

WINE INDUSTRY SUPPLIERS ASSOCIATION INCORPORATED

RULES OF ASSOCIATION

Associations Incorporation Act 1985 (SA)

Association Incorporation Number : A36410

Last Updated by Special Resolution dated 5 April 2022

Rules of Wine Industry Suppliers Association Incorporated

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Preliminary

1. Name

The name of the incorporated association is Wine Industry Suppliers Association Incorporated referred to in these Rules as the “**Association**”.

2. Defined terms and interpretation

2.1. **Defined terms**

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985 (SA)*;

Committee means the committee of management of the Association;

Committee Member means a member of the committee of management of the Association;

Electronic Communication means communication in the form of email, SMS or other method approved by the Committee;

Executive means the Chair, Vice Chair, Treasurer and Secretary of the Association;

Financial Year means a financial year of the Association, as determined under Rule 8.2;

General Meeting means a general meeting of Members convened in accordance with these Rules;

Member means a member of the Association;

Member Code of Conduct means the code of conduct approved by the Committee outlining the expected conduct and behaviour of Members while engaging with the Association and other Members;

Month means a calendar month;

Officer has the meaning given to it by the Act;

Ordinary Committee Member means a member of the Committee other than the Executive of the Association;

Ordinary Resolution means a resolution passed by a simple majority of Members present and entitled to vote;

Public Officer has the meaning given to it in the Act;

Regulations mean regulations under the Act;

Special Resolution means a special resolution as defined in the Act;

Tax Act means the *Income Tax Assessment Act 1997* (Cth);

2.2. Interpretation

In these Rules, unless the contrary intention appears:

- (a) a reference to any document is a reference to that document as varied, amended, substituted or replaced from time to time;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a gender includes all genders;
- (d) the use of the word 'including' does not limit what else might be included;
- (e) a reference to a thing includes all or any part of it;
- (f) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (g) a reference to a person or entity includes a natural person, a partnership, corporation, trust, association, unincorporated body, authority or other entity;
- (h) a reference to a party includes that party's legal personal representative successors and permitted assigns;
- (i) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 (Cth) as varied from time to time;
- (j) a term which purports to bind or benefit two or more persons binds or benefits them jointly and severally; and
- (k) a reference to a statute, ordinance, code or other law includes regulations and other instruments issued under it and amendments, re-enactments or replacements of any of them.

2.3. Resolutions

Any reference to a 'resolution' in these Rules shall be read as a reference to an Ordinary Resolution, unless a different type of resolution is required for the purposes of the relevant provision (either by these Rules or the Act).

2.4. Questions of interpretation

The Committee will be the sole authority for the interpretation of these Rules and of any by-laws which the Committee is authorised and empowered to make. The decision of the Committee upon any question of interpretation or of any matter affecting the Association and not provided for by these Rules, will be final and conclusive.

3. Objects and powers

3.1. **Objects**

The objects of the Association are to advance and promote, by all lawful means at its disposal, the interests of the wine industry and the members of this Association and without limiting the generality of this objective shall encompass the following supplementary functions of endeavour:

- (a) maintain a close liaison with all organisations associated with the wine industry, their interests, their members and their undertakings;
- (b) initiate, encourage and maintain a spirit of industry fraternity in the membership of the Association and instil that spirit to other organisations with which the Association has contact;
- (c) stimulate the means for members to improve their knowledge and professionalism in their chosen vocation and encourage participation in industry educational programs, seminars and conferences;
- (d) encourage members to develop within their organisations a high standard of business efficiency and ethics and develop a freedom of exchange between members on technical and managerial business matters;
- (e) encourage members to become active in industry policy formation and future direction.

3.2. **Powers**

The Association shall have all the powers conferred by section 25 of the Act.

4. Rules

- (a) These Rules will bind the Association and every Member to the same extent as if they had signed them, and agreed to be bound by all of their provisions.
- (b) These Rules may be altered (including an alternation to the name of the Association), or be rescinded and replaced by substituted rules, by a Special Resolution of the Members. Such an alteration will be registered as required by the Act.

