



WESTERN AUSTRALIA
**HEART & LUNG
TRANSPLANT
FOUNDATION**

Every breath and every heartbeat

HEART & LUNG TRANSPLANT FOUNDATION OF WESTERN AUSTRALIAN INCORPORATED

AMENDED CONSTITUTION

As at 1 December 2016

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RULES OF ASSOCIATION

Name of Association

- 1 The name of the Association is Heart & Lung Transplant Foundation of Western Australia Incorporated.

Definitions

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

“Act” means:-

(a) prior to 2 November 2015, the *Associations Incorporation Act 1987* (WA) (**1987 Act**); and

(b) from 2 November 2015, the *Associations Incorporation Act 2015* (WA) (**2015 Act**);

“Annual General Meeting” is the meeting convened under paragraph (b) of rule 17;

“Board” is a term used to describe the Committee of Management as constituted under rule 10;

“Committee meeting” means a meeting referred to in rule 16;

“Committee Member” means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

“convene” means to call together for a formal meeting;

“department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

“financial year” means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“Foundation” is the name by which the Association (The Heart and Lung Transplant Foundation of Western Australia Incorporated) can be referred to;

“general meeting” means a meeting to which all members are invited;

“member” means member of the Association;

“Patron” means a person appointed from time to time by the Board in acknowledgement of their contribution to furthering the objectives of the Foundation;

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

“poll” means voting conducted in written form (as opposed to a show of hands);

“special general meeting” means a general meeting other than the Annual General Meeting;

“special resolution” has the meaning given by section 24 of the 1987 Act and section 51 of the 2015 Act;

“Sub-Committee” means a committee established by the Board for a particular purpose with powers as defined by the Board. Each Sub-Committee must be chaired by a Board member;

“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 paragraph (a) of rule 10(1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

“the Commissioner” means the Commissioner for Fair Trading exercising powers under the Act;

“the Committee” means the Committee of Management of the Association referred to in rule 10(1);

“the Secretary” means the Secretary referred to in paragraph (c) of rule 10(1);

“the Treasurer” means the Treasurer referred to in paragraph (d) of rule 10(1);

“the Vice-Chairperson” means the Vice-Chairperson, referred to in paragraph (b) of rule 10(1).

Objects of Association

- 3 (1)** The objects of the Association are
- (a) to foster a heart and lung transplant program in Western Australia;
 - (b) to work with Transplant Support Group (Heart Patients), the Lung Transplant Support Group (Lung Patients) and other consumer advocate groups;
 - (c) to assist to establish and maintain a single unit for heart and lung transplantation for Western Australia;
 - (d) to foster support for the ongoing research and clinical initiatives for patients with advanced heart and lung disease
 - (e) to lobby Government and the private sector for financial support of the Foundation's objectives;
 - (f) to promote philanthropic support for the foundations objectives;
 - (g) to provide ongoing support for heart and lung transplant patients;
 - (h) to support organisations involved in promoting donor awareness;
 - (i) to raise funds for the heart and lung transplant program in Western Australia, particularly, though not exclusively, by creating investment trust funds to provide for ongoing research and education; and
 - (j) to support Donate West.
- (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 Association

- 4** The powers conferred on the Association are the same as those conferred by section 13 of the 1987 Act and section 14 of the 2015 Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:-
- (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or

- (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
- (i) delegate any of its powers, except this power of delegation, to an elected office bearer of the Association for a specified purpose;
- (j) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- (k) provide funds or other material by way of grant or otherwise; and
- (l) appoint Patrons of the Association.

Qualifications for membership of Association

- 5** (1) Any person may apply to become a member of the Association.
- (2) A person who wishes to become a member must-
- (a) apply for membership to the Board in writing; and
 - (b) deliver his/her application to the Secretary.
- (3) Within 14 days of receiving an application for membership in accordance with sub-rule (2), the Secretary must, in writing, advise the Board of the application.
- (4) At the Board meeting following receipt of the Secretary's written advice, the Board must consider the membership application. Unless a resolution is passed by the Board to the contrary at the Board meeting, the membership application is deemed to be rejected.

