

**ZONTA**

CLUB OF  
PERTH NORTHERN  
SUBURBS INC

MEMBER OF ZONTA INTERNATIONAL

EMPOWERING WOMEN  
THROUGH SERVICE & ADVOCACY

## **CONSTITUTION**

**Passed by Special Resolution on 3 October 2018**

**Zonta Club of Perth Northern Suburbs Inc.**

**ABN 69 616 440 942**

**Associations Incorporated Act 2015**

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## PART 1 — PRELIMINARY

### 1. Name of the Association

The name of the Association hereby constituted is **Zonta Club of Perth Northern Suburbs Inc.**

### 2. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015* (Western Australia);

**Annual meeting** means a meeting held once a year in accordance with s.50 of the Act;

**Association** means the incorporated association to which these rules apply;

**Books** of the Association, includes 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;

**Board** means the management committee of the Association;

**Board** meeting means a meeting of the Board;

**By laws** means by-laws made by the Association under rule 64;

**Classified member** means an ordinary member with the rights referred to in rule 10(4);

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Committee** means a committee or subcommittee appointed by the Board under Rule 50;

**Director** means a Board member who is elected as a Board member but not an office holder of the Association under rule 29(3);

**Financial records** include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**Financial statements** means the financial statements in relation to the Association (Tier 1) required under Part 5 Division 3 of the Act;



**Financial year**, of the Association, has the meaning given in rule 4;

**General meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

**Member** means a person who is an ordinary member or an associate member of the Association;

**President** means the Board member holding office as the Chair of the Association;

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

**Rules** means these rules of the Association, as in force for the time being;

**Secretary** means the Board member holding office as the Secretary of the Association;

**Special general meeting** means a general meeting of the Association other than the annual general meeting;

**Special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**Tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

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

### 3. Objects

In these rules, unless the contrary intention appears —

- (1) The objects of the Zonta Club of Perth Northern Suburbs Inc. are to promote the Objects of Zonta International which are to:
  - (a) improve the legal political, economic, educational, health and professional status of women at the global and local level through service and advocacy;
  - (b) work for the advancement of understanding, goodwill, and peace through a world fellowship of members;
  - (c) promote justice and universal respect for human rights and fundamental freedoms; and
  - (d) be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nation and the world.
- (2) If the Objects of Zonta International are amended, they will be adopted by the Association.

### 4. Financial year

- (1) The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

## **PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **5. 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 may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of 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.
- (4) Meeting fees and membership fees will cover the administrative costs of the Association.

## **PART 3 — MEMBERS**

### **Division 1 — Membership**

### **6. Eligibility for membership**

- (1) Any person who has experience in a recognised business or profession, and who is willing to actively support and implement the objects of Zonta, is eligible to apply or be nominated for membership.
- (2) The membership of this Association shall be limited to classified members, past international presidents and honorary members.
- (3) All candidates for membership, meeting the requirements for membership, shall be considered.
- (4) A member of another Zonta Club who moves to the geographical location of the Zonta Club of Perth Northern Suburbs Inc may transfer membership to that club, provided the required dues have been paid.

### **7. Applying for membership**

- (1) A person who wants to become a member must apply in writing or be nominated by a member of the Association.
- (2) The application must be signed by the applicant and, if applicable, the member nominating the applicant.



## 8. Dealing with membership applications

- (1) The Board must consider each application for membership of the Association and decide whether to recommend the applicant to the Association membership for endorsement. A two-thirds majority is required for acceptance of an applicant.
- (2) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Association.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
  - (a) is eligible under rule 6; and
  - (b) has applied under rule 7.
- (5) The Board may reject an application even if the applicant —
  - (a) is eligible under rule 6; and
  - (b) has applied under rule 7.
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

## 9. Becoming a member

- (1) An applicant for membership of the Association becomes a member when —
  - (a) the Board accepts the application;
  - (b) the application is endorsed by the membership; and
  - (c) the applicant pays any membership fees payable to the Association under rule 14.

