

DESTINATION Perth

**Perth Region
Tourism Organisation Inc**

RULES

As amended 31 October 2018

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1. TITLE

The name of the body is the Perth Region Tourism Organisation Inc and hereinafter it shall be referred to as the Organisation.

2. INTERPRETATION

2.1 Geographical area

The Perth Region (the "Region"), in the context of these Rules, shall mean the geographic area of Western Australia which is bounded by the local government municipalities of:

Armadale	Gingin	Peppermint Grove
Bassendean	Goomalling	Rockingham
Bayswater	Gosnells	Serpentine-Jarrahdale
Belmont	Joondalup	South Perth
Beverley	Kalamunda	Stirling
Boddington	Kwinana	Subiaco
Brookton	Mandurah	Swan
Canning	Melville	Toodyay
Cambridge	Mosman Park	Victoria Park
Chittering	Mundaring	Victoria Plains
Claremont	Murray	Vincent
Cockburn (Inc Rottnest Island)	Nedlands	Wanneroo
Cottesloe	Northam - Town	Wandering
East Fremantle	Northam - Shire	Waroona
Fremantle	Perth	York

"Precincts" to which 'Rule 18.1' refers shall mean the groups of Local Government municipalities defined and articulated below:

2.1.1 Sunset Coast

Cambridge	Gingin	Stirling
Claremont	Joondalup	Wanneroo
Cottesloe	Mosman Park	

2.1.2 Avon Valley

Beverley	Goomalling	Toodyay
Brookton	Northam - Town	Victoria Plains
	Northam - Shire	York

2.1.3 Swan Valley and Darling Range

Armadale	Gosnells	Swan
Bassendean	Kalamunda	
Chittering	Mundaring	

2.1.4 Fremantle and Rottnest

Cockburn (Inc Rottnest Island)	East Fremantle	Fremantle
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2.1.5 Peel and Rockingham

Boddington	Murray	Wandering
Kwinana	Serpentine/Jarrahdale	Waroona
Mandurah	Rockingham	

2.1.6 Perth

Bayswater	Nedlands	Subiaco
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Belmont	Perth	Victoria Park
Canning	Peppermint Grove	Vincent
Melville	South Perth	

2.2 These Rules shall be interpreted in accordance with the Associations Incorporation Act 2015 (the “Act”) and any conflict between the provisions of these Rules and the Act shall be determined as required by the Act.

2.3 “Board” shall mean the Board of Management of the Organisation as constituted under these Rules and shall also mean the committee of management as defined in the Act.

2.4 “Chief Executive Officer” (CEO) shall mean the senior employee of the Organisation.

2.5 “Executive Officer” (EO) shall mean an employee of the Organisation.

2.6 “Affiliated Body” shall mean an association having an objective or objectives complementary to those of this Organisation.

2.7 “External Body” shall mean a key tourism industry organisation or business actively participating in directing tourists into the Region.

2.8 “General Meeting” means a meeting of the Members for the purpose of conducting the business of the Organisation and includes an AGM and a Special General Meeting.

2.9 “Stakeholder” shall mean organisations including Australian State and Local Government agencies as well as affiliated and external bodies with a financial interest in the Organisation.

2.10 “Special General Meeting” means a General Meeting other than an AGM.

2.11 “Special Resolution” shall mean a resolution passed by a majority of not less than three-fourths of the Members entitled to vote and attending a Special General Meeting or an AGM of which notice specified the intention to propose the resolution as a Special Resolution.

2.12 “AGM” shall mean Annual General Meeting of the Organisation.

2.13 “Notice” shall mean any communication provided for by the Rules to be sent to or from the Organisation; such notice must be in writing or printed word that is sent to its recipient by hand delivery, post, email or facsimile machine transmission and inclusive of a means of communication whereby the sender advises the recipient by hand delivery, post, email or facsimile machine of an internet address whereby the recipient may retrieve the communication, provided that the sender uses the most recent address supplied by the intended recipient, except where the Rules or the Act specifically requires a notice to be given in another form.

2.14 “Member” shall mean a person, partnership or corporation whose name appears in the register of members, to be held at the office of the CEO, except where in these Rules a person is referred to as a member of a body other than the Organisation, such as a member of the board.

