



PERTH JAZZ SOCIETY

Perth Jazz Society (Inc.)
Constitution
(Appendix B)

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RULES OF ASSOCIATION

1. Name of Association

The name of the Association is "Perth Jazz Society Inc."

2. Definitions

In these rules, unless the contrary intention appears:-

"Society" or "PJS" means Perth Jazz Society Inc. referred to in rule 1;

"Committee" means the Committee of the Perth Jazz Society Inc.;

"Annual General Meeting" is the meeting convened under paragraph (b) of rule 23 (1);

"Department" means the government department with responsibility for administering the Associations Incorporation Act (1987);

"Financial year" means a period not exceeding 12 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"General meeting" means a meeting to which all members are invited;

"Member" means member of the Society;

"Stakeholders" means all individuals and organisations who are actively involved with the affairs of the Association.

"Ordinary resolution" means resolution other than a special resolution;

"Poll" means voting conducted in written form (as opposed to a show of hands);

"Special General Meeting" means a general meeting other than the annual general meeting;

"Special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"The Act" means the Associations Incorporation Act 1987;

"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 president presiding at the Committee meeting or general meeting in accordance with rule 12; or

(b) Otherwise the Committee will elect a person to perform this duty;

"The Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"The President" means the President referred to in paragraph (a) of rule 11 (1);

"The Vice-President" means the Vice-President referred to in paragraph (b) of rule 11 (1).

"The Secretary" means the Secretary referred to in paragraph (c) of rule 11 (1);

"The Treasurer" means the Treasurer referred to in paragraph (d) of rule 11 (1);

"The FOH" means the Front of House Manager referred to in paragraph (f) of rule 11 (1);

"The Coordinator" means the Society coordinator referred to in sub-rule (10) of rule 11.

3. Objects of Association

- (a) To further the interest in and appreciation of Jazz.
- (b) To encourage and assist in all possible ways the live performance of jazz, in principle, to advocate the art form, embolden the artist, facilitate the performance.
- (c) To promote the knowledge and appreciation of jazz through specific art form development projects.
- (d) To carry out all methods of fundraising, including the sale of raffle tickets, telemarketing for cash donations, the sale of goods and services, mail outs, television and radio appeals, special events and one-off events that will facilitate the objects of the Association.
- (e) To establish and maintain a separate public fund to be called the "PJS Donation Fund" for the specific purpose of supporting and promoting the objects of the Association.

4. Powers of Association

The powers conferred on the Society are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Society may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- (c) Invest its money –
 - (1) In any security in which trust monies may lawfully be invested; or
 - (2) In any other manner authorised by the rules of the Society;
- (d) Borrow money upon such terms and conditions as the Society thinks fit;
- (e) Give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;
- (f) Pay employees or agents or contractors to transact any business of the Society on its behalf; and dismiss or suspend any employees, agents or contractors.
- (g) Enter into any other contract it considers necessary or desirable; and
- (h) Act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Society.
- (i) Publish a periodical or newsletter to be issued at least quarterly in print or in electronic media.
- (j) Charge a fee including GST to any member's request to inspect the records of the Association.

5. Qualifications for membership of Association

- (1) Membership of the Society is open to all men and women.
- (2) A person who wishes to become a member must-
 - (a) Apply for membership to the Committee in writing-
 - (i) Signed by that person;
 - (ii) In such form as the Committee from time to time directs.

6. Classes of Members

Members shall be classified as-

- (1) Ordinary members as in rule 5.
- (2) Student members are those with valid tertiary ID card.
- (3) Complimentary members such as media or other Jazz club representatives, but not entitled to a deliberative vote.
- (4) Life members are ordinary members recommended by the Committee for election as Life members who had rendered meritorious and exceptional services to the Society.
- (5) Patrons are ordinary members who as well as conferring credibility, can instead use their contacts and charisma to assist the Society to raise funds or to affect government policy.

7. Register of members of Association

- (1) The Secretary, on behalf of the Society, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Society and their postal or residential addresses and, upon the request of a member of the Society, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. This is conditional upon the payment of a prescribed fee in accordance with rule 4 (j).
- (2) The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.