## 10. Classes of membership

- (1) The Association consists of classified members and any associate members provided for under subrule (2).
- (2) The Association may grant honorary membership.
- (3) A person can only be a classified member or an honorary member.
- (4) A classified member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.
- (5) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## 11. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) the person resigns from the Association under rule 12;
  - (c) the person is expelled from the Association under rule 17;



- (d) the person ceases to be a member under rule 14(4).
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## 12. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
  - (a) when the Secretary receives the notice; or
  - (b) 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 (the **owed amount**) 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.

## 13. Rights not transferable

- (1) The rights of a member are not transferable and end when membership ceases.

### Division 2 — Membership fees

## 14. Membership fees

- (1) The Association must determine the entrance fee and the annual membership to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.
- (4) 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.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - (a) the Board may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

### Division 3 — Register of members

## 15. Register of members

- (1) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

- (3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (5) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board 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 — Term used**

#### **16. Term used: member**

In this Part —

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

### **Division 2 — Disciplinary action**

#### **17. Suspension or expulsion**

- (1) Following a recommendation from the Board, members may decide to suspend a membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests and good name of the Association.
- (2) A complaint in writing against a member for such behaviour may be made to the Board. The complaint shall include specific charges and available evidence.
- (3) The Board shall appoint a committee to investigate the complaint. A committee shall be elected by the Association if the complaint is against an Association officer.
- (4) The investigative committee must give the member written notice of the proposed suspension or expulsion at least 28 days before the meeting at which the proposal is to be considered by the committee.
- (5) 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 or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (6) Thereafter the committee shall make a recommendation to the Board.



- (a) If the Board determines that further action regarding expulsion is necessary, it shall make a recommendation to members for a decision at a meeting of which written notice has been given to all members.
  - (b) The member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote.
  - (c) A two-thirds (2/3) ballot vote of members present and voting shall be necessary for expulsion of a member.
- (7) Notice of the Board or Association decision shall be mailed with proof of service to the complainant and to the member concerned forthwith.
- (a) The decision of the Board or members may be appealed by the complainant or the member concerned to the District Board within 45 days from the date on which the notice of decision is mailed to the parties.
  - (b) Expulsion shall be by a two-thirds (2/3) ballot vote of the entire elected District Board. The decision of the District Board shall be mailed with proof of service to the complainant and to the member concerned forthwith.
- (8) The decision of the District Board may be appealed by the parties to the Zonta International Board within 45 days from the date on which the notice of decision is mailed to the parties.
- (a) Expulsion shall be by a two-thirds (2/3) ballot vote of the entire Zonta International Board.
  - (b) The decision of the Zonta International Board shall be final.
- (9) If the Association fails to act, the complainant can refer the matter to the District Board which shall initiate disciplinary proceedings. If the District Board fails to act, the complainant can refer the matter to the Zonta International Board which has full authority to initiate proceedings and to impose discipline on its own.
- (10) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (7), give written notice to the Secretary requesting the appointment of a mediator under rule 25.
- (11) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.

## **18. 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.
- (2) When a member's membership is suspended, the Secretary must record in the register of members —
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

## Division 3 — Resolving disputes

### 19. Terms used

In this Division —

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### 20. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

### 21. 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.

### 22. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the Board 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 Board about the dispute.
- (5) If —
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 25,

the Board must not determine the dispute.



### **23. Determination of dispute by Board**

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 25.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

### **Division 4 — Mediation**

### **24. Application of Division**

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
  - (a) by a member under rule 17(10); or
  - (b) by a party to a dispute under rule 22(5)(b)(ii) or 23(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 25.

### **25. Appointment of mediator**

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested by a member under rule 17(10) — by agreement between the Member and the Board; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 22(5)(b)(ii) or 23(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 17(10); or
  - (b) a party to a dispute under rule 22(5)(b)(ii); or
  - (c) a party to a dispute under rule 23(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## **26. 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.

