

RULES

for the

ROTTNEST ISLAND CHAMBER OF COMMERCE INC.

Adopted: 12/9/2018

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PART 1 — PRELIMINARY

1. Name

The name of the Association is the **Rottnest Island Chamber of Commerce Inc.**

2. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association referred to in rule 1;

Executive Committee means the management Committee of the Association referred to in rule 23;

Executive Committee meeting means a meeting of the Executive Committee referred to in rule 38;

Executive Committee member means a member of the Executive Committee referred to in rule 24;

By laws means by-laws made by the Association under rule 58;

Chairperson means the Executive Committee member holding office as the Chairperson referred to in rule 26;

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

Ex officio means by virtue of one's position or status referred to in Rule 24

Financial Report, means the Financial Statements prepared for presentation to an Executive Committee meeting or members meeting;

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

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

Member means a person who is a member with the rights referred to in rule 11;

Objects means the Objects of the Association referred to in Rule 3

Ordinary Executive Committee Member means an Executive Committee member who is not an office holder of the Association under rule 24(3);

Ordinary resolution means a resolution other than a special resolution;

Register of members means the register of members referred to in rule 15;

Revenue means income that arises in the course of the ordinary activities of an entity

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

Secretary means the Executive Committee member holding office as the Secretary referred to in rule 24 and rule 27;

Special General Meeting means a General Meeting of the Association other than the Annual General Meeting;

Special Resolution has the meaning given by the Act, that is –

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

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

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

Subcommittee means a subcommittee appointed by the Executive Committee under rule 45;

Tier 1 association means an incorporated association with revenue of less than \$250,000 per year or as amended by the Act;

Tier 2 association means an incorporated association with revenue between \$250,000 and \$1,000,000 per year or as amended by the Act;

Tier 3 association means an incorporated association with revenue of or exceeding \$1,000,000 per year or as amended by the Act;

Treasurer means the Executive Committee member holding office as the Treasurer referred to in rule 24 and rule 28.

3. Objects

The Objects of the Association are:-

- a) To promote tourism on Rottnest Island;
- b) To promote the protection of the environment, heritage and indigenous interests upon the Island;
- c) To support the sustainable development of Rottnest Island;
- d) To support the interests of our members who operate on or in connection with Rottnest Island;
- e) To provide a link between the business community and other stakeholders and Government organisations;
- f) To do such things that may be conducive to the attainment of these objects.

4. Financial Year

The financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June of the following year.

5. Powers

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

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) borrow money upon such terms and conditions as the Association thinks fit;

- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Rules of the Association.

PART 2 — NOT FOR PROFIT BODY

6. Not-for-profit body

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

PART 3 — MEMBERS

7. Eligibility for membership

- (1) Membership of the Association is open to the Rottneest Island Authority, all Rottneest lessees, all boat companies, barge operators, airlines landing on Rottneest and any other party deemed appropriate by the Executive Committee.
- (2) An Association must always have at least 6 members with full voting rights.
- (3) A member is only liable for their own outstanding membership fees

8. Applying for membership

- (1) A person or organisation who wants to become a member, must apply in writing to the Association, in a form prescribed by the Executive Committee.
- (2) An organisation must nominate on the application form the name of the person representing the organisation.
- (3) The application must include a member's nomination of the applicant for membership.
- (4) The application must be signed by the applicant and the member nominating the applicant.

9. Dealing with membership applications

- (1) The Executive Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The Executive Committee must not accept an application unless the applicant —
 - (a) is eligible under rule 7; and
 - (b) has applied under rule 8.
- (3) The Executive Committee must notify the applicant of the Executive Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (4) If the Executive Committee rejects the application, the Executive Committee is not required to give the applicant its reasons for doing so.

10. Becoming a member

An applicant for membership of the Association becomes a member when —

- (a) the Executive Committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 14.

The Association must give each person who becomes a member of the Association a copy of the Rules in force at the time their membership commences. This may be by electronic transmission or providing the details for the website where the rules may be downloaded.

11. Classes of membership

- (1) The Association consists of one class of Members, all members have full voting rights and any other rights conferred on members by these rules or approved by resolution at a General Meeting or determined by the Executive Committee.
- (2) Each Member has one vote at a General Meeting of the Association.

12. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) the individual dies;
 - (b) the organisation ceases to operate on Rottneest Island or its environs;
 - (c) the person resigns from the Association under rule 13;
 - (d) the person is expelled from the Association under rule 16; or
 - (e) the person fails to pay their membership fees under rule 14.
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

13. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) If a member no longer qualifies for membership of the Association in accordance with Rule 7(1), the member must resign from the Association by giving written notice of the resignation to the Secretary.