8. Subscriptions of members of Association

- (1) The annual subscriptions payable in advance by each member shall be such amount as shall be fixed from time to time by the Committee.
- (2) The expiry date of all annual membership shall be the 31st March of subsequent year. Pro-rata payment will be calculated at the time of joining for new members based on the number of quarters to the expiry date. Each member must pay to the Treasurer, annually on or before 31st March or such other date as the Committee from time to time determines, the amount of the subscription determined under rule 8 (1).
- (3) A member whose subscription is not paid within twenty eight days after the relevant date under rule 8 (2), ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

9. Termination of membership of the Association

Membership of the Association may be terminated upon-

- (a) Receipt by the Secretary or another Committee member of notice in writing from a member of his or her resignation from the Association. Such person 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 termination; or
- (b) Non-payment by a member of his or her subscription within 28 days of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 8 (3);
- (c) Expulsion of a member in accordance with rule 10.

10. Suspension or expulsion of members of Association

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

11. Committee of Management

- (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of up to 12 elected members consisting of-
 - (a) The President;
 - (b) The Vice-President;
 - (c) The Secretary;
 - (d) The Treasurer;
 - (e) The Assistant Treasurer;
 - (f) The Front of House Manager;
 - (g) Student Representative;
 - (h) Other Committee members.
- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).
- (3) Subject to sub-rule (8), a Committee member's term will be from the date of his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- (4) Except for nominees under sub-rule (7), 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 14 days before the day on which the annual general meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this rule may –
 - (a) Propose or second himself or herself for election or re-election; and
 - (b) Vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
 - (a) The Secretary must report accordingly to; and
 - (b) The Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- (7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of 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.
- (8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 20 occurs in the membership of the Committee-
 - (a) The Committee may appoint a member to fill that vacancy; and
 - (b) A member appointed under this sub-rule will –
 - (i) Hold office until the election referred to in sub-rule (2); and
 - (ii) Be eligible for election to membership of the Committee, at the next annual general meeting.
- (9) The Committee may delegate, in writing, to one or more sub-committees (consisting of such members of the association or non-members as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the notice of delegation other than the power of delegation; and a function which is a duty imposed on the Committee by the Act or any other law.
- (10) The Committee may employ a coordinator or other employees as the committee thinks fit to contribute to the management of the Society's objectives by ensuring relevant stakeholders are dealt with in a professional and timely manner.
- (11) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (12) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

- (13) A Committee member who fails to attend three consecutive Committee meetings without reasonable explanation may be considered to have retired.

12. Chairperson and Vice-Chairperson

- (1) Subject to this rule, the President must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
- (a) The President, the Vice-President; or both the President and the Vice-President; a member elected by other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
- (a) Both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

13. The President:-

- (a) Must chair all general or any other meetings of the Association as in rule 12, unless members of the Association present at the meetings should decide otherwise.
- (b) Must ensure the Rules and By-Laws are being adhered to and that all responsibilities and duties of committee members are being carried out.
- (c) Must have the same right on any question as any member.
- (d) Must have a casting vote.
- (e) Must be a bank account signatory.
- (f) May be entrusted with special assignments and duties as directed or determined by the Committee.

14. The Vice-President:-

- (a) Must aid the President in his duties.
- (b) Must be a bank account signatory.
- (c) Must in the absence of the President, and in the order of seniority be authorised to carry out the functions of the President, and;
- (d) May be entrusted with special assignments and duties as directed or determined by the Committee.

15. The Secretary must:-

- (a) Keep full and correct minutes of the proceedings of the Committee and of the Association.
- (b) Comply on behalf of the Association with:-
 - (i) Section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request by a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (ii) Section 29 of the Act by maintaining a record of –
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee, and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (c) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (b) but other than those required by rule 16 to be kept and maintained by, or in the custody of, the Treasurer; and
- (d) Be a bank account signatory;
- (e) Perform such other duties as are imposed by these rules as shall be directed or determined by the Committee.

16. The Treasurer must:-

- (a) Be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Association and must issue receipts for those moneys in the name of the Association;
- (b) Pay all 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 cheques or electronic funds transfers are signed or authorised by himself or herself and at least one other authorised bank signatory, or by any two others as are authorised by the Committee;
- (d) Comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) Submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- (e) Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) Be a bank account signatory;
- (h) Perform such other duties as are imposed by these rules as shall be directed or determined by the Committee.

