MULTICULTURAL
SERVICES CENTRE

Constitution of the
Multicultural Services Centre of Western Australia Inc.

(Amended as at 3rd November 2025)

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of Western Australia Inc.
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Constitution of the Multicultural Services Centre of Western Australia Inc.

PART 1 — PRELIMINARY

1 (a) Name of Association

The name of the association shall be the Multicultural Services Centre of Western Australia Incorporated, hereafter referred to as 'the Centre'

1 (b) Registered Office

The office of the Centre shall be at a place determined by the Board.

1 (c) Purpose of Centre

- To meet the settlement, welfare, education and training, cultural, legal and related needs of culturally and linguistically diverse Western Australians;
- To undertake research, community education activities, advocacy, policy development etc. related to their needs, concerns and aspirations with emphasis on social cohesion, inclusion and human rights; and
- To establish Foundations/trusts for this purpose

1 (d) Objects

The Objects of the Association shall be:

a) Alleviate poverty within migrant and refugee families through the provision of emergency relief and other available support services and initiatives.
b) Provide appropriate cultural and linguistic services to address the needs of the diverse populace of WA with special emphasis on matters affecting their general settlement, welfare & education, training & employment, legal & health (including mental health).
c) Provide culturally and linguistically appropriate services targeting specific needs of women, elderly, youth and people with disabilities.
d) Build the capacity of new and emerging ethnic groups and empower them to address issues of concern to them.
e) Collaborate and assist ethnic groups whose aims and objects are compatible with those of the Association.
f) Promote greater awareness of the needs and concerns of culturally and linguistically diverse Western Australians among all levels of the government and non-government sector and general public.
g) Provide Facilities for cultural activities.
h) Advocate for and promote a united Australia which respects this land of ours, values Aboriginal and Torres Strait Islander and our multicultural heritage and provides justice and equity for all.
i) Advocate for and promote a society that is socially cohesive, inclusive and racism free and provide support services for victims of discrimination, abuse and harassment based on ethnicity, faith, gender, marital status, pregnancy, breastfeeding, sexual orientation, age, disability and family responsibility or status.
j) Undertake initiatives to better assist the Association to respond to natural and other disasters and humanitarian causes overseas.
k) And such other Objects as the Association shall consider worthy and appropriate from time to time.

1 (e) Powers of the Centre

a) To purchase, sell, mortgage, lease, exchange or otherwise acquire or dispose of any real or personal property.
b) With respect to the administration of the Centre, open and operate bank accounts and draw, accept and negotiate cheques and other negotiable instruments.
c) To obtain monies by way of contributions, donations, subscriptions, grants or by any other lawful method and to receive gifts of real or personal property.
d) To deal with the monies of the Centre not immediately required for the purposes of the Centre in such a manner as authorised by law and as may from time to time be determined by Board.

e) To appoint delegates and representatives to other organisations or bodies.
f) To appoint or elect or co-opt sub committees and working parties.
g) To approve the membership of, suspend, expel or otherwise deal with any member or official for any behaviour or non-compliance with the Rules of the Centre, By-Laws of the Centre or decisions of the Board when such behaviour or non-compliance is deemed not to be in the best interests of the Centre.
h) To appoint, suspend or dismiss or otherwise deal with employees, consultants, subcontractors or any other bodies, professionals or persons having dealings with the Centre.
i) To make By-Laws for the conduct of the Centre.
j) To erect, maintain and improve or make alterations to any land or buildings or other property in the care, control, custody or ownership of the Centre.
k) To engage in and/or provide services for activities not necessarily or substantially focussed on migrants and/or refugees provided any proceeds thereby received are redirected to activities that meet the needs of culturally and/or linguistically diverse Western Australians for their settlement, welfare, education and training, or their cultural, legal and related needs.
l) To do such other acts or things as the Centre or its Members (other than Associate Members) may deem necessary, incidental or conducive to the attainment of the above objects and the exercise of the above powers.

