

Grower Group Alliance Inc. (Alliance)

An Incorporated Association

Notice of Special General Meeting

All members of the Alliance are advised that a Special General Meeting of members will take place as follows:

<i>Date of Special General Meeting:</i>	<i>Friday 21 March 2025</i>
<i>Time of Special General Meeting:</i>	8.00am - 8.30am: Registrations and tea & coffee 9.00am - 10.30am* - Special General Meeting
<i>Place of Special General Meeting:</i>	Aloft Hotel, 27 Rowe Ave, Rivervale WA

This notice contains important information about the Special General Meeting. It sets out the business of the Special General Meeting and the decisions that members will be asked to make at the Special General Meeting. Members should read all of this notice.

Attendance: Attendance is open to all members in the GGA Network with voting restricted to the 49 voting members of the GGA. Vero Voting is an independent voting and meeting service provider will manage and host an online streaming of the SGM via the Vero Meeting Portal. Please see your email from Vero Voting to login and stream and vote online. More information is available via the SGM webpage, under "About" at <https://www.gga.org.au/>

RSVP/Registration: Registration is essential for catering purposes. Register via the independent voting and meeting service provider *Vero*. An email will be sent to you directly from Vero. (Ensure you check your spam/ junk mail).

Please contact GGA Secretary via admin@gga.org.au to discuss the notice or visit the GGA webpage for more information on the Special General Meeting: <https://www.gga.org.au/>

Attachments: The following documents are attached to this email and available on the GGA website.

- GGA Rules – clean (PDF) and tracked changes (word)
- Proxy Voting List

Regards
GGA Company Secretary
Maddison McNeil

AGENDA

No.	Item
1.	Opening (a) Welcome (b) Confirmation of quorum
2.	Special Resolution to Amend the Rules to enable charity registration <i>(Table of Amendments on page 7 and Amended Rules are attached at Appendix 1 (tracked version) and Appendix 2 (clean version))</i>
3.	Meeting close

NOTES:

Proxies: Voting members may appoint a person entitled to vote at the Special General Meeting, or the chairperson of the meeting, to be the member’s proxy to speak and vote on their behalf at the Special General Meeting.

The appointing member must select a proxy from the voting group list on the GGA – SGM webpage. A voting member must not be appointed as a proxy for more than 2 other voting members.

Proxies must be received 24 hours prior to the Special General Meeting. Proxies can be made via the Vero Platform. Proxies will only be accepted online.

Vero Voting is an independent voting and meeting service provider, appointed by Grower Group Alliance to manage and host the SGM of Grower Group Alliance via the Vero Meeting Portal.

An email will be sent to you directly from Vero. (Ensure you check your spam/ junk mail). This email will provide you with the information on how to lodge a Proxy.

For any technical support related to Vero Voting, please contact their dedicated support team at support@verovoting.com.au Should you have any queries regarding the meeting itself, feel free to use the Q&A tab within the portal or reach out to Vero directly.

Quorum: A quorum of 5 voting members present in person or by proxy is required for the Special General Meeting to proceed.

Resolutions: Only the special resolution set out in this Notice can be considered at the Special General Meeting. This is so that all members have notice of the resolution and information that helps them to decide how to vote at the Special General Meeting.

PROPOSED SPECIAL RESOLUTION FOR SPECIAL GENERAL MEETING

Special Resolution to Amend the Rules to enable charity registration

RESOLVED to consider and, if thought fit, to pass the following resolution as a special resolution:

*For the purpose of section 30 of the Associations Incorporation Act 2015 (WA), the Members of the Alliance resolve by **special resolution** to amend the Rules of the Alliance in the manner set out in the Table of Amendments contained in the Notice of Special General Meeting and approve the clean version of the Rules set out in Appendix 2 to the Notice of Special Meeting (containing all of these changes).*

Legal requirements

The resolution to amend the Alliance's Rules is a special resolution. This means that the resolution must be passed by not less than 75% of the members present in person or by proxy, entitled to vote and cast a vote at the Special General Meeting in accordance with the requirements of the current Rules (rule 82) and sections 30 and 51 of the *Associations Incorporation Act 2015 (WA)*.

If the resolution is passed at the Special General Meeting, the amended Rules must be lodged with the Department of Energy, Mines, Industry Regulation and Safety (**Department**) within 28 days.

The changes will take effect upon the Alliance receiving written confirmation from the Department that the amended Rules have been registered.

Reasons for the special resolutions

The attached Explanatory Statement sets out the reasons for the proposed changes. The Alliance engaged Jackson McDonald to obtain legal advice on the proposed amendments. Jackson McDonald has drafted the proposed the amendments to the Rules which have been approved by the Board. The Board recommends that the members approve the amended Rules by the special resolution set out in this Notice

An extract of each proposed amendment (shown in mark up for ease of review) has been provided in the Table of Amendments on page 7 along with a high-level overview of each amendment.

A full marked up copy of the Alliance's amended Rules is attached at Appendix 1.

A copy of the Alliance's amended Rules (being a finalised clean version) is attached at Appendix 2 .

Copies of a tracked and clean version of the Rules will also be available on the Alliance's website.

Explanatory Statement

Purposes and Objects

The Alliance Board has undertaken a review of the Alliance’s purposes to determine whether the Alliance has only charitable purposes and meets the legal definition of a charity.

It is important to note that the objects of an organisation are separate to the activities which it will undertake. The objects are the broad overall purpose of an organisation and the activities are the specific things the organisation will do to achieve its objects. There is no need to prescribe an organisation’s activities in its constitution as these activities can change over time.

The Alliance Board has determined that the Alliance’s current objects are not reflective of the true purpose of the Alliance and following extensive consideration, the Board has determined that the Alliance’s main overarching purpose is:

To promote the development and improvement of agriculture for growers, the grower group community, and the broader community in Australia.

Changes to the Reporting Requirements for Self-Assessing Income Tax Exempt Entities

The Australian Taxation Office implemented tax reforms on 1 July 2023 which require non-charitable not-for-profit (**NFP**) organisations with an active Australian Business Number that currently self-assess their eligibility for income tax exemption (**ITE**) to lodge an annual NFP self-review return (**Self-Review Return**) in order to continue to be able to self-assess their eligibility for ITE (**ITE Changes**).

The ITE Changes relate to the reporting of eligibility for ITE for applicable organisations. These changes are part of broader tax reforms implemented by the ATO which have been developed to streamline and promote transparency and trust in the NFP sector.

The Alliance is a NFP organisation which currently self-assesses its eligibility for ITE and is required to lodge a Self-Review Return.

The Self-Review Return does not apply to charities registered with the Australian Charities and Not-for-profits Commission (**ACNC**). Organisations registered as a charity with the ACNC are endorsed by the ATO for ITE and therefore are not required to prepare a Self-Review Return. Charity registration is the simplest way to guarantee ITE.

By law, NFPs with charitable purposes that meet the legal definition of a charity must be registered with the ACNC and will be endorsed by the ATO for ITE.

The ITE Changes have given the Alliance cause to reflect on its entitlement to self-assess as income tax exempt and its eligibility to apply for registration as a charity with the ACNC.

The Board has also determined that as the Alliance:

- is a NFP organisation;
- only has charitable purposes; and
- meets the legal definition of a charity,

the Alliance should take steps to amend its Rules to meet the requirements for charity registration and apply to be registered as a charity with the ACNC under the subtype of 'Advancing the natural environment', which will in turn guarantee the Alliance's ongoing endorsement for ITE (without the need to lodge a Self-Review Return with the ATO each year).

Amendments to Rules for Charity Registration

In order to be eligible for registration as a charity with the ACNC, the Alliance's Rules needs to be amended as follows:

- update the Alliance's objects to clearly align with its purpose (rule 4), which is to promote the development and improvement of agriculture for growers, the grower group community, and the broader community of Australia. Members of the Alliance will still continue to benefit from the Alliance's activities. The reference to specific activities that the Alliance will undertake has been removed from the objects clause as activities can change over time;
- update the rule relating to the distribution of the Alliance's surplus property on cancellation of incorporation or winding up to comply with the requirements for charity registration (rule 81), which requires that:
 - surplus assets of the Alliance are not to be distributed to members;
 - surplus assets must be distributed to one or more charities:
 - with charitable purposes similar to the Alliance's objects; and
 - whose rules prohibit the distribution of profits and surplus assets to its members to at least the same extent as the Alliance; and
 - the decision to distribute the surplus assets of the Alliance must be made by a special resolution of the members of the Alliance.
- include a prohibition for a person to be appointed as a Director of the Alliance if they have been disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act (rules 32(1)(d) and 32(2)(d)); and
- include the cessation of a Director's appointment if they become prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act (rule 46(i)).

Consequential amendments have been made to the definition section (rule 1) to include relevant new definitions.

Next Steps

If the members approve the amendments to the Alliance's Rules at the Special General Meeting, the Alliance will take steps to apply for registration as a charity the ACNC.

Upon receiving charity registration, the Alliance will be entitled to the following valuable tax concessions and endorsements:

- income tax exemption;
- refund of franking credits;
- GST concession; and
- fringe benefits tax rebate.



Summary of Benefits and Obligations of Charity Registration

Benefits of Charity Registration	Obligations of Charity Registration
<p>Obtaining charity registration will provide certainty as to the Alliance's eligibility and endorsement for charity tax concessions as opposed to needing to annually self-assess for income tax exemption. This can relieve a significant administrative burden on the Alliance.</p>	<p>The ACNC Charity Register provides the public with access to a charity's details, financial information, key activities and programs and the names of people who run it. The public are able to review a charity's governing document, annual information statements and financial reports. (However some view this as a positive – see next row.)</p>
<p>As a registered charity, the Alliance will have an online presence on the ACNC Charity Register where the public, potential donors and funding agencies can review information about the entity and provides them with a level of confidence and certainty about the Alliance because of the transparency it provides.</p>	<p>While the ACNC works with other regulators (including the Department) to reduce red tape and streamline reporting obligations of entity's that are registered charities, an incorporated association is also required to continue reporting to Consumer Protection of any changes to their name, rules, status and contact addresses.</p>
<p>Being a registered charity may make the Alliance eligible to receive additional grant funding.</p>	<p>As a registered charity, the Alliance will also need to comply with the ACNC Governance Standards. However, these are largely reflective of the Alliance's obligations (and its directors' obligations) under the Associations Act.</p>
<p>An entity that is charitable under WA law may be eligible for certain WA tax exemptions, such as transfer duty and payroll tax exemptions. Land tax and council rate exemptions may also be available, which is valuable for large land holdings.</p> <p>An entity's charity subtype and assets will need to be considered when determining an entity's eligibility for state tax exemptions.</p>	<p>To remain a registered charity, the Alliance will need to comply with the ACNC Act and Charities Act.</p>

TABLE OF AMENDMENTS

Rule Reference	Proposed Amendment
Cover Page	<p style="text-align: center;"> Rules September 2024 </p>
1(1) – Definitions	<p><u><i>ACNC Act</i> means the <i>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</i>;</u></p> <p><u><i>ACNC Commissioner</i> means the Commissioner for the purposes of the ACNC Act;</u></p> <p><u><i>Objects</i> means the objects referred to in rule 4;</u></p> <p><u><i>Registered Charity</i> means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act;</u></p>
4 – Objects	<p>4. Objects (Associations Incorporation Act 2015 Schedule 1 Item 2)</p> <p>The objects of the Alliance are to promote the development <u>and improvement</u> of agriculture <u>al for growers, the grower group community, and the broader community in Australia</u> resources in Australia and more particularly through inter alia, activities that assist Grower Group members, and members of members, through liaison coordination and direct action with regard to fostering and bringing about increased production and profitability of commercial farm businesses through the adaption and adoption of new value chain technologies; the delivery of locally relevant research, development and extension, and the provision of support networks for participatory applied research and farmer-to-farmer technology and education exchange.</p>



