

NEW SOUTH WALES ASSOCIATION OF YOUTH WORKERS

RULES OF ASSOCIATION

As amended December 2023

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PART 1 — PRELIMINARY

1. Definitions

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act (NSW) 2009*;

Association means the New South Wales Association of Youth Workers Incorporated, trading as Youth Work NSW;

books of the Association, include the following —

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

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

Committee means the Executive Committee of the Association;

member means a person who is a full member or an associate member of the Association;

ordinary Committee member means a Committee member who is not an office holder of the Association;

special resolution means a resolution passed by a two thirds majority of the members at a general meeting in accordance with the Act;

subcommittee means a subcommittee appointed by the Committee;

Youth Work is a practice that places young people and their interests first. Youth Work is a relational practice, where the Youth Worker operates alongside the young person in their context. Youth Work is an empowering practice that advocates for and facilitates a young person's independence, participation in society, connectedness and realisation of their rights;

youth worker means a professional practicing according to the above definition of Youth Work.

2. Name

The name of the Association is the New South Wales Association of Youth Workers, trading as Youth Work NSW, and hereafter referred to as Youth Work NSW or the Association.

3. Objects

The objects of the Association are to :

- Develop professional Youth Work practice across New South Wales to ensure high quality support for young people.
- Promote professional Youth Work as a necessary service to young people.
- Promote and protect the principle of the primary duty to young people.
- Set benchmarks for quality Youth Work, including education standards, standards for ethical practice, and organisational support for youth workers.
- Protect the Youth Work designation from being appropriated for practices that are not consistent with the Code of Ethics.
- Provide services and resources to youth workers in order to facilitate quality service
- Celebrate the role that Youth Work plays in organisations and in the community.
- Develop partnerships with other organisations, including education providers, service providers and peak bodies in order to achieve the goals of the association.

4. Financial year

1. The first financial year of the Association is to be the period notified to the Commissioner under the relevant section of the Act.
2. The association's financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

5. The association's powers

1. The association has the legal capacity of an individual.
2. The association has power to do anything that helps it to achieve its objects.
3. Subject to the Act and Regulations, the association may only exercise its powers; and use its income and assets (including any surplus), for its objects.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment to a member from the funds of the Association is authorised if it is —
 - a. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - b. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c. the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - d. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

The association must have at least five members.

1. Eligibility for membership

1. Any person who supports the objects or purposes of the Association and is eligible under the Youth Work NSW Membership By-Laws can apply to become a member.
2. Any person who supports the objects or purposes of the Association who is not eligible for full membership under the Youth Work NSW Membership By-Law can apply to become an Associate Member.
3. A person is taken to be a member of the association if they are one of the persons on whose behalf the application for registration of the association under section 6(1)(a) of the Act was made.

2. Applying for membership

1. A person who wants to become a member must apply through the process specified in the By-Laws.
2. The applicant must agree to abide by the Youth Work NSW Code of Ethics.

3. Dealing with membership applications

1. The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
2. The Committee may delay its consideration of an application if the Committee 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. This includes contacting of referees.
3. The Committee must not accept an application unless the applicant is eligible and has applied for admission to membership.
4. The Committee may reject an application even if the applicant is eligible and has applied for admission to membership
5. The Committee must notify the applicant (as soon as practicable after making the decision) of the Committee's decision to accept or reject the application, the date on which their membership has started, and whether they have to pay any joining fee and annual subscription fee (which will be calculated in proportion to the remaining Financial Year at the time they become a member). Those fees (if any) must be paid within the time specified by the Committee.
6. If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

4. Becoming a member

An applicant for membership of the Association becomes a member when the Committee accepts the application, the Secretary adds the person's name and address to the Register of Members and the applicant pays any membership fees payable to the Association under the Membership By-Law.

5. Members' liabilities

A member of the association does not have any liability to contribute to the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

6. Members' rights

1. Members have rights, obligations and liabilities as set out in the Act, the Regulations and in this constitution.
2. Subject to any restrictions or requirements in this constitution, the Act or the Regulations, the rights of a member entitled to vote include the right to:
 - receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this constitution;
 - submit items of business for consideration at a general meeting;
 - attend and be heard at general meetings;
 - vote at general meetings;
 - any other rights expressly granted in accordance with this constitution.
3. The rights of a member are not transferable and end when membership stops.