- (3) A person who ceases to be a member under this Rule remains liable to pay to the Association the amount of any membership fee due and payable by that person to the Association but unpaid at the date of that cessation.
- (2) The resignation takes effect —
 - (a) when the Secretary receives the notice and brings it to the Executive Committee; or
 - (b) if a later time is stated in the notice, at that later time.

14. Membership fees

- (1) The Executive Committee must determine the annual membership fee to be paid for membership of the Association.
- (2) The annual membership fee shall fall due on the 1st July each year.
- (3) If a member has not paid the annual membership fee within the period of 6 months after the due date, the member ceases to be a member on the expiry of that period.
- (4) The Executive Committee may re-instate a person's membership on payment of all arrears

15. Register of members

- (1) The Secretary, or another person authorised by the Executive Committee, is responsible to maintain the register of members and record in that register any change in the membership of the Association.
- (2) The register of members must include each member's name or Organisation's name and their representative's name and a residential, or postal or email address and the date on which each member or organisation becomes a member.
- (3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Executive Committee.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements at a mutually convenient time.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under the Act; or
 - (b) a member makes a written request under the Act to be provided with a copy of the register of members,

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

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

16. Suspension or expulsion

- (1) The Executive Committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member no longer qualifies for membership in accordance with rule 7(1); or
 - (c) the member acts detrimentally to the interests of the Association.

- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 21 days before the Executive Committee meeting at which the proposal is to be considered by the Executive Committee.
- (3) The notice given to the member must state —
 - (a) when and where the Executive Committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion;
- (4) At the Executive Committee meeting, the Executive Committee 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 Executive Committee 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 Association.
- (5) A decision of the Executive Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Executive Committee must give the member written notice of the Executive Committee's decision, and the reasons for the decision, within 7 days after the Executive Committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Executive Committee's decision under sub rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 20.
- (8) If notice is given under sub rule (7), the member who gives the notice and the Executive Committee are the parties to the mediation.

17. Consequences of suspension

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

18. Disputes

- (1) The procedure set out in these rules applies to disputes —
 - (a) between members (or former members); or
 - (b) between one or more members and the Association

- (2) The parties to a dispute must meet and discuss the matter in dispute and attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 2, any party to the dispute may start the dispute 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.
- (4) Within 21 days after the Secretary is given the notice, an Executive Committee meeting must be convened to consider and determine the dispute.
- (5) The Secretary must give each party to the dispute written notice of the Executive Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (6) The notice given to each party to the dispute must state —
 - (a) when and where the Executive Committee 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 Executive Committee about the dispute.
- (7) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Executive Committee; and
 - (ii) requests the appointment of a mediator under rule 20,
 the Executive Committee must not determine the dispute.

19. Determination of dispute by Executive Committee

- (1) At the Executive Committee meeting at which a dispute is to be considered and determined, the Executive Committee 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 Executive Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Executive Committee must give each party to the dispute written notice of the Executive Committee's determination, and the reasons for the determination, within 7 days after the Executive Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Executive Committee's determination under sub rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 20.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

20. Mediation

- (1) Mediation applies if a written notice has been given to the Secretary requesting the appointment of a mediator —
 - (a) by a member under rule 16(7); or
 - (b) by a party to a dispute under rule 18(7) or rule 19(3).
- (2) The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 16(7) — by agreement between the Member and the Executive Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 18(7) or 19(3) — by agreement between the parties to the dispute.
- (3) If there is no agreement for the purposes of sub rule (2)(a) or (b), then, subject to sub rules (4) and (5), the Executive Committee must appoint the mediator.
 - (4) The person appointed as mediator by the Executive Committee may be a person who acts as a mediator for another not-for-profit body such as a community legal centre.
 - (5) The person appointed as mediator by the Executive Committee may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

21. 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.
- (7) In the event that the dispute is not resolved the matter may, at the request of one of the parties, be referred to the State Administrative Tribunal for determination.

22. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 16(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 an Executive Committee meeting or General Meeting during the period of suspension or expulsion.

PART 5 — EXECUTIVE COMMITTEE

23. Executive Committee

- (1) The Executive Committee members are the persons who, as the management Executive Committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a General Meeting, the Executive Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Executive Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- (4) A member of the management Executive Committee is not liable in respect of the liabilities of the Association.

24. Executive Committee members

- (1) The Executive Committee is to consist of the office holders, the Executive Officer (ex officio) and not less than one other member;
- (2) The Executive Committee must determine the maximum number of Executive Committee members but this shall not exceed 11 members.
- (3) The following are the office holders of the Association —
 - (a) the Chairperson (this may be the Executive Officer);
 - (b) the Deputy-Chairperson (where appointed);
 - (c) the Secretary;
 - (d) the Treasurer.
- (4) A person may be an Executive Committee member if the person is a member of the Association.
- (5) The Executive Committee will elect from within its members the office holders at its first meeting following the Annual General Meeting.

