

# ALBANY PRIDE INCORPORATED

## RULES OF ASSOCIATION



20th August 2020

ALBANY PRIDE INCORPORATED  
SHOPS 9-11 THE LINK SHOPPING CENTRE,  
ST EMILIE WAY, ALBANY WA 6330  
[WWW.ALBANYPRIDE.COM.AU](http://WWW.ALBANYPRIDE.COM.AU)

## 1. Name of Association

The Name of the Association is Albany Pride Incorporated.

## 2. Definitions

(1) In these rules, unless the contrary intention appears:

“Act” means the Associations Incorporation Act 2015 (WA);

“Association” means Albany Pride Incorporated as constituted herein;

“Committee meeting” means a meeting referred to in sub-rule 16(1);

“Committee member” means a member of the Committee;

“community” means the broader population in the Albany area;

“Financial year” the financial year of the Association is each period of 12 months commencing on 01 January and ending on 31 December;

“General Meeting” means a meeting convened under rule 19;

“ITAA 97” means the Income Tax Assessment Act 1997 (Cth);

“member” means a member of the Association;

“Operative Date” means the conclusion of the first Annual General Meeting;

“ordinary resolution” means a resolution other than a special resolution;

“Presiding President” means the President or other person who, pursuant to sub-rule 12, is presiding at any particular General Meeting or Committee meeting, as the case requires;

“Responsible Person” means an individual who has a degree of responsibility to the wider Australian community as set out in the Guide;

“special resolution” has the meaning given by section 51 of the Act;

“the President” means the person referred to in paragraph 11(1)(a)(i);

“the Committee” means the committee of management of the Association referred to in sub-rule 11(1);

“the Pride Community” means lesbian, gay, bisexual, transgender, intersex, queer and other same sex attracted and gender diverse people, specifically in Albany, Western Australia, and the surrounds. It also refers to the allies and supporters who support the mission of Albany Pride Incorporated;

“the Secretary” means the person referred to in paragraph 13 or 11(1)(a)(iii) as the case requires;

“the Treasurer” means the person referred to in paragraph 11(1)(c) or 11(1)(a)(iv) as the case requires;

“the Vice President” means the person referred to in paragraph 11(1)(a)(ii).

(2) In these rules, any reference to the President, Vice President, Secretary or Treasurer includes a reference to any person holding that position in an acting capacity pursuant to rule 16(8).

### 3. Mission of the Association

The mission and principal purpose of Albany Pride Incorporated is to promote the health and wellbeing of lesbian, gay, bisexual, transgender, intersex, queer and other sexuality, sex and gender diverse (collectively LGBTIQ+) people in Albany and surrounds.

### 4. Objects of the Association

(1) The public charitable objects of the Association are:

- (a) Increase visibility and acceptance of the Pride Community in Albany;
- (b) Provide a wide range of peer support, resources, events and activities which promote the mental health, health and wellbeing of the Pride Community;
- (c) Provide advocacy and leadership aimed at reducing disadvantage and discrimination among the Pride Community;
- (d) Help Albany community become more inclusive of its LGBTIQ+ population by raising awareness and publicly celebrating our Pride Community;
- (e) Support, promote and build awareness of local physical health, mental health and other relevant support services and organisations available for LGBTIQ+ people.
- (f) Decrease isolation and raise awareness of issues affecting the Pride Community;
- (g) Make Albany more attractive to LGBTIQ+ locals and tourists, who are likely to decide where to live and travel by promoting Albany as a safe and inclusive destination. Encourage, promote and empower the Pride Community to actively participate within the Association, partner organisations and the community.
- (h) To raise awareness of and support ways to eliminate disparities in health outcomes of LGBTI people and communities including differences that occur by sexual and/or gender orientation, identity and/or presentation, gender, race/ethnicity, education or income, disability, nationality, geographic location, and/or age.