7. Pathways to membership

1. Practitioners may apply for membership through the pathways prescribed in the By-Laws.
2. The By-Laws may specify powers for specific pathways.
3. A person may only apply through one pathway at a time.
4. A full 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 Committee.
5. An associate member may contribute to subcommittees, campaigns and the general work of the Association but is not eligible to stand for office, call general or special meetings, submit resolutions and vote within the Association.
6. The number of members admitted through any pathway is not limited unless otherwise approved by resolution at a general meeting.

8. When membership ceases

1. A person ceases to be a member if —
 - a. the member dies;
 - b. the person resigns from the Association;
 - c. the person is expelled from the Association;
 - d. the person ceases to be a member due to non payment of fees.
2. The Committee 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.

9. Resignation

1. A member may resign from membership of the Association by giving written notice of the resignation to the Committee.
2. The resignation takes effect when the Committee receives the notice; or if a later time is stated in the notice, at that later time.
3. A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation.
4. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

10. Membership fees

1. The Committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association. Membership Fees will be scheduled in the Membership By-Laws.
2. The fees determined may be different for different membership pathways.
3. A member must pay the required fees to the treasurer, or another person authorised by the Committee to accept payments, by the date determined by the Committee.
4. If a member does not pay in time, their application for membership may be rejected, their membership suspended until the fee is paid (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (AGM)).
5. If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
6. If a person who has ceased to be a member for non-payment of fees offers to pay the annual membership fee, the Committee may, at its discretion, accept that payment; and reinstate the person's membership from the date the payment is accepted.

11. Register of members

1. The Committee, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under the Act to maintain the register of members and record in that register any change in the membership of the Association.
2. The register of members must include the pathway to membership through which each member applied and the date on which each member becomes a member.
3. The register of members must be kept at the Committee's place of residence, or at another place determined by the Committee.
4. The Register of Members must include the following information:
 - the name of the member;
 - the address for notice under rule 39;
 - the date on which the person became a member; and
 - the date on which the person ceased to be a member.
5. The address for notice may be an email address.
6. The Secretary must update the Register of Members within 14 days of being notified of a change to the details recorded on the register or the member ceasing to be a member.
7. A member who wishes to inspect the register of members must contact the Committee to make the necessary arrangements. The Committee may not obstruct the inspection of the register by a member.
8. If a member wishes to make a copy of, or take an extract from, the register; or makes a written request of the Act to be provided with a copy of the register of members, the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 —Suspension, expulsion and notification

1. The Committee may decide to suspend a member's membership or to expel a member from the Association, or notify a former member that they are excluded from membership, if —
 - a. the member contravenes any of these rules; or
 - b. the member acts detrimentally to the interests of the Association.
2. The Committee must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
3. The notice given to the member must state —
 - a. when and where the Committee meeting is to be held; and
 - b. the grounds on which the proposed suspension or expulsion is based; and
 - c. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or submission oral to the Committee about the proposed suspension or expulsion;
4. At the Committee meeting, the Committee must —
 - a. give the member, or the member's representative, a reasonable opportunity to make written and/or oral submissions to the Committee about the proposed suspension or expulsion; and
 - b. give due consideration to any submissions so made; and

- c. decide whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or whether or not to expel the member from the Association.
5. A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
6. The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
7. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision, give written notice to the Committee requesting the appointment of a mediator.
8. A former member who has been notified of suspension or expulsion may not be readmitted to membership without the approval of the Committee.
9. If notice is given requesting the appointment of a mediator, the member who gives the notice and the Committee are the parties to the mediation.

12. Consequences of suspension

1. During the period a member's membership is suspended, the member —
 - a. loses any rights (including voting rights) arising as a result of membership; and
 - b. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
 - c. When a member's membership is suspended, the Committee must record in the register of members that the member's membership is suspended; and the date at length of the suspension.
2. When the period of the suspension ends, the Committee must record in the register of members that the member's membership is no longer suspended.

Division 2 — Resolving disputes

13. 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.