5. Membership

5.1. **Qualification for Membership**

Any sole trader, organisation, group, entity or company operating in the wine industry who supports the objects of the Association can apply to be a member of the Association.

5.2. **Entitlements of Membership**

- (a) Members shall, subject to any rights or restrictions on a category of membership determined pursuant to Rule 5.2(b), be entitled to:
 - (i) attend all General Meetings of the Association;
 - (ii) vote at General Meetings of the Association; and

- (iii) hold a position on the Committee, subject to the election process in Rule 7.2.
- (b) The Committee may from time to time offer different categories of membership with the rights, benefits or restrictions as determined by the Committee. Available membership categories will be published on the website of the Association.

5.3. Application for Membership

- (a) Application for membership of the Association shall be made in writing on a form approved by the Committee and available from the Executive Officer.
- (b) The completed membership form, with the prescribed subscription fee, shall be submitted to the Executive Officer who may approve the application, may defer consideration of it from time to time, or may refer it to the Committee for determination. The Committee may approve an application or reject it without giving any reason for so doing and may overrule a decision of the Executive Officer.
- (c) Each Member, by making an application to become a Member, agrees to abide by the Member Code of Conduct.
- (d) There shall be no limit to the number of Members holding membership of the Association at any one time, however if membership is seen to be heavily weighted by one sub-sector of the wine industry then the Committee may table potential restrictions.

5.4. Subscriptions

The annual subscription fee for each category of membership will be such amount as approved by the Committee and will be payable in advance on or before the start of each Financial Year, or at such other time as the Committee determines.

5.5. Register of Members

The Secretary must keep and maintain a register of Members containing:

- (i) the name and address of each Member; and
- (ii) the date on which each Member's name was entered in the register.

5.6. Ceasing membership

- (a) A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign. Such resignation shall take effect on the expiry of that period.
- (b) The Secretary must record in the register of Members the date on which a Member ceased to be a Member.
- (c) If a Member resigns from the Association pursuant to this rule 5.6, then the Member will not be refunded the annual subscription fee.

5.7. Discipline, suspension and expulsion of Members

- (a) Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct

unbecoming a Member (including non-payment of fees) or prejudicial to the interests of the Association, the Committee may by resolution:

- (i) suspend that Member from membership of the Association for a specified period; or
 - (ii) expel that Member from the Association.
- (b) A resolution of the Committee under Rule 5.7(a) does not take effect unless at a meeting held in accordance with Rule 5.7(c), the Committee confirms the resolution with a two-thirds majority vote in favour of the resolution.
- (c) A meeting of the Committee to confirm or revoke a resolution passed under Rule 5.7(a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with rule 5.7(d).
- (d) For the purposes of giving notice in accordance with rule 5.7(c) the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (i) setting out the resolution of the Committee and the grounds on which it is based;
 - (ii) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member;
 - (iii) stating the date, place and time of that meeting;
 - (iv) informing the Member that the Member may do one or both of the following:
 - (A) attend that meeting;
 - (B) give to the Committee before the date of that meeting a written statement seeking the revocation or variation of the resolution; and
 - (v) informing the Member that, if at that meeting, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- (e) At a meeting of the Committee to confirm or revoke a resolution passed under Rule 5.7(a) the Committee must:
- (i) give the Member, or the Member's representative, an opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine by resolution whether to confirm or to revoke the resolution and provide notice of the decision to the Member.
- (f) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

- (g) If the Secretary receives a notice under Rule 5.7(f), he or she must notify the Committee and the Committee must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (h) At a General Meeting of the Association convened under Rule 5.7(g):
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (iii) the Member, or the Member's representative, must be given an opportunity to be heard; and
 - (iv) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members present (either in person or by proxy) and entitled to vote support the resolution. In any other case, the resolution is revoked.
- (j) If a Member is expelled from the Association pursuant to this rule 5.7, then the Member will be refunded on a pro-rata basis the annual subscription fee calculated from the date of the motion to remove to the end of the relevant subscription period.

