
CONSTITUTION OF

REGIONAL EARLY EDUCATION AND DEVELOPMENT INC
(**ABN** 36101516994)

24 October 2022

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1 NAME OF THE ASSOCIATION

The name of the Association is: Regional Early Education and Development Inc

2 DEFINITIONS

In these Rules, unless the context otherwise requires:

"accounting records" includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers, and other documents of prime entry, and also includes such working papers and other documents as are necessary to explain the methods and calculations by which accounts are made up;

"Act " means the Associations Incorporation Act 2015;

"Annual General Meeting" means an annual general meeting of the Association held under Rule 28;

"Association" means Regional Early Education and Development Inc

"Auditor" means the person appointed as the auditor of the Association;

"Board" means the Board of Management of the Association and comprises all members of the Association;

"Chairperson" means the Board member holding the office as the chairperson of the Association;

"Committee" means a committee appointed by the Board under Rule 21;

"Financial Report" has the meaning given in Section 63 of the Act for a tier 3 association;

"Financial Year" means the period of 12 months commencing 1 July in each year;

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

"Model Rules" means the Model Rules enacted under the *Associations Incorporation Act (WA) 2015* as contained in the *Associations Incorporation Regulations 2015* Schedule 2;

"Ordinary Board Member" means a member of the Board other than an officer of the Association;

"Seal" means the Common Seal of the Association

"Secretary" means the Board member holding the office of secretary of the Association;

"Special Board Meeting" means a meeting of the Board that is convened under Rule 16(3) by the Chairperson or any two (2) of the members of the Board;

"Special General Meeting" means a meeting of the Association, other than an annual general meeting, convened under Rule 28;

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

"the ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

"Treasurer" means the Board member holding the office as the treasurer of the Association.

"written" means any written format and can include paper, electronic or other means as approved by the Board.

3 OBJECTS OF THE ASSOCIATION

The object for which the Association is established as a charity and public benevolent institution is to provide accessible, equitable support and services for vulnerable individuals,

families and communities disadvantaged because of location, population size, poverty, hardship or natural disaster in rural or regional areas, through

- (1) providing a range of services for children and families and early childhood professionals;
- (2) working collaboratively with the government and non-government sector to support the development of appropriate programs for children and their families;
- (3) being responsive to the communities it serves having regard to cultural, language and special needs of children and families in their communities;
- (4) facilitating the provision of resources, training and professional development to support employees and ensure appropriate cultural development within the Association;
- (5) disseminating information and research on matters related to Early Childhood Education and Care to parents and communities;
- (6) establishing strategic alliances with like-minded agencies and associations; and
- (7) doing such other things as are incidental or conducive to the attainment of these objects.

PART 2 – MEMBERSHIP

4 MEMBERSHIP OF THE ASSOCIATION

- (1) Membership of the Association is open to any natural person.
- (2) A person is admitted as a member of the Association if -
 - (a) the person, with their consent, is appointed a member of the Board;
 - (b) the person is approved for membership by the Board.
- (3) A nomination of a person for membership is to be -
 - (a) made in writing by the Executive committee and submitted to the Board; and
 - (b) accompanied by the written consent of the person nominated.
- (4) The consent referred to in sub Rule (3)(b) may be endorsed on the nomination.
- (5) If a nomination is approved by the Board, the Board is to -
 - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association;
 - (b) enter the nominee's name in a register of members; and
 - (c) if a nomination is rejected, the Board reserves the right not to provide reasons for such rejection.
- (6) No entrance, subscription or membership fee is required to be admitted as a member of the Association.

- (7) Any right, privilege or obligation of a person as a member of the Association -
 - (a) is not capable of being transferred to another person; and
 - (b) terminates on the cessation of the membership.

5 MAINTAINING A REGISTER OF MEMBERSHIP OF THE ASSOCIATION

- (1) A person -
 - (a) becomes a member of the Association when his or her name is entered in the register of members; and
 - (b) ceases to be a member of the Association when his or her name is removed from the register of members.

6 CEASING MEMBERSHIP OF THE ASSOCIATION

- (1) A member of the Association may resign by serving on the Chairperson a written notice of resignation.
- (2) On receipt of a notice from a member of the Association under sub Rule (1), the secretary is to remove the name of the member from the register of members.
- (3) If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board must communicate this in writing to the member.
- (4) A member who is the subject of a proposal under sub Rule (3) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to all members prior to the meeting at which such a determination will be made.