## **27. If mediation results in decision to suspend or expel being revoked**

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 17(10); and
- (b) 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 Board meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — BOARD & COMMITTEES**

### **Division 1 — Powers of Board**

## **28. Board**

- (1) The Board members are the elected officers and directors of the Association.
- (2) Subject to the Act, these rules, the Zonta International By-laws and any resolution passed at a general meeting, the Board shall have general supervision of the affairs of the Association between meetings provided that none of its acts shall conflict with action taken by the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the By-laws of Zonta International.

### **Division 2 — Composition of the Board and duties of members**

## **29. Board members**

- (1) The Board members consist of —



- (a) the office holders of the Association and
  - (b) at least two directors.
- (2) The Association must determine the maximum number of members who may be Board directors.
- (3) The following are the office holders of the Association —
  - (a) the President;
  - (b) the Vice-President
  - (c) the Secretary
  - (d) the Treasurer.
- (4) A person may be a Board member if the person is a classified member and does not contravene *section 39 of the Act or the by-laws*.

### 30. President

The President has the following duties —

- (a) shall preside at all meetings of the Association and of the Board and shall be the chief executive officer of the Association.
- (b) shall be a signatory to payment orders and cheques drawn by the Treasurer.
- (c) shall be an ex-officio member of all committees.

### 31. Vice President

The Vice President has the following duties —

- (a) In the absence or inability of the President, to perform the duties of the President.
- (b) The Vice President may serve as a Chair of a committee and may carry out any other duties assigned under these rules or by the Board.

### 32. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;

- (g) 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
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the Board.

### **33. Treasurer**

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by a reviewer conducting a review of the Association's financial statements under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the Treasurer under these rules, by the Board or the Zonta International By-laws.

### **Division 3 — Election of Board members and tenure of office**

#### **34. How members become Board members**

A member becomes a Board member if the member —

- (a) is elected to the Board at the annual general meeting; or
- (b) is appointed by the Board to fill a casual vacancy under rule 37.

#### **35. Nomination of Board members**

- (1) At least 42 days before an annual general meeting, the Secretary must send written notice to all the members —
  - (a) calling for nominations for election to the Board; and
  - (b) stating the date by which nominations must be received to comply with subrule (2).
- (2) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 30 days before the annual general meeting.
- (3) The written notice must include the signature of another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be a director.



- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 34(b) or 35(2).

### 36. Election of Association officers and directors

- (1) At the Annual General Meeting, officers and directors shall be elected by ballot unless there is but one (1) nominee for the office, in which case a voice vote may be taken. A majority vote shall be required to elect.
- (2) At the election, additional nominations may be made from the floor, provided the nominee is qualified and has consented to serve.
- (3) The *Zonta Club Manual* shall serve as a guideline for the election of officers and directors.

### 37. Term of office

- (1) The term of office of a Board member begins when the member —
- (a) is elected at an annual general meeting; or
  - (b) is appointed to fill a casual vacancy under rule 40.
- (2) Subject to rule 36, a Board member holds office until the positions on the Board are declared vacant at the next annual general meeting.
- (3) The officers and directors shall take office on 1 June.
- (4) With the exception of the Treasurer who shall serve no more than four (4) consecutive years, officers shall hold office for either one or two years or until their successors are elected and take office.
- (5) Directors shall hold office for either one or two years or until their successors are elected and take office.
- (6) No officer (apart from the Treasurer) or director shall be eligible to serve more than two (2) consecutive years in the same office. A member who has served more than half a term in any office shall be deemed to have served a full term.

### 38. Resignation and removal from office

- (1) Resignation
- (a) A resignation from the Board shall be sent to the President who shall refer it to the Board for action.
  - (b) The resignation takes effect —
    - i. when the notice is received by the President; or
    - ii. if a later time is stated in the notice, at the later time.
- (2) Removal from Office
- (a) An officer or director may be removed for cause by the members. Cause shall include but not be limited to:
    - i. Failure to perform the duties of the position;
    - ii. Acting in such a way to injure the good name of Zonta or hamper its work.
  - (b) A complaint in writing against an officer or director for such behaviour shall be referred by the Board to a committee of members elected by the members for investigation.
  - (c) The complaint shall include specific charges and available evidence. The committee shall give the Board member concerned an opportunity to respond in writing and may hold a hearing with the member concerned, the complainant and witnesses if any.