5.8. Disputes and mediation

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) 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.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement, a person who is a mediator appointed or employed by the Institute of Arbitration and Mediators Australia.
- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (g) The mediator must not determine the dispute.

- (h) 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.

6. General Meetings

6.1. **Annual General Meeting**

- (a) The Association shall convene in each calendar year an annual General Meeting of its Members.
- (b) Subject to section 39 of the Act, the annual General Meeting shall be held on such day and such time as the Committee determines, and at least 28 days notice shall be given of such meeting.
- (c) The agenda for the annual General Meeting shall be specified in the notice of meeting convening it.
- (d) The ordinary business of the annual General Meeting shall be to:
 - (i) confirm the minutes of the preceding annual General Meeting and of any general meeting held since that meeting;
 - (ii) receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (iii) announce the elected Committee of the Association for the ensuing year;
 - (iv) appoint a public officer for the Association;
 - (v) consider the appointment of auditors, if required by the Act; and
 - (vi) Consider any other business requiring consideration by the Association.
- (e) The annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (f) The annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

6.2. **Special General Meeting**

- (a) In addition to the annual General Meeting, any other General Meetings may be held in the same year.
- (b) All General Meetings other than the annual General Meeting are special General Meetings.
- (c) A special General Meeting shall be called by the Committee as promptly as possible at the request of the Chair or on its own initiative, or on a requisition signed by at least five (5) members.
- (d) Twenty eight (28) days notice shall be given thereof and no business shall be transacted at any such meeting except for that which the meeting has been called and which appears on the agenda for the meeting accompanying the notice convening the meeting.

6.3. Proceedings at Meetings

- (a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote under these Rules is present during the time when the meeting is considering that item.
- (b) At a General Meeting, ten (10) percent of the total number of Members of the Association shall form a quorum.
- (c) Should there not be a quorum present within thirty (30) minutes after the time for which the General Meeting is called, the meeting shall lapse.
- (d) The Chair, shall chair each General Meeting of the Association.
- (e) The Vice Chair shall, at the discretion of, or in the absence of the Chair, fill the role of chair.
- (f) If the Chair or Vice Chair is absent from a General Meeting, the members present shall elect one of their number to preside as chair at the meeting.
- (g) The chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (h) Where a meeting is adjourned for 14 days or more, notice of the re-convened meeting shall be given. This notice should be similar to that of the meeting that was adjourned and generally in conformity to that of a General Meeting.
- (i) Except as provided in sub-clause (a), it is not necessary to give notices of an adjournment or of the business to be transacted at an adjourned meeting.
- (j) If a question arising at a General Meeting of the Association is determined on a show of hands:
 - (i) a declaration by the chair that a resolution has been:
 - (A) carried;
 - (B) carried unanimously;
 - (C) carried by a particular majority; or
 - (D) lost; and
 - (ii) an entry to that effect in the minutes of the Association,
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (k) Upon any question arising at a General Meeting of the Association, a member has one vote only.
- (l) All votes shall be given personally or by proxy.
- (m) In the case of an equality of voting on a question, the chair of the meeting is entitled to exercise a second or casting vote.