1 (f) Terms used
In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Associate member means a member with the rights referred to in rule 8(6);

Association means the incorporated association to which these rules apply;

Books, of the Association, includes the following —

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

By laws means by-laws made by the Association under rule 64;

Chairperson means the Board member holding office as the chairperson of the Association;

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

Community Housing Assets means:
(a) land and/or premises transferred to the CHP by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the CHP;
(b) land and/or premises acquired by the CHP wholly or partly with funding provided by the Housing Authority, including but not limited to where such funding is comprised of:
i. funding provided directly by the Housing Authority
ii. GST input tax credits claimed by the CHP in connection with any supplies which are funded wholly or in part by the Housing Authority;
(c) a legal interest in land and/or premises acquired by the CHP wholly or partly with funding provided or where the acquisition is facilitated by the Housing Authority;
(d) land and/or premises acquired by the CHP wholly or in part with borrowings leveraged off or cash flow generated from any assets in the CHP's portfolio in which the Housing Authority has or had an interest;

(e) land and/or premises where the Housing Authority is identified as having an interest in any legal agreement;
(f) land and/or premises procured with the proceeds of sale of land and/or premises in which the Housing Authority has previously had an interest; or
(g) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority.

Community Housing Provider (CHP) means an organisation that provides community housing. **Registered** means a CHP that has successfully achieved registration under the Framework as a Tier 1, 2 or 3 provider.

Board means the management board of the Association;

Board meeting means a meeting of the board;

Board member means a member of the board;

Financial records includes —

(a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
(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, of a tier 2 association or a tier 3 association, has the meaning given 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, has the meaning given in rule 2;

General meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

Member means a person (including a body corporate) who is an ordinary member or an associate member of the Association;

Ordinary board member means a board member who is not an office holder of the Association under rule 27(3);

Ordinary member means a member with the rights referred to in rule 8(5);

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 board 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;
Subcommittee means a ***subcommittee*** appointed by the board under rule 48(1)(a);

Tier 1 association means an incorporated association to which section 64(1) of the Act applies;

Tier 2 association means an incorporated association to which section 64(2) of the Act applies;

Tier 3 association means an incorporated association to which section 64(3) of the Act applies;

Treasurer means the board member holding office as the treasurer of the Association.

Rule 2 Financial year

(1) The financial year of the Association is the period of 12 months commencing 1st July each calendar year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

Rule 3 Not-for-profit body

(1) 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.

(2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule (3).

(3) 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.

PART 3 — MEMBERS

Division 1 — Membership

Rule 4 Eligibility for membership

(1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.

(2) An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

Rule 5 Applying for membership

(1) A person who wants to become a member must apply in writing to the Association.

(2) The application must include a member's nomination of the applicant for membership.

(3) The application must be signed by the applicant and the member nominating the applicant.

(4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates

Rule 6 Dealing with membership applications

(1) The board must consider each application for membership of the Association and decide whether to accept or reject the application.

(2) Subject to sub rule (3), the board must consider applications in the order in which they are received by the Association.

(3) The board may delay its consideration of an application if the board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

(4) The board must not accept an application unless the applicant —

(a) is eligible under rule 4; and

(b) has applied under rule 5.

(5) The board may reject an application even if the applicant —

(a) is eligible under rule 4; and

(b) has applied under rule 5.

(6) 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.
(7) If the board rejects the application, the board is not required to give the applicant its reasons for doing so.

Rule 7 Becoming a member

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 12.

Rule 8 Classes of membership

(1) The Association consists of ordinary members and any associate members provided for under sub rule (2).
(2) The Association may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
(3) An individual who has not reached the age of 15 years is only eligible to be an associate member.
(4) A person can only be an ordinary member or belong to one class of associate membership. An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the board.
(5) An associate member has the rights referred to in sub rule (5) other than full voting rights.
(6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

Rule 9 When membership ceases

(1) 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 a body corporate, the body corporate is wound up;
  (c) the person resigns from the Association under rule 10;
  (d) the person is expelled from the Association under rule 15;
  (e) the person ceases to be a member under rule 12(4).
(2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
  (a) the date on which the person ceased to be a member; and
  (b) the reason why the person ceased to be a member.

Rule 10 Resignation

(1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
(2) 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.
(3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the ***owed amount***) at the time of resignation.
(4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

Rule 11 Rights not transferable

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

Division 2 — Membership fees

Rule 12 Membership fees

(1) The board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
(2) The fees determined under sub rule (1) may be different for different classes of membership.

(3) 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.
(4) 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.
(5) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule 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.

Division 3 — Register of members
Rule 13 Register of members
(1) 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.
(2) 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.
(3) The register of members must be kept at the secretary's place of residence, or at another place determined by the board.
(4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
(5) 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.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION
Division 1 — Term used
Rule 14 Term used: member
In this Part —
member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action
Rule 15 Suspension or expulsion
(1) 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
(2) the member acts detrimentally to the interests of the Association. 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.
(3) 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;
(4) 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.

(5) A decision of the board to suspend the member's membership or to expel the member from the Association takes immediate effect.

