

**THE RULES AND CONSTITUTION
OF THE
WESTERN AUSTRALIAN
OCCUPATIONAL THERAPY
ASSOCIATION INCORPORATED
(WAOTA)**

Table of Contents

Item	Description	Page No
	Part 1 - Preliminary	
1	Terms used	5
2	Financial year	7
	Part 2 - Association to be a not-for-profit body	
3	Not-for-profit body	7
	Part 3 - Members	
	Division 1 - Membership	
4	Number of members	7
5	Categories of membership	7
6	Eligibility for membership	8
7	Applying for membership	8
8	Dealing with membership applications	8
9	Becoming a member	9
10	When membership ceases	9
11	Resignation	10
12	Rights not transferable	10
	Division 2 - Membership fees	
13	Membership fees	10
	Division 3 - Register of members	
14	Register of members	11
	Part 4 - Disciplinary action, disputes and mediation	
	Division 1 - Terms used	
15	Term used in this division	11
	Division 2 - Disciplinary action	
16	Suspension or expulsion	11
17	Consequences of suspension	12
	Division 3 - Resolving Disputes	
18	Terms used in this division	13
19	Application of Division	13

Item	Description	Page No
20	Parties to attempt to resolve dispute	13
21	How grievance procedure is started	13
22	Determination of dispute by the Board	14
23	Appointment of a mediator	15
24	Mediation process	15
25	Mediation results in decision to suspend or expel being revoked	16
	Part 5 - The Board and Management Committee	
	Division 1 - Powers	
26	The Board	16
27	The Management Committee	16
	Division 2 - Composition of The Board and Management Committee	
28	Board Members and Office Holders	16
	Division 3 - Election of Board Members and Terms of Office	
29	How members become Board Members and Office Holders	17
30	Term of office	18
31	Resignation and removal from office	19
32	Membership of board ceases	19
33	Filling casual vacancies	19
34	Validity of acts	19
	Division 4 - Board Meetings	
35	Board meetings	20
36	Notice of board meetings	20
37	Procedure and order of business	20
38	Use of technology to be present at board meetings	21
39	Quorum for board meetings	21
40	Voting at board meetings	21
41	Minutes of board meetings	21
	Division 5 - Committees and Subsidiary Offices	
42	Committees and subsidiary offices	22
43	Delegation to committees and holders of subsidiary offices	22

Item	Description	Page No
	Division 6 - General Meetings	
44	Annual General Meeting	22
45	Special General Meetings	23
46	Notice of General Meetings	24
47	Proxies	24
48	Use of technology to be present at General Meetings	25
49	Presiding member and quorum for General Meetings	25
50	Adjournment of General Meeting	25
51	Voting at General Meeting	26
52	When special resolutions are required	26
53	Determining whether resolution carried	27
54	Minutes of General Meeting	28
	Division 7 Financial Matters	
55	Source of funds	28
56	Control of funds	28
57	Financial statements and financial report	29
	Division 8 - General Matters	
58	By-laws	29
59	Executing documents and common seal	29
60	Giving notices to members	30
61	Custody of books and securities	30
62	Record of Office Holders	30
63	Inspection of records and documents	30
64	Publication by Board Members of statements about Association business	31
65	Distribution of surplus property on cancellation of incorporation or winding up	31
66	Alteration of rules	31
67	The Objectives of the Association	31

Part 1 - Preliminary

1. 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 5.7.

Association means the incorporated association to which these rules apply and incorporated with the name: WESTERN AUSTRALIAN OCCUPATIONAL THERAPY ASSOCIATION INCORPORATED

Board means an alternate description of the word "board".

Books, of the Association, includes the following:

- (1) A register.
- (2) Financial records, financial statements or financial reports, however, compiled, recorded or stored.
- (3) A document.
- (4) Any other record of information.

By-laws mean 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.

Committee means a committee appointed by The Board under rule 42.

Board means the management board of the Association and shall include the term "Board".

Board meeting means a meeting of The Board.

Board member means a member of The Board.

Financial records include:

- (1) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers.
- (2) documents of prime entry.
- (3) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared.
 - (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 mean 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, life member or an associate member of the Association.

Name means the name of the Association which is The Western Australian Occupational Therapy Association Incorporated ("Association").

Notes mean the Notes appearing in this Constitution which Notes are taken to be amended to accord with any amendments that may take place from time to time to the Act.

Officeholders mean the persons holding the positions described in rule 28.1.

Objectives mean the objectives of the Association set out in rule 67.

Ordinary Board Member means a board member who is not an office holder of the Association under rule 28.

Ordinary member means a member with the rights referred to in rule 5.6.

Quorum in relation to:

(1) a meeting of The Board a Committee or an AGM shall mean half the number of members of that grouping plus 1 rounded down to the next whole number. FOR EXAMPLE if the number of Board Members be 9 then half is 4.5 + 1 = 5.5 rounded down to 5.

(2) in relation to meetings held under Division 6 that have failed to meet the terms of 49.2.4 a quorum means 5 members of the Association of which at least 4 are members of The Board.