- (d) Thereafter, the committee shall make a recommendation to the members for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to all members. The Board member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. Removal shall be by a two-thirds (2/3) ballot vote of members present and voting.
- (e) If the Association fails to act, the complainant can notify the District Board, which shall initiate disciplinary proceedings. If the District Board fails to act, the complainant can notify the Zonta International Board, which has full authority to initiate and impose discipline on its own.

### **39. When membership of the Board ceases**

A person ceases to be a Board member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 33(2); or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend three (3) consecutive Board meetings, of which the person has been given notice, without having notified the Board of inability to attend.

### **40. Filling casual vacancies**

- (1) The Board may appoint a member who is eligible under rule 29(4) to fill a position on the Board that:
  - (a) has become vacant under rule 39; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 36.
- (2) In case of vacancy in the office of President, the Vice President shall become President. The Board shall fill vacancies in other offices.
- (3) If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under rule 29(4) to fill the position within 14 days after the vacancy arises.
- (4) Subject to the requirement for a quorum under rule 47(2), the Board may continue to act despite any vacancy in its membership.
- (5) If there are fewer Board members than required for a quorum under rule 47(2), the Board may act only for the purpose of —
  - (a) appointing Board members under this rule; or
  - (b) convening a general meeting.

### **41. Validity of acts**

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

### **42. Payments to Board members**

- (1) Payments may be approved by the Association to the President, or authorised delegate, for conference or convention registration or other agreed expenses that are properly incurred in relation to Area, District or International Zonta events which require their attendance for the purposes of conducting official business.



- (2) Other payments to members shall be as under Rule 5(3)(a-d.)

#### **Division 4 — Board meetings**

##### **43. Board meetings**

- (1) The Board shall hold regular monthly meetings unless otherwise ordered by the Board. Robert's Rules shall be the parliamentary authority used by the Association.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- (3) Special Board meetings may be convened by the President or any two (2) Board members.

##### **44. Notice of Board meetings**

- (1) Notice of each Board meeting must be given to each Board 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) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

##### **45. Procedure and order of business**

- (1) The President or, in the President's absence, the Vice President must preside as Chair of each Board meeting.
- (2) If the President and Vice President are absent or are unwilling to act as Chair of a meeting, the Board members at the meeting must choose one of them to act as Chair of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board 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 Board to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

##### **46. Use of technology to be present at Board meetings**

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### 47. Quorum for Board meetings

- (1) Subject to rule 45(2), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) A majority of Board members shall constitute a quorum.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to another agreed day and place.

#### 48. Voting at Board meetings

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

#### 49. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
  - (a) the names of the Board members present at the meeting;
  - (b) the name of any person attending the meeting under rule 45(5);
  - (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 Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The Chair must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
  - (a) the Chair of the meeting; or
  - (b) the Chair of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed 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 appointment purportedly made at the meeting was validly made.



## Division 5 — Appointed Committees

### 50. Committees

- (1) **Appointed Committees.** Shall include the mandatory committees of Zonta International and such other committees as the Board may authorise to achieve Association goals. The *Zonta Club Manual* shall serve as a guideline to the operations of committees.
- (2) **Appointment.** Except as otherwise provided in the by-laws, the President shall appoint Committee Chairs, subject to approval by the Board.
- (3) **Reports.** Committees shall report regularly to the Board and to the members.

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

### 51. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting. Unless otherwise determined by the Board, this will be the Association's meeting of April.
- (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 Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (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 annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) a copy of the report of the review on the financial statements;
  - (c) to elect the office holders of the Association and directors: the President, Vice-President, Secretary, Treasurer and directors;
  - (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.

### 52. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least five 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 Secretary; 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 under subrule (3)(a).
  - (5) If the Board 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 convened by members under subrule (5) —
    - (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 subrule (5).