(6) 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.

(7) 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 sub rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.

If notice is given under sub rule (7), the member who gives the notice and the board are the parties to the mediation

Rule 16 Consequences of suspension

(1) 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.

(2) 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.

(3) 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.

Division 3 — Resolving disputes

Rule 17 Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person –
(a) who is a party to the dispute; and
(b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Rule 18 Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —
(a) between members; or
(b) between one or more members and the Association.

Rule 19 Parties to attempt to resolve dispute

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.

Rule 20 How grievance procedure is started

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
(a) the parties to the dispute; and
(b) the matters that are the subject of the dispute.

(2) Within 28 days after the secretary is given the notice, a board meeting must be convened to consider and determine the dispute.

(3) 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.

(4) 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.
(5) 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 23,

the board must not determine the dispute.

Rule 21 Determination of dispute by board

(1) 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.
(2) 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.
(3) A party to the dispute may, within 14 days after receiving notice of the board's determination under sub rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
(4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Division 4- Mediation

Rule 22 Application of Division

(1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
    (a) by a member under rule 15(7); or
    (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
(2) If this Division applies, a mediator must be chosen or appointed under rule 23.

Rule 23 Appointment of mediator

(1) The mediator must be a person chosen —
    (a) if the appointment of a mediator was requested by a member under rule 15(7) — 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 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
(2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3) and (4), the board must appoint the mediator.
(3) 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 15(7); or
    (b) a party to a dispute under rule 20(5)(b)(ii); or
    (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.
(4) 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.

Rule 24 Mediation process

(1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(2) 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.
(3) 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.
(4) The mediator cannot determine the matter that is the subject of the mediation.
(5) 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.
(6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Rule 25 If mediation results in decision to suspend or expel being revoked

If —

(a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and

(b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a board meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD

Division 1 — Powers of Board

Rule 26 Board

(1) The board members are the persons who, as the management board of the Association, have the power to manage the affairs of the Association.
(2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
(3) The board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
(4) "The board will delegate its powers for the day to day management to the Chief Executive Officer who at all times will be responsible to the board in the performance of these duties.

Duties and Responsibilities of Chief Executive Officer

While the governing role of the Board of Management is one of leadership, financial and strategic planning, it is the responsibility of the Chief Executive Officer to manage the day-to-day operations of MSCWA to achieve these strategic ends, as per Rule 26 (4).

The Centre's Chief Executive Officer shall attend Board Meetings at the invitation of the Board and he/she shall not have a vote. The Chief Executive Officer will:

(i) Present a report of the operations of the service since the last meeting, in a format determined by the Board.
(ii) Bring to the attention of the Board any issues which require Board consideration.
(iii) Provide information and advice to assist the Board in its deliberations.
(iv) Provide feedback to other staff of the considerations and deliberations of the Board.

Besides the above the duties and responsibilities of the Chief Executive Officer include:

- Ensuing the effective implementation of all funding contracts that MSCWA is a party to;
- Controlling resources and being responsible for results, including appointing workers to discharge these responsibilities, and monitoring their performance;
- Identifying and maintaining important relationships between MSCWA and other organisations and individuals, relationships that will support effective and efficient service delivery;
- Developing and implementing operational plans and policies, in consultation with workers, in the areas delegated by the Board of Management to the Chief Executive Officer.

In fulfilling these duties and responsibilities the Chief Executive Officer is accountable to Board of management and will comply with the delegation frameworks it has designed for this purpose. The board can amend these delegations if it so chooses.

Division 2 — Composition of Board and duties of members

Rule 27 Board members

(1) The board members consist of —
  (a) the office holders of the Association; and
  (b) at least five ordinary board members.

(2) The board must determine the maximum number of members who may be ordinary board members.

(3) The following are the office holders of the Association —
  (a) the chairperson;
  (b) the deputy chairperson;
  (c) the secretary;
  (d) the treasurer.

(4) A person may be a board member if the person is —
  (a) an individual who has reached 18 years of age; and
  (b) an ordinary member.

(5) A person must not hold more than one of the offices mentioned in sub rule (3) at the same time.

Rule 28 Chairperson

(1) 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.

(2) 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

Rule 29 Secretary

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;
(i) carrying out any other duty given to the secretary under these rules or by the board.
(j) Duties (a) to (g) are delegated to the Chief Executive Officer who at all times will be responsible to the Secretary in the performance of these duties.