14. Application of Division

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

15. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

16. How grievance procedure is started

1. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, any party to the dispute may start the grievance procedure by giving written notice to the Committee of the parties to the dispute; and the matters that are the subject of the dispute.
2. Within 28 days after the Committee is given the notice, a Committee meeting must be convened to consider and determine the dispute.

3. The Committee must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
4. The notice given to each party to the dispute must state —
 - a. when and where the Committee meeting is to be held; and
 - b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
5. If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the Committee stating that the party does not agree to the dispute being determined by the Committee; and requests the appointment of a mediator, the Committee must not determine the dispute.

17. Determination of dispute by Committee

1. At the Committee meeting at which a dispute is to be considered and determined, the Committee must give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the Committee about the dispute, give due consideration to any submissions; and determine the dispute.
2. The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
3. A party to the dispute may, within 14 days after receiving notice of the Committee's determination, give written notice to the Committee requesting the appointment of a mediator.
4. If such notice is given, each party to the dispute is a party to the mediation

Division 3 — Mediation

18. Appointment of mediator

1. The mediator must be a person chosen by agreement between the Member and the Committee; or by agreement between the parties to the dispute.
2. If there is no agreement the Committee must appoint the mediator.
3. The person appointed as mediator by the Committee may be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
4. The person appointed as mediator by the Committee 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.

19. Mediation process

1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
3. In conducting the mediation, the mediator must —
 - a. give each party to the mediation every opportunity to be heard; and
 - b. allow each party to the mediation to give due consideration to any written statement given by another party; and

- c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
4. The mediator cannot determine the matter that is the subject of the mediation.
5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

20. If mediation results in decision to suspend or expel being revoked

If mediation takes place because a member whose membership is suspended or who is expelled from the Association requests mediation; and as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

21. Committee

The association is governed by an Executive Committee (Committee) that is made up of committee members elected in accordance with this constitution.

1. The Committee members are the persons who, as the executive Committee of the Association, have the power to manage the affairs of the Association.
2. Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
3. The Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.

22. Committee Responsibilities

Among its other responsibilities, the Committee is responsible for making sure that:

4. accurate minutes of general meetings and committee meetings of the association are made and kept;
5. any direct or indirect interest of a committee member in a matter that is being or will be considered at a committee meeting is disclosed as soon as possible at that committee meeting and recorded in the Disclosure of Interests Book (as defined in rule 19);
6. an up-to-date Register of Committee Members is kept in accordance with rule 16 and an up-to-date Register of Members is kept in accordance with rule 12;
7. records that correctly record and explain the association's financial transactions and financial position are kept; and

8. all records, books, documents and securities of the association are kept properly and in accordance with this constitution.

Division 2 — Composition of Committee and Duties of Members

23. Committee members

1. The Committee members consist of —
 - a. the office holders of the Association; and
 - b. at least one ordinary Committee member.
 - c. Student and Indigenous representatives if so determined by the Committee
 - d. A representative nominated by the Youth Action Board if so determined by the Committee
2. The following are the office holders of the Association —
 - a. the Convenor;
 - b. the deputy Convenor;
 - c. the General Secretary
 - d. the Secretary;
 - e. the Treasurer.
3. One or more full members or associate members may be co-opted by the Committee, in order to address skill shortages on the Committee, or for other purposes as the Committee sees fit. Such an appointment does not carry voting rights.
4. A person must not hold 2 or more offices at the same time, excepting that the office of Public Officer may be held concurrently with another office.
5. The Committee may make provision for the election or appointment of —
 - a. A student youth work representative;
 - b. An Indigenous youth work representative.

Such representatives will hold voting rights if elected, but not if appointed.

6. In recognition of the close relationship between the Association and Youth Action, the Association may hold a place on the Committee for a representative from Youth Action. The Youth Action delegate will hold the same rights as an ordinary member of the Committee.

