

# **Northcliffe Community Resource Centre Inc.**

## **Constitution**

### **1. NAME**

The name of the Association is Northcliffe Community Resource Centre Inc.

### **2. DEFINITIONS**

In these rules, unless the contrary intention appears-

“Committee meeting” means meeting referred to in rule 15 (1);

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

“family” means two or more persons, one of whom is at least 15 years of age, who are related by blood, marriage (registered or de facto), adoption, step or fostering, and who are usually resident in the same household;

“financial year” runs from 1 July to 30 June;

“general meeting” means meeting convened under rule 16;

“member” “membership” refers to a member or membership of the Association except where the wording is “Committee members” in which case refer to the definition for that item;

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

“organisation” means a corporation, business, government, partnership, or any type of civil or political association of people;

“special resolution” has the meaning given by section 51 of the Act;

“staff member” means a paid employee of the Association;

“the Act” means the *Associations Incorporation Act 2015*;

“the Association” means the Association referred to in rule 1;

“the Chairperson” means-

a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

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

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

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

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

### **3. OBJECTS**

(1) The Association is community owned and not-for-profit with the following objectives:

(a) To provide to the community access to technology, information, educational and creative opportunities.

(b) To provide access to resources (such as printing, copying, and binding) for small business, community groups, and persons in the community.

(c) To provide facilities and support which will assist individuals, businesses and community groups to learn new skills and access training opportunities.

(d) To provide and to promote recreational and social opportunities which enhance the wellbeing of the community.

(e) To stimulate in the community the effective and creative use of telecommunications and technology through provision of resources, and through developing and promoting relevant projects and events.

(f) To promote the development of new business, community and social enterprises in Northcliffe and surrounding areas.

(g) To provide support for the growth and sustainability of existing business, community and social enterprises in Northcliffe and surrounding areas.

(h) To work towards being self-sustainable and to identify and pursue opportunities to raise revenue which can contribute to this.

(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.

### **4. POWERS**

(1) The powers conferred on the Association by section 13 of the Act

(2) Any additions, exclusions or modifications to section 13 of the Act as passed by a majority vote at a General Meeting of the Association

(3) The Association may, by decision of the Committee, enter into arrangements with government agencies, commercial organisations or persons which are for the benefit of the members that restrict the rights of members to inspect documents and accounts which concern those arrangements. These arrangements may be entered into only after it is clear that without such agreement the arrangement would not proceed. Nothing in Section 23 of this Constitution shall override these arrangements. Particulars of all such arrangements, including the names of the parties concerned and a description of the restrictions shall be recorded in a register which shall be available for view by the members at any time and shall be produced at the Annual General Meeting of the Association.

(4) The appointment of staff

(5) Payment can be made to members out of the funds of the Association as remuneration for goods and services provided

(6) Payment can be made to Committee members out of the funds of the Association as remuneration for goods and services provided the Association's financial procedures and the provisions of rule 15 (7) regarding pecuniary interests are followed and a record of all such payments is presented at the annual general meeting

(7) To delegate duties to staff or volunteers

## **5. MEMBERSHIP**

(1) Membership of the Association is open to persons, organisations and families who have agreed to accept the above objects; have paid the prescribed fee and who are –

(a) Persons who have applied for membership and who are accepted as members by majority vote of the Committee or of a General meeting

(b) Any organisation who have applied in writing; express support for the above objects and who is accepted as an organisation member by majority vote of the Committee or of a General meeting. An Organisation member shall appoint one representative who may speak and vote on its behalf. This representative must sign the membership application. In all provisions of the rules of the Association, an organisation who has membership will be counted as one member, and that organisation's representative will have the sole prerogative of, deciding how to exercise the powers of the membership, of accessing records of the Association according to rule 23 and rule 6 (3) and 6

(4), and must adopt all responsibilities belonging to a person who is a member of the Association.

(c) Families of whom a member of the family has applied in writing expressing support for the above objects and who is accepted as an organisation member by majority vote of the Committee or of a General meeting. The signatory of the membership application who has agreed to accept the above objects is that family's sole representative and will speak and vote on their behalf. This representative must sign the membership application. In all provisions of the rules of the Association, a family who has membership will be counted as one member, and that family's representative will have the sole prerogative of, deciding how to exercise the powers of the membership, of accessing records of the Association according to rule 23 and rule 6 (3) and 6 (4), and must adopt all responsibilities belonging to a person who is a member of the Association.

(2) A person who wishes to become a member shall

(a) apply for membership to the Committee in writing-

(i) signed by that person and

(ii) in such form as the Committee from time to time directs.

(3) The Committee members shall consider each application made under subrule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

## **6. REGISTER OF MEMBERS OF ASSOCIATION**

(1) The Secretary or a member employee as delegated by the committee shall, on behalf of the Association, keep and maintain the register of members in accordance with section 53 of the Act and that register shall be kept and maintained at a location to be decided by the committee.

(2) The Secretary or a member employee as delegated by the committee shall cause the name of a person who dies or who ceases to be a member under rule 7 (3), 8 (1) or 9 to be deleted from the register of members referred to in subrule (1).

