



**MARCSTA**

Mining and Resource  
Contractors Safety  
Training Association

# **Constitution and Explanatory Notes**



**Name of the Association**

1. The name of the Association is **the Mining and Resource Contractors Safety Training Association Incorporated** (or Inc.)

**Definitions**

2. In these rules, unless the contrary intention appears -

**"the Act"** means the Associations Incorporation Act 1987 of Western Australia;

**"the Association"** means the Association referred to in rule 1;

**"the Chairperson"** means -

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

**"the Committee"** means the Committee of Management of the Association referred to in rule 10(1);

**"Committee meeting"** means meeting referred to in rule 15(1);

**"Committee member"** means person referred to in paragraphs (a), (b), (c), (d), or (e) of rule 10(1);

**"financial year"** has the meaning given by Section 3(1) of the Act, a reference in that section to -

- (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
- (b) "the Committee" being construed as a reference to the Committee;

**"general meeting"** means a meeting convened under rule 16;

**"member"** means a member of the Association, and in the case of a member that is a company or corporation, includes the natural person appointed by that member as its representative under rule 19. Also means employees, company officers or appointed individuals known as 'appointed officials' of the company;

Your members can be companies, company representatives, MARCSTA employees and appointed officials.

"**ordinary resolution**" means a resolution other than a special resolution;

"**person**" means a natural person or a body corporate or other legal entity;

"**the Secretary**" means the Secretary referred to in rule 10(1)(c);

"**special resolution**" has the meaning given by Section 24 of the Act;

"**the Treasurer**" means the Treasurer referred to in rule 10(1)(d);

"**the Vice-Chairperson**" means the Vice-Chairperson referred to in rule 10(1)(b).

"**the Chief Executive Officer**" means the Chief Executive Officer referred to in rule 10(1)(e). This position can assume the roles of Treasurer and Secretary if duly elected.

The CEO is an appointed official of MARCSTA

"**financial**" a reference in this document to a person being "financial" shall include, but not be limited to, a member who has made arrangements for the payment of his/her subscription, which has been approved by the Committee, and "non-financial" shall have a corresponding meaning.

Arrangements include dispensation from payment of fees

"**investment**" 4(a) means the placing of money into investment schemes such as property, shares and the like where there is the possibility of loss or diminished value of the asset.

"**borrowing**" 4(b) means committing to contracts which obligate the Association to financial commitments which in the advent of the Association ceasing business, leaves the possibility of members being liable for debts.

"**contracting/contractor**" relates to those organisations and individuals who engage their services and/or labour resources to the resource industry.

"**resource industry**" relates to various activities associated with the mining, transportation, processing and storage of minerals.

### Objects of the Association

3. (1) The objects of the Association are :-
  - (a) to develop and implement safety and training programs for contractors working within the Resource Industry;
  - (b) to promote the improvement of safety standards in the Resource Industry;
  - (c) to monitor the changing needs of the Industry in accordance with the relevant statutory authorities.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise

distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

#### **Powers of the Association**

4. The powers of the Association are the powers conferred on the Association by Section 13 of the Act, subject to the following additions, exclusions or modifications :
  - (a) the Association shall not invest its money; and
  - (b) the Association shall not borrow money.

#### **Qualifications for membership of the Association**

5. Membership of the Association is open to:
  - (1)
    - (a) any company or corporation directly contracting into the Resources Industry with employees working within the Industry.
    - (b) an appointed official of the company.
  - (2) A company, corporation or appointed official that wishes to become a member shall:
    - (a) apply for membership to the Committee in writing:
      - (i) in such form as the Committee from time to time directs; and
      - (ii) signed by an executive, director or secretary of the company or corporation; and
    - (b) be proposed by a member.
  - (3) The Committee shall consider each application made under subrule 5(2) at a Committee meeting and shall at the Committee meeting or subsequent Committee meetings accept or reject that application. The Secretary shall immediately thereafter convey the Committee's decision to the prospective member and if the application is rejected, the reasons for such rejection.

#### **Register of members of the Association**

6. (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with Section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.

The Association can enter into lease arrangements such as premises and vehicles when it is in the interests of the Association (see 3(2)). It requires approval of the membership.

In the case of Company officials, officers or employees a Management Committee member may nominate

- (2) The Secretary shall cause the name of a member that ceases to be a member under rule 7(3), 8(1) or 9 to be deleted from the register of members referred to in subrule 6(1).

This can be delegated to the Chief executive Officer or Administrator.