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

Rules mean 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.

Territory means Western Australia in particular and, where thought appropriate by The Board, Australia in general.

Treasurer means The Board member holding office as the Treasurer of the Association.

2. Financial Year

The financial year of WAOTA shall end on December 31 each year.

Part 2 - Association to be a not-for-profit body

3. Not-for-profit body

3.1. The property and income of the Association must be applied solely towards the promotion of the objectives 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 objectives or purposes.

3.2. A payment may be made to a member out of the funds of the Association only if it is authorised under rule 3.3.

3.3. A payment to a member out of the funds of the Association is authorised if it is:

3.3.1 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.

3.3.2 or 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.

3.3.3 or the payment of reasonable rent to the member for premises leased by the member to the Association.

3.3.4 or the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Part 3 - Members

Division 1 - Membership

4. Number of members

The number of association members is unlimited.

5. Categories of membership

5.1 The Board may, from time to time, determine to change by resolution at a General Meeting:

5.1.1 the various membership categories.

5.1.2 the qualifications for admission to each category.

5.2 The Management Committee may transfer a Member from one class of membership to another class provided the member satisfies the eligibility criteria for the new class and has either applied for the transfer or consents to the transfer.

5.3 The Association consists of ordinary or life members and any additional member classes provided for under rule 5.4.

5.4 The Association currently has 5 categories of membership:

5.3.1 Ordinary members.

5.3.2 Associate members.

5.3.3 Affiliate members.

5.3.4 Retired members.

5.3.5 Life Members.

5.5 An Australian registered occupational therapy student is only eligible to be an associate member.

5.6 A person can only belong to one class of membership.

5.7 An ordinary or life 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.

5.8 An associate member has the rights referred to in rule 5.6 other than full voting rights.

5.9 The number of members of any class is not limited unless otherwise approved by resolution at a General Meeting.

6. Eligibility for membership

6.1 Any person (being a natural person or incorporated entity) who supports the objectives or purposes of the Association and is an Australian registered occupational therapist is eligible to apply to become a member in the appropriate class as provided for in rule 5.4.

6.2 Any person (being a natural person or incorporated entity) who supports the objectives or purposes of the Association and is an Australian registered Occupational Therapy student, a retired occupational therapist or who is otherwise approved by The Board from time to time, is eligible to apply to become an associate member.

7. Applying for membership

7.1 A person who wants to become a member must apply in writing to the Association.

7.2 The application must be signed (including, without limitation, by way of electronic signature) by the applicant. The applicant must specify in their application the class of membership.

8. Dealing with membership applications

8.1 The Board must consider each application for membership of the Association and decide whether to accept or reject the application.

8.2 Subject to rule 8.3, The Board must consider applications in the order in which they are received by the Association.

8.3 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.

8.4 The Board must not accept an application unless the applicant:

8.3.1 Is eligible under rule 6.

8.3.2 Has applied under rule 7.

8.5 The Board may, in its sole and unfettered discretion, reject an application even if the applicant:

8.4.1 Is eligible under rule 6.

8.4.2 Has applied under rule 7.

8.6 The Board must notify, in writing, the applicant of The Board's decision to accept or reject the application as soon as practicable after making the decision.

8.7 If The Board rejects the application, The Board is not required to give the applicant its reasons for doing so.

9. Becoming a member

An applicant for membership of the Association becomes a member when:

9.1 The Board accepts the application.

9.2 The applicant pays any membership fees payable to the Association under rule 13.

10. When membership ceases

10.1 A person ceases to be a member when any of the following takes place:

10.1.1 For a member who is an individual, the individual dies.

10.1.2 For a member that is a body corporate, the body corporate is wound up.

10.1.3 The person is no longer a member of an affiliate from where their membership is derived.

10.1.4 The person resigns from the Association under rule 10.

10.1.5 The person is expelled from the Association under rule 16.

10.1.6 For non-payment of fees under rule 13.4.

10.1.7 The person is convicted of a criminal offence.

10.1.8 The Secretary must keep a record, for at least one year after a person ceases to be a member, of the date on which the person ceased to be a member and the reason why the person ceased to be a member.

11. Resignation

11.1 A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.

11.2 The resignation takes effect:

11.2.1 When the Secretary receives the notice.

11.2.2 If a later time is stated in the notice, at that later time.

11.3 A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation.

11.4 The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

12. Rights not transferable

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

Division 2 - Membership fees

13. Membership fees

13.1 The Board will determine an entrance fee and the annual membership fee to be paid for membership of the Association.

13.2 The fees determined under rule 13.1 may be different for different categories of membership.

13.3 A member must pay the annual membership fee to the Treasurer, or another person authorised by The Board to accept payments, within 30 days of the date of acceptance of the membership application and thereafter within 30 days of the end of each subsequent financial year. Annual Membership runs from the time of acceptance of the membership application until the end of the financial year in which the initial membership application was accepted. Membership shall continue thereafter for each subsequent financial year unless terminated as provided for in rule 10.