Register of members of Association

- 6** (1) The Secretary, on behalf of the Association, must comply with section 27 of the 1987 Act and section 53 of the 2015 Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available

for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

- (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members of Association

- 7 (1) The Board must determine the amount of the subscription to be paid by each member for the financial year following the date of the Annual General Meeting.
- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (1). The Board is permitted to declare a lower membership fee for Health Care Card (or similar Federal Government issued identification system) holders under the provisions of sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Board allows.
- (5) Any membership paid in full between 1 April and 30 June in any year provides for a person to be a financial member until June 30 in the following year

Termination of membership of the Association

- 8 Membership of the Association may be terminated:-
 - (a) upon receipt by the Secretary of a notice in writing from a member of his or her resignation from the Association;
 - (b) in accordance with rule 7(3);
 - (c) in accordance with rule 9;
 - (d) upon death of the member;
 - (e) if the member does not, within 3 months of the Secretary issuing to the member's last known address a written request seeking confirmation of the member's willingness to remain a member of

- the Association, in writing inform the Secretary that the member intends to remain a member of the Association; or
- (f) the Board determining, in its absolute discretion, that by reason of the member being convicted of any crime or undertaking or omitting to undertake any act, the member's membership of the Association may adversely affect the Association.

Suspension or expulsion of members of Association

- 9 (1) If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board must communicate, in writing to the member:-
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,
- not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):-
- (a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, 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; and

- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this sub-rule.

Committee of Management

10 (1) The affairs of the Association will be managed exclusively by a Committee of Management (which is referred to as the “Board”) consisting of:–

- (a) Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary;
- (d) a Treasurer;
- (e) not more than seven other persons, and
- (f) in addition to the positions listed in Clauses 10 (1) (a) to (e) inclusive, one medical specialist who is a member of the HLTF Medical Advisory Sub-Committee and appointed by the Board.

all of whom must be members of the Association.

- (2) Board members must be elected to membership of the Board at an Annual General Meeting or be appointed under sub-rule (8)(a), except for the Member of the Board appointed under rule 10(1)(f), who will be appointed by the Board.
- (3) Subject to sub-rule (7) a Board member’s term will be from his or her election at an Annual General Meeting until the election referred to in sub-rule (2) at the second Annual General Meeting after his or her election, but s/he is eligible for re-election to membership of the Board.
- (4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Board unless a member has nominated him or her for election by giving notice to the Secretary prior to the election.
- (5) A person who is eligible for election or re-election under this rule may:-
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled:-
 - (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board at the Annual General Meeting concerned.

- (7) If vacancies remain on the Board after the declaration under sub-rule (6), additional nominations of Board members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies, the Chairperson must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- (8) If a vacancy remains on the Board after the application of sub-rules (6) and (7), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Board:-
- (a) the Board may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will:-
 - (i) hold office until the election referred to in sub-rule (3) or for the term of the person who created the vacancy, whichever is less; and
 - (ii) be eligible for election to membership of the Board, at the next following Annual General Meeting.
- (10) The member of the Board appointed under sub-rule 10(1)(f) shall be able to appoint a proxy delegate, who shall be a medical specialist in a relevant field, who is approved by the Board. The proxy delegate will have all the powers and responsibilities of the member of the Board s/he is representing during any meeting.
- (11) The Board may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (12) Any delegation under sub-rule (11) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- (13) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (11).
- (14) Which of the members of the Board are the Chairperson, Vice Chairperson, Secretary and Treasurer, must be determined by the Board.

- (15) Within 7 days following the Annual General Meeting at which a special resolution is passed to:–
- (a) amend sub-rule 10(1)(e) to increase the Board’s composition by two members; and
 - (b) introduce this sub-rule 10(15),
- the Board must appoint two persons to the Board in accordance with sub-rule (9)(a), as though a casual vacancy in respect of the two new Board positions has occurred. Sub-rule 9(b) applies to the members of the Board appointed pursuant to this rule.

Chairperson and Vice-Chairperson

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

Secretary

- 12** (1) The Secretary must:-
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Board and of the Association;
 - (c) comply on behalf of the Association with:-
 - (i) section 27 of the 1987 Act and section 53 of the 2015 Act with respect to the register of members of the Association, as referred to in rule 6;
 - (ii) section 28 of the 1987 Act and section 35 of the 2015 Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a

- copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- (iii) section 29 of the 1987 Act and section 58 of the 2015 Act by maintaining a record of -
 - (a) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 23;
 - (b) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.
 - (2) The Board has the specific power to delegate any or all of the operation of these functions in rule 12 to a paid employee or contractor of the Association from time to time.

Treasurer

13 The Treasurer must:-

- (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 must issue receipts for those moneys in the name of the Association;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Board 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 Board and in so doing ensure that all cheques are signed by at least the Chairperson and/or the Treasurer and/or a Board member or any employee or

contractor of the foundation (who shall be approved by the Board as an authorised person for this purpose). The Board may delegate payments within any constraints deemed necessary to a Finance Sub-Committee including the Treasurer, and up to two other Board members. This Sub-Committee must report the payments it authorises to the next Board meeting;

- (d) comply on behalf of the Association with sections 25 and 26 of the 1987 Act and sections 66 and 67 of the 2015 Act with respect to the accounting records of the Association by:-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submit to members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, 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);
- (g) perform such other duties as are imposed by these rules on the Treasurer; and
- (h) the Board has the specific power to delegate any or all of the operation of these functions to a paid employee or contractor of the Association from time to time.