3. OBJECTS

The objects of the Organisation are to:

3.1 implement and participate in marketing strategies determined to increase the Region’s tourism income in partnership with the Western Australian Tourism Commission and or stakeholders.

3.2 in partnership with the Western Australian Tourism Commission, co-ordinate tourism industry promotion and services within the Region.

3.3 in partnership with the Western Australian Tourism Commission, develop community understanding of the value of tourism in the Region.

3.4 co-operate with other key organisations to benefit tourism within the Region.

3.5 maximise the Region’s available funding.

4. PROPERTY AND INCOME

4.1 The property and income of the Organisation shall be applied solely towards the promotion of the objects of the Organisation and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

4.2 Rule 4.1 does not prevent:

4.2.1 the payment in good faith of remuneration to any Member, officer, employee or agent of the Organisation or other person in return for goods or services authorised by the Board and rendered to the Organisation;

4.2.2 the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Organisation on overdraft accommodation of the same amount on any money lent by a Member to the Organisation;

4.2.3 the payment of reasonable and proper rent for premises leased or let by a Member to the Organisation;

4.2.4 the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Organisation; or

4.2.5 the payment of out of pocket expenses incurred by a Board member for travel and accommodation in connection with the performance of that Board member's functions.

5. MEMBERSHIP

5.1 A person, partnership, trustee or corporation is eligible for membership if he or she owns a tourism business or tourism service within the Region.

5.2 A person will become a Member of the Organisation if:

5.2.1 he or she completes an application form provided by the Organisation and returns it to CEO together with payment of an amount of money equal to the annual membership fee, and

5.2.2 the application is approved by the Board.

5.3 A person's membership takes effect when they are entered on the register of members.

5.4 If an applicant for membership is not approved by the Board, then the payment for the annual membership fee will be refunded.

5.5 If a Member is not a natural person, then the Member must nominate a natural person who will act on behalf of the Member for the purposes of attending and voting at meetings and nominating in elections to the board.

5.6 The principal place of business of a Member shall determine which precinct the Member shall belong for the purposes of nominating and voting in elections to the board.

5.7 Members will pay an annual membership fee to the Organisation and the board has the power to resolve from time to time what qualifications a Member must have to be exempted from paying the membership fee.

5.8 A Member who has not paid his or her membership fees by the due date shall be removed from the register of members. If a person who has lost his membership in this way pays his outstanding membership fees within three months after the due date, his or her membership shall be reinstated from the date of payment of the outstanding membership fees, provided he or she is still qualified to be a Member.

6. REGISTER OF MEMBERS

6.1 MAINTAINING A REGISTER OF MEMBERS

6.1.1 The Board or its delegate must maintain a register of members in accordance with the Act.

6.1.2 The register of members must include each Member's name and:

6.1.2.1 residential address;

6.1.2.2 postal address; or

6.1.2.3 email address.

6.1.3 The register of members must be kept at a location determined by the Board.

6.2 INSPECTION OF THE REGISTER OF MEMBERS

6.2.1 A Member may request to inspect the register of members.

6.2.2 The Organisation must make the register of members available for inspection upon the request of a Member.

6.2.3 Subject to rules 6.3 and 6.4, a Member inspecting the register of members may make a copy of, or take an extract from the register of members but is not entitled to remove the register of members for that purpose.

6.3 COPY OF THE REGISTER OF MEMBERS

6.3.1 A Member may make a request in writing to the Board for a copy or extract of the register of members.

6.3.2 The Board may require a Member who requests to be provided with or to make a copy of or extract from the register of members to provide a statutory declaration setting out the purpose of the request, and declaring that the purpose is directly connected with the affairs of the Organisation.

6.4 WHEN USING THE INFORMATION IN THE REGISTER OF MEMBERS IS PROHIBITED

A Member must not use or disclose the information on the register of members:

6.4.1 to gain access to information that a Member has deliberately denied them;

6.4.2 to contact or send material to the Organisation or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or

6.4.3 for any other purpose, unless the purpose:

6.4.3.1 is directly connected with the affairs of the Organisation; or

6.4.3.2 is related to the administration of the Act.