(2) Not-for-profit body

- (a) 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.
- (b) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (2)(c).
- (c) A payment to a member out of the funds of the Association is authorised if it is —
  - i. 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
  - ii. 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

- iii. the payment of reasonable rent to the member for premises leased by the member to the Association; or
- iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **5. Powers of Association**

The powers conferred on the Association by section 14 of the Act are not subject to any additions, exclusions or modifications.

## **6. Qualification for membership of Association**

- (1) Membership of the Association shall be open to all members of the Pride Community.
- (2) A person who wishes to become a member shall apply for membership to the Committee in writing by completing and submitting a membership application in such form as the Committee from time to time directs.
- (3) The Committee may, at its discretion, reject an application for membership of the Association.
- (4) An individual who has not reached the age of 15 years is only eligible to be an Associate Member, and has no voting rights.
- (5) An individual who has a valid Western Australian issued concession card is eligible to be a Concession Member, and has full voting rights.
- (6) An individual can only belong to one class of membership.
- (7) Members or former members who have served at least two complete years on the Committee or who have provided outstanding service to the Association shall be eligible to be nominated for honorary life membership of the Association.
  - (a) a life member of the Association shall not be required to pay the subscription for membership as specified in Rule 8;
  - (b) the process of appointment of life members shall be as follows:
    - (i) nominations for life membership shall be made by the Committee and be included in the notice of the Annual General Meeting, as specified in sub-rule 19(6), and will be considered by the Annual General Meeting;
    - (ii) a recommendation that a member or former member be nominated for life membership by the Committee may be forwarded from any member to the Secretary. Where such a recommendation is received by the Secretary, the Committee shall consider the recommendation at the first Committee meeting held following its receipt;
    - (iii) upon the passing of a special resolution by members present at a properly constituted Annual General Meeting, the person nominated for life membership shall automatically become a life member and shall be known as an Honourary Member.

## **7. Register of Members of Association**

- (1) The Secretary shall on behalf of the Association keep and maintain the register of members and, upon request from any member of the Association, shall, within a reasonable period of time, make the register available for inspection in accordance with Part 4, Division 5 of the Act.
- (2) The Secretary shall delete the name from the register of members, referred to in sub-rule(1), when any of the following take place:
  - (a) for a member who is an individual, the individual dies;
  - (b) the person resigns from the Association under rule 9(1);
  - (c) the person is expelled from the Association under rule 10;
  - (d) the person ceases to be a member under rule 8(3).

## **8. Subscriptions for Members of Association**

- (1) Each member, other than those members who have been awarded life membership under sub-rule 6(7), shall pay to the Treasurer annually a subscription fee which may be different for categories that may include:
  - (a) Individual first time members and renewals;
  - (b) Associate first time member and renewals; and
  - (c) Concession first time members and renewals;
- (2) The subscription fee may vary for the different classes of members as determined under sub-rule 8(1), and these fees will be determined by the Committee.
- (3) Where a member pays to the Treasurer the amount of the subscription determined under sub-rule 8(1), that member shall cease to be a member on the anniversary of the processing of their membership unless that member has renewed their membership.

## **9. Resignation of Members of Association**

- (1) A member who delivers notice in writing of their resignation from the Association to any one of the Committee members ceases on that delivery to be a member.
- (2) A person who ceases to be a member under sub-rule (1) remains liable to pay the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of their cessation as members.
- (3) The rights of a member are not transferable and end when a membership ceases.

## **10. Expulsion of Members of Association**

- (1) If the Committee considers that a member should be expelled from membership of the Association because their conduct has been, is or is likely to be, detrimental to the interests of the Association, the Committee shall communicate in writing to the member:
  - (a) Notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and;
  - (b) particulars of that conduct,

not less than 14 days before the date of the Committee meeting referred to in paragraph (a).

- (2) At the Committee meeting referred to in the notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision to expel the member is communicated to them under sub-rule (2).
- (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if they wish to appeal against that expulsion, give notice to either of the Secretary of their intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
  - (a) the Association in a General Meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting, confirm or set aside the decision of the Committee to expel that member; and
  - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel that member is confirmed under this sub-rule.