13.4 If a member has not paid the annual membership fee applicable to their class of membership within the period of 30 days of the due date, the member ceases to be a member on the expiry of that period. During any period of non-payment, an ordinary member has no voting rights.

13.5 If a person who has ceased to be a member under rule 13.4 offers to pay the annual membership fee after the period referred to in that sub-rule has expired:

13.5.1 The Board may, at its discretion, accept that payment.

13.5.2 If the payment is accepted, the person's membership is reinstated from the date the payment is received until the end of the financial year for which the payment was due.

Division 3 - Register of members

14. Register of members

14.1 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 in relation to members:

14.1.1 Residential address.

14.1.2 Postal address.

14.1.3 Email address.

14.1.4 Information, by means of which contact can be made with the member, that is prescribed for the purposes of this paragraph.

14.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each member belongs and the date on which each member became a member.

14.3 The register of members must be kept at a place determined by The Board.

14.4 A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

14.4.1 a member inspecting the register of members may make a copy of, or take an extract from, the register under section 54(2) of the Act; or

14.4.2 a member may make a written request under section 56(1) of the Act to be provided with a copy of the register of members.

14.5 The Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declares that the purpose is connected with the affairs and best interests of the Association.

Part 4 - Disciplinary action, disputes and mediation

Division 1 - Term used

15. Term used in this division: member

In this Division -

member, in relation to a member who is expelled from the Association, includes a former member.

Division 2 - Disciplinary action

16. Suspension or expulsion

16.1 The Board may decide to suspend a member's membership or to expel a member from the Association if:

16.1.1 The member contravenes any of these rules.

16.1.2 The member acts detrimentally to the interests of the Association.

16.1.3 The member acts in such a way to bring the Association into disrepute.

16.2 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.

16.3 The notice given to the member must state:

16.3.1 When and where The Board meeting is to be held.

16.3.2 The grounds on which the proposed suspension or expulsion is based.

16.3.3 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.

16.4 At The Board meeting, The Board must:

16.4.1 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.

16.4.2 Give due consideration to any submissions so made.

16.4.3 Decide whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension.

16.4.4 Whether or not to expel the member from the Association.

16.5 A decision of The Board to suspend the member's membership or to expel the member from the Association takes immediate effect.

16.6 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.

16.7 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 rule 16.6, give written notice to the Secretary requesting the appointment of a mediator under rule 23.

16.8 If notice is given under sub-rule 16.7, the member who gives the notice and The Board are the parties to the mediation.

17. Consequences of suspension

17.1 During the period a member's membership is suspended, the member:

17.1.1 Loses any rights (including voting rights) arising as a result of membership.

17.1.2 Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

17.2 When a member's membership is suspended, the Secretary must record in the register of members:

17.2.1 That the member's membership is suspended.

17.2.2 The date on which the suspension takes effect.

17.2.3 The period of the suspension.

17.3 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

18. Terms used

In this Division -

grievance procedure means the procedures set out in this Division.

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

19. Application of Division

The grievance procedure applies to disputes:

19.1 Between members.

19.2 Between one or more members and the Association.

20. Parties to attempt to resolve a 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.

21. How grievance procedure is started

21.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

21.1.1 The parties to the dispute; and

21.1.2 The matters that are the subject of the dispute.

21.2 If the dispute is between members:

21.2.1 Within 28 days after the Secretary is given the notice, a board meeting must be convened to consider and determine the dispute.

21.2.2 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.

21.2.3 The notice given to each party to the dispute must state:

21.2.3.1 When and where The Board meeting is to be held

21.2.3.2 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.

21.3 If the dispute is between The Board and one or more members:

21.3.1 Within 28 days after the Secretary is given the notice, a board meeting must be convened to consider and determine the dispute.

21.3.2 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.

21.3.3 The notice given to each party to the dispute must state:

21.3.3.1 When and where The Board meeting is to be held; and

21.3.3.2 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.

21.4 If the dispute is between one or more members and the Association and any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by The Board they can request the appointment of a mediator under rule 23. The Board must not determine the dispute.

22. Determination of dispute by the Board

22.1 At The Board meeting at which a dispute is to be considered and determined, The Board must:

22.1.1 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

22.1.2 Give due consideration to any submissions so made

22.1.3 Determine the dispute by a majority decision.

22.2 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.

22.3 A party to the dispute may, within 14 days after receiving notice of The Board's determination under rule 22.2, give written notice to the Secretary requesting the appointment of a mediator under rule 23.

22.4 If notice is given under rule 22.3 each party to the dispute is a party to the mediation.

Division 4 - Mediation

23. Appointment of a mediator

23.1 A mediator must be chosen:

23.1.1 If the appointment of a mediator was requested by a member under rule 16.7.

23.1.2 If the appointment of a mediator was requested by a party to a dispute under rule 21.4 or 22.3.

23.2 If there is no agreement within 14 calendar days after the date of the request for the purposes rule 23.1.1 or 23.1.2, then, subject rules 23.3 and 23.4, The Board must appoint the mediator.