Rule Reference	Proposed Amendment
32 – Director Eligibility	<p>32. Director Eligibility</p> <p>(1) To be eligible to hold the position of a member elected director, a person must —</p> <ul style="list-style-type: none">(a) be either a financial member, an officer or an employee, of a member of the Alliance;(b) be at least 18 years of age; and<u>(c) not be a person prevented from accepting appointment as a director by virtue of section 39 of the Act; and</u><u>(d) not be disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.</u> <p>(2) To be eligible to hold the position of an independent director, a person must —</p> <ul style="list-style-type: none">(a) have special knowledge or abilities in business management, the agriculture industry or any other special knowledge or abilities as determined by the Board;(b) be at least 18 years of age; and<u>(c) not be a person prevented from accepting an appointment as a director under section 39 of the Act; and</u><u>(d) not be disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.</u>
46 – When Directorship ceases	<p>46. When Directorship ceases (Associations Incorporation Act 2015 Schedule 1 Item 6(c))</p> <p>A person ceases to be a director if the person —</p> <ul style="list-style-type: none">(a) dies;(b) no longer satisfies the eligibility criteria for standing for election to the office of director;(c) resigns from the Board;(d) at the end of their term of office retires or is not elected for a further term;(e) is removed from office under rule 45(3)(a);(f) becomes ineligible to act as a director under section 39 of the Act;(g) becomes permanently unable to act as a director because of a mental or physical disability; or(h) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend; <u>or</u><u>(i) becomes prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.</u>



Rule Reference	Proposed Amendment
<p>81 – Distribution of surplus property on cancellation of incorporation or winding up</p>	<p>81. Distribution of surplus property on cancellation of incorporation or winding up (Associations Incorporation Act 2015 Schedule 1 Item 19)</p> <p>(1) In this rule – surplus property, in relation to the Alliance, means property remaining after satisfaction of – (a) the debts and liabilities of the Alliance; and (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Alliance, but does not include books relating to the management of the Alliance.</p> <p><u>(2) The Alliance may resolve to wind up by special resolution.</u></p> <p><u>(3) If upon the cancellation of the incorporation or winding up of the Alliance there remains any surplus property, the surplus property must not be paid to or distributed among the members but must be distributed to one or more institutions, funds or authorities under section 24(1) of the Act which:</u> <u>(a) have objects similar to the Objects;</u> <u>(b) is a Registered Charity; and</u> <u>(c) prohibit distribution of its income and property among its members and directors to an extent at least as great as is imposed on the Alliance by rule 6.</u></p> <p><u>(4) The identity of the institutions, funds or authorities referred to in rule 81(3) must be decided by special resolution of the members.</u></p> <p>(2) On the cancellation of the incorporation or the winding up of the Alliance, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.</p>

Annexure A

Grower Group Alliance Inc. (IARN: A1025102T) (ABN: 65 816 357 099)

PROXY FORM

Voting members for the GGA Special General Meeting will receive an email from independent voting and meeting service provider Vero Voting, appointed by Grower Group Alliance to manage and host the SGM of Grower Group Alliance via the Vero Meeting Portal.

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Should you have any queries regarding the meeting itself, feel free to use the Q&A tab within the portal or reach out to Vero directly.

For further information, reach out to GGA admin@gga.org.au

Appendix 1

Tracked version of the amended Rules

Grower Group Alliance Inc.



**GROWER
GROUP
ALLIANCE**
Together we grow

Rules
September 2024

PART 1 — PRELIMINARY

1. Terms used

(1) (1) In these rules, unless the contrary intention

appears —

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

ACNC Commissioner means the Commissioner for the purposes of the ACNC Act;

Act means the *Associations Incorporation Act 2015*;

± **Alliance** means the *Grower Group Alliance Inc.*;

associate member means a person whose names appears in the register of members as a member under rule 12(3) and holding the rights referred to in rule 12(9);

Board of Directors means the Board of Directors of the Alliance and the term “**Board**” has the corresponding meaning;

director means a member of the Board of the Alliance;

Board meeting means a meeting of the Board of Directors of the Alliance;

books, of the Alliance, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by-laws means by-laws made by the Alliance under rule 75;

chairperson means the Board member holding office as the chairperson of the Alliance;

chief financial officer means the person appointed by the Board in accordance with rule 31(4)(b);

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

Director Remuneration Policy means the policy adopted by the Board under rule 50(5);

financial records includes —

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

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Alliance required under Part 5 Division 3 of the Act;

financial year, of the Alliance, has the meaning given in rule 3;

general meeting, of the Alliance, means a meeting of the Alliance that all members are entitled to receive notice of and to attend;

Grower Group (aka Farming Systems Group) means an incorporated, not-for-profit group of farmers formed with objects aimed at, but not limited to, increasing the production and profitability of their member’s farm businesses through the adoption of new value chain technologies; the delivery of locally relevant research, development and extension, and the provision of support networks for participatory applied research and farmer-to-farmer technology and education exchange and the like;

member means a body corporate whose application for membership of the Alliance under rule 9 has been approved by the board as evidenced by an entry in the register of members of the Alliance;

Objects means the objects referred to in rule 4;

officer has the same meaning as defined in the Act;

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

Registered Charity means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act;

rules means these rules of the Alliance, as in force for the time being;

secretary means the person appointed by the Board in accordance with rule 31(4)(a);

special general meeting means a general meeting of the Alliance other than the annual general meeting;

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

subcommittee means a subcommittee appointed by the Board under rule 59(1);

tier 1 association means an incorporated association to which section 64(1) of the Act applies; **tier 2 association** means an incorporated association to which section 64(2) of the Act applies; **tier 3 association** means an incorporated association to which section 64(3) of the Act applies.

(2) In these rules:

the word “may” is discretionary and does not require a thing to be done;

the words “must” and “shall” are imperatives and require a thing to be done or not done as the case requires;

“writing” includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and “written” has a corresponding meaning;

words importing one gender include other genders; words importing persons include a

body corporate; words in the singular

include the plural, and vice versa;

words or expressions used have the same meanings as those given to them by the Act; and

a reference to an act of Parliament or regulation is a reference to that act or regulation as it may be amended from time to time.

2. **Name** (Associations Incorporation Act 2015 Schedule 1 Item 1)

(1) The name of the association is **Grower Group Alliance Inc.** (the Alliance);

(2) The Alliance is the successor body of the unincorporated Grower Group Alliance Strategic Advisory Group (SAG) that provided direction, advice and feedback on the activities of a State government and industry funded Grower Group Alliance Project, which commenced in 2002.

3. **Financial year** (Associations Incorporation Act 2015 Schedule 1 Item 12)

(1) The first financial year of the Alliance is the period commencing on the day of incorporation and ending on 30 June 2019.

(2) Subsequent financial years of the Alliance are to be the period of 12 months commencing at the termination of the first financial year.

4. **Objects** (Associations Incorporation Act 2015 Schedule 1 Item 2)

The objects of the Alliance are to promote the development and improvement of agriculture for growers, the grower group community, and the broader community in Australia.

~~The objects of the Alliance are to promote the development and improvement of agricultural for growers, the grower~~

~~group community, and the broader community in Australia resources in Australia and more particularly through inter alia, activities that assist Grower Group members, and members of members, through liaison coordination and direct action with regard to fostering and bringing about increased production and profitability of commercial farm businesses through the adaption and adoption of new value chain technologies; the delivery of locally relevant research, development and extension, and the provision of support networks for participatory applied research and farmer to farmer technology and education exchange.~~

5. Powers of Alliance

Subject to the Act, the Alliance 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; and
- (b) open and operate bank accounts; and
- (c) invest its money —
 - (i) as trust funds may be invested under the Trustees Act 1962 Part III; or
 - (ii) in any other manner authorised by the rules of the Alliance; and
- (d) borrow money upon such terms and conditions as the Alliance thinks fit; and
- (e) give such security for the discharge of liabilities incurred by the Alliance as the Alliance thinks fit; and
- (f) appoint agents to transact any business of the Alliance on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

PART 2 — ALLIANCE TO BE NOT FOR PROFIT BODY

6. Not-for-profit body

(Associations Incorporation Act 2015 Schedule 1 Item 20)

- (1) The property and income of the Alliance must be applied solely towards the promotion of the objects or purposes of the Alliance and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Alliance only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Alliance is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Alliance, or for goods supplied to the Alliance, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Alliance from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Alliance; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Alliance.

Note	for	this	rule-
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Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

PART 3 — MEMBERS

Division 1 — Membership

7. Minimum number of members

The Alliance must have at all times, at least six (6) members with full voting rights.

8. Eligibility for membership

(Associations Incorporation Act 2015 Schedule 1 Item 3)

Any corporate body or natural person who supports the objects of the Alliance is eligible to apply to become a member subject to rules 9 and 10.

9. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Alliance.
- (2) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

10. Dealing with membership applications

- (1) The Board must consider each application for membership of the Alliance and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Alliance.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 8; and
 - (b) has applied under rule 9.
- (5) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 8; and
 - (b) has applied under rule 9.
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

11. Becoming a member

(Associations Incorporation Act 2015 Schedule 1 Item 3)

- (1) An applicant for membership of the Alliance becomes a member when —
 - (a) the Board accepts the application; and
 - (b) the applicant pays any membership fees payable to the Alliance under rule 16.
- (2) On becoming a member —
 - (a) the rights, privileges and obligations of membership under these rules commence with immediate effect; and
 - (b) the Alliance must give each person who become a member of the Alliance a copy of the rules in force at the time their membership commenced.
- (3) It is acceptable for the Alliance to provide a copy of the rules to new members —
 - (a) by electronic transmission; or
 - (b) by providing the details for the website where the rules may be downloaded; however,
 - (c) if the member so requests, the Alliance must provide the rules in hard copy paper format.

12. Classes of membership

- (1) The Alliance consists of members and associate members as provided for under subrules 2 and 3.
- (2) A member must be a body corporate that is generally recognised as either a Grower Group or a community-driven agricultural organisation with aims and objectives comparable to a Grower Group.
- (3) An associate member can be an individual person, a business or an incorporated or unincorporated body,

who whilst not eligible for membership, supports the objects of the Alliance.

- (4) The Board of the Alliance may segment associate memberships into the following categories —
 - (a) Associate Grower Group Member;
 - (b) Associate Member;
 - (c) Junior Associate Member;
 - (d) Honorary Associate Member;
 - (e) Life Associate Member; and
 - (f) Retired Associate Member.
- (5) The members in a general meeting can by an ordinary resolution, approve additional classes of associate membership.
- (6) No person is to be admitted into more than one class of associate membership.
- (7) A natural person who has not reached the age of 18 years is only eligible to be a Junior Associate Member.
- (8) A member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting.
- (9) An associate member has the rights referred to in subrule (8) other than full voting rights.
- (10) The number of members of any membership class is not limited unless otherwise approved by an ordinary resolution at a general meeting.