7. CESSATION OF MEMBERSHIP

7.1 A Member will cease to be a Member of the Organisation if the Member becomes unqualified for membership or if the Member has failed to pay any membership fee by a due date. The Member shall have the right to appeal to the board if the Member believes that the cessation of the Member's membership is unjust.

7.2 If a Member becomes unqualified for membership as a result of a change of the qualifications for membership by the Organisation, the Member's membership will not cease until a period of eleven months after the membership qualifications were changed has elapsed. This rule will not apply to membership fees, changes to which will apply immediately if resolved by the board and a reasonable period to pay has been determined by the board.

8. MEETINGS

8.1 ANNUAL MEETINGS

8.1.1 The AGM shall be held within 6 months after the end of the Financial Year.

8.1.2 The annual report and audited statement of financial position for the preceding Financial Year shall be presented to Members at the AGM.

8.1.3 The order of business for an AGM shall be:

8.1.3.1 Welcome

8.1.3.2 Apologies

8.1.3.3 Minutes of last AGM

8.1.3.4 Minutes of any Special General Meetings

8.1.3.5 Matters arising from the minutes

8.1.3.6 the disclosure of the nature and extent of all material personal interests required to be disclosed under Rule 21.1 (if any);

8.1.3.7 Chairperson's Report

8.1.3.8 Statement of Financial Position and Audit Report for the preceding Financial Year

8.1.3.9 Matters arising from the Financial Statement

8.1.3.10 Announcement of Elected Members to the Board

8.1.3.11 Special Business about which advice was included in the notice of meeting

8.2 SPECIAL GENERAL MEETINGS

8.2.1 Special General Meetings of the Organisation may be called either by the Board, or by at least ten percent (10%) of Members giving a petition in writing to the CEO/EO indicating the matter to be decided. Such business shall only be that which the constitution allows to be dealt with at General Meetings.

8.2.2 In either case, the CEO/EO shall arrange for a Special General Meeting to be held within thirty (30) days of receipt of the request by giving appropriate notice to Members as prescribed in Rule 10.

8.2.3 The other provisions of Rule 8 relating to AGMs shall be applied with suitable modification to the Special General Meeting, provided that the meeting deals with no matter other than that described in the petition.

8.2.4 Proxies are not allowed at Annual or Special General Meetings, except where a Member is a body corporate and it nominates a person to hold its proxy for the meeting. No person at the meeting may have more than one vote, regardless of the number of proxies he or she holds. A Member who is a natural person may not send a proxy in his or her place to a meeting.

9. MEETING PLACE & FREQUENCY

The CEO/EO shall, by notice to the Board, advise the location and time of meetings of the Board, and:

9.1 Meetings of the Board shall not be fewer than six (6) per annum, at intervals which support seasonal variations to the needs of the Board members.

9.2 Board members can attend a Board meeting using tele-conference or video-conference facilities.

9.3 Urgent Board matters can be addressed via circular out-of-session subject to a majority of eligible Board members voting in affirmation of the matter.

10. NOTICE OF MEETING

10.1 Every notice of the AGM or any Special General Meeting must:

10.1.1 be given to all Members not more than thirty five (35) days or less than twenty one (21) days prior to the meeting;

10.1.2 state the time, date and place of the meeting and the particulars of the business to be transacted at the meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted; and

10.1.3 be delivered by hand, sent by prepaid post or sent by electronic transmission to every Member in accordance with each Member's contact details appearing in the register of members in accordance with Rule 22.1.10.3.

10.2 Any other meetings can be advertised at the Board's discretion.

10.3 The CEO/EO will forward a copy of the audited financial statements and Minutes of the last AGM with the notice of the AGM.

11. QUORUM AT MEETINGS

At all Board meetings, six (6) Board members and at all AGMs and Special General Meetings twenty (20) Members present in person and eligible to vote shall constitute a quorum and if within fifteen (15) minutes of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the following meeting at a time determined by the Chairperson.

12. CHAIRPERSON OF MEETINGS

The Chairperson, or in the Chairperson's absence the Vice-Chairperson, shall preside at every AGM, Board and Special General Meeting and in the absence of the Chairperson and Vice-Chairperson, those present shall elect one of their number to be Chairperson for that meeting.