23.3 The person appointed as the mediator must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

23.4 The person appointed as the mediator may be a member or former member of the Association but must not have a personal interest in the matter that is the subject of the mediation or be biased in favour of or against any party to the mediation.

24. Mediation process

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

24.2 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.

24.3 In conducting the mediation, the mediator must:

24.3.1 Give each party to the mediation every opportunity to be heard.

24.3.2 Allow each party to the mediation to give due consideration to any written statement given by another party.

24.3.3 Ensure that natural justice is given to the parties to the mediation throughout the mediation process.

24.4 The mediator cannot determine the matter that is the subject of the mediation. If the mediation process does not achieve an outcome acceptable to the member who requested the appointment of a mediator then, and only then, is that member entitled to pursue the matter in dispute to the appropriate court or legal forum.

24.5 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.

24.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

25. Mediation results in the decision to suspend or expel being revoked

A member whose membership is suspended or who is expelled from the Association and gave notice under rule 16.7 to enter mediation, and as a 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 - The Board and Management Committee

Division 1 - Powers

26. The Board

The governing body of the association is The Board. The Board per the constitution and the Act sets the policy and direction to ensure the long term good standing of the Association. It derives its authority from the acceptance of its policy direction from the association members at the annual General Meeting. The Board will as a norm have 9 positions taken by members of the association. This number includes the Office Holder positions.

27. The Management Committee

The Management Committee provided under rule 42 is made from the Association Office Holders. They are authorised, by the membership voting for Office Holders at a General Meeting, to manage the day to day affairs of the association for the association's proper management in accordance with the policy directives handed down by the Association Board. The Management Committee must take all reasonable steps to ensure that the Association complies with the Act and any by-laws.

Division 2 - Composition of The Board and duties of members

28. Board Members and Office Holders

28.1 The Board consists of the Office Holders of the Association and at least 3 Ordinary Board Members. The Board may also appoint non-member advisors who have experience and skills that The Board may deem necessary or advantageous to The Board in fulfilling its obligations to the association. Subject to Rule 29.1 The Board may, from time to time, vary the maximum number of members who may be Ordinary Board Members.

28.2 Office Holders are entitled to make use of the services of any paid employees of the Association for the purposes of conducting his/her duties. A person may be a board member if the person is an individual who has reached 18 years of age and is an ordinary member. A person must not hold 2 or more of the offices mentioned in rule 28.3 at the same time. A paid employee of the Association cannot be a board member

28.3 The following are the Association Office Holders:

28.3.1 The Chairperson.

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. 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.

28.3.2 The Deputy Chairperson.

It is the duty of the Deputy Chairperson to assist the Chairperson in all their duties and to stand in for the Chairperson in need.

28.3.3 The Secretary.

The Secretary deals with the Association's correspondence; consulting with the Chairperson regarding the business to be conducted at each board meeting and General Meeting; preparing the notices required for meetings and for the business to be conducted at meetings; 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; maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act; unless another member is authorised by The Board or board to do so, maintaining on behalf of the Association a record of board or Board Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act; 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; maintaining full and accurate minutes of board and board meetings and General Meetings.

28.3.4 The Treasurer.

The Treasurer must ensure that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name; ensuring that any amounts paid to the Association are credited to the appropriate account of the Association; 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; ensuring that the Association complies with the relevant requirements of Part 5 of the Act; ensuring the safe custody of the Association's financial records , coordinating the preparation of the Association's financial report before its submission to the Association's annual General Meeting. 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.

Division 3 - Election of Board Members and tenure of office

29. How members become Board Members and Office Holders.

29.1 A member becomes a board member if the member is elected to The Board at a General Meeting; is appointed to The Board by The Board to fill a casual vacancy under rule 33; or is co-opted by The Board in which case, to the extent necessary, The Board is taken to have resolved to increase the number of Ordinary Board Members accordingly.

29.2 Nomination of Board Members and Office Holders.

29.2.1 At least 21 days before an annual General Meeting, the Secretary must send written notice to all the members calling for nominations for election to The Board and stating the date by which nominations must be received by the Secretary to comply with rule 29.2.2.

29.2.2 A member who wishes to be considered for election at the annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the annual General Meeting.

29.2.3 The written notice must include a statement by another member in support of the nomination.

29.2.4 A member may nominate for one specified position of Office Holder of the Association or be an Ordinary Board Member.

29.2.5 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 29.3 or 29.5.22.

29.3 Election of Office Holders.

At the annual General Meeting, a separate election must be held for each position of office holder of the Association. If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary members at the meeting. If only one member has nominated for a position, the Chairperson of the meeting must declare the member elected to the position. If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with the Association procedures to decide who is to be elected to the position. Each ordinary member present at the meeting may vote for one member who has nominated for the position. A member who has nominated for a position may vote in accordance with that nomination.

29.4 Election of a new Chairperson.

On a member's election to the chair, the new Chairperson of the Association may take over as the Chairperson of the meeting directly following being elected.

29.5 Election of Ordinary Board Members.

29.5.1 At the annual General Meeting, the Association must decide by resolution the number of Ordinary Board Members (if any) to hold office for the next year subject, however, to rule 29.1.