## **11. Committee of Management**

- (1) On and from the Operative Date, the affairs of the Association shall be managed exclusively by a Committee of Management consisting of:
  - (a) the office-bearers of the Committee appointed in accordance with paragraph 11(4), namely:
    - (i) one President;
    - (ii) one Vice President;
    - (iii) one Secretary;
    - (iv) one Treasurer; and
  - (b) two ordinary members,all of whom shall be eligible voting members of the Association, elected to membership of that Committee at an annual general meeting or appointed under sub-rule (5).
- (2) Subject to rule 11(3), a Committee member holds office until the conclusion of the second Annual General Meeting following their election, but is eligible for re-election.
- (3) Notwithstanding rule 11(2):
  - (a) at the conclusion of the first Annual General Meeting following the Operative Date, 50% of the Committee members will retire, but are eligible for re-election;
  - (b) at each subsequent Annual General Meeting, where fewer than 50%

of the Committee are concluding their term pursuant to rule 11(2), additional members of the Committee shall resign so that the number of vacancies for election at the time of the Annual General Meeting is at least 50% of the positions on the Committee;

- (c) In both instances, the Committee member(s) to retire are any members who wish to retire (whether or not they intend to stand for re-election), and otherwise must be decided by lot (unless they can agree among themselves).
- (4) Elections to fill vacancies on the Committee of Management shall be held each year at the Annual General Meeting in accordance with the following sub-rules:
- (a) Prior to the sending of notice of the Annual General Meeting according to sub-rules 19(5) and 19(6), the Committee shall appoint a Returning Officer to manage the election. The Returning Officer will be a member of the Association, but shall, by being appointed Returning Officer, become ineligible to stand for election to the Committee at that Annual General Meeting;
  - (b) The notice of Annual General Meeting must include details of the vacancies on the Committee, a call for nominations of candidates for election to the Committee, and details of how such nominations should be delivered to the Returning Officer in accordance with sub-rule 11(4)(c)(ii);
  - (c) Except where a nomination is received under sub-rule 11(4)(d), nominations of candidates for election as Committee members must be:
    - (i) made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
    - (ii) delivered to the Returning Officer at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
  - (d) The Returning Officer shall deliver a report to the Annual General Meeting which includes details of all eligible and ineligible nominations they have received.
  - (e) A ballot is to be held at the Annual General Meeting to vote on any eligible nominations received under sub-rule 11(4)(c).
  - (f) If no nominations are received under sub-rule 11(4)(c), or there are still vacancies on the Committee following the ballot referred to in sub-rule 11(4)(e), further nominations are to be received at the Annual General Meeting, and a further ballot is to be held to vote on any further nominations received under this sub-rule.
  - (g) If, following the procedures referred to in sub-rules 11(4)(e) and (f) there are still vacancies on the Committee, these remaining vacancies are taken to be casual vacancies and may be filled in accordance with sub-rule 11(5).
  - (h) Any person elected to the Committee pursuant to this rule will take office immediately on conclusion of the Annual General Meeting at which they are elected.
  - (i) From the Operative Date, no more than 7 days after the conclusion of each Annual General Meeting, the Committee of Management must

meet and determine which Committee members will be office-bearers.