#### **Subscriptions of members of the Association**

7. (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member, if any. Unless the members determine that subscriptions are to be payable, none shall be payable.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule 7(1).
- (3) Subject to subrule 7(4), a member whose subscription is not paid within three (3) months after the relevant date fixed by or under subrule 7(2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule 7(2) or within three (3) months thereafter, or on such other date or dates as the Committee may determine.

Members who have not paid current subscription are not eligible to vote. Members who have been given dispensation on payment of fees are eligible to vote.

#### **Resignation of members of the Association**

- 8 (1) A member who delivers notice in writing of the members' resignation from the Association to the Secretary or another Committee member ceases on the date of that delivery to be a member.
- (2) A member that ceases to be a member under subrule 8(1) remains liable to pay to the Association the amount of any subscription due and payable by that company or corporation to the Association but unpaid at the date of that cessation.

#### **Expulsion of members of the Association**

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

not less than thirty (30) days before the date of the Committee meeting referred to in paragraph 9(1)(a).

- (2) The member concerned shall be entitled to make written representations to the Committee within the period of thirty (30) days referred to in subrule 9(1), or alternatively, to make oral representations at the Committee meeting referred to in the notice under subrule 9(1). At the Committee meeting referred to in a notice communicated under subrule 9(1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard, or after having considered the written representations, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule 9(5), a member who is expelled under subrule 9(2) from membership of the Association ceases to be a member fourteen (14) days after the day on which the decision so to expel it is communicated to it under subrule 9(2).
- (4) A member who is expelled under subrule 9(2) from membership of the Association shall, if it wishes to appeal against that expulsion, give notice to the Secretary of its intention to do so within the period of fourteen (14) days referred to in subrule 9(3).
- (5) When notice is given under subrule 9(4):
  - (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
  - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel it is confirmed under this subrule 9(5).

Timetable for Expulsion Process:

Notice given to member at least 30 days before a committee meeting about their conduct.

Plead your case in writing prior to this meeting or attend the meeting and give your version.

If decision is unfavourable you can appeal to the secretary in writing within 14 days of decision and have your case heard at a general meeting. This decision is final.

**The Committee of Management**

- 10. (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) a Chief Executive Officer and;
  - (f) not less than three other persons;

all of whom shall be financial members (if applicable) of the Association elected to membership of that Committee at an

- annual general meeting or appointed under subrule 10(9).
- (2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act, but excluding the annual general meeting referred to in subrule 10(1) above:
- (a) if the Committee consists of an even number of members, half of that number, which half shall be chosen by ballot; or
  - (b) if the Committee consists of an odd number, the integral number of members chosen by ballot nearest to, and exceeding half of that odd number,
- shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (3) At the commencement of each successive annual general meeting after the annual general meeting referred to in subrule 10(2), those four (4) Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (4) Subject to subrule 10(5), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election,
- to the Secretary not less than fourteen (14) days before the day on which the annual general meeting concerned is to be held. If a subscription is payable by the members of the Association at the time of a nomination under this subrule 10(4), then all members referred to herein must be fully financial.
- (5) Subrules 10(4) and 10(7) do not apply to or in relation to a person who is eligible for re-election under subrule 10(2) or 10(3).
- (6) A person who is eligible for election under this rule may at the annual general meeting concerned:
- (a) propose or second himself or herself for election or re-election; and
  - (b) vote for himself or herself.
- (7) The Secretary shall ensure that notice of all persons seeking election (or re-election, as the case may be) to membership of the

The Chief Executive Officer may from time to time as directed by the committee occupy for the positions of Secretary & Treasurer to enable the efficient running of the business

At least 50% of these people constitute a committee meeting quorum.

The 4 longest serving committee members must retire each year and are eligible for nomination for re-election.

To be eligible for election you must be financial and nominated by another member in writing 14 days prior to the general meeting.

Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.

- (8) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
  - (a) the Secretary shall report accordingly to; and
  - (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- (9) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee:
  - (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this subrule shall:
    - (i) hold office until the commencement of; and
    - (ii) be eligible for election to membership of the Committee at,

the next following annual general meeting.
  - (c) the Committee shall have the power of co-option.

All nominees for positions are communicated to members prior to the meeting.

**The Chairperson**

- 11. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence of the Chairperson from a general meeting or a Committee meeting:
  - (a) the Vice-Chairperson; or
  - (b) should both the Chairperson and the Vice-Chairperson be absent, a member elected by the other members present at the general or Committee meeting;

shall preside at the general meeting or Committee meeting, as the case requires.

If there is a vacancy then the committee can appoint a member to fill it until the next general meeting.