13. When membership ceases

(Associations Incorporation Act 2015 Schedule 1 Item 3)

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is natural person, the person dies;
 - (b) for a member who is a body corporate, the body corporate is deregistered or wound up;
 - (c) the person resigns from the Alliance under rule 14;
 - (d) the person is expelled from the Alliance under rule 19; or
 - (e) the person ceases to be a member under rule 16(4).
- (2) The secretary must:
 - (a) record in the register of members within 48 hours of becoming aware of the member ceasing to be a member, the date on which membership ceased; and
 - (b) keep a record, for at least one year after a person ceased to be a member, of the date on which the person ceased to be a member.

14. Resignation

- (1) A member may resign from membership of the Alliance by giving written notice of their resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Alliance remains liable for any fees that are owed to the Alliance (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Alliance in a court of competent jurisdiction as a debt due to the Alliance.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

16. Membership fees

(Associations Incorporation Act 2015 Schedule 1 Item 5)

- (1) The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Alliance.
- (2) The fees determined under subrule (1) are payable in advance, are non-refundable and may be different

for different classes of membership.

- (3) A member must pay the annual membership fee to the Alliance by the date (the **due date**) and in the manner determined by the Board.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired the Board may, at its discretion, accept payment and reinstate the membership.

Division 3 — Register of members

17. Register of members

(Associations Incorporation Act 2015 Schedule 1 Item 4)

- (1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Alliance under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Alliance.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member became and ceased to be, a member.
- (3) The register of members must be kept at the place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Alliance.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

18. Term used: member

In this Part —

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

Division 2 — Disciplinary action

19. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Alliance if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Alliance.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.

- (4) At the Board meeting, the Board must —
 - (a) give the member, or the member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Alliance.
- (5) A decision of the Board to suspend the member’s membership or to expel the member from the Alliance takes immediate effect.
- (6) The Board must give the member written notice of the Board’s decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Alliance may, within 14 days after receiving notice of the Board’s decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 27.
- (8) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.

20. Consequences of suspension

- (1) During the period a member’s membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Alliance.
- (2) When a member’s membership is suspended, the secretary must record in the register of members —
 - (a) that the member’s membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member’s membership is no longer suspended.

Division 3 — Resolving disputes

21. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

22. Application of Division

(Associations Incorporation Act 2015 Schedule 1 Item 18)

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

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

23. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

24. 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 23, 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 Alliance; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator
 under rule 27, the Board must not determine the dispute.

25. Determination of dispute by the Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - (a) give each party to the dispute, or the party’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board’s determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board’s determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 27.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

26. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 19(7); or
 - (b) by a party to a dispute under rule 24(5)(b)(ii) or 25(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 27.

27. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 19(7)— by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 24(5)(b)(ii) or 25(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 19(7); or
 - (b) a party to a dispute under rule 24(5)(b)(ii); or

- (c) a party to a dispute under rule 25(3) and the dispute is between one or more members and the Alliance.
- (4) The person appointed as mediator by the Board may be a member or former member of the Alliance 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.

28. 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.

Note	for	this	rule:
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Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

29. 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 Alliance gives notice under rule 19(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

PART 5 — Board

Division 1 — Powers of

the Board

30. Board of Directors

(Associations Incorporation Act 2015 Schedule 1 Item 6)

- (1) The Board of Directors are the persons who, as the management board of the Alliance, have the power to direct and manage the affairs of the Alliance.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Alliance.
- (3) The Board must take all reasonable steps to ensure that the Alliance complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Board of Directors and Director's Duties

31. Board Directors

- (1) The Board shall be comprised of five member elected directors and up to three independent directors.

- (2) Other than the independent director(s), member elected directors must be either elected into office at a general meeting or appointed to fill a casual vacancy.
- (3) The Board is to appoint one of its number to be the chairperson for the term of office determined by the Board.
- (4) The Board must fill the following officer positions by the appointment of a suitably qualified person, who need not be a director, to be either or both –
 - (a) the secretary; and
 - (b) the chief financial officer.

32. Director Eligibility

- (1) To be eligible to hold the position of a member elected director, a person must –
 - (a) be either a financial member, an officer or an employee, of a member of the Alliance;
 - (b) be at least 18 years of age;
 - (c) not be a person prevented from accepting appointment as a director by virtue of section 39 of the Act; and
 - (d) not be disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.
- (2) To be eligible to hold the position of an independent director, a person must –
 - (a) have special knowledge or abilities in business management, the agriculture industry or any other special knowledge or abilities as determined by the Board;
 - (b) be at least 18 years of age;
 - (c) not be a person prevented from accepting an appointment as a director under section 39 of the Act; and
 - (d) not be disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

33. Independent Director

(Associations Incorporation Act 2015 Schedule 1 Item 6(a))

- (1) An independent director shall -
 - (a) be appointed by the Board for their special knowledge or abilities in business management, the agriculture industry or any other special knowledge or abilities the Board sees fit;
 - (b) be appointed on the terms (including as to term of office and remuneration) as the Board sees fit;
 - (c) be subject to all other rules relating to Board members; and
 - (d) have the same voting rights at a Board meeting as a member elected director.
- (2) An independent director shall not vote at a meeting of directors on a motion about the terms and conditions of their appointment, conditions of service or termination of service but may be permitted by the chairperson of the meeting to speak in relation to the motion.
- (3) Despite the terms of appointment fixed under rule 33(1)(b), the appointment of an independent director must be ratified by the members at the general meeting next after the appointment of the independent director.
- (4) Ratification must be by a simple majority of members present and voting at the general meeting.
- (5) If the appointment of an independent director is not ratified, anything done by the independent director since their appointment and up to that time is taken to have been validly done.

34. Director's and Officer's duty of care and diligence

- (1) In this rule, and rules 35, 36 and 37, "officer" has the same meaning as defined in the Act.
- (2) An officer of the Alliance must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if that person –
 - (a) were an officer of the Alliance in the Alliance's circumstances; and
 - (b) occupied the office held by, and had the same responsibilities within the Alliance as, the officer.
- (3) An officer of the Alliance who makes a business judgment is taken to meet the requirements of subrule (2), and their equivalent duties at common law and in equity, in respect of the judgment if the officer –
 - (a) makes the judgment in good faith for a proper purpose; and
 - (b) does not have a material personal interest in the subject matter of the judgment; and
 - (c) informs himself or herself about the subject matter of the judgment to the extent the officer reasonably believes to be appropriate; and
 - (d) rationally believes that the judgment is in the best interests of the Alliance.

- (4) For the purposes of subrule (3) —
business judgment means any decision to take or not take action in respect of a matter relevant to the operations of the Alliance.
- (5) The officer's belief that the judgment is in the best interests of the Alliance is a rational one unless the belief is one that no reasonable person in the position of the officer would hold.

35. Duty of good faith and proper purpose

An officer of the Alliance must exercise their powers and discharge their duties —

- (a) in good faith in the best interests of the Alliance; and
- (b) for a proper purpose.

36. Use of position

An officer of the Alliance must not improperly use their position to —

- (a) gain an advantage for the officer or another person; or
- (b) cause detriment to the Alliance.

37. Use of information

- (1) Officers should assume that all Board documents are confidential unless otherwise stated.
- (2) Board documents made available to an officer should not be made available to subcommittees or members without the formal approval of the Board.
- (3) A person who obtains information because the person is, or has been, an officer of the Alliance must not improperly use the information to —
 - (a) gain an advantage for the person or another person; or
 - (b) cause detriment to the Alliance.
- (4) An officer must not issue, or cause to be issued, any statement about the business conducted by the Alliance at a general meeting or a Board meeting unless —
 - (a) the officer has been authorised at the general meeting or at a Board meeting, to do so; and
 - (b) the authority given to the director has been recorded in the minutes of the general meeting or the Board meeting at which it was given.
- (5) No member of the Board or a subcommittee shall issue public statements in the name of the Alliance unless authority has been granted by the chairperson, or in the chairperson's absence the deputy chairperson, with any statement to be clearly in accord with the policies of the Alliance as expressed by the Board.

38. Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

39. Secretary

The secretary has the following duties —

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

- and financial reports, as applicable to the Alliance;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

40. Chief Financial Officer

The chief financial officer, by whatever title; has the following duties —

- (a) ensuring that any amounts payable to the Alliance are collected and issuing receipts for those amounts in the Alliance's name;
- (b) ensuring that any amounts paid to the Alliance are credited to the appropriate account of the Alliance, as directed by the Board;
- (c) ensuring that any payments to be made by the Alliance that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Alliance complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Alliance's financial records, financial statements and financial reports, as applicable to the Alliance;
- (f) if the Alliance is a tier 1 association, coordinating the preparation of the Alliance's financial statements before their submission to the Alliance's annual general meeting;
- (g) if the Alliance is a tier 2 association or tier 3 association, coordinating the preparation of the Alliance's financial report before its submission to the Alliance's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Alliance's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the Chief Financial Officer under these rules or by the Board.

Division 3 — Election of Directors and tenure of office

41. How to become a Director

A person who is eligible under rule 32, becomes a director if they are —

- (a) nominated for office and elected by the members in accordance with these rules;
- (b) appointed by the Board to fill a casual vacancy under rule 47; or
- (c) appointed by the Board as an independent director under rule 33.

42. Nomination of Director

(Associations Incorporation Act 2015 Schedule 1 Item 6(a))

- (1) At least 42 days before an annual general meeting, the secretary must send to all members a written notice -
 - (a) calling for nominations to fill member elected director positions that will become vacant at the meeting;
 - (b) when calling for nominations the secretary must inform the members of the skill set required to maintain a well- balanced board to meet the objects of the Alliance; and
 - (c) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member can nominate a financial member an officer or an employee of the member, for election to the Board provided the member is not the nominator of a member elected director other than the retiring director i.e. a member cannot be the nominator of more than one member elected director in office at any one time.
- (3) A nomination must —
 - (a) be in writing, dated and signed on behalf of the member by an authorised person other than the nominee;
 - (b) provide a brief professional profile of the nominee addressing the requirements set out in the call for nominations for distribution to members under rule 42(1)(b), if the nominee is not the retiring director;
 - (c) bear the signature of the nominee who must attest to the accuracy of the profile, if any, and warrant that they are an eligible person under rule 32; and
 - (d) be received by the secretary at least 28 days before the annual general meeting at which the election is to take place.
- (4) A person whose nomination does not comply with this rule is not eligible to stand for election to the Board.