PART 3- BOARD

7 AFFAIRS OF ASSOCIATION TO BE GOVERNED BY A BOARD OF MANAGEMENT

- (1) The affairs of the Association are to be governed by a Board of Management constituted as provided in Rule 9.
- (2) The Board -
 - (a) is to control and govern the business and affairs of the Association;
 - (b) has power to delegate its responsibilities and revoke any delegation. Any delegation shall be subject to Board approval and recorded in Minutes in accordance with Rule 18
 - (c) may exercise all the powers and perform all the functions of the Association, and
 - (d) has power to do anything that appears to the Board to be necessary for the proper management of the business and affairs of the Association.
- (3) Without limiting sub Rules (1) and (2), the Board will employ a person with essential skills, knowledge and experience appropriately who -
 - (a) will be responsible for the day to day management, administration and legal compliance of the Association at the specific direction of the Board;

- (b) must keep the Board informed at a level of detail as specified by the Board and provide all information to the Board as is requested from time to time.

8 POWERS OF THE BOARD:

- (1) Subject to section 14 of the Act and the Constitution, the Association may do all things necessary or convenient for carrying out its objects as defined in Rule 3, and in particular, may -
 - (a) apply for and receive grants from the Commonwealth or any State or Local Government or from any other source;
 - (b) undertake fundraising activities and accept any sponsorship, gift, grant, subscription or donation for the purpose of providing funds or other resources to be used in accordance with any one or more of the Objects of the Association;
 - (c) acquire, hold, deal with, and dispose of any real or personal property, including to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property;
 - (d) construct, improve, maintain, develop, work, manage and control real or personal property;
 - (e) open and operate bank accounts;
 - (f) invest its money -
 - (A) in any security in which trust monies may lawfully be invested;
or
 - (B) in any other manner authorised by the Rules of the Association;
 - (g) borrow money upon such terms and conditions as the Association thinks fit;
 - (h) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (i) appoint agents to transact any business of the Association on its behalf; and
 - U) enter into any other contract or deeds it considers necessary or desirable.
- (2) The Association may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the constitution of the Association.

9 STRUCTURE, COMPOSITION AND PERFORMANCE OF THE BOARD

- (1) The number of Board members must be the number, not less than six nor more than nine, which the Board members may determine.
- (2) The Board shall endeavour to ensure that that Board is comprised of such persons as will provide the essential skills, knowledge and experience required to meet the objects of the Association.
- (3) Following appointment, a Board member is to hold office for a period no longer than three (3) years.
- (4) A Board member is eligible for re-appointment but cannot serve more than nine (9) consecutive years as a Board member dated from their first

appointment.

- (5) The Board will review its size, composition and performance, and performance of each Board member, at least annually.
- (6) A Board member cannot appoint another person to act on his or her behalf as a proxy.
- (7) Any employee of the Association who attends Board meetings is not a member of the Board and does not have power to vote on any matter.

10 APPOINTMENT OF MEMBERS OF THE BOARD

- (1) Members of the Board are to be appointed by a quorum of the Board.
- (2) Nomination of a candidate for appointment to the Board is to be made by the Executive Committee.
- (3) The Board may provide advice to the Executive Committee on the skills and expertise required for new nominees such that will enable the Board to maintain an appropriate balance of expertise, representation and effectiveness.
- (4) Current employees of the Association are not eligible to be appointed as a member of the Board.
- (5) The officers of the Association are to be appointed at the annual general meeting by whichever means the Board sees fit.
- (6) Any casual vacancy that arises shall be filled as soon as practicable in accordance with Rule 15.
- (7) To fill a casual vacancy in the office of a member of the Board, the remaining members may appoint an eligible person to hold office for the balance of the original term.

11 OFFICERS OF THE ASSOCIATION

- (1) The officers of the Association are as follows:
 - (a) Chairperson;
 - (b) Deputy Chairperson
 - (c) Secretary
 - (d) Treasurer.
- (2) A person must not hold 2 or more of the offices mentioned in sub Rule (1) at the same time

12 CHAIRPERSON AND DEPUTY CHAIRPERSON

- (1) The Chairperson shall preside at all meetings and if the Chairperson is unavailable, the Deputy Chairperson will carry out this role.
- (2) In the event of absence from any meeting:
 - (a) of the Chairperson, the Deputy Chairperson shall preside at the meeting; or
 - (b) of both the Chairperson and Deputy Chairperson, a member elected by the other members present at the meeting shall preside at the meeting.
- (3) The duties of the Chairperson include the development and oversight of Board Governance.