Rule 30 Treasurer

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 authorised by the board or at a general meeting are made on time;

(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) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
(g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
(h) 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;
(i) carrying out any other duty given to the treasurer under these rules or by the board
(j) Duties (a) to (e) are delegated to the Chief Executive Officer who at all times will be responsible to the Treasurer in the performance of these duties.

Division 3 — Election of board members and tenure of office

Rule 31 How members become Board members

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 38

Rule 32 Nomination of board members

(1) At least 21 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; and
    (b) stating the date by which nominations must be received by the secretary to comply with sub rule (2).
(2) Only financial members (subject to clause 7 (c)) may nominate for membership of the Board.
(3) A member who wishes to be considered for election to the board at the annual general meeting must nominate for election in accordance with the provisions of the Notice of the Meeting.
(4) Close family member of staff i.e. spouse children and stepchildren are not eligible to contest board positions
(5) A member whose nomination does not comply with this rule is not eligible for election to the board unless the member is nominated under rule 33(2) or 34(2)(b).

Rule 33 Election of office holders

(1) Officer holders:
    (a) Are elected by members who are elected as board members as per Rule 34.
    (b) Term of office is two years
(2) The term begins when the member –
    (a) Is elected at an annual general meeting or under sub rule 36(3)(b); or
    (b) Is appointed to fill a casual vacancy under rule 38.
    (c) Subject to rule 37, a board member not elected at an annual general meeting holds office until the positions on the board are declared vacant at the next annual general meeting
    (d) A person cannot serve more than six years in total in office holder positions

Rule 34 Election of ordinary board members

(1) At the annual general meeting, an election must be held for all vacant board member positions.
(2) If the nominations are less than the number of vacant positions, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
(3) If the number of nominations are the same as the number of vacant positions, the chairperson of the meeting must declare the Members elected to the Board.
(4) If the number of member who have nominated for a position, exceed the number of vacant positions, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the board to decide who is/are to be elected as board member(s)

Rule 35 Term of office

(1) The term of office of a board member should be no more than 12 years including any served in office bearer capacity and so, a board member may be re-elected to reach that limit.
(2) The term begins when the member —
    (a) is elected at an annual general meeting or under sub rule 36(3)(b); or
    (b) is appointed to fill a casual vacancy under rule 38.
(3) Subject to rule 37, a board member not elected at an annual general meeting holds office until the positions on the board are declared vacant at the next annual general meeting.
(4) To promote board renewal, every attempt should be made to ensure that 40 per cent of board members have not served on the board for more than three consecutive terms.

Rule 36 Resignation and removal from office

(1) 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.
(2) 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.
(3) At a general meeting, the Association may by resolution —
    (a) remove a board member from office; and
    (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
(4) A board member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
(5) 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 resolution is to be considered.

Rule 37 When membership of board ceases

A person ceases to be a board member if the person —
(1) dies or otherwise ceases to be a member; or
(2) resigns from the board or is removed from office under rule 36; or
(3) becomes ineligible to accept an appointment or act as a board member under section 39 of the Act;
(4) becomes permanently unable to act as a board member because of a mental or physical disability; or
(5) 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.

Rule 38 Filling casual vacancies

(1) The board may appoint a member who is eligible under rule 27(4) to fill a position on the board that —
    (a) has become vacant under rule 37; or
    (b) was not filled by election at the most recent annual general meeting or under rule 36(3)(b).
(2) If the position of secretary becomes vacant, the board must appoint a member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
(3) Subject to the requirement for a quorum under rule 45, the board may continue to act despite any vacancy in its membership.
(4) If there are fewer board members than required for a quorum under rule 45, the board may act only for the purpose of —
    (a) appointing board members under this rule; or
    (b) convening a general meeting.

Rule 39 Validity of acts

The acts of a board or *subcommittee*, or of a board member or member of a *subcommittee*, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a board member or member of a *subcommittee*.

Rule 40 Payments to board members

(1) In this rule —
board member includes a member of a *subcommittee*;
board meeting includes a meeting of a *subcommittee*.

(2) A board member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
    (a) in attending a board meeting or
    (b) in attending a general meeting; or
    (c) otherwise in connection with the Association's business.

Division 4 — Board meetings

Rule 41 Board meetings

(1) The board must meet at least 3 times in each year on the dates and at the times and places determined by the board.

(2) 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 at which the board members are elected.

(3) Special board meetings may be convened by the chairperson or any 2 board members.

Rule 42 Notice of board meetings

(1) Notice of each board meeting must be given to each board member at least 48 hours before the time of the meeting.

(2) 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.

(3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.

(4) 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

Rule 43 Procedure and order of business

(1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each board meeting.