43. Election of Directors

(Associations Incorporation Act 2015 Schedule 1 Item 6(a))

- (1) At an annual general meeting, the members present must fill member elected director positions that are to become vacant at the meeting by effluxion of time.
- (2) If the number of valid nominations is not greater than the number of positions to be filled, then —
 - (a) the chairperson of the meeting shall declare each of the nominees elected; and

- (b) if a position that ought to be filled at the meeting remains unfilled, the position becomes a casual vacancy and can be filled by the Board.
- (3) If the number of valid nominations is greater than the number of positions to be filled the members present at the meeting must decide which of the candidates are elected by a single ballot where —
 - (a) the full name of each candidate appears in an identical order, as determined by the drawing of lots by the secretary, on the notice of meeting, proxy form and a single ballot paper;
 - (b) for a vote to be valid a voter must mark their proxy form or ballot paper, as the case might be, to cast clearly a vote for the exact number of candidates as there are vacancies to be filled;
 - (c) the candidate receiving the highest number of votes shall be elected; and
 - (d) if more than one position is to be filled the candidate receiving the next highest number of votes shall be elected and so on until all vacancies are filled.
 - (4) If the chairperson of the meeting is a candidate in a ballot —
 - (a) they shall vacate the chair; and
 - (b) an acting chairperson shall assume the chair and conduct the ballot; and
 - (c) on declaration of the ballot the chairperson shall have the option of resuming the chair or allowing the acting chairperson to continue in the role.
 - (5) In the event of a tied vote, the successful candidate shall be determined by the drawing of lots using a method directed by the chairperson or acting chairperson of the meeting.
 - (6) The term of office of the successful candidate commences at the conclusion of the meeting at which they were elected.

44. Term of office

(Associations Incorporation Act 2015 Schedule 1 Item 6(b))

- (1) Subject to subrule (2), the term of office of a member elected director is two years.
- (2) The inaugural member elected directors shall be assigned a term of office that results in —
 - (a) two directors retiring at the first annual general meeting; and
 - (b) three directors retiring at the second annual general meeting.
- (3) A term of office starts at the conclusion of the annual general meeting at which the appointment is made or ought to be made.
- (4) A retiring member elected director can be nominated for election for a further term.

45. Resignation and removal from office

- (1) A director may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) At a general meeting, the members may by resolution —
 - (a) remove a director from office; and
 - (b) must, if the resolution causes the number of directors to fall below the required minimum number under these rules, elect a person eligible under rule 32 to be a director, to fill the vacant position, but otherwise the vacated position is a casual vacancy under these rules.
- (4) A director who is the subject of a proposed resolution under subrule (3)(a) may make written representations of a reasonable length to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the director may require them to be read out at the general meeting at which the resolution is to be considered.

46. When Directorship ceases

(Associations Incorporation Act 2015 Schedule 1 Item 6(c))

A person ceases to be a director if the person —

- (a) dies;

- (b) no longer satisfies the eligibility criteria for standing for election to the office of director;
- (c) resigns from the Board;
- (d) at the end of their term of office retires or is not elected for a further term;
- (e) is removed from office under rule 45(3)(a);
- (f) becomes ineligible to act as a director under section 39 of the Act;
- (g) becomes permanently unable to act as a director because of a mental or physical disability;
- (h) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend; or
- (i) becomes prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

Note for this rule:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

47. Filling casual vacancies (Associations Incorporation Act 2015 Schedule 1 Item 6(d))

- (1) The Board may appoint a rule 32 eligible person to fill a position on the Board that —
 - (a) has become vacant under rule 46; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 45(3)(b).
- (2) A person filling a casual vacancy holds office for the unexpired period of the term of office of the vacant director position they are appointed.
- (3) The appointment of a director to fill a casual vacancy the term of which extends beyond the next occurring annual general meeting is to be ratified at that annual general meeting.
- (4) If the appointment of the director is not ratified, anything done by the director since their appointment and up to that time is taken to have been validly done.
- (5) Subject to the requirement for a quorum under rule 56, the Board may continue to act despite any vacancy in its membership.
- (6) If there are fewer directors than required for a quorum under rule 56, the Board may act only for the purpose of —
 - (a) appointing directors under this rule; or
 - (b) convening a general meeting at which the required director appointments are to be made.

48. Validity of acts

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

49. Payments to Directors - expenses (Associations Incorporation Act 2015 Schedule 1 Item 6(g))

- (1) In this rule —
 - director** means any director;
 - Board meeting** means a meeting of the Board under Division 4; and
 - subcommittee meeting** means a meeting of a subcommittee under Division 5.
- (2) A director is entitled to be paid out of the funds of the Alliance for any out-of-pocket expenses for travel and accommodation properly and reasonably incurred —
 - (a) in attending a Board meeting; or
 - (b) in attending a general meeting; or
 - (c) in attending a subcommittee meeting; or
 - (d) otherwise in connection with the Alliance’s business.
- (3) For the avoidance of doubt, the payment of out-of-pocket expenses under this rule 49 is separate to the remuneration paid to a director under rule 50.

50. Payments to Directors – remuneration (Associations Incorporation Act 2015 Schedule 1 Item 6(g))

- (1) In this rule —
 - director** means any director.

- (2) Directors are entitled to be paid out of the funds of the Alliance as remuneration for their ordinary services as directors in accordance with these rules and the Director Remuneration Policy.
- (3) Members must, in a general meeting, approve a maximum aggregate annual amount for the remuneration of the directors for their ordinary services as defined in the Director Remuneration Policy.
- (4) Remuneration fixed by the Board for the directors' ordinary services as directors must not exceed the maximum amount approved by members in general meeting under clause 50(3).
- (5) The Board must adopt a Director Remuneration Policy from time to time outlining the processes and procedures for director remuneration and payments so long they are consistent with the requirements set out in this rule 50.

Division 4 — Board meetings

51. Board meetings

- (1) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the inaugural directors as soon as practicable after their appointment.
- (3) Special Board meetings may be convened by the chairperson or any 2 directors.

52. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each director at least 48 hours before the time of the meeting or such shorter period –
 - (a) as agreed by all directors; or
 - (b) as determined by the chairperson if needing to put urgent business before a Board meeting but in that only that urgent business can be transacted at the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) A meeting conducted under rule 55 is deemed to be held at the place at which the chairperson of the meeting is located provided that place is within Western Australia.
- (4) Unless subrule (5) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (5) Urgent business that has not been described in the notice may be conducted at the meeting if the directors at the meeting unanimously agree to treat that business as urgent.

53. Procedure and order of business

(Associations Incorporation Act 2015 Schedule 1 Item 6(e))

- (1) The chairperson or, in the chairperson's absence the deputy chairperson, if there is one, must preside as chairperson of each Board meeting.
- (2) If the chairperson and deputy chairperson, if there is one, are absent or are unwilling to act as chairperson of a meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the directors at the meeting.
- (5) A member or other person who is not a director may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and

- (c) cannot vote on any matter that is to be decided at the meeting.

54. Material Personal Interest

- (1) In accordance with section 42 of the Act a director who has a material personal interest in a matter being considered at a Board meeting must —
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (b) disclose the nature and extent of the interest at the next general meeting of the Alliance.
- (2) In accordance with section 43 of the Act a director who has a material personal interest in a matter before the Board —
 - (a) can be heard on the matter; but
 - (b) must not be present while the matter is being considered; and
 - (c) must not vote on the matter.
- (3) In accordance with sections 42(3) and 43(2) of the Act this rule does not apply in respect of a material personal interest —
 - (a) that exists only because the director —
 - (i) is an employee of the Alliance; or
 - (ii) is a member of a class of persons for whose benefit the Alliance is established; or
 - (b) that the director has in common with all, or a substantial proportion of, the members of the Alliance or the members of members of the Alliance.
- (4) In accordance with section 42(6) of the Act every disclosure made by a director of a material personal interest must be recorded in the minutes of the Board meeting at which a disclosure is made.
- (5) If, because of this rule, there are not enough directors to form a quorum to consider a matter —
 - (a) one or more directors, including those who have a material personal interest in the matter, may call a general meeting; and
 - (b) the general meeting may pass a resolution to deal with the matter.

55. Use of technology to be present at a Board meeting

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

56. Quorum for Board meeting

(Associations Incorporation Act 2015 Schedule 1 Item 6(e))

- (1) Subject to rule 47(6) and subrule (2) below, no business is to be conducted at a Board meeting unless a quorum of four (4) directors are present.
- (2) Member elected directors must always be in the majority to constitute a quorum.
- (3) Proxy votes cannot be used to make up a quorum at a Board meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under subrule (4)(b); and
 - (b) at least 2 member elected directors are present at the meeting, those members present are taken to constitute a quorum.

Note for this rule:

If these model rules are adopted, the quorum for a Board meeting is as notified to the Commissioner under section 7(4)(d) or 29(5)(d) of the Act.

57. Voting at Board meeting

(Associations Incorporation Act 2015 Schedule 1 Item 6(e))

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

58. Minutes of Board meetings

(Associations Incorporation Act 2015 Schedule 1 Item 6(f))

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the directors present at the meeting;
 - (b) the name of any person attending the meeting under rule 53(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Alliance's minute book within 30 days after the meeting is held.
- (4) 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.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Note for this rule:

Section 42(6) of the Act requires details relating to the disclosure of a director's material personal interest in a matter being considered at a Board meeting to be recorded in the minutes of the meeting.

Division 5 — Subcommittees

59. Subcommittees

- (1) To help the Board in the conduct of the business of the Alliance, the Board may, in writing, appoint one or more subcommittees.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (3) Subject to any directions given by the Board a subcommittee may meet and conduct business as it considers appropriate.
- (4) The Board may determine the remuneration (if any) of any subcommittee members.

60. Delegation to subcommittees

- (1) In this rule —
non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee under this

rule, may be exercised or performed by the subcommittee in accordance with the terms of the delegation.

- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS

61. Annual general meeting

(Associations Incorporation Act 2015 Schedule 1 Item 13)

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Alliance's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Alliance's activities during the preceding financial year; and
 - (ii) if the Alliance is a tier 1 association, the financial statements of the Alliance for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Alliance is a tier 2 association or a tier 3 association, the financial report of the Alliance for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Alliance and other directors;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Alliance in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Note for this rule:

Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

62. Special general meetings

(Associations Incorporation Act 2015 Schedule 1 Item 10)

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Board must consider and reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

63. Notice of general meetings

(Associations Incorporation Act 2015 Schedule 1 Item 8, 9 & 13)

- (1) The secretary or, in the case of a special general meeting convened under rule 62(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if the meeting is the annual general meeting, include the names of persons nominated for election to the Board under rule 42(2) and
- (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 64(6).

Note for this paragraph:

Section 51(1) of the Act states that a resolution is a special resolution if it is passed —

- (a) at a general meeting of an incorporated association; and
- (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

64. Proxies

- (1) Subject to subrule (2), a member may appoint a person entitled to vote at a general meeting of the Alliance or the chairperson of the meeting to be the member's proxy to speak and vote on their behalf at a general meeting.
- (2) A person entitled to vote at a general meeting may be appointed the proxy for not more than 2 members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy shall give specific directions as to how the proxy is to vote on their behalf.
- (5) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy;
 - (b) that clearly sets out how the proxy is to vote; and
 - (b) that has been signed on behalf of the member by an authorised person.
- (6) Notice of a general meeting given to a member under rule 63 must —
 - (a) state that the member may appoint a qualified person to be their proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Alliance not later than 24 hours before the commencement of the meeting.

65. Use of technology to be present at general meetings

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

66. Presiding member and quorum for general meetings

(Associations Incorporation Act 2015 Schedule 1 Item 7)

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) Five members represented in person or by proxy, and being entitled to vote under these rules at a general meeting, will constitute a quorum for the conduct of business at a general meeting.

- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
 - (b) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

67. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 63(1)(b).