29.5.2 If the number of members nominating for the position of Ordinary Board Member is not greater than the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position; and may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections.

29.5.3 The ordinary members at the meeting must vote in accordance with the Association procedures to appoint the members to the position of Ordinary Board Member.

29.5.4 A member who has nominated for the position of Ordinary Board Member may vote in accordance with that nomination.

30. Term of office.

30.1 The term of office of a board member begins when the member is elected at an annual General Meeting, or under rule, 31.1 or is appointed to fill a casual vacancy under rule 33.

30.2 Subject to rule 32, a board member holds office for 2 years after which the position on The Board is declared vacant at the next annual General Meeting. The Board is to stagger the elections of board positions to promote continuity.

30.3 A board member may be re-elected.

31. Resignation and removal from office.

31.1 A board member may resign from The Board by written notice given to the Secretary or Chairperson. The resignation takes effect when the notice is received by the Secretary or Chairperson or at a later time if stated in the notice.

31.2 At a General Meeting, the Association may by resolution remove a board member from office and elect a member who is eligible under rule 28 to fill the vacant position.

30.2 A board member who is the subject of a proposed resolution under rule 31.2 may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided in writing or read out to the members at the General Meeting at which the resolution is to be considered.

32. Membership of board ceases.

32.1 If the person dies or otherwise ceases to be a member

32.2 If the person resigns from The Board or is removed from office under rule 31

32.3 If the person becomes ineligible to accept an appointment or act as a board member under section 34 of the Act

32.4 If the person becomes permanently unable to act as a board member because of a mental or physical disability

32.5 If the person 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.

32.6 On ceasing to be a board member that person must forthwith comply with section 41 of the Act and return or destroy (as requested by The Board) all records (in hard copy or electronic format) in that person's possession relating to the conduct of the affairs of the Association by The Board.

33. Filling casual vacancies.

33.1 The Board may appoint a member who is eligible under rule 28 to fill a position on The Board that has become vacant under rule 32, or was not filled by election at the most recent annual General Meeting, or under rule 31.2.

33.2 If the position of Secretary becomes vacant, The Board must appoint a member who is eligible under rule 28 to fill the position within 14 days after the vacancy arises.

33.3 Subject to the requirement for a quorum under rule 39, The Board may continue to act despite any vacancy in its membership. If there are fewer Board Members required for a quorum under rule 45, The Board may act only for the purpose of appointing Board Members under this rule or convening a General Meeting.

34. Validity of acts.

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

Division 4 - Board meetings

35. Board meetings

35.1 The Board must meet at least 3 times each year on the dates at the times and places, determined by The Board.

35.2 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.

35.3 Special board meetings may be convened by the Chairperson or any 2 Board Members.

35.4 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 in attending a board meeting or in connection with the Association's business.

36. Notice of Board meetings

36.1 Notice of each board meeting must be given to each board member at least 14 days before the time of the meeting.

36.2 If the Chairperson states that the meeting is urgent and The Board agrees, then shorter notice is acceptable.

36.3 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.

36.4 Unless rule 36.5 applies, the only business that may be conducted at the meeting is the business described in the notice.

36.5 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.

37. Procedure and order of business

37.1 The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each board meeting.

37.2 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.

37.3 The procedure to be followed at a board meeting must be determined from time to time by The Board and captured as a by-law.

37.4 The order of business at a board meeting will be as laid out in the calling notice. It may however be amended by The Board Members at the meeting to aid the smooth progression of the business under discussion.

37.5 A member or other person who is not a board member may attend a full or partial board meeting if invited to do so by The Board.

37.6 A person invited under rule 37.5 to attend a board meeting has no right to any agenda, minutes or other document circulated at the meeting; they must not comment

about any matter discussed at the meeting unless invited by The Board to do so; and cannot vote on any matter that is to be decided at the meeting.

38. Use of technology to be present at Board meetings

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. Members who participate in a board meeting in this fashion are taken to be present 'in person' at the meeting.

39. Quorum for Board meetings

39.1 Subject to rule 33.3, no business is to be conducted at a board meeting unless a quorum is present. (page 6 terms used Quorum)

39.2 If a quorum for a special meeting is not present within 30 minutes after the notified commencement time of The Board meeting the meeting lapses and no business will be conducted.

39.3 If a quorum for a regular meeting is not present within 30 minutes after the notified commencement time of The Board meeting, the meeting is adjourned to the same time, day and place in the following week.

39.4 If a quorum is not present within 30 minutes after the commencement time of a board meeting held under rule 39.3 and at least 2 Board Members are present at the meeting, those members present are taken to constitute a quorum.

40. Voting at Board meetings

40.1 Each board member present at a board meeting has one vote on any question arising at the meeting.

40.2 A motion is carried if a majority of The Board Members present at The Board meeting vote in favour of the motion.

40.3 If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

40.4 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.