(2) 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.

(3) The procedure to be followed at a board meeting must be determined from time to time by the board.

(4) The order of business at a board meeting may be determined by the board members at the meeting.

(5) A member or other person who is not a board member may attend a board meeting if invited to do so by the board.

(6) A person invited under sub rule (5) to attend a board meeting —
    (a) has no right to any agenda, minutes or other document circulated at the meeting; and
    (b) must not comment 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.

Rule 44 Use of technology to be present at board meetings

(1) 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.

(2) A member who participates in a board meeting as allowed under sub rule (1) 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.

Rule 45 Quorum for board meetings

(1) Subject to rule 38(4), no business is to be conducted at a board meeting unless a quorum is present. The quorum for board meetings shall be 50% plus 1 of the total board. However

where one or more board members are on approved leave of absence then the fall-back quorum requirement shall be satisfied by the attendance of 50% + 1 of the remaining board members. Leave of absence should be sought in writing and addressed to the Chairperson or in his/her absence the Vice Chairperson.

(2) 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.

Rule 46 Voting at board meetings

(1) Each board member present at a board meeting has one vote on any question arising at the meeting.
(2) A motion is carried if a majority of the board members present at the board meeting vote in favour of the motion.
(3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
(4) 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.
(5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
(6) A board member may appoint another board member as his or her proxy to participate and vote at a board meeting if he/she is unable to attend it and has notified the Chairperson in writing.

Rule 47 Minutes of board meetings

(1) The board must ensure that minutes are taken and kept of each board meeting.
(2) 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 43(5);
    (c) the business considered at the meeting;
    (d) any motion on which a vote is taken at the meeting and the result of the vote.
(3) The minutes of a board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
(4) 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.
(5) 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.

Division 5 — Subcommittees and subsidiary offices

Rule 48 Subcommittee and subsidiary offices

(1) To help the board in the conduct of the Association's business, the board may, in writing, do either or both of the following —
    (a) appoint one or more subcommittees;
    (b) create one or more subsidiary offices and appoint people to those offices.
(2) A subcommittee may consist of the number of people, whether or not members, that the board considers appropriate.
(3) A person may be appointed to a subsidiary office whether or not the person is a member.
(4) Subject to any directions given by the board —
    (a) a subcommittee may meet and conduct business as it considers appropriate; and

(b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

Rule 49 Delegation to subcommittee s and holders of subsidiary offices

(1) In this rule —
non-delegable duty means a duty imposed on the board by the Act or another written law.

(2) The board may, in writing, delegate to a subcommittee or the holder of a subsidiary office 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.

(3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

(4) 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.

(5) The delegation does not prevent the board from exercising or performing at any time the power or duty delegated.

(6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the board.

(7) The board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

Rule 50 Annual general meeting

(1) The board must determine the date, time and place of the annual general meeting.

(2) 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.

(3) 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) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
(iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
(iv) 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 the office holders of the Association and other board members;
(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 entrance fees, subscriptions and other amounts (if any) to be paid by members.

(4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Rule 51 Special general meetings

(1) The board may convene a special general meeting.

(2) The board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

(3) 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.

(4) The special general meeting must be convened within 28 days after notice is given under sub rule (3)(a).
(5) 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.
(6) A special general meeting convened by members under sub rule (5) —
    (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.
(7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

Rule 52 Notice of general meetings

(1) The secretary or, in the case of a special general meeting convened under rule 51(5), 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.
(2) 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 32(2); 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; and
        (iii) comply with rule 53(7).

Rule 53 Proxies

(1) Subject to sub rule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
(2) An ordinary member may be appointed the proxy for not more than 3 other members.
(3) The appointment of a proxy must be in writing and signed by the member making the appointment.
(4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
(5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
(6) If the board has approved a form for the appointment of a proxy, the member may use that form or any other form —
    (a) that clearly identifies the person appointed as the member's proxy; and
    (b) that has been signed by the member.
(7) Notice of a general meeting given to an ordinary member under rule 52 must —
    (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
    (b) include a copy of any form that the board has approved for the appointment of a proxy.
(8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
(9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

Rule 54 Use of technology to be present at general meetings

(1) 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.

(2) A member who participates in a general meeting as allowed under sub rule (1) 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.

Rule 55 Presiding member and quorum for general meetings

(1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.

(2) 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.

(3) No business is to be conducted at a general meeting unless a quorum is present. The quorum at any General Meeting shall be 15% of the financial Members, excluding Associate members

(4) 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.