68. Attending and voting at general meeting (Associations Incorporation Act 2015 Schedule 1 Item 7 & 8)

- (1) All directors, reviewers or auditors are entitled to attend a general meeting of the Alliance and be heard on any matter before the meeting.
- (2) A member elected director present at a general meeting is the ex-officio representative of their nominator entity and entitled to cast that entity's vote, unless the nominating entity has appointed some other person to be their representative under subrule (3).
- (3) A member may, in writing, appoint an individual who must be either a member or an officer of the member, to represent it at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (4) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (5) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by written notice given to the secretary.
- (6) On any question arising at a general meeting, subject to subrule (8) —
 - (a) each member represented in person may, in a show of hands or by general agreement or disagreement, cast one vote; and
 - (b) in the event of a poll being called, each member represented in person or by proxy has one vote.
- (7) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (8) If votes are divided equally on a question, the chairperson of the meeting, if a member elected director, has a second or casting vote.
- (9) 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.

- (10) For a person to be eligible to vote at a general meeting on behalf of a member, that member —
- (a) must have been a member at the time notice of the meeting was given under rule 63; and
 - (b) must have paid any fee or other money payable to the Alliance by the member.

69. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
- (a) to affiliate the Alliance with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following—

- (a) to adopt these model rules (section 29(1));
- (b) to alter its rules, including changing the name of the association (section 30(1));
- (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its incorporation (section 129).

70. Determining whether resolution carried

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members represented in person or by proxy —
- (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

71. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
- (a) the names of the members attending the meeting; and
 - (b) any proxy forms given to the secretary of the meeting under rule 64(7); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 61(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 61(3)(b)(iv).

- (4) The minutes of a general meeting must be entered in the Alliance’s minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

72. Source of funds

The funds of the Alliance may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

73. Control of funds

(Associations Incorporation Act 2015 Schedule 1 Item 11)

- (1) The Alliance must open an account in the name of the Alliance with a financial institution from which all expenditure of the Alliance is made and into which all funds received by the Alliance are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Alliance.
- (3) The Board may authorise the chief financial officer to expend funds on behalf of the Alliance up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Alliance must be signed by —
 - (a) 2 directors; or
 - (b) one director and the secretary; or
 - (c) one director and the chief financial officer; or
 - (d) one director and a person authorised by the Board.
- (5) All funds of the Alliance must be deposited into the Alliance’s account within 5 working days after their receipt.

74. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Alliance under Part 5 of the Act relating to the financial statements or financial report of the Alliance are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Alliance is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Alliance is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor’s report, as applicable, on the financial statements or financial report.

Notes for this rule:

1. Under section 66 of the Act, an incorporated association must keep financial records that: -
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
2. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

PART 8 — GENERAL MATTERS

75. By-laws

- (1) The Alliance may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 12(3); and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the Alliance's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Alliance and the auditing of the Alliance's accounts; and
 - (d) provide for any other matter the Alliance considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Alliance that are additional to, and do not restrict, a requirement imposed on the Alliance under Part 5 of the Act.
- (5) At the request of a member, the Alliance must make a copy of the by-laws available for inspection by the member.

76. Executing documents and common seal

(Associations Incorporation Act 2015 Schedule 1 Item 15)

- (1) The Alliance may execute a document without using a common seal if the document is signed by —
 - (a) 2 directors; or
 - (b) one director and the secretary;
 - (c) one director and a person authorised by the Board.
- (2) If the Alliance has a common seal —
 - (a) the name of the Alliance must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
 - (i) 2 directors; or
 - (ii) one director and the secretary; or
 - (iii) one director and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another director authorised by the Board.

77. Giving notices to members

- (1) In this rule —
recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

78. Custody of books and securities

(Associations Incorporation Act 2015 Schedule 1 Item 16)

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

79. Record of office holders

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

Note for this rule

Section 58 of the Act —

- (a) sets out the details of the record that an incorporated association must maintain of the Directors and certain others; and
- (b) provides for members to inspect, make a copy of or take an extract from the record; and
- (c) prohibits a person from disclosing information in the record except for authorised purposes.

80. Inspection of records and documents

(Associations Incorporation Act 2015 Schedule 1 Item 17)

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

Note for this subrule:

Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Alliance; or
 - (b) that is related to complying with a requirement of the Act.

Note for this subrule:

Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

81. Distribution of surplus property on cancellation of incorporation or winding up

(Associations Incorporation Act 2015 Schedule 1 Item 19)

- (1) In this rule —
surplus property, in relation to the Alliance, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Alliance; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Alliance, but does not include books relating to the management of the Alliance.
- (2) **The Alliance may resolve to wind up by special resolution.**
- (3) **If upon the cancellation of the incorporation or winding up of the Alliance there remains any surplus property, the surplus property must not be paid to or distributed among the members but must be distributed to one or more institutions, funds or authorities under section 24(1) of the Act which:**
 - (a) **have objects similar to the Objects;**
 - (b) **is a Registered Charity; and**
 - (c) **prohibit distribution of its income and property among its members and directors to an extent at least as great as is imposed on the Alliance by rule 6.**
- (4) **The identity of the institutions, funds or authorities referred to in rule 81(3) must be decided by special resolution of the members.**
- ~~(5) **On the cancellation of the incorporation or the winding up of the Alliance, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.**~~

Note for this rule:

Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated association may be distributed on the cancellation of the incorporation or the winding up of the association. Part 9 of the Act deals with the winding up of incorporated associations, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated associations.

82. Alteration of rules

(Associations Incorporation Act 2015 Schedule 1 Item 14)

If the Alliance wants to alter or rescind any of these rules, or to make additional rules, the Alliance may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

Note for this rule:

Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

Appendix 2

Clean version of the amended Rules

Grower Group Alliance Inc.



**GROWER
GROUP
ALLIANCE**
Together we grow

Rules

March 2025

PART 1 — PRELIMINARY

1. Terms used

(3) In these rules, unless the contrary intention appears —

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

ACNC Commissioner means the Commissioner for the purposes of the ACNC Act;

Act means the *Associations Incorporation Act 2015*;

Alliance means the **Grower Group Alliance Inc.**;

associate member means a person whose names appears in the register of members as a member under rule 12(3) and holding the rights referred to in rule 12(9);

Board of Directors means the Board of Directors of the Alliance and the term “**Board**” has the corresponding meaning;

director means a member of the Board of the Alliance;

Board meeting means a meeting of the Board of Directors of the Alliance;

books, of the Alliance, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by-laws means by-laws made by the Alliance under rule 75;

chairperson means the Board member holding office as the chairperson of the Alliance;

chief financial officer means the person appointed by the Board in accordance with rule 31(4)(b);

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

Director Remuneration Policy means the policy adopted by the Board under rule 50(5);

financial records includes —

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

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Alliance required under Part 5 Division 3 of the Act;

financial year, of the Alliance, has the meaning given in rule 3;

general meeting, of the Alliance, means a meeting of the Alliance that all members are entitled to receive notice of and to attend;

Grower Group (aka Farming Systems Group) means an incorporated, not-for-profit group of farmers formed with objects aimed at, but not limited to, increasing the production and profitability of their member’s farm businesses through the adoption of new value chain technologies; the delivery of locally relevant research, development and extension, and the provision of support networks for participatory applied research and farmer-to-farmer technology and education exchange and the like;

member means a body corporate whose application for membership of the Alliance under rule 9 has been approved by the board as evidenced by an entry in the register of members of the Alliance;

Objects means the objects referred to in rule 4;

officer has the same meaning as defined in the Act;

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

Registered Charity means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act;

rules means these rules of the Alliance, as in force for the time being;

secretary means the person appointed by the Board in accordance with rule 31(4)(a);

special general meeting means a general meeting of the Alliance other than the annual general meeting;

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

subcommittee means a subcommittee appointed by the Board under rule 59(1);

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

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies.

(4) In these rules:

the word “may” is discretionary and does not require a thing to be done;

the words “must” and “shall” are imperatives and require a thing to be done or not done as the case requires;

“writing” includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and “written” has a corresponding meaning;

words importing one gender include other genders;

words importing persons include a body corporate;

words in the singular include the plural, and vice versa;

words or expressions used have the same meanings as those given to them by the Act; and

a reference to an act of Parliament or regulation is a reference to that act or regulation as it may be amended from time to time.

2. Name (Associations Incorporation Act 2015 Schedule 1 Item 1)

(3) The name of the association is **Grower Group Alliance Inc.** (the Alliance);

(4) The Alliance is the successor body of the unincorporated Grower Group Alliance Strategic Advisory Group (SAG) that provided direction, advice and feedback on the activities of a State government and industry funded Grower Group Alliance Project, which commenced in 2002.

3. Financial year (Associations Incorporation Act 2015 Schedule 1 Item 12)

(3) The first financial year of the Alliance is the period commencing on the day of incorporation and ending on 30 June 2019.

(4) Subsequent financial years of the Alliance are to be the period of 12 months commencing at the termination of the first financial year.

4. Objects (Associations Incorporation Act 2015 Schedule 1 Item 2)

The objects of the Alliance are to promote the development and improvement of agriculture for growers, the grower group community, and the broader community in Australia.

5. Powers of Alliance

Subject to the Act, the Alliance 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; and
- (b) open and operate bank accounts; and
- (c) invest its money —
 - (i) as trust funds may be invested under the Trustees Act 1962 Part III; or
 - (ii) in any other manner authorised by the rules of the Alliance; and
- (d) borrow money upon such terms and conditions as the Alliance thinks fit; and
- (e) give such security for the discharge of liabilities incurred by the Alliance as the Alliance thinks fit; and
- (f) appoint agents to transact any business of the Alliance on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

PART 2 — ALLIANCE TO BE NOT FOR PROFIT BODY

6. Not-for-profit body

(Associations Incorporation Act 2015 Schedule 1 Item 20)

- (4) The property and income of the Alliance must be applied solely towards the promotion of the objects or purposes of the Alliance and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (5) A payment may be made to a member out of the funds of the Alliance only if it is authorised under subrule (3).
- (6) A payment to a member out of the funds of the Alliance is authorised if it is —
- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Alliance, or for goods supplied to the Alliance, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Alliance from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Alliance; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Alliance.

Note for this rule-

Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

PART 3 — MEMBERS

Division 1 — Membership

7. Minimum number of members

The Alliance must have at all times, at least six (6) members with full voting rights.

8. Eligibility for membership

(Associations Incorporation Act 2015 Schedule 1 Item 3)

Any corporate body or natural person who supports the objects of the Alliance is eligible to apply to become a member subject to rules 9 and 10.

9. Applying for membership

- (3) A person who wants to become a member must apply in writing to the Alliance.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

10. Dealing with membership applications

- (8) The Board must consider each application for membership of the Alliance and decide whether to accept or reject the application.
- (9) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Alliance.
- (10) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (11) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 8; and
 - (b) has applied under rule 9.
- (12) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 8; and
 - (b) has applied under rule 9.
- (13) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (14) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

11. Becoming a member

(Associations Incorporation Act 2015 Schedule 1 Item 3)

- (4) An applicant for membership of the Alliance becomes a member when —
 - (a) the Board accepts the application; and
 - (b) the applicant pays any membership fees payable to the Alliance under rule 16.
- (5) On becoming a member —
 - (a) the rights, privileges and obligations of membership under these rules commence with immediate effect; and
 - (b) the Alliance must give each person who become a member of the Alliance a copy of the rules in force at the time their membership commenced.
- (6) It is acceptable for the Alliance to provide a copy of the rules to new members —
 - (a) by electronic transmission; or
 - (b) by providing the details for the website where the rules may be downloaded; however,
 - (c) if the member so requests, the Alliance must provide the rules in hard copy paper format.