- (j) From the Operative Date, where possible:
  - (i) the person appointed President will have previously served as Vice President or otherwise a minimum of one full year on the Committee;
  - (ii) the person appointed Vice President will have previously served a minimum of one full year on the Committee;
  - (iii) the Committee will include the same gender and sexuality diversity as the Pride Community;
  - (iv) the person appointed Secretary will have the relevant experience or qualifications;
  - (v) the person appointed Treasurer will have the relevant experience or qualifications; and
  - (vi) a Committee member must not hold two or more of the offices mentioned in sub-rule (1)(a) at the same time.
- (k) From the Operative Date, the Committee may from time-to-time decide to reallocate the office-bearer positions among the presiding Committee members.
- (l) From the Operative Date, any office-bearer ceases to be an office-bearer, and that position becomes vacant, when the office-bearer ceases to be a Committee member, including pursuant to sub-rules 11(2) and (3) above.
- (m) From the Operative Date, a Committee member is not precluded from voting on any decision regarding their appointment as an office-bearer.
- (5) When a casual vacancy within the meaning of Rule 15 occurs in the membership of the Committee then, subject to paragraph (b),
  - (a) the Committee must attempt, within one month of the time of the vacancy, to appoint a member to fill the vacancy; and
  - (b) a member appointed under this paragraph shall hold office until the conclusion of the next following Annual General Meeting, but shall be eligible for re-election.
  - (c) Where possible, appointments made under this sub-rule should comply with the requirements in sub-rule 11(4)(j).
  - (d) Where, as a result of casual vacancy, an office-bearer position becomes vacant, and an appointment is made under paragraph (a) to fill the casual vacancy, then the appointment is made to the Committee generally and not to the specific position which has become vacant; and as soon as possible after the appointment of the member to the Committee (but no later than 28 days thereafter), the Committee (including the member just appointed) will determine which Committee members will be office-bearers.
- (6) At the discretion of the Committee, a member may be reimbursed out of the funds of the Association for any reasonable expenses personally incurred by that member on behalf of the Association.
- (7) The Committee can approve a member or Committee member to be contracted to complete specified works on behalf of the Association. Any contracted position approved by the Committee is to expire within twelve months of the last Annual General Meeting.



## **12. President**

- (1) From the Operative Date, the President will preside at each General Meeting and Committee meeting.
- (2) In the event that the President should be absent from a General Meeting or a Committee meeting, then:
  - (a) in the case of an Annual General Meeting:
    - (i) the Vice President;
    - (ii) if the Vice President is also absent, a member elected by the other members present at the Annual General Meeting; and
  - (b) in the case of a Committee meeting:
    - (i) the Vice President;
    - (ii) if the Vice President is also absent, a Committee member elected by the other Committee members present at the Committee meeting,

shall preside at the General Meeting or the Committee meeting as the case requires.

## **13. Secretary**

The Secretary shall be responsible for:

- (1) co-ordinating the correspondence of the Association;
- (2) keeping full and correct minutes of the proceedings of the Committee and of the Association;
- (3) complying on behalf of the Association with Part 4, Divisions 5 and 6, and Part 3, Division 3 of the Act;
- (4) having custody of all books, documents, records and registers of the Association, including those referred to in sub-rule (3), other than those required by rule 14 to be kept and maintained by or in the custody of the Treasurer; and
- (5) performing such other duties as are imposed by these rules on the Secretary or delegating, where they see fit, those duties relating to the membership of the Association to the Membership Secretary.

## **14. Treasurer**

The Treasurer shall be responsible for:

- (1) the receipt of all monies paid to or received by, or by the Treasurer on behalf of, the Association and for issuing receipts for those monies in the name of the Association;
- (2) paying all monies referred to in sub-rule (1) into such account or accounts of the Association as the Committee may from time to time direct;
- (3) making payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques and authorisations for electronic payments are signed by two Committee members, of which one must be either of the President, or the Vice-President;
- (4)

- (a) Maintaining the association's accounting records:
    - (i) So they correctly record and explain the financial transactions and financial position of the association;
    - (ii) In such manner as will enable true and fair accounts of the association to be prepared from time to time; and
  - (b) Submitting to members at the annual general meeting properly audited accounts showing the financial position of the association at the end of the immediately preceding financial year.
- (5) whenever directed to do so by the President, submitting to the Committee a report, balance sheet or financial statement in accordance with that direction;
  - (6) having custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rules (4) and (5); and
  - (7) performing such other duties as are imposed by these rules on the Treasurer.