**The Secretary**

- 12. The Secretary shall:
  - (a) co-ordinate the correspondence of the Association;

- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with:
  - (i) Section 27 of the Act in respect of the register of members of the Association;
  - (ii) Section 28 of the Act in respect of the rules of the Association; and
  - (iii) Section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such duties as are imposed by these rules and the Act on the Secretary.

Correspondence & minutes can be delegated to administration personnel.

**The Treasurer**

13. The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts where required for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two (2) Committee members other than himself or herself;
- (d) comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson or a majority of the Committee, submit a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e) and make these available to the Committee on demand;
- (g) perform such other duties as are imposed by these rules and the

Association records can be delegated to administration personnel.

Some specific duties may be delegated to administration personnel.

Administration personnel would take day to day responsibility for the receipt and banking of all monies into a designated account.

The committee approves the money available for the

Act on the Treasurer; and

- (h) organise an independent audit of the Association's accounting records, whenever required to do so by the Committee.

**Casual vacancies in membership of the Committee**

14. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) three (3) consecutive Committee meetings; or
  - (ii) three (3) Committee meetings in the same financial year,

of which he or she has received notice, without tendering an apology to the person presiding at each of those Committee meetings, and being granted leave of absence by the Committee; or

- (f) ceases to be a member of the Association.

**Proceedings of the Committee**

- 15. (1) The Committee shall meet together for the dispatch of business not less than once quarterly and the Chairperson may at any time convene a meeting of the Committee. In addition, the Chairperson, or the Secretary, at the request of not less than three (3) Committee members, may convene a meeting of the Committee at any other time on forty-eight (48) hours' written notice to all Committee members.
- (2) The Chairperson may at any time, if he or she deems it necessary, convene a meeting of the Committee by telephone for a specific purpose or alternatively, he or she may obtain the views of members of the Committee on a specific matter by telephone, in which latter event the decisions of the members of the Committee so obtained shall be ratified at the next formal Committee meeting; however, should more than three (3) members require a meeting of the Committee to consider the subject matter being canvassed by telephone, then such meeting can be convened by the Chairperson and/or the Secretary on not less than twenty-four (24) hours' oral notice.

running of the Associations and directs the Chief Executive Officer to make the necessary payments.

These reports are over and above your normal business reporting requirements if needed.

Financial records can be delegated to administration personnel.

If you are a committee member, the efficient running of the Association relies on your attendance at meetings. To protect the objects of the Association it may become necessary to remove you from the committee and replace you with someone else.

- (3) Each Committee member has a deliberative vote.
- (4) A question arising at a Committee meeting shall be decided by the votes of a majority of members present, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his deliberative vote.
- (5) At a Committee meeting 50% of Committee members shall constitute a quorum.
- (6) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (7) Any Committee member having any direct or indirect pecuniary interest referred to in Sections 21 or 22 of the Act shall comply with those Sections, and shall declare his or her direct or indirect pecuniary interest at the relevant Meeting, and refrain from voting on that issue.

Meeting formats can be flexible. You can conduct meetings using telephone or video conferencing. When necessary you may nominate a proxy to attend and vote in your absence.

### General meetings

- 16. (1) The Committee:
  - (a) may at any time convene a special general meeting of the Association;
  - (b) shall convene annual general meetings of the Association within the time limits provided for the holding of annual general meetings by Section 23 of the Act; and
  - (c) shall, within thirty (30) days of:
    - (i) receiving a request in writing to do so from not less than four (4) members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule 16(1)(c)(i) shall:
  - (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of thirty (30) days referred to:

For a meeting to be legal it must have at least 50% of the physical committee members present or represented by proxy.

- (a) in subrule 16(1)(c)(i), the members who made the request concerned, may, within a further period of thirty (30) days, themselves convene a special general meeting as if they were the Committee; or
  - (b) in subrule 16(1)(c)(ii), the member who gave the notice concerned may, within a further period of thirty (30) days, itself convene a special general meeting as if it were the Committee.
- (4) When a special general meeting is convened under subrule 16(3) (a) or (b):
- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Association shall, subject to any provisions to the contrary contained in the Act, pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule 16(8), the Secretary shall give to all members not less than fourteen (14) days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule 16(5) shall specify:
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is:
- (a) first, the Chairperson or person to preside at that meeting shall open the meeting and welcome the persons present;
  - (b) second, acceptance of apologies, if any;
  - (c) third, the consideration of the reports of the Committee;
  - (d) fourth, the consideration of the accounts in Treasurer's report;
  - (e) fifth, the appointment of an auditor to the Association (if applicable);
  - (f) sixth, the election of members of the Committee for the

Requests for a general meeting require 4 members to agree to the meeting and put it in writing.