40.5 If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

41. Minutes of Board meetings

41.1 The Board must ensure that minutes are taken and kept of each board meeting.

41.2 The minutes must record the names of The Board Members present at the meeting, apologies received for non-attendance and the name of any person attending the meeting under rule 37.5. Section 42(6) of the Act requires details relating to the disclosure of a board member's material personal interest in a matter being considered at a board meeting to be recorded in the minutes of the meeting.

41.3 The minutes will reflect the business considered at the meeting and any motion on which a vote is taken at the meeting, and the result of the vote.

41.4 The minutes of a board meeting must be entered in the Association's minute book within 30 days after the meeting is held.

41.5 The Chairperson must ensure that the minutes of a board meeting are reviewed and signed as correct by the Chairperson of the meeting or the Chairperson of the next board meeting.

41.6 When the minutes of a board meeting has been signed as correct they are, until the contrary is proved, evidence that the meeting to which the minutes relate was duly convened and held, and the matters recorded as having taken place at the meeting took place as recorded, and any appointment purportedly made at the meeting was validly made.

Division 5 - Committees and subsidiary offices

42. Committees and subsidiary offices

42.1 To help The Board in the conduct of the Association's business, The Board may, in writing, appoint one or more Committees, create one or more subsidiary offices, and appoint people to those offices.

42.2 A Committee may consist of the number of people, whether or not members, that The Board considers appropriate.

42.3 A person may be appointed to a subsidiary office whether or not the person is a member.

42.4 Subject to any written directions given by The Board, a committee may meet and conduct business as it considers appropriate and the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

43. Delegation to Committees and holders of subsidiary offices

43.1 The Board may, in writing, delegate to a committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of The Board other than the power to delegate and a non-delegable duty. A non-delegable duty means a duty imposed on The Board by the Act or another written law.

43.2 The delegation of duty may be made subject to any conditions, qualifications, limitations or exceptions that The Board specifies in the document by which the delegation is made.

43.3 The delegation does not prevent The Board from exercising or performing at any time the power or duty delegated. Any act or thing done by a committee, 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.

43.4 The Board may, in writing, amend or revoke any delegation.

Division 6 - General Meetings of The Association

44. Annual General Meeting

44.1 The Board must determine the date, time and place of the annual General Meeting. Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual

General Meeting must be held within 6 months after the end of the Association's financial year. 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.

44.2 The ordinary business of the annual General Meeting is as follows:

44.2.1 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.

44.2.2 To receive and consider The Board's annual report on the Association's activities during the preceding financial year and a copy of the report of the review or auditor's report on the financial statements or financial report.

44.2.3 To elect the Office Holders of the Association and other Board Members.

44.2.4 If applicable, appoint or remove a reviewer or auditor of the Association in accordance with the Act.

44.2.5 To confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.

44.2.6 Any other business of which notice has been given in accordance with these rules may be conducted at the annual General Meeting.

45. Special General Meetings

45.1 The Board may convene a Special General Meeting.

45.2 The Board must convene a Special General Meeting if at least 20% of the members require a Special General Meeting to be convened.

45.3 The members requesting a Special General Meeting to be convened must make the request by written notice to the Secretary.

45.3.1 It must state in the notice the business to be considered at the meeting.

45.3.2 All the members requesting the Special General Meeting must sign the notice.

45.4 The special General Meeting must be convened within 21 days after notice is given under rule 45.3.

45.5 If The Board does not convene a special General Meeting within the 21 day period, the members making the requirement may convene the special General Meeting.

45.6 A special General Meeting convened by members under 45.5 .

45.6.1 Must be held within 3 months after the date the original request was made.

45.6.2 May only consider the business stated in the notice by which the request was made.

45.7 The Association must reimburse any reasonable expenses incurred by the members convening a special General Meeting under 45.5.

46. Notice of General Meetings

46.1 The Secretary or, in the case of a special General Meeting convened by members under rule 45.5, must give to each member:

46.1.1 At least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting.

46.1.2 At least 14 days' notice of a General Meeting in any other case.

46.2 The notice must:

46.2.1 Specify the date, time and place of the meeting.

46.2.2 Indicate the general nature of each item of business to be considered at the meeting.

46.2.3 If the meeting is the annual General Meeting, include the names of the members who have been nominated for election to The Board under rule 29.2.

46.2.3 Include a statement that the member may appoint an individual who is an ordinary member as a proxy for the meeting and include a copy of any form that The Board has approved for the appointment of a proxy.

46.3 If a special resolution is proposed:

46.3.1 Set out the wording of the proposed resolution as required by section 51(4) of the Act.

46.3.2 State that the resolution is intended to be proposed as a special resolution.

46.3.3 Comply with rule 46.1.1.

46.4 Section 51(1) of the Act states that a resolution is a special resolution if it is passed at a General Meeting of an incorporated association by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

47. Proxies

47.1 Subject to rule 47.2, an ordinary member may appoint an individual who is an ordinary member as the member's proxy to vote and speak on the member's behalf at a General Meeting.

47.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

47.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf.

47.4 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.

47.5 If The Board has approved a form for the appointment of a proxy, the member may use that form or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

47.6 A form appointing a proxy under rule 47 must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.

47.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

48. Use of technology to be present at General Meetings

48.1 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.