- (n) If at a meeting a poll on any question is demanded by not less than three (3) members, it shall be conducted at that meeting in such a manner as the Chair may direct and the result of the poll shall be deemed to be a resolution of the meeting on that question.
- (o) A poll that is demanded on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chair may direct.
- (p) A member is not entitled to vote at any meeting unless all monies due and payable by them to the Association have been paid.
- (q) Each member shall be entitled to appoint another member as their proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

7. Management

7.1. **Committee**

- (a) The affairs of the Association will be administered by the Committee.
- (b) The Committee:
 - (i) must manage and control the funds and other property of the Association;
 - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules or the Act to be exercised by a General Meeting;
 - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;
 - (iv) may appoint an executive officer (whether called general manager, chief executive officer or otherwise) or enter into a management agreement with a third party to provide executive management services, in either case to be responsible for the day-to-day management of the Association;
 - (v) may from time to time make such regulations or by-laws as it shall think fit not inconsistent with these Rules in relation to the Association and its activities
 - (vi) may appoint sub-committees of itself and delegate to them such duties as the Committee sees fit. The members of such appointed sub-committees may not necessarily be members of the Committee nor of the Association; and
 - (vii) may select a member or members to represent the Association and/or the Committee at industry conferences and/or other functions having a bearing on the activities and objects of the Association;
- (c) the Committee shall consist of:
 - (i) the Executive of the Association; and

- (ii) a maximum of eight (8) Ordinary Committee Members.
- (d) The number of Committee Members (including the Executive and Ordinary Committee Members) at any one time shall not exceed ten (10).
- (e) The Executive of the Association shall consist of:
- (i) the Chair
 - (ii) the Vice Chair
 - (iii) the Secretary
 - (iv) the Treasurer
- and one Committee Member can hold more than one but no more than two Executive Committee positions.
- (f) Each of the Executive shall hold office until the annual General Meeting next after their election but are eligible for re-election.
- (g) In the event of a casual vacancy in any office referred to in sub-clause (e) of this Rule, the Committee may appoint one of the Ordinary Committee Members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of his appointment, but may then nominate for election to the Executive.
- (h) Each Committee Member elected pursuant to Rule 7.2, shall, subject to these Rules, hold office until the annual General Meeting two years following their election to the Committee, but is then eligible for re-election.
- (i) In the event of a casual vacancy on the Committee occurring, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office:
- (i) subject to these Rules,
 - (ii) until the conclusion of the annual General Meeting next following the date of their appointment, but may then nominate for election to the Committee; and
 - (iii) if elected at the annual General Meeting, they must sit for the duration of the original term that the committee member who vacated office would have held had they not prematurely vacated office.
 - (iv) For avoidance of doubt:
 - (v) where a member of the Association fills a position on the Committee created by a vacancy/casual vacancy, the member appointed in the place of the vacating committee member, must sit for the duration of the original term of the vacating committee member, and
 - (vi) if another member of the Association elects to be nominated at the annual General Meeting to fill the position originally created by the casual vacancy and is appointed to the Committee, they hold that position in substitution of vacating committee member and sit for the remainder of the original term.

7.2. Election of the Committee

- (a) The Committee shall be elected by the members of the Association annually, prior to the annual General Meeting, for a term of two (2) years.
- (b) It is acknowledged that in the year 2004, fifty (50) per cent of the Committee was elected for one year only. Thereafter each Committee Member was eligible to offer themselves for re-election upon the completion of two (2) years of service, with the intention that half of the positions on the Committee would be open for election each year.
- (c) It is acknowledged that, there are ten (10) Committee Members in the year 2019, and of that, eight (8) Committee Members are due to retire and be eligible for re-election, meaning that eight (8) Committee Member positions are up for election.
- (d) It is acknowledged that the objective of this Constitution is to ensure balance of the Committee through retention of approximately 50% of the Committee Member at each Annual General Meeting.
- (e) It is acknowledged that up to three (3) Committee Member positions being elected for 2020, will be elected for one year only. This will mean that up to five (5) out of the ten (10) Committee Members, will be due to retire and be eligible for re-election at the end of the year 2020.
- (f) In the year 2020 and thereafter each Committee Member will be eligible to offer themselves for re-election for the completion of two (2) years of service, with the intention that 50% of the positions on the Committee will be retained for election each year.
- (g) The Committee elect shall elect from their number a Chair, Vice Chair, Secretary and Treasurer.
- (h) Each member of the Committee shall retire bi-annually but shall be eligible for re-election and shall continue to act until their successors take office, unless their appointment follows an event of casual vacancy.
- (i) If a member of the Committee's appointment follows an event of casual vacancy, the Committee Member must sit for the remainder of the term of office left by the former Committee Member whose departure created the casual vacancy.
- (j) Not more than one (1) person nominated by the one company shall be eligible for election to the Committee
- (k) Notices advising that nominations are required for candidates for membership of the Committee shall be forwarded by the Secretary to each member not later than 35 clear days prior to the date of the annual General Meeting. Such notice shall set out the positions for which nominations are called and the eligibility rules pertaining thereto.
- (l) Nominations shall be addressed to the Secretary and lodged by hand, Electronic Communication or by mail to reach the office of the Association no later than 21 days prior to the date of the annual General Meeting.
- (m) If the number of valid nominations received by the Secretary is less than or equal to the number of vacant positions of Committee persons, the persons so nominated shall be declared elected to the Committee at the annual General Meeting.