13. VOTING

Resolutions must be carried by a majority of the Members present at any meeting. In the case of equality of votes, the Chairperson shall have the casting vote.

14. PASSAGE OF RESOLUTION & DIVISIONS

14.1 The membership may only vote on constitutional matters, Board election matters and meeting procedure matters; the membership does not have the power to direct the Board or the Organisation's employees on matters of policy, operational or management matters.

14.2 Except as otherwise provided for in these Rules, voting on any matter before the meeting shall be by show of hands with the matter being determined by a simple majority. The Chairperson shall declare the result.

14.3 In the event of at least five (5) attending Members disagreeing with the declaration of the Chairperson, the matter shall be decided by a poll.

15. MINUTES

The CEO/EO shall cause Minutes of Resolution of every AGM, Special General Meeting, and Board Meeting to be taken, entered and kept, and such Minutes signed by the Chairperson shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all Members of the Organisation except as to any irregular proceedings so declared and annulled at a Special General Meeting called for that purpose and held within three (3) months after the holding of the relevant AGM or Board Meeting.

16. BOARD

16.1 The business and affairs of the Organisation shall, subject to these Rules and the Act, be under the management of a Board.

16.2 The elected Board members may appoint any individual (whether a Member or not) to a position on the Board, subject to there being no more than five (5) such appointed persons at one time. Each appointment to be made for a term of one (1) year.

16.3 Except as provided in Rule 16.4, elected Board members shall serve a term of two (2) years.

16.4 An elected Board member shall cease to be a member of the Board if:

16.4.1 he or she ceases to be a Member of the Organisation or

16.4.2 he or she is a proxy nominated by a Member which is a body corporate or partnership and the proxy nomination is withdrawn by the Member. Provided that upon the Organisation becoming aware of the fact that the Board member is no longer a Member of the Organisation, it shall give the Board member notice of three months to restore his or her membership of the Organisation and in which case the Board member shall continue to be a Board member and his Board membership is deemed not to be broken.

16.5 A Board member who has been appointed to the Board shall cease to be a member of the Board upon death, retirement or the expiration of the Board member's term of appointment.

16.6 Any Board member may lose his or her membership of the Board by resolution of the Board if he or she misses three (3) consecutive board meetings without leave of absence from the Chairperson.

16.7 If an elected Board member relocates his or her tourism business or tourism service to another precinct from the precinct he or she was elected to represent, then he or she loses his or her membership to the board.

16.8 Any casual vacancy occurring in the Board may be filled by a Member representing the precinct of the departed elected Member and appointed by the Board. Any person so chosen shall hold office until the expiration of the term of the original elected Board member.

17. POWERS

Subject to these Rules and the Act, the Board shall have the following powers:

17.1 To manage and conduct the affairs of the Organisation within the limits of its objects.

17.2 To form committees to which specific powers are delegated. Such committees may contain financial Members, advisers or employees of the Organisation provided that financial Members shall always be in the majority and a member of the Board shall be Chairperson. The Board may cancel the appointment of committees so formed at any time.

All committees shall report to, and be responsible to; the Board and no act of any committee shall be binding on the Board or the Organisation unless ratified by a Board meeting.

17.3 To open and operate accounts at any bank, as are required to enable proper management and investment of the Organisation's moneys.

17.4 To nominate not less than three (3) persons who may sign properly authorised cheques or negotiable instruments on behalf of the Organisation; each cheque or instrument will require the signature of two of these persons, one (1) being from the Board and the other the CEO/EO.

17.5 To engage and to delegate specific powers to any servant, employee, agent or professional adviser of or to the Organisation and to pay such remuneration as the Board

deems fit to any person so engaged, whether a Member of the Organisation or not, in return for services rendered or to be rendered to the Organisation.

17.6 To make regulations, rules and/or by-laws as to the hiring or letting of property in the Organisation's control and to regulate fees and rental to be paid in respect of same.

17.7 To do all or any other things considered necessary for the purpose of achieving the objects of the Organisation.

17.8 To affiliate, become affiliated with or subscribe to any body whose objects are deemed similar to those of the Organisation and, if thought fit, to detach the Organisation from such body.