- (4) The Deputy Chairperson shall, subject to the provisions of this Constitution and the law, on an as-needs basis act as Chairperson of the Board, in place of the chairperson and otherwise shall have the role and responsibilities from time to time determined by the Board.

13 SECRETARY

- (1) The Secretary shall be the person who is appointed or acting in the role of General Manager of the Association. In the event there is no General Manager, the Executive Committee shall appoint a person to act as Secretary until the role of General Manager is filled.
- (2) The Secretary has the following duties -
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the chairperson regarding the business to be conducted at each board meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
 - (e) 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;
 - (f) 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 and any securities 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 meetings;
 - (i) carrying out any other duty given to the Secretary under these Rules or by the Board.
- (3) The Secretary may delegate his/her duties to a person approved by the Board.

14 TREASURER

- (1) The Treasurer has the following duties -
 - (a) works in conjunction with the Association's designated employee to ensure that appropriate systems and processes are in place to adhere to Rules 23, 24, 25, 26 and 27;
 - (b) ensuring safe custody of financial records, financial statements and financial reports, as applicable to the Association;
 - (c) carrying out any other duty given to the Treasurer by the Board.

15 CASUAL VACANCIES IN MEMBERSHIP OF THE BOARD

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

- (1) dies;
- (2) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Deputy Chairperson;

- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) without limiting sub Rule 15(2), the Board member is absent to more than two (2) Board meetings in the same financial year, of which he or she has received notice, without leave of absence from the Board or without tendering an apology to the person presiding at each of those Board meetings;
- (6) ceases to be a member of the Association;
- (7) any casual vacancy that arises shall be filled in accordance with Rule 10

16 MEETINGS OF THE BOARD

- (1) Unless the Board shall otherwise decide, the Board is to meet at least six (6) times per calendar year at such places and times as the Board may determine.
- (2) Board members are expected to regularly attend Board meetings and relevant committee meetings. A Board member not attending 75% of scheduled meetings may be requested by the Board to vacate their office.
- (3) Special Board meetings, which are meetings other than those held in accordance with sub Rule (1), may be convened by the Chairperson or any 2 (two) members of the Board.
- (4) Written notice of any special Board meeting is to be given to members of the Board in accordance with Rule 30, specifying the general nature of the business to be transacted, and no other business is to be transacted.
- (5) Business is not to be transacted at a meeting of the Board unless a quorum is present, including those Board members present in accordance with sub Rule (4).
- (6) A quorum for the transaction of the business of a meeting of the Board is a majority of members of the Board.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of-
 - (a) a meeting of the Board (other than a special Board meeting), the meeting is to be adjourned to a place, date and time to be notified;
 - or
 - (b) a special Board meeting, the meeting lapses.
- (8) Any question arising at a meeting of the Board is to be determined -
 - (a) by general agreement; or
 - (b) on a show of hands; or
 - (c) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (9) On any question arising at a meeting of the Board, a member of the Board (including the chairperson) has one vote only.
- (10) Despite sub Rule (9), in the case of an equality of votes, the Chairperson has a second or casting vote.
- (11) At least 14 days before the day on which a Board meeting of the Association is to be held, the secretary of the Association shall provide written notice of the meeting to each member of the Board.
- (12) The Board may choose to invite a person or persons who are not Board

members to attend Board meetings but not vote. An invitation may be to attend all or a specific agenda item of the Board meeting. This invitation may be extended or may cease at the discretion of the Board.

17 USE OF TECHNOLOGY TO BE PRESENT AT BOARD MEETINGS

- (1) The presence of a member at a Board meeting need not be by attendance in person but may be by that member and each other member at the meeting being in contact by telephone or other means of simultaneous communication.

18 MINUTES OF BOARD MEETINGS

- (1) The Board must ensure that minutes are taken and kept of each Board meeting to record:
 - (a) the names of the Board members present at and absent from the meeting;
 - (b) the name of any person attending the meeting;
 - (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (2) The minutes of a Board meeting must be entered in the Association's minute file within 30 days after the meeting is held.
- (3) The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by -
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Board meeting.
- (4) 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;
 - (c) any appointment purportedly made at the meeting was validly made; and
 - (d) any decision/resolution.

19 CIRCULAR RESOLUTIONS

- (1) A resolution (other than a special resolution) initiated by the Chairperson and agreed to in writing by a majority of members shall have the same effect as if it was passed at a Board meeting. Agreement in writing to any such resolution may be transmitted by email or facsimile. Each such resolution will be recorded in the minute book of the Association.