### 53. Notice of general meetings

- (1) The Secretary or, in the case of a special general meeting convened under rule 52(5), 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 Board under rule 35(2); and
  - (d) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 54(7).

### 54. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary 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 Board has approved a form for the appointment of a proxy, the member may use that form or any other form --
  - (a) that clearly identifies the person appointed as the member's proxy; and



- (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 53 must —
  - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary 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 as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **56. Presiding member and quorum for general meetings**

- (1) The President or, in the President's absence, the Vice President, must preside as Chair of each general meeting.
- (2) If the President and Vice President are absent or are unwilling to act as Chair of a general meeting, the Board members at the meeting must choose one of them to act as Chair of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum of no less than 25% of members is present.
- (4) 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 Chair 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.

#### **57. Adjournment of general meeting**

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) 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 rule 53.

#### 58. Voting at general meeting

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (6), each ordinary member has one vote; and
  - (b) ordinary members may vote personally or by proxy.
- (2) A copy of the document by which the appointment is made must be given to the Secretary before any general meeting to which the appointment applies.
- (3) The appointment has effect until —
  - (a) the end of any general meeting to which the appointment applies; or
  - (b) the appointment is revoked and written notice of the revocation is given to the Secretary.
- (4) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (5) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (6) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (7) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member
  - (a) must have been an ordinary member at the time notice of the meeting was given under rule 53; and
  - (b) 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 section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

#### 60. Determining whether resolution carried

- (1) In this rule —
  - (a) **poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the Chair 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 under subrule (2) must identify the resolution as a special resolution.



- (4) If a poll is demanded on any question by the Chair of the meeting or by at least 3 other ordinary members present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the Chair;
  - (b) the Chair must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Chair 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 Chair.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## **61. Minutes of general meeting**

- (1) The Secretary, or a person authorised by the Board from time to time, 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 ordinary members attending the meeting; and
  - (b) any proxy forms given to the Chair of the meeting under rule 54(8); and
  - (c) the financial statements presented at the meeting; and
  - (d) any report of the review report on the financial statements presented at the meeting, as referred to in rule 51(3)(b)(ii).
- (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 President must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the Chair of the meeting; or
  - (b) the Chair of the next general meeting.
- (6) When the minutes of a general meeting have been signed 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 election or appointment 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 entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### 63. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association, as agreed by a majority of members.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, electronic funds and other negotiable instruments of the Association must be signed / approved by —
  - (a) Two (2) Board members; or
  - (b) one Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### 64. Financial statements

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
  - (a) the preparation of the financial statements; and
  - (b) if required, the review of the financial statements as applicable; and
  - (c) the presentation to the annual general meeting of the financial statements, as applicable; and
  - (d) if required, the presentation to the annual general meeting of the copy of the report of the review on the financial statements.

## 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 classes of associate membership approved under rule 10(2); and
  - (b) impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the review of the Association's accounts; and
  - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a By-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.



- (5) At the request of a member, the Association must make a copy of the By-laws available for inspection by the member.

#### 66. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by
- (a) two (2) Board members; or
  - (b) one Board member and a person authorised by the Board.
- (2) If the Association has a common seal —
- (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of
    - (i) two (2) Board members; or
    - (ii) one Board member and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Board member authorised by the board.
- (5) The corporate seal of Zonta International, with the addition of the name of the Association, shall be the seal of the Association.

#### 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

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association must be retained for at least 7 years.



## 69. Record of office holders

The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

## 70. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.
- (2) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 71. Publication by Board members of statements about Association business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- (a) the Board member has been authorised to do so at a Board meeting; and
- (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

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

- (1) In this rule —

**surplus property**, in relation to the Association, means property remaining after satisfaction of

  - (a) the debts and liabilities of the Association; and
  - (b) 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 section 24(1) 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 Part 3 Division 2 of the Act.

This is the annexure of 25 pages marked 'A' referred to in Form 5 signed by us.

  
.....  
Linda Tinning, President

Dated ..... 8/10/18 .....

  
.....  
Alison Martin, Board Secretary

Dated ..... 8/10/18 .....