12. Classes of membership

- (11) The Alliance consists of members and associate members as provided for under subrules 2 and 3.
- (12) A member must be a body corporate that is generally recognised as either a Grower Group or a community-driven agricultural organisation with aims and objectives comparable to a Grower Group.
- (13) An associate member can be an individual person, a business or an incorporated or unincorporated body, who whilst not eligible for membership, supports the objects of the Alliance.

- (14) The Board of the Alliance may segment associate memberships into the following categories —
 - (a) Associate Grower Group Member;
 - (b) Associate Member;
 - (c) Junior Associate Member;
 - (d) Honorary Associate Member;
 - (e) Life Associate Member; and
 - (f) Retired Associate Member.
- (15) The members in a general meeting can by an ordinary resolution, approve additional classes of associate membership.
- (16) No person is to be admitted into more than one class of associate membership.
- (17) A natural person who has not reached the age of 18 years is only eligible to be a Junior Associate Member.
- (18) A member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting.
- (19) An associate member has the rights referred to in subrule (8) other than full voting rights.
- (20) The number of members of any membership class is not limited unless otherwise approved by an ordinary resolution at a general meeting.

13. When membership ceases (Associations Incorporation Act 2015 Schedule 1 Item 3)

- (3) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is natural person, the person dies;
 - (b) for a member who is a body corporate, the body corporate is deregistered or wound up;
 - (c) the person resigns from the Alliance under rule 14;
 - (d) the person is expelled from the Alliance under rule 19; or
 - (e) the person ceases to be a member under rule 16(4).
- (4) The secretary must:
 - (a) record in the register of members within 48 hours of becoming aware of the member ceasing to be a member, the date on which membership ceased; and
 - (b) keep a record, for at least one year after a person ceased to be a member, of the date on which the person ceased to be a member.

14. Resignation

- (5) A member may resign from membership of the Alliance by giving written notice of their resignation to the secretary.
- (6) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (7) A person who has resigned from membership of the Alliance remains liable for any fees that are owed to the Alliance (the **owed amount**) at the time of resignation.
- (8) The owed amount may be recovered by the Alliance in a court of competent jurisdiction as a debt due to the Alliance.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

16. Membership fees (Associations Incorporation Act 2015 Schedule 1 Item 5)

- (6) The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Alliance.
- (7) The fees determined under subrule (1) are payable in advance, are non-refundable and may be different for different classes of membership.
- (8) A member must pay the annual membership fee to the Alliance by the date (the **due date**) and in the manner determined by the Board.
- (9) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (10) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired the Board may, at its discretion, accept payment and reinstate the membership.

Division 3 — Register of members

17. Register of members

(Associations Incorporation Act 2015 Schedule 1 Item 4)

- (6) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Alliance under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Alliance.
- (7) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member became and ceased to be, a member.
- (8) The register of members must be kept at the place determined by the Board.
- (9) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (10) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Alliance.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

18. Term used: member

In this Part —

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

Division 2 — Disciplinary action

19. Suspension or expulsion

- (9) The Board may decide to suspend a member's membership or to expel a member from the Alliance if —
- the member contravenes any of these rules; or
 - the member acts detrimentally to the interests of the Alliance.
- (10) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (11) The notice given to the member must state —
- when and where the Board meeting is to be held; and
 - the grounds on which the proposed suspension or expulsion is based; and
 - that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- (12) At the Board meeting, the Board must —
- give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - give due consideration to any submissions so made; and
 - decide —
 - whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - whether or not to expel the member from the Alliance.
- (13) A decision of the Board to suspend the member's membership or to expel the member from the Alliance takes immediate effect.
- (14) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (15) A member whose membership is suspended or who is expelled from the Alliance may, within 14 days after receiving notice of the Board's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 27.
- (16) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.

20. Consequences of suspension

- (4) During the period a member's membership is suspended, the member —
- loses any rights (including voting rights) arising as a result of membership; and
 - is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Alliance.
- (5) When a member's membership is suspended, the secretary must record in the register of members —
- that the member's membership is suspended; and
 - the date on which the suspension takes effect; and
 - the period of the suspension.
- (6) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

21. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

22. Application of Division

(Associations Incorporation Act 2015 Schedule 1 Item 18)

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

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

23. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

24. How grievance procedure is started

- (6) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, 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.
- (7) Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (8) 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.
- (9) 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.
- (10) If —
 - (a) the dispute is between one or more members and the Alliance; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 27,the Board must not determine the dispute.

25. Determination of dispute by the Board

- (5) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (6) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (7) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 27.
- (8) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

26. Application of Division

- (3) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
- (a) by a member under rule 19(7); or
 - (b) by a party to a dispute under rule 24(5)(b)(ii) or 25(3).
- (4) If this Division applies, a mediator must be chosen or appointed under rule 27.

27. Appointment of mediator

- (5) The mediator must be a person chosen —
- (a) if the appointment of a mediator was requested by a member under rule 19(7)— by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 24(5)(b)(ii) or 25(3) — by agreement between the parties to the dispute.
- (6) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- (7) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
- (a) a member under rule 19(7); or
 - (b) a party to a dispute under rule 24(5)(b)(ii); or
 - (c) a party to a dispute under rule 25(3) and the dispute is between one or more members and the Alliance.
- (8) The person appointed as mediator by the Board may be a member or former member of the Alliance 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.

28. Mediation process

- (7) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (8) 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.
- (9) 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.
- (10) The mediator cannot determine the matter that is the subject of the mediation.
- (11) 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.
- (12) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

29. 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 Alliance gives notice under rule 19(7); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

PART 5 — Board

Division 1 — Powers of the Board

30. Board of Directors

(Associations Incorporation Act 2015 Schedule 1 Item 6)

- (4) The Board of Directors are the persons who, as the management board of the Alliance, have the power to direct and manage the affairs of the Alliance.
- (5) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Alliance.
- (6) The Board must take all reasonable steps to ensure that the Alliance complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Board of Directors and Director's Duties

31. Board Directors

- (5) The Board shall be comprised of five member elected directors and up to three independent directors.
- (6) Other than the independent director(s), member elected directors must be either elected into office at a general meeting or appointed to fill a casual vacancy.
- (7) The Board is to appoint one of its number to be the chairperson for the term of office determined by the Board.
- (8) The Board must fill the following officer positions by the appointment of a suitably qualified person, who need not be a director, to be either or both –
 - (a) the secretary; and
 - (b) the chief financial officer.

32. Director Eligibility

- (3) To be eligible to hold the position of a member elected director, a person must –
 - (a) be either a financial member, an officer or an employee, of a member of the Alliance;
 - (b) be at least 18 years of age;
 - (c) not be a person prevented from accepting appointment as a director by virtue of section 39 of the Act; and
 - (d) not be disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.
- (4) To be eligible to hold the position of an independent director, a person must –
 - (a) have special knowledge or abilities in business management, the agriculture industry or any other special knowledge or abilities as determined by the Board;
 - (b) be at least 18 years of age;
 - (c) not be a person prevented from accepting an appointment as a director under section 39 of the Act; and
 - (d) not be disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

33. Independent Director

(Associations Incorporation Act 2015 Schedule 1 Item 6(a))

- (6) An independent director shall –
 - (a) be appointed by the Board for their special knowledge or abilities in business management, the agriculture industry or any other special knowledge or abilities the Board sees fit;
 - (b) be appointed on the terms (including as to term of office and remuneration) as the Board sees fit;
 - (c) be subject to all other rules relating to Board members; and
 - (d) have the same voting rights at a Board meeting as a member elected director.
- (7) An independent director shall not vote at a meeting of directors on a motion about the terms and conditions of their appointment, conditions of service or termination of service but may be permitted by the chairperson of the meeting to speak in relation to the motion.
- (8) Despite the terms of appointment fixed under rule 33(1)(b), the appointment of an independent director must be ratified by the members at the general meeting next after the appointment of the independent director.
- (9) Ratification must be by a simple majority of members present and voting at the general meeting.
- (10) If the appointment of an independent director is not ratified, anything done by the independent director since their appointment and up to that time is taken to have been validly done.

34. Director's and Officer's duty of care and diligence

- (6) In this rule, and rules 35, 36 and 37, "officer" has the same meaning as defined in the Act.

- (7) An officer of the Alliance must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if that person —
- (a) were an officer of the Alliance in the Alliance’s circumstances; and
 - (b) occupied the office held by, and had the same responsibilities within the Alliance as, the officer.
- (8) An officer of the Alliance who makes a business judgment is taken to meet the requirements of subrule (2), and their equivalent duties at common law and in equity, in respect of the judgment if the officer —
- (a) makes the judgment in good faith for a proper purpose; and
 - (b) does not have a material personal interest in the subject matter of the judgment; and
 - (c) informs himself or herself about the subject matter of the judgment to the extent the officer reasonably believes to be appropriate; and
 - (d) rationally believes that the judgment is in the best interests of the Alliance.
- (9) For the purposes of subrule (3) —
business judgment means any decision to take or not take action in respect of a matter relevant to the operations of the Alliance.
- (10) The officer’s belief that the judgment is in the best interests of the Alliance is a rational one unless the belief is one that no reasonable person in the position of the officer would hold.

35. Duty of good faith and proper purpose

An officer of the Alliance must exercise their powers and discharge their duties —

- (a) in good faith in the best interests of the Alliance; and
- (b) for a proper purpose.

36. Use of position

An officer of the Alliance must not improperly use their position to —

- (a) gain an advantage for the officer or another person; or
- (b) cause detriment to the Alliance.

37. Use of information

(6) Officers should assume that all Board documents are confidential unless otherwise stated.

- (7) Board documents made available to an officer should not be made available to subcommittees or members without the formal approval of the Board.
- (8) A person who obtains information because the person is, or has been, an officer of the Alliance must not improperly use the information to —
- (a) gain an advantage for the person or another person; or
 - (b) cause detriment to the Alliance.
- (9) An officer must not issue, or cause to be issued, any statement about the business conducted by the Alliance at a general meeting or a Board meeting unless —
- (a) the officer has been authorised at the general meeting or at a Board meeting, to do so; and
 - (b) the authority given to the director has been recorded in the minutes of the general meeting or the Board meeting at which it was given.
- (10) No member of the Board or a subcommittee shall issue public statements in the name of the Alliance unless authority has been granted by the chairperson, or in the chairperson’s absence the deputy chairperson, with any statement to be clearly in accord with the policies of the Alliance as expressed by the Board.

38. Chairperson

- (3) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
- (4) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

39. Secretary

The secretary has the following duties —

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

- other persons authorised to act on behalf of the Alliance, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Alliance, other than the financial records, financial statements and financial reports, as applicable to the Alliance;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

40. Chief Financial Officer

The chief financial officer, by whatever title; has the following duties —

- (a) ensuring that any amounts payable to the Alliance are collected and issuing receipts for those amounts in the Alliance's name;
- (b) ensuring that any amounts paid to the Alliance are credited to the appropriate account of the Alliance, as directed by the Board;
- (c) ensuring that any payments to be made by the Alliance that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Alliance complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Alliance's financial records, financial statements and financial reports, as applicable to the Alliance;
- (f) if the Alliance is a tier 1 association, coordinating the preparation of the Alliance's financial statements before their submission to the Alliance's annual general meeting;
- (g) if the Alliance is a tier 2 association or tier 3 association, coordinating the preparation of the Alliance's financial report before its submission to the Alliance's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Alliance's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the Chief Financial Officer under these rules or by the Board.