20 CONFLICTS OF INTEREST

- (1) If a member of the Board or a member of a committee has a perceived or actual material interest in a matter being considered, or about to be considered, by the Board or at a committee meeting the member must:
 - (a) as soon as practicable after the relevant facts come to the member's

- knowledge, disclose the nature of the interest to the Board;
 - (b) absent themselves while the issue is being discussed;
 - (c) not vote on the matter.
- (2) After due consideration, the Board Chairperson may exercise discretion to allow some participation of the member.
 - (3) If at a meeting of the Board or a committee a member of the Board or committee votes in respect of any matter in which the member has a direct or indirect interest, that vote is not to be counted.
 - (4) Any interests declared must be recorded in the minutes of the relevant meeting.

21 COMMITTEES

- (1) The Board may delegate any of its powers, other than powers required by law to be dealt with by the Board, to a committee or committees consisting of at least one of their number and such other persons as they think fit. The Board will appoint a member of each Committee to be a Chairperson of meetings of the Committee.
- (2) Any Committees must conform to the directions of the Board and otherwise shall conduct its meeting and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.
- (3) Each Committee established by the Board shall comprise at least three Board members and may include one or more persons with relevant experience who are not an employee or Board member of the Association.
- (4) A committee to which any powers have been delegated under subrule 1 must exercise the powers delegated in accordance with any directions of the Board and the Committee's Terms of Reference, and a power so exercised is deemed to have been exercised by the Board.

22 BOARD EXECUTIVE

- (1) The Board Executive shall consist of the Chairperson, Deputy Chairperson and Treasurer as well as a representative or representatives from any of the other Committees as approved by the Board.
- (2) During the period between meetings of the Board, the Board Executive may issue instructions to the senior employee of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The Board Executive is to report on any instructions issued under sub Rule (3) to the next meeting of the Board for ratification by the Board.

PART 4- FINANCIAL MATTERS

23 INCOME AND PROPERTY OF THE ASSOCIATION

- (1) The income and property of the Association is to 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 any member except in good faith in the promotion of those objects.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or

transfer is made in accordance with this Rule.

- (3) A Board member or committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred -
 - (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.
- (4) Despite sub Rule (3), the Association is not to pay a person any amount under that sub Rule unless the Board has first approved that payment or the payment is required by law.

24 ACCOUNTS OF RECEIPTS AND EXPENDITURE

- (1) The accounts of the Association are to be managed in the form and manner the Board determines, provided always that the Association will:
 - (a) keep such accounting records and explain the transactions of the Association (including any transactions as trustee) and the financial position of the Association, including details of each asset and liability of the Association; and
 - (b) keep the accounting records in such manner as will enable -
 - (A) the preparation from time to time of true and fair accounts of the Association; and
 - (B) the accounts of the Association to be conveniently and properly audited in accordance with a tier 3 association the Act.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Board.
- (3) The Board may delegate the role of keeping all accounting records and general records connected with the business of the Association to an employee of the Association.
- (4) The accounts and accounting records are to be kept at the Association's office or at any other place the Board determines from time to time.

25 CONTROL OF FUNDS

- (1) The Board shall arrange for the receipt of all moneys paid to the Association and for the issue of receipts for same.
- (2) The Association must open a bank 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.
- (3) The Board may make such arrangements for the control of the funds of the Association as it, from time to time, deems expedient.
- (4) All negotiable instruments shall be signed on behalf of the Association by at least two persons who are so authorised, from time to time, by the Board.
- (5) Notwithstanding sub Rule (4) above, the Board may authorise the Treasurer or designated employee 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 fund are expended.

26 AUDIT OF ACCOUNTS

- (1) One of the Committees formed by the Board under Rule 21 shall be allocated the function of making a recommendation to the Board to appoint an auditor for the Association.
- (2) The appointed auditor is to hold office for a period of not less than 12 months and is eligible for re-appointment.
- (3) The auditor may only be removed from office by special resolution.
- (4) If a casual vacancy occurs in the office of auditor, the relevant committee is to identify and make a recommendation to the Board of a suitable person to fill the vacancy as soon as practicable after the resignation.

27 AUDITOR

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor shall be either a Chartered Accountant or a member or associate of the Australian Society of Certified Practising Accountants.
- (3) The auditor shall at reasonable times have access to the Association's accounts and records and may examine the same and report thereon, so as to exhibit a true and correct view of the Associations' finances at every annual general meeting.
- (4) The Auditor will attend a full meeting of the Board annually.