Sub-Committees of the Board

- 14** Sub-Committees established by the Board for a specific purpose shall report to each Board meeting regarding progress.

Casual vacancies in membership of the Board

- 15** A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the-Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by reason of mental or physical ill-health;
- (e) is absent from more than:-
 - (i) 3 consecutive Board meetings without the Board resolving to grant leave of absence; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;
 of which meeting the member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members called for the purpose based on a majority of at least two thirds of those Members present and voting (proxy votes cannot be included in ballots under this rule) terminating his or her appointment as a Board member.

Proceedings of the Board

- 16 (1)** Subject to sub-rule (10), the Board must meet together for the dispatch of business not less than four (4) times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board by requesting the Chairperson in writing, convene a Board meeting within 14 days of the receipt of the request.
- (2) Each Board member has a deliberative vote.
 - (3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote, but the casting vote must be cast in favour of the status quo prevailing.
 - (4) At a Board meeting any number equal to or more than 50% of Board members constitute a quorum.
 - (5) For the purposes of determining a quorum at a Board meeting all Board members (elected and appointed) are to be considered.
 - (6) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

- (7) A Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must:-
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (8) Sub-rule (7) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- (9) The Secretary must cause every disclosure made under sub-rule (7) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- (10) The Board may dispatch business and pass resolutions by way of email correspondence and without the Board members meeting face to face. However, for such a resolution to be valid:
- (a) the proposed resolution must be circulated by either the Chairperson or Secretary in one email addressed and sent to every Board member (**Primary Email**);
 - (b) every Board member (including but not limited to the Chairperson and Secretary) must vote by replying to Primary Email (**Voting Email**);
 - (c) the Voting Email must be addressed and sent to the Chairperson, Secretary and every other Board member; and
 - (d) the resolution must be unanimous.

General meetings

17 (1) The Board:-

- (a) may at any time convene a special general meeting;
- (b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the 1987 Act and section 50 of the 2015 Act; and
- (c) must, within 30 days of:-
 - (i) receiving a request in writing to do so from not less than five (5) 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 general meeting to deal with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule (1)(c)(i) must:-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:-
 - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must 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.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an Annual General Meeting and that notice must specify:-
 - (a) when and where the Annual General Meeting is to be held,
 - (b) the particulars and order in which business is to be transacted, as follows:-
 - (i) firstly, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and
 - (iii) third, any other business requiring consideration by the Association at the Annual General Meeting.

- (7) A special resolution may be moved either at a special general meeting or at an Annual General Meeting. However the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by:-
 - (a) serving it on a member personally; or
 - (b) sending it by post or electronically to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- (9) When a notice is sent by post under sub-rule (8)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail, or delivered to an address previously agreed by the member.

Quorum and proceedings at general meetings

- 18** (1) At a general meeting five (5) members of the Association present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 17 (5) or (6):-
 - (a) as a result of a request or notice referred to in rule 17 (1) (c) or as a result of action taken under rule 17 (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 30 minutes of the time appointed by sub-rule (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 were present.
 - (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
 - (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time, when the general meeting was adjourned.

- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the 1987 Act and section 51 of the 2015 Act as defined in rule 2 and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (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 sub-rule (9) must be taken immediately on that demand being made.

Minutes of meetings of Association

- 19** (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the general meeting or Board meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;
 - (b) all proceedings retarred as having taken place at the meeting did in fact take place at the meeting; and

- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

- 20** (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which 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 particular general meeting or at all general meetings.
 - (3) An appointment under sub-rule (2) must be 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 sub-rule (2) to represent a member which is a body corporate is 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 meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

- 21** 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, except a meeting called to consider a resolution under rule 9.

Rules of Association

- 22** (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 1987 Act and section 30 to 34 of the 2015 Act.
- (2) These rules bind every member and the Association to the same extent as every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common Seal of Association

- 23** (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.

- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

Inspection of records; etc. of Association

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

Disputes and mediation

- 25** (1) The grievance procedure set out in this rule applies to disputes under these rules between:-
- (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
 - (ii) in case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:-

- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Distribution of surplus property on winding up of Association

- 26** If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members at a special general meeting.