18. COMPOSITION OF THE BOARD

18.1 The affairs of the Organisation shall be managed exclusively by the Board, consisting of up to eleven (11) persons, comprised of:

Six (6) elected members based on geographical precincts. One (1) member elected from each of the precincts as identified by the Western Australian Tourism Commission's area groupings referred to in 2.1.2 - Sunset Coast, Avon Valley, Swan Valley and the Darling Range, Perth, Fremantle and Rottnest Island, Peel and Rockingham.

Up to five (5) persons appointed for particular skills and expertise as determined by the Board.

18.2 No proxies are permitted at Board meetings.

18.3 A Western Australian Tourism Commission representative may attend Board meetings as an observer with speaking rights.

19. ELECTION OF THE BOARD

The Board to which Rule 18 refers will be formed as follows:

19.1 A call for nominations for Board members representing each of the six (6) precincts shall be sent as a notice to Members not less than forty (40) calendar days prior to the AGM.

19.2 Only Members of the Organisations who are natural persons or proxies nominated by Members which are bodies corporate or partnerships may be nominated for an election of elected members of the Board, except that a person who has been elected to three terms on the Board shall not be eligible to nominate for a fourth elected term.

19.3 All elections shall be by postal voting prior to the AGM; no voting will take place at the AGM. The results of the postal voting will be announced at the AGM.

19.4 Postal votes shall be sent out not less than twenty one (21) calendar days prior to the AGM.

19.5 Only Members can vote and there shall be only one vote per membership; Members shall only vote in the election being held in the precinct in which their tourism business or service is located.

19.6 Postal votes shall be returned by mail or hand delivered to the office of the CEO/EO.

19.7 Nominations shall be received in writing by the CEO/EO not less than twenty five (25) calendar days prior to the AGM.

19.8 A nomination can only be made by a Member and must be signed by the nominee as indication of willingness to accept nomination to the Board.

19.9 Where no more than the required number of candidates is nominated for any office, those so nominated shall be elected.

19.10 In the case of no nominations for any of the Board positions or in the case the Board member ceases to be a Board member, the Board has the power to appoint a

member from the vacant precinct to that position to serve until the end of the vacating member's term.

19.11 Postal votes returned to the CEO/EO less than seven (7) calendar days prior to the AGM will be declared invalid.

19.12 Where there is more than one nominee for a position of an elected member of the Board for a precinct:

19.12.1 Members will only vote for nominees within the precinct in which their financial membership is active.

19.12.2 Only one box shall be ticked to be deemed a valid ballot paper.

19.12.3 To determine the result of the ballot the returning officer shall total the number of ticks for each nominee on valid ballot papers.

19.12.4 When the returning officer is satisfied that all provisions of the election in these Rules have been complied with, then the returning officer will declare to the nominees in the election and to the board the nominee receiving the highest total of votes to be elected.

19.12.5 If there is a tie for the most number of votes, the returning officer will determine the winner of the election by drawing a name out of a hat.

19.12.6 An appointed member of the board nominated by the board will act as scrutineer for elections of the board. This role will serve as a witness only and the scrutineer shall not direct the returning officer. The scrutineer will report to the board on the conduct of the election.

19.12.7 If the returning officer has not declared the winner of an election within seven days of the closing of the ballot, then the matter will be resolved by the Board.

19.12.8 A nominee in the election has seven days from the date of the declaration of the election by the returning officer to lodge a dispute with the returning officer and such dispute will be resolved by the board, provided any member of the board who is directly affected by the matter shall excuse himself from the board meeting while the matter is resolved.

19.12.9 Upon the expiry of seven days from the date of the declaration of the election, and no dispute has been lodged, the returning officer shall destroy the vote papers. If there is a dispute, the returning officer will destroy the vote papers upon resolution of the board to do so.

20. MEETING OF BOARD

20.1 The Board shall meet together for the dispatch of business at least six (6) times per year, with the timing at the discretion of the Board.

20.2 If the incumbent Chairperson's term as Chairperson has expired, then at the first Board meeting after the AGM, the Board shall elect a member of the Board as Chairperson. The Chairperson shall hold office until the first Board meeting after the AGM in the second year of the Chairperson's term of office or for the remainder of that board member's term on the Board, whichever is the lesser.