PART 5 - GENERAL MEETINGS

28 ANNUAL GENERAL MEETING

- (1) The Association is to hold an annual general meeting each year.
- (2) The date, time and place of the annual general meeting is to be determined by the Board, but should be within 6 months of the end of the Association's financial year otherwise Section 50(3)(b) of the Act will apply.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive a report from the Chairperson
 - (c) to receive the report of the Auditor
 - (d) to appoint the Auditor for the subsequent year
 - (e) to appoint members to the Board (if required);
- (6) An annual general meeting may transact special business of which notice is given in accordance with Rule 29.

29 SPECIAL GENERAL MEETINGS

- (1) The Board may convene a special general meeting of the Association at any time, but must do so if at least 20% of the members require a special

general meeting to be conferred.

- (2) Where the members have requested a special general meeting, the meeting must be convened within 28 days of that request.

30 NOTICES OF GENERAL MEETINGS

- (1) At least 14 days before the day on which a general meeting of the Association is to be held, the secretary of the Association shall forward to every current member of the Association a copy of a notice specifying the place, day and time at which the meeting is to be held and the nature of the business, including if applicable, that a notice of motion or a special resolution is to be proposed and the working of that motion or special resolution, that is to be transacted at the meeting.

31 BUSINESS AND QUORUM AT GENERAL MEETINGS

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association is present at the time the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is a majority of members of the Association.
- (4) If a quorum is not present within 30 minutes after the time appointed for the commencement of a general meeting, the meeting is to be adjourned to another time, date and place specified by the Chairperson by notice in a manner specified by the Chairperson.
- (5) If at an adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting is dissolved.

32 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 in contact by telephone or other means of simultaneous communication.

33 VOTING AT GENERAL MEETINGS

- (1) On any question arising at a general meeting -
 - (a) subject to sub Rule (5), each ordinary member has one vote; and
 - (b) ordinary members may vote personally or by proxy.
- (2) 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.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) 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.
- (5) 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 30; and
- (b) must have paid any fee or other money payable to the Association by the member.

PART 6 - DISPUTE RESOLUTION

34 TERMS USED

- (1) In this Part-
- grievance procedure*** means the procedures set out in this Part;
- 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.

35 APPLICATION OF PART

- (1) The procedure set out in this Part (the grievance procedure) applies to disputes -
- (a) between members; or
- (b) between one or more members and the Association.

36 PARTIES TO ATTEMPT TO RESOLVE DISPUTE

- (1) 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.

37 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 36, 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 -

(A) does not agree to the dispute being determined by the Board;
and

(B) requests the appointment of a mediator under rule 40, the
Board must not determine the dispute.

38 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 committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) 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.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 40.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

39 MEDIATION

- (1) This rule applies if written notice has been given to the secretary requesting the appointment of a mediator by a party to a dispute under rule 37(5)(b)(ii) or 38(3).

40 APPOINTMENT OF MEDIATOR

- (1) The mediator must be a person chosen by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) 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 -
 - (a) a party to a dispute under rule 37(5)(b)(ii); or
 - (b) a party to a dispute under rule 38(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee 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.

41 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.

PART 7-OTHER MATTERS

42 PUBLICATION BY BOARD MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS

- (1) No member of the Board or employee of the Association will publish, or cause to be published, any statement about the business conducted by the Association unless -
 - (a) the member or employee has been authorised to do so at a Board meeting; and
 - (b) the authority given to the member or employee has been recorded in the minutes of the Board meeting at which it was given.

43 SERVICE OF NOTICES AND REQUISITIONS

- (1) Except as otherwise provided by these Rules, a document may be delivered or served under these Rules on a person by -
 - (a) giving it to the person; or
 - (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
 - (c) faxing it to the person's fax number; or
 - (d) emailing it to the person's email address.

44 INSPECTION OF RECORDS

- (1) If a member wants to inspect a document relevant to the operations of the Association, the right to inspect that document is subject to any decision the Board has made about documents being available for inspection by members.
- (2) The member may make a copy of or take an extract from a record or document referred to in sub Rule (1) but does not have a right to remove the record or document for that purpose.

- (3) The inspection must be free of charge.
- (4) The member must not use or disclose information in a record or document referred to in sub Rule (1) 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.

45 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING-UP OF ASSOCIATION

- (1) If upon the winding up or dissolution of the Association and 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 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.

46 REVIEW OF THESE RULES

- (1) These Rules may be reviewed by the Board at any time, and at a minimum annually.
- (2) If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so by special resolution.