48.2 A member who participates in a General Meeting as allowed under rule 48.1 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.

49. Presiding member and quorum for General Meetings

49.1 The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.

49.2 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.

49.3 No business is to be conducted at a General Meeting unless a quorum is present.

49.4 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:

49.4.1 In the case of a special General Meeting the meeting lapses.

49.4.2 In the case of the annual General Meeting the meeting is adjourned to the same time, place and day in the following week 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.

49.5 If a quorum is not present within 30 minutes after the commencement time of an annual General Meeting held under rule 49.4.2 and at least 10 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

50. Adjournment of the General Meeting

50.1 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.

50.2 Without limiting rule 50.1, a meeting may be adjourned if there is insufficient time to deal with the business at hand or to give the members more time to consider an item of business.

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

50.4 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 46.

51. Voting at the General Meeting

51.1 On any question arising at a General Meeting subject to rule 51.5, each ordinary member has one vote unless the member may also vote on behalf of a body corporate under rule 51.2 and ordinary members may vote personally or by proxy.

51.2 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.

51.3 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.

51.3.1 The appointment has effect until the end of any General Meeting to which the appointment applies.

51.3.2 The appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary.

51.4 Except in the case of a special resolution, a motion is carried if the majority of the ordinary members present at a General Meeting vote in favour of the motion.

51.5 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

51.6 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. HOWEVER, if there are not enough of those members who were present at that previous General Meeting to constitute the majority, the meeting may either be postponed to another date, or those present who were not present at the previous General Meeting are entitled to also vote if satisfied as to the contents of that previous General Meeting.

51.7 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 rule 51.2, the ordinary member must have been an ordinary member at the time notice of the meeting was given under rule 46 and must have paid any fee or other money payable to the Association by the member.

52. When special resolutions are required

52.1 A special resolution is required if it is proposed at a General Meeting:

52.1.1 To affiliate the Association with another body.

52.1.2 To request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

52.2 Rule 52.1 does not limit the matters in relation to which a special resolution may be proposed.

52.3 Under the Act, a special resolution is required if an incorporated association proposes to do any of the following:

52.3.1 To alter its rules, including changing the name of the association.

52.3.2 To approve the terms of an amalgamation with one or more other incorporated associations.

52.3.3 To be wound up voluntarily or by the Supreme Court.

52.3.4 To cancel its incorporation.

53. Determining whether resolution carried

53.1 In this rule 'poll' means the process of voting in relation to a matter that is conducted in writing.

53.2 Subject to rule 53.4, 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:

53.2.1 Carried.

53.2.2 Carried unanimously.

53.2.3 Carried by a particular majority.

53.2.4 Lost.

53.3 If the resolution is a special resolution, the declaration under rule 53.2 must identify the resolution as a special resolution.

53.4 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

53.4.1 The poll must be taken at the meeting in the manner determined by the Chairperson.

53.4.2 The Chairperson must declare the determination of the resolution on the basis of the poll.

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

53.6 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.

53.7 A declaration under rule 53.2 or 53.4 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.

54. Minutes of the General Meeting

54.1 The Secretary, or a person authorised by The Board, must take and keep minutes of each General Meeting.

54.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

54.3 In addition, the minutes of each annual General Meeting must record:

54.3.1 The names of the ordinary members attending the meeting.

54.3.2 Any proxy forms given to the Secretary of the meeting under rule 47.6.

54.3.3 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 44.2.

54.4 The minutes of a General Meeting must be entered in the Association's minute book within 30 days after the meeting is held.

54.5 The minutes will reflect the business considered at the meeting and any motion on which a vote is taken at the meeting and the result of the vote.

54.6 The Chairperson must ensure that the minutes of any board meeting are reviewed and signed as correct by the Chairperson of the meeting or the Chairperson of the next General meeting.

54.7 When the minutes of a General Meeting has been signed as correct they are, until the contrary is proved, evidence that the meeting to which the minutes relate was duly convened and held, and the matters recorded as having taken place at the meeting took place as recorded, and any appointment purportedly made at the meeting was validly made.

Division 7 - Financial matters

55. Source of funds

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

56. Control of funds

56.1 The Association must open and conduct accounts 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.

56.2 Subject to any restrictions imposed at a General Meeting, The Board may approve expenditure on behalf of the Association.

56.3 The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from The Board for each item on which the funds are expended.

56.4 Any expenditure by the Association, whether authorised in hard copy (e.g. cheque) or electronic (e.g. Electronic Funds Transfer) must be signed or authorised by 2 Office Holders.

56.7 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

56.8 No paid employee, member or board member of the association is authorised to make any expenditure for or on behalf of the Association or bind the Association in any manner. However, reasonable disbursements by an employee, member or board member (as determined by The Board from time to time) on behalf of the Association shall be refunded to such person on presentment of receipts, invoices or other documentary proof of expenditure acceptable to The Board.

57. Financial statements and financial report

57.1 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.