24. Register of Committee members

1. The Secretary must keep and maintain a register of committee members in accordance with this constitution, the Act and the Regulations (Register of Committee Members).
2. The Register of Committee Members must contain the following information for each committee member:
 - the name, date of birth and residential address for each committee member;
 - the date on which the committee member takes office;
 - the date on which the committee member vacates office;
 - if the committee member holds an Office Bearer position:
 - their position (President, Deputy President, Secretary, Treasurer);
 - the date on which they were elected or appointed to the position; and
 - the date on which they ceased to hold the position.
3. The Register of Committee Members must be kept in New South Wales:
 - at the main premises of the association; or
 - if the association has no premises, at the association's official address.
5. Any change in the Committee's membership must be recorded in the Register of Committee Members within one month after the change occurs.

6. The Register of Committee Members must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

25. Convenor

1. The Convenor's duty is to preserve and protect the constitutive integrity of the organisation through -
 - a. providing leadership to the Committee and the wider organisation;
 - b. oversight of its personnel, procedures, resources, and relationships and
 - c. facilitation of its overall direction.
2. It is the duty of the Convenor to consult with the Committee regarding the business to be conducted at each Committee meeting and general meeting.
3. The Convenor has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings provided for in these rules.

26. Deputy Convenor

The Deputy Convenor's duty is to assist the Convenor in their duty and to deputise for the Convenor where required by the Convenor of the Committee. Insofar as the Deputy Convenor is required to deputise, their duties and powers are identical to the Convenor's.

27. General Secretary

The General Secretary's key duty is to facilitate, in close partnership with the Convenor and the Committee, the executive functioning of the organisation through the coordination of its personnel, procedures, resources and relationships to ensure that the decisions made by the Committee are properly and efficiently executed, given the resources available. If the Committee so decides, the General Secretary may receive reimbursement by way of salary or fee for their labour time and expenses.

The General Secretary is responsible to the Committee for:

- Advising the Committee on the organisation's strategic development;
- Acting as the ambassador for the organisation in meetings with government, industry, training and the not for profit sector;
- Managing the planning and delivery of the organisation's established programmes and activities in the best interests of the organisation and its members;
- Developing and securing funding for new programmes of work in accordance with the interests of the profession;
- Working with the Treasurer and the Convenor to ensure the most efficient and appropriate allocation and management of finances.

28. Secretary

The Secretary is responsible to the Committee for:

1. dealing with the Association's correspondence;
2. consulting with the Convenor regarding the business to be conducted at each Committee meeting and general meeting;
3. preparing the notices required for meetings and for the business to be conducted at meetings;
4. unless another member is authorised by the Committee 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 the Act;

5. maintaining on behalf of the Association an up-to-date copy of these rules, as required under the Act;
6. unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under the Act;
7. 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;
8. maintaining full and accurate minutes of Committee meetings and general meetings;
9. carrying out any other duty given to the secretary under these rules or by the Committee.

29. Treasurer

The treasurer has the following duties —

1. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
2. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
3. ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time;
4. ensuring that the Association complies with the relevant requirements of the Act;
5. ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
6. if the Association is a tier 1 association under the Act, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
7. if the Association is a tier 2 association or tier 3 association under the Act, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
8. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under the Act;
9. carrying out any other duty given to the treasurer under these rules or by the Committee.

Division 3 — Election of committee members and tenure of office

30. Election or appointment of Committee members

A member becomes a Committee member if the member is elected to the Committee at a general meeting; or is appointed to the Committee by the Committee to fill a casual vacancy.

31. Nomination of committee members

1. At least 21 days before an annual general meeting, the Committee must send written notice to all the members —
 - a. calling for nominations for the offices of Convenor and General Secretary, and for election to the Committee; and
 - b. stating the date by which nominations must be received by the Committee.
2. A member who wishes to be considered for election to the Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Committee at least 7 days before the annual general meeting. The written notice must include a statement by another member in support of the nomination.
3. The Convenor may, at their discretion, call for further nominations at the meeting. Nominations so submitted must be seconded by another member.

4. Further details for the nomination and election process will be as prescribed in the By Laws.

32. Election of office holders

1. The Convenor and General Secretary are elected for office at the Annual General Meeting, through the procedure laid down in the By Laws.
2. At the first Committee meeting following the annual general meeting, office holders of the Association other than the Convenor and the General Secretary will be elected by the Committee.
3. If only one member has nominated for a position, the Convenor of the meeting must declare the Member elected to the position.
4. If more than one member has nominated for a position, the Committee members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
5. Each Committee member present at the meeting may vote for one member who has nominated for the position.
6. A member who has nominated for the position may vote for himself or herself.
7. On the member's election, the new Convenor of the Association may take over as the Convenor of the meeting.