Division 3 — Election of Directors and tenure of office

41. How to become a Director

A person who is eligible under rule 32, becomes a director if they are —

- (a) nominated for office and elected by the members in accordance with these rules;
- (b) appointed by the Board to fill a casual vacancy under rule 47; or
- (c) appointed by the Board as an independent director under rule 33.

42. Nomination of Director

(Associations Incorporation Act 2015 Schedule 1 Item 6(a))

- (5) At least 42 days before an annual general meeting, the secretary must send to all members a written notice -
 - (a) calling for nominations to fill member elected director positions that will become vacant at the meeting;
 - (b) when calling for nominations the secretary must inform the members of the skill set required to maintain a well-balanced board to meet the objects of the Alliance; and
 - (c) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (6) A member can nominate a financial member an officer or an employee of the member, for election to the Board provided the member is not the nominator of a member elected director other than the retiring director i.e. a member cannot be the nominator of more than one member elected director in office at any one time.
- (7) A nomination must —
 - (a) be in writing, dated and signed on behalf of the member by an authorised person other than the nominee;
 - (b) provide a brief professional profile of the nominee addressing the requirements set out in the call for nominations for distribution to members under rule 42(1)(b), if the nominee is not the retiring director;
 - (c) bear the signature of the nominee who must attest to the accuracy of the profile, if any, and warrant that they are an eligible person under rule 32; and
 - (d) be received by the secretary at least 28 days before the annual general meeting at which the election is to take place.
- (8) A person whose nomination does not comply with this rule is not eligible to stand for election to the Board.

43. Election of Directors

(Associations Incorporation Act 2015 Schedule 1 Item 6(a))

- (7) At an annual general meeting, the members present must fill member elected director positions that are to become vacant at the meeting by effluxion of time.
- (8) If the number of valid nominations is not greater than the number of positions to be filled, then —
 - (a) the chairperson of the meeting shall declare each of the nominees elected; and
 - (b) if a position that ought to be filled at the meeting remains unfilled, the position becomes a casual vacancy and can be filled by the Board.
- (9) If the number of valid nominations is greater than the number of positions to be filled the members present at the

meeting must decide which of the candidates are elected by a single ballot where —

- (a) the full name of each candidate appears in an identical order, as determined by the drawing of lots by the secretary, on the notice of meeting, proxy form and a single ballot paper;
 - (b) for a vote to be valid a voter must mark their proxy form or ballot paper, as the case might be, to cast clearly a vote for the exact number of candidates as there are vacancies to be filled;
 - (c) the candidate receiving the highest number of votes shall be elected; and
 - (d) if more than one position is to be filled the candidate receiving the next highest number of votes shall be elected and so on until all vacancies are filled.
- (10) If the chairperson of the meeting is a candidate in a ballot —
- (a) they shall vacate the chair; and
 - (b) an acting chairperson shall assume the chair and conduct the ballot; and
 - (c) on declaration of the ballot the chairperson shall have the option of resuming the chair or allowing the acting chairperson to continue in the role.
- (11) In the event of a tied vote, the successful candidate shall be determined by the drawing of lots using a method directed by the chairperson or acting chairperson of the meeting.
- (12) The term of office of the successful candidate commences at the conclusion of the meeting at which they were elected.

44. Term of office

(Associations Incorporation Act 2015 Schedule 1 Item 6(b))

- (1) Subject to subrule (2), the term of office of a member elected director is two years.
- (5) The inaugural member elected directors shall be assigned a term of office that results in —
- (a) two directors retiring at the first annual general meeting; and
 - (b) three directors retiring at the second annual general meeting.
- (6) A term of office starts at the conclusion of the annual general meeting at which the appointment is made or ought to be made.
- (7) A retiring member elected director can be nominated for election for a further term.

45. Resignation and removal from office

- (6) A director may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (7) The resignation takes effect —
- (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at that later time.
- (8) At a general meeting, the members may by resolution —
- (a) remove a director from office; and
 - (b) must, if the resolution causes the number of directors to fall below the required minimum number under these rules, elect a person eligible under rule 32 to be a director, to fill the vacant position, but otherwise the vacated position is a casual vacancy under these rules.
- (9) A director who is the subject of a proposed resolution under subrule (3)(a) may make written representations of a reasonable length to the secretary or chairperson and may ask that the representations be provided to the members.
- (10) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the director may require them to be read out at the general meeting at which the resolution is to be considered.

46. When Directorship ceases

(Associations Incorporation Act 2015 Schedule 1 Item 6(c))

A person ceases to be a director if the person —

- (a) dies;
- (b) no longer satisfies the eligibility criteria for standing for election to the office of director;
- (c) resigns from the Board;
- (d) at the end of their term of office retires or is not elected for a further term;
- (e) is removed from office under rule 45(3)(a);
- (f) becomes ineligible to act as a director under section 39 of the Act;
- (g) becomes permanently unable to act as a director because of a mental or physical disability;
- (h) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend; or
- (i) becomes prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

Note for this rule:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

47. Filling casual vacancies

(Associations Incorporation Act 2015 Schedule 1 Item 6(d))

- (7) The Board may appoint a rule 32 eligible person to fill a position on the Board that —
 - (a) has become vacant under rule 46; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 45(3)(b).
- (8) A person filling a casual vacancy holds office for the unexpired period of the term of office of the vacant director position they are appointed.
- (9) The appointment of a director to fill a casual vacancy the term of which extends beyond the next occurring annual general meeting is to be ratified at that annual general meeting.
- (10) If the appointment of the director is not ratified, anything done by the director since their appointment and up to that time is taken to have been validly done.
- (11) Subject to the requirement for a quorum under rule 56, the Board may continue to act despite any vacancy in its membership.
- (12) If there are fewer directors than required for a quorum under rule 56, the Board may act only for the purpose of —
 - (a) appointing directors under this rule; or
 - (b) convening a general meeting at which the required director appointments are to be made.

48. Validity of acts

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

49. Payments to Directors - expenses

(Associations Incorporation Act 2015 Schedule 1 Item 6(g))

- (4) In this rule —
 - director** means any director;
 - Board meeting** means a meeting of the Board under Division 4; and
 - subcommittee meeting** means a meeting of a subcommittee under Division 5.
- (5) A director is entitled to be paid out of the funds of the Alliance for any out-of-pocket expenses for travel and accommodation properly and reasonably incurred —
 - (a) in attending a Board meeting; or
 - (b) in attending a general meeting; or
 - (c) in attending a subcommittee meeting; or
 - (d) otherwise in connection with the Alliance's business.
- (6) For the avoidance of doubt, the payment of out-of-pocket expenses under this rule 49 is separate to the remuneration paid to a director under rule 50.

50. Payments to Directors – remuneration

(Associations Incorporation Act 2015 Schedule 1 Item 6(g))

- (6) In this rule —
 - director** means any director.
- (7) Directors are entitled to be paid out of the funds of the Alliance as remuneration for their ordinary services as directors in accordance with these rules and the Director Remuneration Policy.
- (8) Members must, in a general meeting, approve a maximum aggregate annual amount for the remuneration of the directors for their ordinary services as defined in the Director Remuneration Policy.
- (9) Remuneration fixed by the Board for the directors' ordinary services as directors must not exceed the maximum amount approved by members in general meeting under clause 50(3).
- (10) The Board must adopt a Director Remuneration Policy from time to time outlining the processes and procedures for director remuneration and payments so long they are consistent with the requirements set out in this rule 50.

Division 4 — Board meetings

51. Board meetings

- (4) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.
- (5) The date, time and place of the first Board meeting must be determined by the inaugural directors as soon as practicable after their appointment.
- (6) Special Board meetings may be convened by the chairperson or any 2 directors.

52. Notice of Board meetings

- (6) Notice of each Board meeting must be given to each director at least 48 hours before the time of the meeting or such

shorter period –

- (a) as agreed by all directors; or
 - (b) as determined by the chairperson if needing to put urgent business before a Board meeting but in that only that urgent business can be transacted at the meeting.
- (7) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (8) A meeting conducted under rule 55 is deemed to be held at the place at which the chairperson of the meeting is located provided that place is within Western Australia.
- (9) Unless subrule (5) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (10) Urgent business that has not been described in the notice may be conducted at the meeting if the directors at the meeting unanimously agree to treat that business as urgent.

53. Procedure and order of business

(Associations Incorporation Act 2015 Schedule 1 Item 6(e))

- (7) The chairperson or, in the chairperson's absence the deputy chairperson, if there is one, must preside as chairperson of each Board meeting.
- (8) If the chairperson and deputy chairperson, if there is one, are absent or are unwilling to act as chairperson of a meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.
- (9) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (10) The order of business at a Board meeting may be determined by the directors at the meeting.
- (11) A member or other person who is not a director may attend a Board meeting if invited to do so by the Board.
- (12) A person invited under subrule (5) to attend a Board meeting –
- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

54. Material Personal Interest

- (6) In accordance with section 42 of the Act a director who has a material personal interest in a matter being considered at a Board meeting must –
- (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (b) disclose the nature and extent of the interest at the next general meeting of the Alliance.
- (7) In accordance with section 43 of the Act a director who has a material personal interest in a matter before the Board –
- (a) can be heard on the matter; but
 - (b) must not be present while the matter is being considered; and
 - (c) must not vote on the matter.
- (8) In accordance with sections 42(3) and 43(2) of the Act this rule does not apply in respect of a material personal interest –
- (a) that exists only because the director –
 - (i) is an employee of the Alliance; or
 - (ii) is a member of a class of persons for whose benefit the Alliance is established; or
 - (b) that the director has in common with all, or a substantial proportion of, the members of the Alliance or the members of members of the Alliance.
- (9) In accordance with section 42(6) of the Act every disclosure made by a director of a material personal interest must be recorded in the minutes of the Board meeting at which a disclosure is made.
- (10) If, because of this rule, there are not enough directors to form a quorum to consider a matter –
- (a) one or more directors, including those who have a material personal interest in the matter, may call a general meeting; and
 - (b) the general meeting may pass a resolution to deal with the matter.

55. Use of technology to be present at a Board meeting

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

56. Quorum for Board meeting

(Associations Incorporation Act 2015 Schedule 1 Item 6(e))

- (6) Subject to rule 47(6) and subrule (2) below, no business is to be conducted at a Board meeting unless a quorum of four (4) directors are present.
- (7) Member elected directors must always be in the majority to constitute a quorum.
- (8) Proxy votes cannot be used to make up a quorum at a Board meeting.
- (9) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (10) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under subrule (4)(b); and
 - (b) at least 2 member elected directors are present at the meeting, those members present are taken to constitute a quorum.

Note for this rule:

If these model rules are adopted, the quorum for a Board meeting is as notified to the Commissioner under section 7(4)(d) or 29(5)(d) of the Act.