The Secretary has 30 days in which to respond and call a general meeting.

If a special general meeting is not held within 30 days of a request, then the members who requested the meeting may hold the meeting themselves.

The Association should meet reasonable expenses incurred by members in attending special general meetings.

If the general meeting contains ordinary resolutions, the Secretary must give details and 14 days notice to members.

ensuing year; and

- (f) seventh, any other business requiring consideration by the Association in an annual general meeting.
- (8) The Secretary shall give to all members not less than twenty-one (21) days' notice of a general meeting at which a special resolution is to be proposed and any other motions to be moved at that general meeting, and the provisions of rule 16(6) shall apply mutatis mutandis to such meeting.
- (9) The Secretary may give a notice under rule 16(5) or 16(8) by:
  - (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.
- (10) When a notice is sent by post under rule 16(9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

#### **Quorum in proceedings at general meetings**

- 17. (1) At an annual or special general meeting, fifty percent (50%) of the members registered at the date of the meeting present in person shall constitute a quorum. If a subscription is payable by members of the Association at the time of the relevant meeting, only financial members shall be entitled to be counted in determining whether or not a quorum is present.
- (2) If within thirty (30) minutes after the time specified for the holding of a general meeting in a notice given under rule 16(5) or 16(8):
  - (a) as a result of a request or notice referred to in rule 16(1)(c) or as a result of action taken under rule 16(3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within thirty (30) minutes of the time appointed by rule 17(2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum was present.
- (4) The Chairperson may, with the consent of a general meeting at

If the general meeting contains a special resolution (eg. constitutional changes) the Secretary must give details and 21 days notice to members.

At annual and special general meetings at least 50% of financial members must be present or represented by proxy.

which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under rule 16(5) or rule 16(8) as the case requires of the adjourned meeting as if that meeting were a fresh meeting.
- (7) Subject to rule 19(1), at a general meeting:
  - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with Section 24 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 17(9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under rule 17(9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under rule 17(9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

If you don't have a quorum within 30 minutes, adjourn the meeting until the same time and place next week.

Allowance should be made for public holidays clashing with the altered date and Members advised of another date

#### **Minutes of meetings of the Association**

18. (1) The Secretary shall cause proper minutes of all proceedings of all special general, general and Committee meetings to be taken and then to be entered within thirty (30) days after the holding of each such meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a special general, general or Committee meeting under rule 18(1) are

checked and signed as correct by the Chairperson of the meeting to which those minutes relate or of the next succeeding meeting, as the case requires.

- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
  - (a) the meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Minute taking can be delegated to another member if needed.

**Voting rights of members of the Association**

- 19. (1) Subject to these rules, each member present in person or by proxy at a special general or general meeting is entitled to a deliberative vote; provided that, if a subscription is payable by members of the Association at the time of such meeting, only fully financial members shall be entitled to exercise a vote at that meeting or any adjournment thereof.
- (2) A member who is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at:
  - (a) a particular general meeting; or
  - (b) at any or all general meetings; or
  - (c) at any or all Committee meetings.
- (3) An appointment made under rule 19(2) shall be so made by a resolution of the board or other governing body of the body corporate concerned:
  - (a) which resolution is authenticated under the common seal of that body corporate; and
  - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under rule 19(2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general or Committee meeting, which appointment is not so revoked, the conclusion of that general or Committee meeting (as the case requires).

The chairperson of a meeting must sign the minutes as true and correct.

You must be a current financial member or have dispensation status to cast a vote.

### **Proxies of members of the Association**

20. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

### **Rules of the Association**

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) A Disputes Procedure exists to manage disputed issues of the Association as and when they arise.(see separate document.)
- (4) A License Agreement exists to manage the agreement between the Association and the Providers.(see separate document)

### **Common seal of the Association**

22. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any two (2) of the Chairperson, the Vice Chairperson, the Secretary and the Treasurer.
- (4) The common seal of Association shall be kept in the custody of the Secretary or of such other persons as the Committee from time to time decides.

### **Inspection of records, etc. of the Association**

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

### **Distribution of surplus property on winding up of the Association**

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

distributed:

- (a) to another incorporated association having objects similar to those of the Association; or
- (b) for charitable purposes,

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

If the Chief Executive officer is the Secretary or the Treasurer he/she can act as their witness.

DATED at this day of 1999.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

Name:

Name:

\_\_\_\_\_  
Vice Chairperson

\_\_\_\_\_  
Treasurer

Name:

Name:

Members should be aware if a deficit exists on the winding up of the Association, then they are equally financially responsible for the payment of outstanding monies.