32. Election of ordinary committee members

1. At the annual general meeting, the Association must decide by resolution the number of Committee members (if any) to hold office for the next year. In the first year, the number of Committee members shall be eight.
2. If the number of members nominating for the position of ordinary Committee member is not greater than the number to be elected, the Convenor of the meeting —
 - a. must declare each of those members to be elected to the position; and
 - b. may call for further nominations from the full members at the meeting to fill any positions remaining unfilled after the elections.
3. If —
 - a. the number of members nominating for the position of ordinary Committee member is greater than the number to be elected; or
 - b. the number of members nominating is greater than the number of positions remaining unfilled,the full members at the meeting must vote in accordance with procedures set down in the By Laws to decide the members who are to be elected to the position of ordinary Committee member.
4. A member who has nominated for the position of ordinary Committee member may vote in accordance with that nomination.

33. Conflict of interest

1. If a committee member has:
 - a direct or indirect interest in a matter being considered by the Committee, and
 - that interest appears to raise a conflict with the proper performance of the committee member's duties,then the committee member must disclose the nature and extent of that interest at a committee meeting as soon as possible.
2. Unless the Committee determines otherwise, the committee member:
 - must not be present while the matter is being considered by the Committee; and
 - must not vote on the matter or take part in the decision on the matter.

3. While the Committee is determining whether the committee member can be present, take part in or vote on the matter, the committee member who has disclosed the interest must not be present for any discussion of the Committee relating to that determination or take part in making the determination.
4. Any direct or indirect interest disclosed by a committee member as required in accordance with this constitution or the Act must be recorded in a book kept for that purpose (Disclosure of Interest Book).
5. The Secretary is responsible for keeping and maintaining the Disclosure of Interest Book in accordance with this constitution, the Act and the Regulations.

34. The Public Officer

1. The Committee must appoint a Public Officer. The Public Officer may, but does not need to, be a member of the Committee.
 - a. The Public Officer may hold another Office on the Committee.
 - b. The first Public Officer of the association is the person nominated as public officer in the application for registration of the association.
 - c. The Public Officer must be at least 18 years of age, ordinarily reside in New South Wales and notify the relevant Government department of their appointment in accordance with the Act.
 - d. The Public Officer must perform any duty or function required under the Act, the Regulations or this constitution to be performed by the Public Officer.
 - e. A Public Officer vacates the position of Public Officer if the person:
 2. dies;
 3. resigns in writing to the Committee;
 4. is removed from office by the passing of a resolution at a general meeting of the association;
 5. becomes bankrupt;
 6. becomes a mentally incapacitated person;
 7. ceases to ordinarily reside of New South Wales; or
 8. in such other circumstances as provided for in this constitution or the Act.
 - a. The Committee must fill any vacancy in the office of Public Officer within 28 days after the vacancy arises(or such other time as specified in the Act from time to time).
 - b. If no person holds the position of Secretary, the Public Officer is responsible for the duties assigned to the Secretary in this constitution.

35. Term of office

1. A candidate for any office on the Committee may nominate for a one or two year term.
2. The term of office of a candidate begins when the member is elected at an annual general meeting or is appointed to fill a casual vacancy at a general meeting following the removal of a member from office.
3. Unless a member resigns or is removed from office, the office is held until their position is declared vacant, which will occur at the next annual general meeting, or in the case of a two year term, the annual general meeting following.
4. A Committee member, Convenor or General Secretary may be re-elected.

36. Resignation and removal from office

1. A Committee member may resign from the Committee by written notice given to the Committee.
2. The resignation takes effect when the notice is received by the Committee; or at a later time if that is stated in the notice.
3. At a general meeting, the Association may by resolution remove a Committee member from office, and elect a member who is eligible to fill the vacant position.