- (n) Should the number of valid nominations for the Committee exceed the number of positions, a ballot shall be conducted amongst the members prior to the annual General Meeting, The Secretary, or other person nominated by the Committee, shall act as returning officer ("**Returning Officer**") for such ballot which shall be conducted in the following manner:
- (i) the Returning Officer shall issue to each member entitled to vote, a paper marked "Ballot Paper" which has been initialled by the Secretary;
 - (ii) those members to whom ballot papers have been issued, being entitled to vote, shall indicate their preferences by striking out of the list of candidates, so compiled, the names of all candidates except those for whom they wish to vote and return the ballot paper to the Secretary not later than 7 clear days prior to the annual General Meeting;
 - (iii) the Returning Officer shall take such actions and give such directions that are reasonably necessary in order to ensure that no irregularities occur in, or in connection with, the election and, in order to minimise the occurrence of procedural defects, the Returning Officer shall appoint any financial member not being a candidate to act as a scrutineer and he shall have the right to appoint more than one scrutineer in the interests eliminating procedural defects;
 - (iv) the Returning Officer shall instruct the scrutineers in the carriage of their duties and bring to their attention any particular aspect of the collection and checking of the ballot papers which is necessary to ensure the elimination of irregularities;
 - (v) after the votes have been counted and the Returning Officer is satisfied that the elections have been carried out in conformity with the Rules of the Association and no irregularities are evident, the Returning Officer shall announce to the scrutineers the result of the ballot. It shall be the right of any scrutineer present to examine any ballot paper and demand a recount if they are not satisfied that the original count was correct. Upon the satisfactory completion of counting, the Returning Officer shall sign a paper certifying the correctness of the totals of the votes cast for each candidate as recorded on the paper.
 - (vi) in any case of doubt to the formality of any voting paper the decision of the Returning Officer shall be final.
 - (vii) in the event of any equality of votes the Chair shall have a casting vote so as to ensure the election of not more than the necessary number for the positions.
 - (viii) if, following the general call for nominations by mail and after the closing date for nominations to be received there are insufficient nominations to fill a position or positions on the Committee, then the Returning Officer shall declare those positions to be casual vacancies and the incoming Committee at its first meeting shall seek to fill them.

7.3. Vacancies on the Committee

- (a) If after the closing date for nominations and, prior to the time of the election, there becomes a vacancy on the Committee, the Committee shall treat such vacancy as a casual vacancy and shall forthwith fill such vacancy by appointing some person who would be eligible for election to the Committee at the forthcoming elections. In this event, the newly appointed person is to stand as a Committee Member for the remainder of the term that the former Committee Member would have fulfilled had they not vacated office, notwithstanding the newly appointed person's proper election at the next Annual General Meeting following the date of their appointment.
- (b) A member of the Committee shall vacate office immediately if they cease to be eligible to be a member of the Committee or if they:
 - (i) resign their position as a member of the Committee;
 - (ii) are absent, without leave being granted by the Committee, for more than three consecutive meetings,
 - (iii) become bankrupt or insolvent or make an assignment for the benefit of creditors,
 - (iv) become of unsound mind,
 - (v) are convicted of any fraud or crime in any Court of Law, or
 - (vi) infringe any of the Rules of the Association so as to become a recipient of action under Rule 5.7 and/or Rule 7.8 of these Rules.