(3) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

(4) 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 committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

**7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

(1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.

(2) Each member shall pay to the Treasurer, or to a member employee or members delegated by the organisation to accept payments, annually on or before the anniversary of their applying for membership of the organisation, the amount of the subscription determined under subrule (1).

(3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member.

**8. RESIGNATION OF MEMBERS OF ASSOCIATION**

(1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.

(2) A person who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

**9. EXPULSION OF MEMBERS OF ASSOCIATION**

(1) If the committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Committee shall communicate to the member -

(a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and

(b) particulars of that conduct,

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

(2) At the Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

(3) Subject to subrule (4), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule (2).

(4) A member who is expelled under subrule (2) from membership of the Association shall, within 14 days after receiving notice of the Committee's decision, if he or she wishes to appeal against that expulsion, give notice to the Secretary requesting the appointment of a mediator under rule 24 (6).

(5) The member who requested appointment of a mediator under subrule (4) does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed.

## **10. COMMITTEE OF MANAGEMENT**

(1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of-

(a) a Chairperson;

(b) a Vice Chairperson;

(c) a Secretary;

(d) a Treasurer; and

(e) no less than two other persons and no greater than six other persons,

all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (11).

(2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act-

(a) if the Committee consists of an even number of members, half of that number, which half; or

(b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,

shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

(3) During the course of each successive annual general meeting after the annual general meeting referred to in subrule (2), all Committee positions shall be declared vacant and existing Committee members shall cease to be members, but shall be eligible for re-election. All committee members shall be deemed to have nominated themselves unless they inform the Secretary they withdraw their nomination.

(4) Subject to subrule (5) and subrule (8), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

(5) Subrule (4) does not apply to or in relation to a person who is eligible for re-election under subrule (2) or (3).

(6) A person is not eligible for election to membership of the Committee if their nomination is not seconded at the annual general meeting.

(7) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned-

(a) nominate or second himself or herself for election or re-election unless subrule (8) applies; and

(b) vote for himself or herself.

(8) A person may not second themselves for election or re-election, if they are both the nominator and the nominee specified in subrule (3) or (4).

(9) If the number of persons eligible for election to membership of the Committee under subrule (3), subrule (4) and subrule (6) does not exceed the number of vacancies in that membership to be filled-

(a) the Secretary shall report accordingly to; and

(b) the Chairperson shall declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.

(10) If vacancies remain on the Committee after the declaration under sub-rule (9), additional nominations of Committee members may be accepted from the floor of the annual general meeting. Each such nomination requires a nominator and a seconder.

If such nominations from the floor do not exceed the number of vacancies on the Committee the Chairperson must declare those persons to be duly elected as members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(11) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

- (a) the Committee may elect a member to fill that vacancy, and
- (b) a member elected under this subrule shall-
  - (i) hold office until the commencement of; and
  - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

(12) The term of the Committee member commences upon election under subrules (9), (10) or (11).

## **11. CHAIRPERSON**

(1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.

(2) In the event of the absence from-

- (a) a general meeting of-
  - (i) the Chairperson, the Vice Chairperson; or
  - (ii) both the Chairperson and the Vice Chairperson, a member elected by the other members present at the general meeting;
- or
- (b) a Committee meeting of-
  - (i) the Chairperson, the Vice Chairperson; or
  - (ii) both the Chairperson and the Vice Chairperson, a Committee member elected by the other Committee members present,

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

(3) During the part of proceedings of a general meeting or Committee meeting-

- (a) when the Chairperson's committee position has been declared vacant, a member elected by the other members present at the general meeting,
- (b) when the Chairperson's executive role on the committee has been declared vacant, a Committee member elected by other Committee members present,



shall preside at the general meeting or Committee meeting as the case requires, until such time as the Chairperson is re-elected to the committee, or their Chairperson role within the Committee.

## **12. SECRETARY**

(1) The Secretary shall-

- (a) coordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
  - (i) section 53 of the Act in respect of the register of members of the Association;
  - (ii) section 35 of the Act in respect of the rules of the Association; and
  - (iii) section 58 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
- (d) in the absence of a decision by the committee to store such items elsewhere, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (d) perform such other duties as are imposed by these rules on the Secretary.

(2) Any or all of the above duties may be delegated to an employee by decision of the committee.

## **13. TREASURER**

(1) The Treasurer shall-

- (a) be responsible for the receipt of all moneys paid to or received by or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all payments are authorised by two Committee members or one Committee member and one other person nominated by the committee;

- (d) comply on behalf of the Association with sections of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) in the absence of a decision by the committee to store such items elsewhere, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

(2) Any or all of the above duties excluding 13(1)(c) may be delegated to an employee by decision of the committee.

#### **14. CASUAL VACANCIES ON COMMITTEE OF MANAGEMENT**

A casual vacancy exists on the Committee of Management if the maximum number of Committee positions allowed under 10. subrule (1) paragraph (e) has not been filled. A casual vacancy also occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- (f) ceases to be a member of the Association.

#### **15. PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet together for dispatch of business not less than once in each three Calendar months and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.

- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a committee meeting the quorum shall be equal to 51% of the existing number of Committee members.
- (5) If the quorum is not present within 30 minutes of the advised starting time the committee will reconvene at a date and time decided by the Chairperson.
- (6) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (7) A Committee member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with that section.

## **16. GENERAL MEETINGS**

- (1) The Committee-
  - (a) may at any time convene a special general meeting;
  - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act; and
  - (c) shall, within 30 days of-
    - (i) receiving a request to do so from not less than 15% of the members, convene a special general meeting for the purposes specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The member making a request referred to in subrule (1) (c) (i) shall state in that request the purpose for which the special general meeting concerned is required.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
  - (a) in subrule (1) (c) (i), the members who made the request concerned may themselves convene a special meeting as if they were the Committee; or
  - (b) in subrule (1) (c) (ii), the member who gave the notice concerned may himself or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under subrule (3) (a) or (b)-

- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify-
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
- (a) first, the consideration of the accounts and reports of the Committee;
  - (b) second, the election of Committee members to replace outgoing Committee members; and
  - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

## **17. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS**

- (1) At a general meeting the quorum of members present or by proxy shall be equal to twice the number of members comprising the committee at the beginning of the meeting plus one.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8)-
- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

- (3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general 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 shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 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 shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and , if so demanded, shall be taken in such a manner as the Chairperson directs.
- (10) If a poll is demanded and taken under subrule (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 subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **18. MINUTES OF MEETINGS OF ASSOCIATION**

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days

after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which these minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that-

(a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

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

## **19. VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

(1) Subject to these rules, each member present or by proxy at a general meeting is entitled to a deliberative vote and to propose or second committee nominations according to the rules governing the appointment of the Committee of Management.

(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 made under subrule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned-

(a) which resolution is authenticated under the common seal of that body corporate; and

(b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under subrule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **20. PROXIES OF MEMBERS OF ASSOCIATION**

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.

**21. RULES OF ASSOCIATION**

- (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 30, 31 and 33 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

**22. COMMON SEAL OF ASSOCIATION**

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

**23. INSPECTION OF RECORDS, ETC. OF ASSOCIATION**

A member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Association. Exceptions to this will be made by decision of the committee to protect the privacy of members, staff or other individuals, commercial-in-confidence negotiations which are underway, or confidentiality requirements which have been imposed on the Association by a third party.

**24. GRIEVANCE PROCEDURE**

- (1) In this Rule —
  - “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.
- (2) The procedure set out in this Rule (the grievance procedure) applies to disputes -
  - (a) between members; or
  - (b) between one or more members and the Association.
- (3) 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.
- (4) How grievance procedure is started
  - (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (3), any party to the dispute may start the grievance procedure by giving written notice to the secretary of -
    - (i) the parties to the dispute; and
    - (ii) the matters that are the subject of the dispute.
  - (b) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
  - (c) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
  - (d) The notice given to each party to the dispute must state —
    - (i) when and where the committee meeting is to be held; and
    - (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
  - (e) If —
    - (i) the dispute is between one or more members and the Association; and
    - (ii) any party to the dispute gives written notice to the secretary stating that the party —
      - (a) does not agree to the dispute being determined by the committee; and
      - (b) requests the appointment of a mediator under subrule (6),the committee must not determine the dispute.
- (5) Determination of dispute by committee



- (a) At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - (i) 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 committee about the dispute; and
  - (ii) give due consideration to any submissions so made; and
  - (iii) determine the dispute.
- (b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (5)(a)(iii), give written notice to the secretary requesting the appointment of a mediator under subrule (7).
- (d) If notice is given under subrule (5)(c), each party to the dispute is a party to the mediation.

(6) Appointment of mediator

- (a) The mediator must be a person chosen —
  - (i) if the appointment of a mediator was requested by a member under rule 9(4) — by agreement between the Member and the committee; or
  - (ii) If the appointment of a mediator was requested by a party to a dispute under subrule (4)(e)(ii)(b) or (5)(c) — by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of subrule (6)(a) then, subject to subrules (6)(c) and (6)(d), the committee must appoint the mediator.
- (c) The person appointed as mediator by the committee 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 —
  - (i) a member under rule 9(4); or
  - (ii) a party to a dispute under subrule (4)(e)(ii)(b); or
  - (iii) a party to a dispute under subrule (5)(c) and the dispute is between one or more members and the Association.
- (d) The person appointed as mediator by the committee may be a member or former member of the Association but must not —

- (i) have a personal interest in the matter that is the subject of the mediation;  
or
- (ii) be biased in favour of or against any party to the mediation.

(7) Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) 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.
- (c) In conducting the mediation, the mediator must —
  - (i) give each party to the mediation every opportunity to be heard;  
and
  - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) 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.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(8). 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 9(4); 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 committee meeting or general meeting during the period of suspension or expulsion.

## **25. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

Last revisions approved by the Department of Mines, Industry Regulation and Safety on 27/11/2019

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

- (a) to another association incorporated under the Act; or
- (b) for charitable purposes

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorizing and directing the Committee to prepare a distribution plan for the distribution of the surplus property of the Association.