20.3 At the first Board meeting after each AGM, the Board shall elect members of the Board as Vice-Chairperson and Treasurer. The Vice-Chairperson and Treasurer shall hold office until the first Board meeting after the AGM or for the remainder of that Board member's term on the board, whichever is the lesser.

20.4 If the office of Chairperson, Vice-Chairperson or Treasurer becomes vacant prior to the election of office bearers at the first Board meeting after each AGM as determined in 19.2 and 19.3, then the Board shall elect a Board member to fill each vacancy for the period remaining until the first Board meeting after the next AGM.

20.5 Except as otherwise provided in these Rules or the Act, matters before the Board shall be decided by simple majority vote. The Chairperson shall have a casting vote.

20.6 Urgent Board matters can be addressed via circular out-of-session subject to a majority of eligible Board Members voting in affirmation of the matter.

20.7 Subject to these Rules and the Act, the Board may determine its own procedures.

21. DISCLOSURE OF INTEREST

21.1 A Board member who has any material personal interest in a matter being considered at a Board meeting must:

21.1.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;

21.1.2 not be present while the matter is being considered at the Board meeting or vote on the matter; and

21.1.3 disclose the nature and extent of the interest at the next General Meeting.

21.2 Rule 21.1 does not apply in relation to a material personal interest that:

21.2.1 exists only because the Board member is a member of a class of persons for whose benefit the Organisation is established; or

21.2.2 the Board member has in common with all, or a substantial proportion of, the Members.

22. CHIEF EXECUTIVE OFFICER/EXECUTIVE OFFICER (CEO/EO) AND STAFF

The Board, acting on behalf of the Organisation, shall employ a CEO/EO on such terms and conditions as the Board may, in its absolute discretion, think fit and, subject to the terms of any contract of employment, may revoke or terminate the employment of the CEO/EO and appoint or employ any other person as CEO/EO.

22.1 GENERAL DUTIES OF THE CHIEF EXECUTIVE OFFICER

The CEO/EO shall, during the term of the appointment:

22.1.1 with the authority of the Board, employ such staff that may be necessary to assist the CEO/EO on terms and conditions approved by the Board.

22.1.2 act as the Public Officer for the organisation and provide such notices to the Commissioner as are required by the Act.

22.1.3 assume any responsibilities articulated in the Act as required of the Secretary.

22.1.4 attend and take part in all meetings of the Board and of the membership of the Organisation unless given leave by the Chairperson.

22.1.5 supervise the day-to-day running of the Organisation in compliance with all directions from time-to-time given by the Board.

22.1.6 comply with and fulfil the duties of the CEO/EO as specified by the Board in the CEO/EO's duty statement, and as provided by the Board to the CEO/EO from time-to-time.

22.1.7 advise the Board as to the best means of administering and promoting the affairs of the Organisation.

22.1.8 coordinate all correspondence relating to the Organisation, the Board and Members of the Organisation.

22.1.9 be the returning officer for Board elections and business, unless otherwise determined by the Board.

22.1.10 be responsible for keeping all the proper records of the organisation, in accordance with the requirements of the Act, including:

22.1.10.1 MINUTES

The CEO/EO shall cause proper minutes of all proceedings of all general meetings, Special General Meetings and Board meetings to be taken kept in accordance with Rule 15.

22.1.10.2 RULES

The CEO/EO shall keep and maintain in up-to-date condition the Rules of the Organisation and upon request of any Member of the Organisation or member of the Board shall make available the Rules for the inspection of that Member and the Member may make a copy of the Rules for that purpose but shall have no right to remove the Rules for the purpose of copying or inspection.

22.1.10.3 MEMBERSHIP REGISTER

The CEO/EO shall keep and maintain an up-to-date register of members of the Organisation in accordance with Rule 6.

22.1.10.4 RECORD OF OFFICE HOLDERS

The CEO/EO shall maintain a record of the names and residential or postal addresses of persons or bodies that hold any office in the Organisation provided for by the Rules, including all appointments held by persons or bodies that constitute the Board, and those who are authorised to use the Common Seal of the Organisation and, upon request of a Member of the Organisation or member of the Board, make available the record for the inspection by that Member and that Member may make a copy of or take an extract from the record but shall have no right to remove the record for that purpose.