7.4. Proceedings of the Committee

- (a) The Committee shall meet as often as required for the purpose of transaction of the business of the Association. At the direction of the Chair or at the request of at least three (3) members of the Committee, a special meeting of the Committee shall be called by the Secretary.
 - (i) Each member of the Committee shall have one vote and in the event of an equality of votes, the Chair of the meeting for the time being shall have a second, casting vote.
 - (ii) The Committee may at any time grant leave of absence to any of its members for such period and upon such grounds as it deems fit.

7.5. Quorum for Committee Meetings

- (a) Four (4) Committee Members shall constitute a quorum for the conduct of the business of a meeting of the Committee;
- (b) No business may be conducted unless a quorum is present;
- (c) If within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and the same time and day in the following week at which meeting the Committee Members present shall constitute a quorum.

7.6. Chairperson at Committee Meetings

At meetings of the Committee:

- (a) the Chair will preside as chairperson; or
- (b) if the Chair is unable to preside the Vice Chair will preside;
- (c) if the Vice Chair is unable to preside, the Committee Members present must choose one of their number to preside.

7.7. Voting at Committee Meetings

- (a) Questions arising at a meeting of the Committee will be determined on a show of hands or, if a Committee Member requests, by a poll taken in such manner as the Chair (or person acting as chairperson) may determine.
- (b) Each Committee Member present at a meeting of the Committee is entitled to one vote.
- (c) In the event of an equality of votes on an issue the Chair (or person acting as chairperson) shall have a second or casting vote.

7.8. Removal of a member of the Committee

- (a) The Association in General Meeting may, by resolution, remove any member of the Committee prior to the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the before mentioned member.
- (b) Where a member to whom a resolution is directed as in sub-clause (a) makes representations to the Secretary or the Chair of the Association (but not to exceed a reasonable length of time), and requests that the representations be notified to the members of the Association, the Secretary or the Chair may send a copy of them to each member of the Association or, if they are not sent, the member may require that they be read out at a meeting.

8. Financial matters

8.1. Funds and Accounts

- (a) The Treasurer of the Association must:
 - (i) collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (iii) keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association; and
 - (iv) present the financial statements of the Association before the Members at the annual General Meeting.

8.2. Financial year

The financial year of the Association commences on the 1st day of July and ends on the 30th day of June.

8.3. Borrowing powers

- (a) Subject to this Rule, the Association may borrow money from any person, including banks and other financial institutions, upon such terms and conditions as the Committee sees fit, and may secure the repayment of that money by charging the property of the Association.
- (b) Subject to section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

8.4. Audit

- (a) The Association may (and, if required by the Act, must) appoint an auditor.
- (b) Any auditor so appointed will hold office for such period as the Association determines.
- (c) An auditor has the rights and duties prescribed by the Act.

9. Application of Association's income and capital

9.1. General rule

Subject to the remainder of this rule 9, the assets and income of the Association must be applied in furtherance of its Objects.

9.2. Payment to Members for services

The assets and income of the Association may be applied or distributed (directly or indirectly) to the Members as *bona fide* remuneration for services rendered or expenses incurred on behalf of the Association subject to a resolution of the Committee in which no less than 75% of those voting are in favour.

9.3. Conditions imposed by Corporate Affairs Commission

Any distribution of the Association's income or capital pursuant to these Rules shall be subject to such conditions as may be imposed thereon by the Corporate Affairs Commission from time to time.