## **15. Casual Vacancies in membership of Committee**

A casual vacancy occurs in the Committee and that position becomes vacant when:

- (1) there are fewer persons elected to the Committee than are required to fill the positions on the Committee, in which case the positions to which there are no persons elected are declared to be casually vacant; and
- (2) when a Committee member:
  - (a) dies;
  - (b) resigns by notice in writing delivered to the President, or where the Committee member is the President to the Secretary;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill health;
- (5) is absent from more than 3 Committee meetings within any 12 month period, of which she or he has received notice, without tendering an apology to the person presiding at each of those Committee meetings; or
- (6) ceases to be a member of the Association.

## **16. Proceedings of Committee**

- (1) The Committee shall meet together for the dispatch of business not less than three times a year and the President may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but if there is an equality of votes the status quo will remain.
- (4) At a Committee meeting, 50% plus 1 of the members of the Committee (whether present at that Committee meeting or not) constitute a quorum, but if the calculated quorum includes a fraction then the quorum is deemed to be the whole number less than the amount calculated.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee Members present at

the Committee meeting.

- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with those sections.
- (7) From the Operative Date, the Committee may act notwithstanding any vacancy on the Committee, including any vacancy of any office-bearer position.
- (8) From the Operative Date, if:
  - (a) any office-bearer position (other than the position of President) becomes vacant, the President is automatically appointed to that position in an acting capacity; or
  - (b) the position of President becomes vacant, the Vice President is automatically appointed acting-President,until such point as the office-bearer position is permanently filled pursuant to rules 11(5)(a) or 11(5)(b) (as the case may be).
- (9) From the Operative Date, any person appointed to an office-bearer position in an acting capacity under rule 16(8):
  - (a) may exercise all the powers of that position, and must comply with all the responsibilities of that position, as if that person was appointed to that position in a permanent capacity;
  - (b) continues to occupy such office-bearer position as they held prior to their appointment under rule 16(8).
- (10) From the Operative Date, a person appointed to any office-bearer position in an acting capacity under rule 16(8) may also be appointed to any other vacant office-bearer position under rule 16(8).
- (11) The presence of a member at a committee 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.

## **17. Powers of the Committee**

- (1) The Committee may, in addition to any powers and authorities conferred by these rules, exercise all such powers and do all such things as are within the objects of the Association and are not, by the Act or by these rules, required to be done by the Association in a General Meeting.
- (2) Without limiting this rule in any way, the Committee has the power to create sub-committees and to appoint members of the Association to those sub-committees in any manner that it sees fit, provided always that every sub-committee must have, as its Convenor, one member from the Committee who will be responsible for reporting on the activities of the sub-committee to the Committee at each Committee meeting.

## **18. Powers of sub-committees**

Each sub-committee shall have whatever powers are delegated to the sub-committee by the Committee with the exception of the power to form further sub-committees.

## **19. General Meetings**

- (1) The Committee:
  - (a) may at any time convene a special General Meeting;
  - (b) shall convene Annual General Meetings within the time limits provided for by section 50 of the Act; and
  - (c) shall within 30 days of:
    - (i) receiving a request in writing to do so from not less than 10 members; or
    - (ii) the Secretary receiving a notice under sub-rule 10(4);
 convene a special General Meeting for the purpose of dealing with the purpose specified in the request or of dealing with the appeal to which that notice refers as the case may be.
- (2) The members making a request referred to in sub-paragraph (1)(c)(i) shall:
  - (a) state in that request the purpose for which the special General Meeting concerned is required; and
  - (b) sign that request.
- (3) If a special General Meeting is not convened within the relevant period of 30 days referred to:
  - (a) in sub-paragraph (1)(c)(i), the members who made the request concerned may themselves convene a special General Meeting as if they were the Committee; or
  - (b) in sub-paragraph (1)(c)(ii), the member who gave the notice concerned may themselves convene a special General Meeting as if he or she was the Committee.
- (4) When a special General Meeting is convened under paragraphs sub-rule (3)(a) or (b):
  - (a) the Committee shall ensure that the members or member convening the General Meeting is or are provided free of charge with particulars of all members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the special General Meeting.
- (5) The Secretary shall give to all members not less than 28 days' notice of a General Meeting, together with details of when and where the General Meeting concerned is to be held and of any special resolution that is to be proposed at that meeting.
- (6) The Secretary may give notice to members under sub-rule (5), or under any other rule, by writing to, or, subject to sub-rule (7), emailing, each member.
- (7) By providing their email address to the Association, a member consents to receiving notices of General Meetings by email pursuant to sub-rule (6).
- (8) Any notice given to members under these rules which is sent by:
  - (a) post to a postal address provided by a member is deemed to have been received 3 business days after it was sent; and
  - (b) email to an email address provided by a member is deemed to have been received 1 day after it was sent.
- (9) Without in any way limiting the business that may be discussed at the Annual General Meeting, the following matters must be put before the Annual General Meeting:

- (a) A President's report;
- (b) A Treasurer's report, consistent with the requirements defined in Rule 14(4);
- (c) Any special resolutions to be decided;
- (d) Consideration of life membership nominations;
- (e) Any changes in by-laws made by the Committee (including new by-laws);
- (f) Any presentation by Candidates having nominated to be elected to a position on the Committee; and
- (g) General Business.

## **20. Quorum in proceedings at General Meetings**

- (1) At a General Meeting, 5 members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under sub-rule 19(5):
  - (a) as a result of a request or notice referred to in paragraph 19(1)(c) or as a result of action taken under sub-rule 19(3) a quorum is not present, the General Meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to a specified venue.
- (3) If within 30 minutes of the time appointed in paragraph (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The presiding President may, with the consent of a General Meeting at which a quorum is present, and shall if so directed by that General Meeting, adjourn that General Meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 19 of the adjourned General Meeting as if that General Meeting was a fresh General Meeting.
- (7) At a General Meeting:
  - (a) an ordinary resolution put to the vote, shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.
- (8) A declaration by the presiding President at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with section 51 of the Act.
- (9) At a General Meeting a poll may be demanded by the presiding President at the

General Meeting or by 3 or more members present in person and, if so demanded, shall be taken in such a manner as the presiding President directs.

- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the presiding President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- (12) At a General Meeting if a vote is tied the status quo will remain.

## **21. Minutes of meetings of Association**

- (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a General Meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Presiding President of the General Meeting or the Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule they shall, until the contrary is proved, be evidence that:
  - (a) the General Meeting or Committee meeting to which they relate (in this sub-rule called "the Meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **22. Voting rights of members of Association**

- (1) Subject to these rules, each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (2) 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.
- (3) A member who participates in a general meeting as allowed under subrule (2) 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.
- (4) Each member not present in person, not present as allowed under subrule (2), or not voted by proxy, may vote by way of postal vote in accordance with rule 24.

## **23. Proxies of members of Association**

- (1) A member (in this rule called "the appointing member") may appoint in writing another member, subject to this rule, to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any General

Meeting.

- (2) An appointment under sub-rule (1) must be made on the form attached to these rules in schedule 1, and:
  - (a) the information set out in that form must be completed; and
  - (b) the form must be lodged with the Secretary at least 24 hours before the scheduled time of the General Meeting.
- (3) Any person appointed as a proxy under this rule may represent only one appointing member at any General Meeting, and cannot be appointed as a proxy for more than one member.
- (4) If any member is appointed proxy for a General Meeting by more than one appointing member, that member will not be allowed to vote for either appointing member.

## **24. Postal Voting at General Meetings**

- (1) Subject to this rule, each member not present in person or by proxy at a General Meeting (being either an Annual General Meeting or a special General Meeting as the case may be) is entitled to vote by way of written postal vote (and in this section the member voting by way of postal vote is called the “voting member”).
- (2) Each voting member must set out the following particulars in their postal vote:
  - (a) The name of the voting member;
  - (b) The address of the voting member;
  - (c) The full motion or motions on which the voting member is exercising their vote;
  - (d) Whether the voting member is voting in favour or is opposed to the motion or each of the motions in sub-paragraph (c); and
  - (e) the postal vote must be signed by the voting member.
- (3) The postal vote must be posted or emailed to the Secretary and received no later than 24 hours before the scheduled time of the General Meeting.
- (4) A postal vote may only be made for the election of committee members at a General Meeting and for motions on notice at a General Meeting.
- (5) A form of postal vote is attached at schedule two to these rules, but a postal vote will not be invalid by reason only of the fact that it is not set out or written on the form in the schedule.
- (6) If any member at any General Meeting votes by way of postal vote in accordance with this rule for any motion on notice and, at the General Meeting the motion on notice is amended so as to become substantially a different motion, then the postal vote will be invalid.