4. A Committee member who is the subject of a proposed resolution to remove them from office may make written representations (of a reasonable length) to the Committee and may ask that the representations be provided to the members.
5. The Committee may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

37. When membership of committee ceases

1. A person ceases to be a Committee member if the person —
 - a. dies or otherwise ceases to be a member; or
 - b. resigns from the Committee or is removed from office; or
 - c. becomes ineligible to accept an appointment or act as a Committee member under the Act;
 - d. becomes permanently unable to act as a Committee member because of a mental or physical disability; or
 - e. fails to attend 2 consecutive Committee meetings without having notified the Committee that the person will be unable to attend; or
 - f. fails to attend 3 Committee meetings in any financial year without having notified the Committee that the person will be unable to attend.

38. Filling casual vacancies

1. The Committee may appoint a member who is eligible to fill a position on the Committee that has become vacant; or was not filled at a properly constituted election.
2. A member so appointed shall have full voting rights.
3. If the position of secretary becomes vacant, the Committee must appoint a member who is eligible to fill the position within 14 days after the vacancy arises.
4. Subject to the requirement for a quorum, the Committee may continue to act despite any vacancy in its membership.
5. If there are fewer Committee members than required for a quorum, the Committee may act only for the purpose of appointing Committee members under this rule; or convening a general meeting.

39. Validity of acts

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

40. Payments to members

A payment to a member out of the funds of the Association is authorised if it is —

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; or
2. 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
3. the payment of reasonable rent to the member for premises leased by the member to the Association; or
4. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
5. out-of-pocket expenses for travel and accommodation properly incurred in attending meetings or otherwise in connection with the Association's business.

Division 4 — Committee meetings

41. Committee meetings

1. The Committee must meet at least 6 times in each year on the dates and at the times and places determined by the Committee.
2. The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the annual general meeting at which the Committee members are elected.
3. Special Committee meetings may be convened by the Convenor or any 2 Committee members.

42. Notice of committee meetings

1. Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting.
2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
3. Business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to deal with that business.

43. Procedure and order of business

1. The Convenor or, in the Convenor's absence, the Deputy Convenor must preside as Convenor of each Committee meeting.
2. If the Convenor and Deputy Convenor are not available to act as Convenor of a meeting, the Committee members at the meeting must choose one of them to act as Convenor of the meeting.
3. The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
4. The order of business at a Committee meeting may be determined by the Committee members at the meeting.
5. A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
6. A person so invited to attend a Committee meeting —
 - a. has no right to any agenda, minutes or other document circulated at the meeting; and
 - b. must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - c. cannot vote on any matter that is to be decided at the meeting.

44. Use of technology to be present at committee meetings

1. The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
2. A member who participates in a Committee meeting using technology 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.

45. Quorum for committee meetings

1. Other than for the purposes of filling a vacancy; or convening a general meeting, no business is to be conducted at a Committee meeting unless a quorum is present.
2. Any 5 committee members constitute a quorum for the conduct of the business of a committee meeting.

3. If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting —
 - a. in the case of a special meeting — the meeting lapses; or
 - b. otherwise, the meeting is adjourned to the same time, day and place in the following week.
 - a. If a quorum is not present within 30 minutes after the commencement time of a Committee meeting so adjourned; and
 - b. at least 3 Committee members are present at the meeting, those members present are taken to constitute a quorum.

46. Voting at Committee meetings

1. Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
2. A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
3. If the votes are divided equally on a question, the Convenor of the meeting has a second or casting vote.
4. A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
5. If a secret ballot is needed, the Convenor of the meeting must decide how the ballot is to be conducted.

47. Minutes of committee meetings

1. The Committee must ensure that minutes are taken and kept of each Committee meeting.
2. The minutes must record the following —
 - a. the names of the Committee members present at the meeting;
 - b. the name of any other person attending the meeting;
 - c. the business considered at the meeting;
 - d. any motion on which a vote is taken at the meeting and the result of the vote.
3. The minutes of a Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
4. The Convenor must ensure that the minutes of a Committee meeting are reviewed and accepted as correct by —
 - a. the Convenor of the meeting; or
 - b. the Convenor of the next Committee meeting.
5. When the minutes of a Committee meeting have been accepted as correct they are, until the contrary is proved, evidence that —
 - a. the meeting to which the minutes relate was duly convened and held; and
 - b. the matters recorded as having taken place at the meeting took place as recorded; and
 - c. any decision purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

48. Subcommittees and subsidiary offices

1. To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following —
 - a. appoint one or more subcommittees;
 - b. create one or more subsidiary offices and appoint people to those offices.