10. Winding up or deregistration

- (a) The Association may be wound up or deregistered in the manner provided for in the Act.
- (b) Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up or deregistration of the Association.
- (c) If upon the winding up or deregistration of the Association there remains 'surplus assets' as defined in the Act, such surplus assets will not be paid to or distributed amongst the Members, but must be paid or distributed to one or more funds, authorities or institutions:
 - (i) which are not carried on for the profit or gain of their members; and

- (ii) which have objects that are similar to, or objects which include objects that are similar to, the Objects of the Association,

as selected by the Members at or prior to winding up or deregistration.

11. Other matters

11.1. Minutes of meetings

- (a) The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee Meeting, together with a record of the names of persons present at those meetings.
- (b) Copies of Minutes of the resolutions and proceedings of each General Meeting must be made available and circulated to all Members within fourteen (14) days.
- (c) The Committee may develop a policy in its absolute discretion setting out situations where Minutes of Committee Meetings may be distributed to Members and or the general public.

11.2. Seal

- (a) The common seal of the Association must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two Committee Members.

11.3. Notices

Any notice that is required to be given to a Member or a Committee Member ("**Recipient**"), by or on behalf of the Association under these Rules may be given by Electronic Communication unless the Recipient has specifically requested that the notice be given to them in one of the following manners:

- (a) sending it by prepaid post addressed to the Recipient at that Recipient's address as shown in the register of Members or register of Committee Members (as the case may be), in which case the notice shall be deemed delivered on the third business day after it is sent;
- (b) facsimile transmission, in which case the notice shall be deemed delivered on the day it is sent, or if it is sent on a day which is not a business day, or after 5pm on a business day, it shall be deemed delivered on the business day immediately following the day on which it is sent; or
- (c) delivering the notice to the Recipient personally, in which case it is deemed delivered upon receipt.

11.4. Public Officer

- (a) The Association must have a Public Officer for the purposes of the Act.
- (b) Unless the Committee decides otherwise, the Secretary will act as Public Officer.

11.5. Insurance

The Committee shall be responsible for ensuring that at all times there are in force insurance policies providing cover which is appropriate for the Association's activities, including public liability.

11.6. Indemnity

- (a) Subject to the Act, every person who is or has been a Committee Member, Officer, or employee of the Association shall be indemnified out of the property of the Association against any liabilities, losses, costs, expenses and damages whatsoever sustained or incurred directly or indirectly in connection with that person's position in the Association and the discharge by the person of his or her duties within the Association except where:
- (i) a liability is owed to the Association; or
 - (ii) the liability arose out of conduct which was not in good faith; or
 - (iii) legal costs in defending or resisting proceedings in which the person is found by a Court to have a liability for which the person cannot be indemnified under any of the foregoing provisions of this rule; or
 - (iv) legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- (b) For the purposes of this rule:
- (i) "conduct" includes acts and omissions;
 - (ii) "legal costs" means legal costs on a solicitor and client basis; and
 - (iii) the outcome of legal proceedings means the outcome of the proceedings and any appeal in relation to the proceedings.
- (c) Where a person seeks to rely on the indemnities contained in this rule, that person shall:
- (i) immediately notify the Association of any claim which gives rise to or could give rise to a liability of the Association to that person;
 - (ii) permit the Association to conduct any negotiations and legal proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make an admission or payment in relation thereto;
 - (iii) not make any admission without the prior written consent of the Association; and
 - (iv) promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- (d) The Association shall make (at all reasonable times) the books of the Association available for inspection by any person who is or has been a Committee Member (and noting always that the information is confidential and the Member must not

disclose the information to a third party unless required at law to do so) only if required by law or for the purposes of any legal proceedings whether directly or indirectly relating to that person's position as a Committee Member:

- (i) to which the person is a party; or
- (ii) that the person proposes in good faith to bring; or
- (iii) that the person has reason to believe will be brought against the person.

11.7. Books and records

- (a) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.