## **25. Rules of Association**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3, Division 2 of the Act.
- (2) These rules bind every member of the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **26. Common seal of Association**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 21.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the members of the Committee holding the positions of President, Secretary or Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **27. Inspection of records of the Association**

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

## **28. Distribution of surplus property on winding-up of the Association**

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges, and expenses of that winding up, that property shall be distributed:

- (1) to another incorporated association having objects similar to those of the Association; or
- (2) for charitable purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 24 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

## **29. Conditions of use of logo**

Any use of the logo of the Association on printed or electronic media must be approved by the Committee of Management and presented in such style as trademarked by the Association.

## **30. Source, control and reporting of funds**

- (1) 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 committee.
- (2) 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.
- (3) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (4) The Committee may authorise the treasurer to expend funds on behalf of the



Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.

- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
  - (a) 2 committee members; or
  - (b) one committee member and a person authorised by the committee
  - (c) limited by sub-rule 14(3).
- (6) All funds of the Association must be deposited into the Association's account within 15 working days after their receipt.
- (7) For each financial year, the committee 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.
- (8) Without limiting subrule (7), 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.

### **31. Grievance procedure**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31(3), the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.

- (5) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement if the dispute is between a member and another member—a person appointed by the Committee.
- (6) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.
- (7) The mediator to the dispute, in conducting the mediation, must—
  - (c) give each party every opportunity to be heard; and
  - (d) allow due consideration by all parties of any written statement submitted by any party; and
  - (e) ensure that natural justice is accorded to the parties throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **32. Publication of statements about Association business**

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

### **33. 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 committee'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 subrule (3), a by-law made for the purposes of subrule (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.

#### **34. 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 committee members; or
  - (b) one committee member and a person authorised by the committee.
- (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 committee and in the presence of —
    - (i) 2 committee members; or
    - (ii) one committee member and a person authorised by the committee,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 committee member authorised by the committee.

#### **35. Alteration of rules**

- (1) 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.

**APPENDIX 1  
FORM OF PROXY**

I, \_\_\_\_\_ [name]

of \_\_\_\_\_ [address]

being a member of ALBANY PRIDE INC.

hereby appoints \_\_\_\_\_ [full name of proxy] of:

\_\_\_\_\_ [address]

being a member of **ALBANY PRIDE INCORPORATED** as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or special General Meeting as the case may be) to be held on the day of

20 \_\_\_\_\_

and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of against (delete as appropriate) the resolution: [*Insert details*] \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature of member appointing proxy

Date

\* *To be inserted if desired*

**APPENDIX 2  
FORM OF POSTAL VOTE**

I, \_\_\_\_\_ [name]

of \_\_\_\_\_ [address]

being a member of ALBANY PRIDE INC.

hereby appoints \_\_\_\_\_ [full name of proxy] of:

\_\_\_\_\_ [address]

member of **ALBANY PRIDE INCORPORATED** hereby make it known that I wish to have my vote recorded at the General Meeting (Annual General Meeting or special General Meeting as the case may be) to be held on the \_\_\_\_\_ day of 20\_\_\_\_ and at any adjournment of that meeting as follows:

*[Set out full particulars of the motions and/or elections for which a vote is to be counted, together with the vote which is to be recorded, and if insufficient room write "attached hereto", and set particulars out on a separate sheet, which must also be signed by the voting member].*

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Signature of member appointing proxy

Date