2. A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
3. A person may be appointed to a subsidiary office whether or not the person is a member.
4. Subject to any directions given by the Committee —
 - a. a subcommittee may meet and conduct business as it considers appropriate; and
 - b. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

49. Delegation to subcommittees and holders of subsidiary offices

1. The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
 - (a) the power to delegate; and
 - (b) a duty imposed on the Committee by the Act or another written law.
2. A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
3. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
4. The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
5. Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
6. The Committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

50. Annual general meeting

1. The Committee must determine the date, time and place of the annual general meeting.
2. If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Committee must apply to the Commissioner for permission under the Act within 4 months after the end of the financial year.
3. The ordinary business of the annual general meeting is as follows —
 - a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - b. to receive and consider —
 - i. the Committee's annual report on the Association's activities during the preceding financial year; and
 - ii. if the Association is a tier 1 association under the Act, the financial statements of the Association for the preceding financial year presented under the Act; and
 - iii. if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under the Act;
 - iv. if required to be presented for consideration under the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - c. to elect the Committee members of the Association;

- d. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - e. to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
4. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

51. Special general meetings

1. The Committee may convene a special general meeting.
2. The Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
3. The members requiring a special general meeting to be convened must —
 - a. make the requirement by written notice given to the Committee; and
 - b. state in the notice the business to be considered at the meeting; and
 - c. each sign the notice.
4. The special general meeting must be convened within 28 days after notice is given.
5. If the Committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
6. A special general meeting so convened by members —
 - a. must be held within 3 months after the date the original requirement was made; and
 - b. may only consider the business stated in the notice by which the requirement was made.
7. The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under this rule.

52. Notice of general meetings

1. The Committee or, in the case of a special general meeting convened under the previous rule, the members convening the meeting, must give to each member —
 - a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. at least 14 days' notice of a general meeting in any other case.
2. The notice must —
 - a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Committee; and
 - d. if a special resolution is proposed it must—
 - i. set out the wording of the proposed resolution as required by the Act;
 - ii. state that the resolution is intended to be proposed as a special resolution;
 - iii. state that the member may appoint an individual who is an full member as a proxy for the meeting; and
 - iv. include any approved forms for the appointment of a proxy

53. Postal or electronic ballot

- a. Unless otherwise specified in this constitution, the association may hold a postal or electronic ballot for members to vote on any matter or resolution (including matters to be determined by special resolution).
- b. The Committee is responsible for deciding whether a postal or electronic ballot is to be held.
- c. A postal or electronic ballot is to be conducted in accordance with the By Laws.

54. Proxies

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

55. Use of technology to be present at general meetings

1. The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
2. A member who participates in a general meeting using technology 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.

56. Presiding member and quorum for general meetings

1. The Convenor or, in the Convenor's absence, the Deputy Convenor must preside as Convenor of each general meeting.
2. If the Convenor and Deputy Convenor are unavailable to act as Convenor of a general meeting, the Committee members at the meeting must choose one of them to act as Convenor of the meeting.
3. No business is to be conducted at a general meeting unless a quorum is present.
4. A quorum for a General Meeting is 15 members.
5. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - a. in the case of a Special General Meeting — the meeting lapses; or
 - b. in the case of the Annual General Meeting — the meeting is adjourned to —
 - i. the same time and day in the following week; and
 - ii. the same place, unless the Convenor 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.
 - iii. If a quorum is not present within 30 minutes after the commencement time of the rescheduled annual general meeting; and at least 5 full members are present at the meeting, those members present are taken to constitute a quorum.

57. Adjournment of general meeting

1. The Convenor of a general meeting at which a quorum is present may, with the consent of a majority of the full members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting this provision, 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.
3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with this constitution.