(5) If —

(a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (4)(b); and

(b) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

Rule 56 Adjournment of general meeting

(1) 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.

(2) Without limiting sub rule (1), 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.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) 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 52.

Rule 57 Voting at general meeting

(1) On any question arising at a general meeting —

(a) subject to sub rule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under sub rule (2); and

(b) ordinary members may vote personally or by proxy.

(2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.

(3) 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.

(4) 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 body corporate and written notice of the revocation is given to the secretary.

(5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.

(6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

(7) 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.
(8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under sub rule (2), the ordinary member —
    (a) must have been an ordinary member at the time notice of the meeting was given under rule 52; and
    (b) must have paid any fee or other money payable to the Association by the member.

Rule 58 When special resolutions are required

(1) 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.
(2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

Rule 59 Determining whether resolution carried

(1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
(2) Subject to sub rule (4), 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.
(3) If the resolution is a special resolution, the declaration under sub rule (2) must identify the resolution as a special resolution.
(4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
    (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.
(5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
(6) 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.
(7) A declaration under sub rule (2) or (4) 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.

Rule 60 Minutes of general meeting

(1) The secretary, or a person authorised by the board from time to time, must take and keep minutes of each general meeting.
(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
(3) In addition, the minutes of each annual general meeting must record —
    (a) the names of the ordinary members attending the meeting; and
    (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
    (c) the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(ii) or (iii); and
    (d) 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 50(3)(b)(iv).
(4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
(5) 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.

(6) 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.

PART 7 — FINANCIAL MATTERS

Rule 61 Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the board.

Rule 62 Control of funds

(1) 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.
(2) Subject to any restrictions imposed at a general meeting, the board may approve expenditure on behalf of the Association.
(3) The board may authorise the Chief Executive Officer 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.
(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
    (a) 2 board members; or
    (b) one board member and a person authorised by the board.
    (c) Chief Executive Officer and a person authorised by the board
(5) All funds of the Association must be deposited into the Association's account within 5 working days

Rule 63 Financial statements and financial reports

(1) For each financial year, the board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
(2) Without limiting sub rule (1), those requirements include —
    (a) if the Association is a tier 1 association, the preparation of the financial statements; and
    (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
    (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
    (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
    (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

Rule 64 By-laws

(1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
(2) 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.

(3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
(4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (2)(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.
(5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

Rule 65 Executing documents and common seal

(1) The Association may execute a document without using a common seal if the document is signed by —
    (a) 2 board members; or
    (b) one board member and a person authorised by the board.
(2) 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) 2 board members; or
        (ii) one board member 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.
(3) The secretary must make a written record of each use of the common seal.
(4) The common seal must be kept in the custody of the secretary or another board member authorised by the board.

Rule 66 Giving notices to members

(1) In this rule —
recorded *means* recorded in the register of members.
(2) 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 recorded address of the member; or
    (b) sent by prepaid post to the recorded postal address of the member; or
    (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

Rule 67 Custody of books and securities

(1) Subject to sub rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
(2) 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.
(3) Sub rule s (1) and (2) have effect except as otherwise decided by the board.
(4) The books of the Association must be retained for at least 7 years.

Rule 68 Record of office holders

The record of board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

Rule 69 Inspection of records and documents

(1) Sub rule (2) 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. The right of inspection does not extend to books and documents of a confidential nature and/or relating to the staff and clients of the Centre or which remain protected being 'commercial in confidence'

(2) The member must contact the secretary to make the necessary arrangements for the inspection.
(3) The inspection must be free of charge.
(4) 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.
(5) The member may make a copy of or take an extract from a record or document referred to in sub rule (1)(c) but does not have a right to remove the record or document for that purpose.
(6) The member must not use or disclose information in a record or document referred to in sub rule (1)(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.

Rule 70 Publication by board members of statements about Association business prohibited

A board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or board meeting unless —
(a) the board member has been authorised to do so at a board meeting; and
(b) the authority given to the board member has been recorded in the minutes of the board meeting at which it was given.

Rule 71 Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule —
surplus property, in relation to the Association, means property remaining after satisfaction of —
(a) the debts and liabilities of the Association; and
(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association.
(2) On the cancellation of the incorporation or the winding up of the Association:
• **all** Community Housing Assets as defined in section 1 (f) of the MSC constitution, are to be returned to the Housing Authority or transferred to another registered Community Housing Provider (CHP) in Western Australia; **and**
• its surplus property **that are not** Community Housing Assets must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act".

Rule 72 Alteration of rules

If 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.

**********End of Constitution**********