17. The Assistant Treasurer must:-

- (a) Conduct cash reconciliation at performance functions;
- (b) Be responsible for banking;
- (c) Perform such other duties as are imposed by these rules as directed or determined by the Committee.

18. The Front of House Manager must:-

- (a) Setup and collect admission fees at each function;
- (b) Conduct cash reconciliation;
- (c) Sign up membership application;
- (d) Perform such other duties as are imposed by these rules as directed or determined by the Committee.

19. The Student Representative must:-

- (a) Publicise the Society's objectives as a student representative to all tertiary institutions;
- (b) Perform such other duties as are imposed by these rules as directed or determined by the Committee.

20. Casual vacancies in membership of Committee.

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

- (a) Dies;
- (b) Resigns by notice in writing delivered to the Secretary or, if the Committee member is the Secretary, to the President and that resignation is accepted by resolution of the Committee;
- (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 without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice;

- (f) Ceases to be a member of the Association; or
- (g) Is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a committee member.

21. The PJS Donation Fund.

- (a) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from the other funds of the Association and will only be used to further the objects of the Association.
- (b) The fund will be administered by a sub-committee, the majority of whom are independent of the elected office bearers, but because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Perth Jazz Society.
- (c) No monies or assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (d) The department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to the provision for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (e) Receipts for gift to the public fund must comply with the requirements of the Income Tax Assessment Act 1997.
- (f) If upon winding up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.

22. Proceedings of Committee.

- (1) The Committee must meet together for the dispatch of business at monthly intervals or more frequently on a date and at a venue to be decided by the Committee
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the Chairperson will have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting, a majority of Committee members present constitutes a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
 - (a) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) Not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

23. General Meetings.

- (1) The Committee-
 - (a) May at any time convene a special general meeting;
 - (b) Must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year before 31st October on a date and at a venue as decided by the committee.
 - (c) Must, within 30 days of-
 - (i) Receiving a request in writing to do so from not less than 10 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) The Secretary receiving a notice under rule 10 (4), convene a general meeting to deal with the appeal to which that notice relates.

- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
 - (a) State in that request the purpose for which the special general meeting concerned is required; and
 - (b) Sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
 - (a) In sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) In sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
 - (a) When and where the general meeting concerned is to be held; and
 - (b) Particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
 - (a) When and where the annual general meeting is to be held;
 - (b) The particulars and order in which business is to be transacted, as follows-
 - (i) First, the consideration of the accounts and reports of the Committee;
 - (ii) Second, the election of Committee members to replace outgoing Committee members; and
 - (iii) Third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting; however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
 - (a) Serving it on a member personally; or
 - (b) Sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under rule 7; or
 - (c) Posting it on the Society's website.

24. Quorum and proceedings at general meetings.

- (1) At a general meeting ten financial members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 23 (5) or (6):-
 - (a) As a result of a request or notice referred to in rule 23 (1) (c) or as a result of action taken under rule 23 (3) a quorum is not present, the general meeting lapses; or
 - (b) Otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 23 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) A special resolution put to the vote will be decided in accordance with sub-rule (7) (a), and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

25. Minutes of meetings of Association.

(1) The Secretary must 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 must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson 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 are, until the contrary is proved, evidence that-

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

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

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

26. Voting rights of members of Association.

(1) Subject to these rules, each financial member present in person at a general meeting is entitled to a deliberative vote.

(2) A complimentary 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 sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-

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

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

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

27. 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 17, 18 and 19 of the Act, which is as follows-

a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;

d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

- (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.

28. Inspection of records of Association.

- (1) A member may request at any reasonable time to inspect the books, documents, records and securities of the Association conditional upon the payment of a prescribed fee in accordance with rule 4 (j).

29. Disputes and mediation.

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
- a) A member and another member; or
 - b) A member and the Association; or
 - c) If the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- a) A person chosen by agreement between the parties; or
 - b) In the absence of agreement-
 - (i) In the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) In the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
- a) Give the parties to the mediation process every opportunity to be heard;
 - b) Allow due consideration by all parties of any written statement submitted by any party; and
 - c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

30. Distribution of surplus property on winding up of the Association.

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