58. Voting at general meeting

1. On any question arising at a general meeting each full member has one vote.
2. Full members may vote personally or by proxy.
3. Except in the case of a special resolution, a motion is carried if a majority of the full members present at a general meeting vote in favour of the motion.
4. If votes are divided equally on a question, the Convenor of the meeting has a second or casting vote.
5. 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.
6. For a person to be eligible to vote at a general meeting as an full member, they must have been an full member at the time official notice of the meeting was given, and must have paid any fee or other money payable to the Association by the member.

59. When special resolutions are required

1. A special resolution is required if it is proposed at a general meeting —
 - a. to affiliate the Association with another body; or
 - b. to request the Commissioner to apply to the State Administrative Tribunal under the Act for the appointment of a statutory manager.
2. This does not limit the matters in relation to which a special resolution may be proposed.

60. Determining whether resolution carried

1. In this rule **poll** means the process of voting in relation to a matter that is conducted in writing.
2. The Convenor of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - a. carried; or
 - b. carried unanimously; or
 - c. carried by a particular majority; or
 - d. lost.
3. If the resolution is a special resolution, the declaration must identify the resolution as a special resolution.
4. If a poll is demanded on any question by the Convenor of the meeting or by at least 3 other full members present in person or by proxy, the poll must be taken at the meeting in the manner determined by the Convenor. The Convenor must declare the determination of the resolution on the basis of the poll.
5. If a poll is demanded on the election of the Convenor or on a question of an adjournment, the poll must be taken immediately.
6. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Convenor.

61. Minutes of general meeting

1. The Committee must take and keep minutes of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must record —
 - a. the names of the members attending the meeting; and
 - b. any proxy forms given to the Convenor of the meeting and
 - c. the financial statements or financial report presented at the meeting and
 - d. any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
4. The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
5. The Convenor must ensure that the minutes of a general meeting are reviewed and accepted as correct by the Convenor of the meeting; or the Convenor of the next general meeting.
6. When the minutes of a general meeting have been accepted as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - a. the meeting to which the minutes relate was duly convened and held; and
 - b. the matters recorded as having taken place at the meeting took place as recorded; and
 - c. any decision purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

62. Source of funds

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

63. Control of funds

1. The Association must open an account or accounts in the name of the Association with financial institutions from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
2. Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.
3. 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.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 Committee members; or one Committee member and a person authorised by the Committee.
5. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

64. Financial statements and financial reports

For each financial year, the Committee must ensure that the requirements imposed on the Association under the Act relating to the financial statements or financial report of the Association are met.

PART 8 — GENERAL MATTERS

65. 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 pathways to membership;
 - b. impose restrictions on the Committee's powers, including the power to dispose of the association's assets;
 - c. impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts;
 - 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. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

66. Executing documents

1. The Association does not have a common seal.
2. The Association may execute a document if the document is signed by —
 - a. 2 Committee members; or
 - b. one Committee member and a person authorised by the Committee.

68 Changing the constitution

Subject to the Act and Regulations, this constitution may be changed, added to, or replaced only by special resolution of the association's members at a general meeting. A special Resolution must be carried by two thirds majority.

67. Giving notices to members

1. In this rule —
recorded means recorded in the register of members.
2. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - a. delivered by hand to the recorded address of the member; or
 - b. sent by prepaid post to the recorded postal address of the member; or
 - c. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

68. Custody of books and securities

The books and any securities of the Association must be kept in the Committee's custody or under the Committee's control. 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. The books of the Association must be retained for at least 7 years.

69. Record of office holders

The record of Committee members and other persons authorised to act on behalf of the Association that is required to be maintained under the Act must be kept in the Committee's custody or under the Committee's control.

70. Inspection of records and documents

If a member wishes to inspect the register of members; the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Association; or any other record or document of the association:

1. The member must contact the Committee to make the necessary arrangements for the inspection.
2. The inspection must be free of charge.

3. If the member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any prior decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
4. The member may make a copy of or take an extract from a record or document but does not have a right to remove the record or document for that purpose.
5. The member must not use or disclose information in a record or document except for a purpose that is directly connected with the affairs of the Association; or that is related to complying with a requirement of the Act.

71. Public statements about Association business

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 the Committee member has been authorised to do so at a Committee meeting; and the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

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

1. In this rule, **surplus property** means property remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association.
2. On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in relevant sections of the Act.

73. 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 the Act.