where the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.