22.1.10.5 FINANCIAL MANAGEMENT

The CEO/EO shall be responsible to the Board for the proper financial management of the Organisation in accordance with Rule 23.2. Upon request of a Member of the Organisation or member of the Board, the CEO/EO shall make available the statement of financial position for the inspection by that Member and that Member may make a copy of or take an extract from the statement of financial position but shall have no right to remove the statement of financial position for that purpose.

23. FINANCE

23.1 A Treasurer shall be elected by the Board from one of its number to monitor the financial affairs of the Organisation and to report this to the Board.

23.2 The CEO/EO will have responsibility for all other financial matters, and shall:

23.2.1 be responsible for the receipt of all moneys paid to or received by the Organisation and shall issue receipts for those moneys when requested in the name of the Organisation.

23.2.2 pay all moneys referred to in Rule 23.2.1 into such account or accounts of the Organisation as the Board may, from time-to-time, direct.

23.2.3 make payments from the funds of the Organisation with the authority of the Board and in doing so ensure that all cheques are signed in accordance with guidelines issued by the Board from time-to-time.

23.2.4 have custody of all securities, books and documents of a financial nature and accounting records of the Organisation.

23.2.5 prepare financial reports.

23.2.6 prepare the budget.

24. AUDITOR

The Auditor:

24.1 shall be elected by the Board at the first meeting following each AGM.

24.2 does not have to be a Member of the Organisation.

24.3 can not be a member of the Board.

24.4 may be paid for his/her services.

24.5 must make a report to the Members upon the balance sheet and accounts for the Financial Year, to be submitted to every AGM.

25. FINANCIAL YEAR

The Financial Year shall be from 1 July in any year to 30 June of the following year.

26. COMMON SEAL

The Organisation shall have a common seal on which its corporate name shall appear in legible characters.

26.1 The common seal of the Organisation shall be kept in the custody of the CEO/EO and shall be affixed to any deed, instrument or other document at a meeting and pursuant to a resolution of the Board and not otherwise.

26.2 Any two of the Chairperson, Vice Chairperson and the CEO/EO to countersign the affixation of the seal and the CEO/EO shall keep a record of all documents to which the seal shall be affixed.

27. RULES & AMENDMENT

27.1 These shall be the only Rules of the Organisation and shall come into force forthwith.

27.2 Copies of the Rules shall be available to Members upon joining the Organisation, and on subsequent occasions upon application to the CEO/EO.

27.3 In accordance with the Act and subject to the approval by a Special Resolution of the Members of the Organisation, these Rules may be altered (including and alteration to name) or be rescinded and replaced by substitute rules.

27.4 The notice specifying the intention to propose a Special Resolution to alter, add to or amend the Rules shall include the precise amendment, addition or alteration sought and a brief statement setting out the reason for seeking the amendment, addition or alteration.

28. WINDING UP

Should the Organisation for any reason whatsoever cease to function, any Member, affiliated body, or persons holding any Organisation monies or property shall forthwith pay the same to the Board. Provided the Organisation is solvent, the Organisation may be wound up by a Special Resolution. If upon the winding up of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall be distributed:

28.1 to another incorporated association having objects similar to those of the Organisation, or

28.2 for charitable purposes, which incorporated association or purposes, as the case required, shall be determined by resolution of the Members when authorising and directing the Board under the Act to prepare a distribution plan for distribution of the surplus property of the Organisation.

29. DISPUTE RESOLUTION

29.1 The dispute resolution procedure set out in this Rule 29 applies to disputes arising under or in relation to these Rules between:

29.1.1 a Member and another Member; and

29.1.2 a Member and the Organisation.

29.2 The parties to a 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.

- 29.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days of the expiry of the 14 day timeframe in Rule 29.2, arrange to hold a meeting in the presence of a registered mediator.
- 29.4** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 29.5** The mediator, in conducting the mediation, must:
- 29.5.1** give the parties to the mediation process every opportunity to be heard;
 - 29.5.2** allow due consideration by all parties of any written statement submitted by any party; and
 - 29.5.3** ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 29.6** The mediator must not determine the dispute.
- 29.7** The mediation must be confidential and without prejudice.
- 29.8** 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.