57.2 Without limiting rule 57.1, those requirements include:

57.2.1 The preparation of the financial report

57.2.2 The review or auditing of the financial statements

57.2.3 The presentation to the annual General Meeting of the financial and audit report

57.3 The association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

Division 8 - General matters

58. By-laws

58.1 The Association may, by resolution at a General Meeting, make, amend or revoke by-laws.

58.2 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules. A by-law may only impose requirements on the Association that are additional too and do not restrict a requirement imposed on the Association by the Act.

58.3 At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

59. Executing documents and the common seal

59.1 The Association may execute a document without using a common seal if the document is signed by 2 Office Holders.

59.2 If the Association has a common seal the name of the Association must appear in legible characters on the common seal.

59.3 A document may only be sealed with the common seal by the authority of The Board and in the presence of 2 Office Holders and each of them is to sign the document to attest that the document was sealed in their presence.

59.4 The Secretary must make a written record of each use of the common seal.

59.5 The common seal must be kept in the custody of the Secretary or another board member authorised by The Board.

60. Giving notices to members

60.1 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:

60.1.1 Delivered by hand to the recorded address of the member

60.1.2 Sent by prepaid post to the recorded postal address of the member

60.1.3 Sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

60.2 Recorded means the information written and kept in the register of members.

61. Custody of books and securities

61.1 Subject to rule 61.2, the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

61.2 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.

61.3 Rules 61.1 and 61.2 have effect except as otherwise decided by The Board.

61.4 The books of the Association must be retained for at least 7 years.

62. 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.

63. Inspection of records and documents

63.1 Rule 63.2 applies to a member who wants to inspect:

63.1.1 The register of members under section 54(1) of the Act

63.1.2 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

63.1.3 Any other record or document of the Association.

63.2 The member must contact the Secretary to make the necessary arrangements for any inspection.

63.3 The inspection must be free of charge.

63.4 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.

63.5 The member may make a copy of or take an extract from a record or document referred to in rule 63.1.3, but does not have a right to remove the record or document for that purpose.

63.6 The member must not use or disclose information in a record or document referred to in rule 63.1.3 except for a purpose:

63.6.1 That is directly connected with the affairs of the Association.

63.6.2 That is related to complying with a requirement of the Act.

64. Publication by Board Members of statements about Association business

64.1 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 The Board member has been authorised in writing to do so at a board meeting and the authority given to The Board member has been recorded in the minutes of The Board meeting at which it was given.

64.2 All discussions and minutes of board meetings are confidential.

65. Distribution of surplus property on cancellation of incorporation or winding up

65.1 Surplus property, in relation to the Association, means property remaining after the debts and liabilities of the Association including the costs, charges and expenses of winding up or cancelling the incorporation of the Association have successfully been paid. It does not include books relating to the management of the Association.

65.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to an entity or entities mentioned in section 24(1) of the Act PROVIDED THAT such entity(ies) has objectives which are similar to these described in Rule 67 below.

65.3 Lodgement of this amended constitution (to wind up the association) shall constitute such application to the Commissioner as may be required under Section 25 of the Act to the extent necessary.

66. 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.

67. The Objectives of the Association

67.1 The objectives of the Association are:

67.1.1 To promote the science and art of occupational therapy and its development, use and practice in general and its on-going relevance and contribution to consumers and society.

67.1.2 To develop, implement and maintain a code of ethics and rules of professional conduct for occupational therapists.

67.1.3 To lobby on matters affecting the interests and practice of occupational therapy and occupational therapists.

67.1.4 To conduct seminars, workshops, conferences or any other activities which promote the level of expertise within the profession of occupational therapy and which educate and inform the general public as to the aims and objectives of occupational therapy.

67.1.5 To publish and assist in the publication of any information manual, paper or other matter of interest to persons practising occupational therapy.

67.1.6 To publish a journal and/or other bulletin as the official publication of the Association.

67.1.7 To obtain and assist in obtaining minimum standards of education and practice in occupational therapy.

67.1.8 To give the assistance of the Association to schools, faculties, training centres and other institutions in training persons in occupational therapy.

67.1.9 To enter into any affiliation or alliance with, or to promote, or assist in the promotion of any other association having objectives similar to the Association or calculated to benefit generally occupational therapists.

67.1.10 To make known and further the objectives of the Association by such lawful means as may be considered appropriate.

67.1.11 To found, encourage or contribute to scholarships, fellowships research or travel grants for the purpose of promoting or encouraging any of the objectives of the Association.

67.1.12 To become a member of or subscribe to any other association whether incorporated or not, having objectives wholly or in part similar to the objectives of the Association.

67.1.13 To undertake commercial activities to further its objectives.

67.1.14 To establish, own, support and assist in the establishment and support of any trust, association fund, institution or body were to do so would assist in the attainment of any of the objectives, and to act as trustee and manager or one of the trustees and managers of any such trust, association fund, institution or body.

67.1.15 To seek, receive and disseminate information that may be of interest to the members and the general public.

67.2 The property and income of the Association shall be applied solely towards the promotion of the objectives and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objectives.