57. Voting at Board meeting

(Associations Incorporation Act 2015 Schedule 1 Item 6(e))

- (6) Each director present at a Board meeting has one vote on any question arising at the meeting.
- (7) A motion is carried if a majority of the directors present at the Board meeting vote in favour of the motion.
- (8) If the votes are divided equally on a question, the chairperson of the meeting, if a member elected director, has a second and casting vote.
- (9) A vote may take place by the directors present indicating their agreement or disagreement or by a show of hands, unless the meeting decides that a secret ballot is needed to determine a particular question.
- (10) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

58. Minutes of Board meetings

(Associations Incorporation Act 2015 Schedule 1 Item 6(f))

- (6) The Board must ensure that minutes are taken and kept of each Board meeting.
- (7) The minutes must record the following —
 - (a) the names of the directors present at the meeting;
 - (b) the name of any person attending the meeting under rule 53(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (8) The minutes of a Board meeting must be entered in the Alliance's minute book within 30 days after the meeting is held.
- (9) 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.
- (10) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Note for this rule:

Section 42(6) of the Act requires details relating to the disclosure of a director's material personal interest in a matter being considered at a Board meeting to be recorded in the minutes of the meeting.

Division 5 — Subcommittees

59. Subcommittees

- (5) To help the Board in the conduct of the business of the Alliance, the Board may, in writing, appoint one or more subcommittees.
- (6) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (7) Subject to any directions given by the Board a subcommittee may meet and conduct business as it considers appropriate.
- (8) The Board may determine the remuneration (if any) of any subcommittee members.

60. Delegation to subcommittees

- (8) In this rule —
non-delegable duty means a duty imposed on the Board by the Act or another written law.

- (9) The Board may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (10) A power or duty, the exercise or performance of which has been delegated to a subcommittee under this rule, may be exercised or performed by the subcommittee in accordance with the terms of the delegation.
- (11) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (12) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (13) Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the Board.
- (14) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS

61. Annual general meeting

(Associations Incorporation Act 2015 Schedule 1 Item 13)

- (5) The Board must determine the date, time and place of the annual general meeting.
- (6) If it is proposed to hold the annual general meeting more than 6 months after the end of the Alliance's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (7) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Alliance's activities during the preceding financial year; and
 - (ii) if the Alliance is a tier 1 association, the financial statements of the Alliance for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Alliance is a tier 2 association or a tier 3 association, the financial report of the Alliance for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Alliance and other directors;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Alliance in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (8) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Note for this rule:

Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

62. Special general meetings

(Associations Incorporation Act 2015 Schedule 1 Item 10)

- (8) The Board may convene a special general meeting.
- (9) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (10) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (11) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (12) If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (13) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (14) The Board must consider and reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

63. Notice of general meetings

(Associations Incorporation Act 2015 Schedule 1 Item 8, 9 & 13)

- (3) The secretary or, in the case of a special general meeting convened under rule 62(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (4) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of persons nominated for election to the Board under rule 42(2) and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and

- (iii) comply with rule 64(6).

Note for this paragraph:

Section 51(1) of the Act states that a resolution is a special resolution if it is passed —

- (c) at a general meeting of an incorporated association; and
- (d) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

64. Proxies

- (9) Subject to subrule (2), a member may appoint a person entitled to vote at a general meeting of the Alliance or the chairperson of the meeting to be the member's proxy to speak and vote on their behalf at a general meeting.
- (10) A person entitled to vote at a general meeting may be appointed the proxy for not more than 2 members.
- (11) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (12) The member appointing the proxy shall give specific directions as to how the proxy is to vote on their behalf.
- (13) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy;
 - (b) that clearly sets out how the proxy is to vote; and
 - (b) that has been signed on behalf of the member by an authorised person.
- (14) Notice of a general meeting given to a member under rule 63 must —
 - (a) state that the member may appoint a qualified person to be their proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (15) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (16) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Alliance not later than 24 hours before the commencement of the meeting.

65. Use of technology to be present at general meetings

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

66. Presiding member and quorum for general meetings

(Associations Incorporation Act 2015 Schedule 1 Item 7)

- (7) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (8) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.
- (9) No business is to be conducted at a general meeting unless a quorum is present.
- (10) Five members represented in person or by proxy, and being entitled to vote under these rules at a general meeting, will constitute a quorum for the conduct of business at a general meeting.
- (11) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (12) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
 - (b) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

67. Adjournment of general meeting

- (5) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (6) Without limiting subrule (1), a meeting may be adjourned —

- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (7) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (8) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 63(1)(b).

68. Attending and voting at general meeting (Associations Incorporation Act 2015 Schedule 1 Item 7 & 8)

- (11) All directors, reviewers or auditors are entitled to attend a general meeting of the Alliance and be heard on any matter before the meeting.
- (12) A member elected director present at a general meeting is the ex-officio representative of their nominator entity and entitled to cast that entity's vote, unless the nominating entity has appointed some other person to be their representative under subrule (3).
- (13) A member may, in writing, appoint an individual who must be either a member or an officer of the member, to represent it at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (14) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (15) The appointment has effect until —
- (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by written notice given to the secretary.
- (16) On any question arising at a general meeting, subject to subrule (8) —
- (a) each member represented in person may, in a show of hands or by general agreement or disagreement, cast one vote; and
 - (b) in the event of a poll being called, each member represented in person or by proxy has one vote.
- (17) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (18) If votes are divided equally on a question, the chairperson of the meeting, if a member elected director, has a second or casting vote.
- (19) 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.
- (20) For a person to be eligible to vote at a general meeting on behalf of a member, that member —
- (a) must have been a member at the time notice of the meeting was given under rule 63; and
 - (b) must have paid any fee or other money payable to the Alliance by the member.

69. When special resolutions are required

- (3) A special resolution is required if it is proposed at a general meeting —
- (a) to affiliate the Alliance with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (4) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following —

- (a) to adopt these model rules (section 29(1));
- (b) to alter its rules, including changing the name of the association (section 30(1));
- (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its incorporation (section 129).

70. Determining whether resolution carried

- (8) In this rule —
- poll** means the process of voting in relation to a matter that is conducted in writing.
- (9) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- (a) carried; or
 - (b) carried unanimously; or

- (c) carried by a particular majority; or
 - (d) lost.
- (10) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
 - (11) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members represented in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
 - (12) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
 - (13) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
 - (14) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

71. Minutes of general meeting

- (7) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (8) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (9) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the members attending the meeting; and
 - (b) any proxy forms given to the secretary of the meeting under rule 64(7); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 61(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 61(3)(b)(iv).
- (10) The minutes of a general meeting must be entered in the Alliance's minute book within 30 days after the meeting is held.
- (11) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (12) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

72. Source of funds

The funds of the Alliance may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

73. Control of funds

(Associations Incorporation Act 2015 Schedule 1 Item 11)

- (6) The Alliance must open an account in the name of the Alliance with a financial institution from which all expenditure of the Alliance is made and into which all funds received by the Alliance are deposited.
- (7) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Alliance.
- (8) The Board may authorise the chief financial officer to expend funds on behalf of the Alliance up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (9) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Alliance must be signed by —
 - (a) 2 directors; or
 - (b) one director and the secretary; or
 - (c) one director and the chief financial officer; or
 - (d) one director and a person authorised by the Board.
- (10) All funds of the Alliance must be deposited into the Alliance's account within 5 working days after their receipt.

74. Financial statements and financial reports

- (3) For each financial year, the Board must ensure that the requirements imposed on the Alliance under Part 5 of the Act relating to the financial statements or financial report of the Alliance are met.
- (4) Without limiting subrule (1), those requirements include —
 - (a) if the Alliance is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Alliance is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

Notes for this rule:

3. Under section 66 of the Act, an incorporated association must keep financial records that: -
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
4. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

PART 8 — GENERAL MATTERS

75. By-laws

- (6) The Alliance may, by resolution at a general meeting, make, amend or revoke by-laws.
- (7) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 12(3); and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the Alliance's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Alliance and the auditing of the Alliance's accounts; and
 - (d) provide for any other matter the Alliance considers necessary or convenient to be dealt with in the by-laws.
- (8) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (9) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Alliance that are additional to, and do not restrict, a requirement imposed on the Alliance under Part 5 of the Act.
- (10) At the request of a member, the Alliance must make a copy of the by-laws available for inspection by the member.

76. Executing documents and common seal

(Associations Incorporation Act 2015 Schedule 1 Item 15)

- (5) The Alliance may execute a document without using a common seal if the document is signed by —
 - (a) 2 directors; or
 - (b) one director and the secretary;
 - (c) one director and a person authorised by the Board.
- (6) If the Alliance has a common seal —
 - (a) the name of the Alliance must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
 - (i) 2 directors; or
 - (ii) one director and the secretary; or
 - (iii) one director and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (7) The secretary must make a written record of each use of the common seal.
- (8) The common seal must be kept in the custody of the secretary or another director authorised by the Board.

77. Giving notices to members

- (3) In this rule —
recorded means recorded in the register of members.
- (4) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

78. Custody of books and securities

(Associations Incorporation Act 2015 Schedule 1 Item 16)

- (5) Subject to subrule (2), the books and any securities of the Alliance must be kept in the secretary's custody or under the secretary's control.
- (6) The financial records and, as applicable, the financial statements or financial reports of the Alliance must be kept in the chief financial officer's custody or under the chief financial officer's control.
- (7) Subrules (1) and (2) have effect except as otherwise decided by the Board.
- (8) The books of the Alliance must be retained for at least 7 years.

79. Record of office holders

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

Note for this rule

Section 58 of the Act —

- (d) sets out the details of the record that an incorporated association must maintain of the Directors and certain others; and
- (e) provides for members to inspect, make a copy of or take an extract from the record; and
- (f) prohibits a person from disclosing information in the record except for authorised purposes.

80. Inspection of records and documents

(Associations Incorporation Act 2015 Schedule 1 Item 17)

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of directors, and other persons authorised to act on behalf of the Alliance, under section 58(3) of the Act; or
 - (c) any other record or document of the Alliance.
- (7) The member must contact the secretary to make the necessary arrangements for the inspection.
- (8) The inspection must be free of charge.
- (9) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (10) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

Note	for	this	subrule:
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Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

- (11) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Alliance; or
 - (b) that is related to complying with a requirement of the Act.

Note	for	this	subrule:
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Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

81. Distribution of surplus property on cancellation of incorporation or winding up

(Associations Incorporation Act 2015 Schedule 1 Item 19)

- (6) In this rule —

surplus property, in relation to the Alliance, means property remaining after satisfaction of —

 - (a) the debts and liabilities of the Alliance; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Alliance, but does not include books relating to the management of the Alliance.
- (7) The Alliance may resolve to wind up by special resolution.
- (8) If upon the cancellation of the incorporation or winding up of the Alliance there remains any surplus property, the surplus property must not be paid to or distributed among the members but must be distributed to one or more institutions, funds or authorities under section 24(1) of the Act which:
 - (a) have objects similar to the Objects;
 - (b) is a Registered Charity; and
 - (c) prohibit distribution of its income and property among its members and directors to an extent at least as great as is imposed on the Alliance by rule 6.
- (9) The identity of the institutions, funds or authorities referred to in rule 81(3) must be decided by special resolution of the members.

Note	for	this	rule:
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Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated association may be distributed on the cancellation of the incorporation or the winding up of

the association. Part 9 of the Act deals with the winding up of incorporated associations, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated associations.

82. Alteration of rules

(Associations Incorporation Act 2015 Schedule

1 Item 14)

If the Alliance wants to alter or rescind any of these rules, or to make additional rules, the Alliance may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

Note	for	this	rule:
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Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.