25. The Executive Officer

- (1) The Executive Officer will be appointed by the Executive Committee.
- (2) The Executive Officer may undertake the responsibilities of the Chairperson.
- (3) The Executive Officer shall not be a member of the association but will be an ex-officio member of the Executive Committee with no voting rights.
- (4) The Executive Officer shall be responsible for;
 - (a) The implementation of the decisions of the Executive Committee,
 - (b) The provision of accurate and timely reports, information and advice relevant to the Executive Committee's accountabilities and functions as and when required,
 - (c) The provision of an up to date report of the Associations financial position at each Executive Committee meeting,
 - (d) The day to day management of the Association,

- (e) The recruitment, engagement and performance of any Association staff, suspension or dismissal will be done in consultation with the Executive Committee,
- (f) Other duties as required by the Executive Committee.

26. Chairperson

- (1) The Chairperson, who may be the Executive Officer, has the powers and duties relating to convening and presiding at Executive Committee meetings and presiding at General Meetings provided for in these rules.
- (2) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Executive Committee meeting and General Meeting.
- (3) The Deputy Chairperson shall represent the Chairperson in his or her absence.

27. Secretary

The Secretary, is responsible for the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each Executive Committee 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 Executive Committee to do so, maintaining on behalf of the Association the register of members as required under rule 15;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required by the Act;
- (f) unless another member is authorised by the Executive Committee to do so, maintaining on behalf of the Association a record of Executive Committee members and other persons authorised to act on behalf of the Association, as required under rule 62;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, Financial Statements and Financial Reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Executive Committee meetings and General Meetings;
- (i) carrying out any other duty given under these rules or by the Executive Committee.

28. Treasurer

The Treasurer is responsible for the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts (if required) for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association as required under rule 56 and as directed by the Executive Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Executive Committee or at a General Meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act as set out in rule 57;
- (e) ensuring the safe custody of the Association's financial records, Financial Statements and Financial Reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's Financial Statements or Financial Reports before its submission to the Association's annual General Meeting;

- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the Treasurer under these rules or by the Executive Committee.

29. How members become Executive Committee members

A member becomes an Executive Committee member if the member —

- (a) is elected to the Executive Committee at a General Meeting; or
- (b) is appointed to the Executive Committee by the Executive Committee to fill a casual vacancy under rule 35.

30. Nomination of Executive Committee members

- (1) At least 21 days before an Annual General Meeting, the Secretary must send a written notice to all the members —
 - (a) calling for nominations for election to the Executive Committee; and
 - (b) stating the date by which nominations must be received by the Secretary to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the Executive Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the Annual General Meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A Member may nominate for one specific position of office holder of the Association or to be an ordinary Executive Committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Executive Committee.

31. Election of Executive Committee

- (1) At the Annual General Meeting, a separate election must be held for each position of office holder and ordinary Executive Committee member that is vacant in the Executive Committee.
- (2) If there is no nomination for a position, the Chairperson of the meeting may call for a nomination from the members at the meeting.
- (3) If there is only one nomination for a position, the Chairperson of the meeting may declare the Member elected to the position.
- (4) The Members at the meeting must vote in accordance with procedures that have been determined by the Executive Committee to decide who is to be elected to the positions vacant.
- (5) Each Member present at the meeting may vote for one member nominated for each of vacancies on the Executive Committee.
- (6) A member who has nominated for a vacancy may vote for himself or herself.
- (7) The new members of the Executive Committee, elected at the Annual General Meeting, take office at the close of the meeting.

32. Term of office

- (1) The term of office of an Executive Committee member begins when the member —

- (a) is elected at an Annual General Meeting (close of the meeting); or
 - (b) is appointed to fill a casual vacancy under rule 35.
- (2) Subject to rule 33, an Executive Committee member holds office for a period of one year until the next Annual General Meeting.
- (3) A member appointed to fill a casual vacancy under sub-rule (1) (b) will hold office until the next Annual General Meeting.
- (4) An Executive Committee member is eligible for re-election.

33. Resignation and removal from office

- (1) An Executive Committee member may resign from the Executive Committee 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 the later time.
- (3) The Executive Committee may remove an Executive Committee member from office if the Executive Committee considers the member's conduct is or has been detrimental to the interests of the Association, or the Executive Committee considers the member is not performing adequately the duties of the office he or she holds.
- (4) An Executive Committee member who is the subject to the removal under sub rule (3), must be given seven days' notice of the motion, the notice must state the grounds of the motion, and invite the Executive Committee member to make written representations (of a reasonable length) to the Executive Committee.
- (5) The Executive Committee Member will be required to leave the meeting while the Executive Committee considers the motion to remove him.
- (6) The Executive Committee must advise the member in writing of its decision on the motion.
- (7) Any removal of an Executive Committee member will take effect immediately.

34. When membership of Executive Committee ceases

- (1) A person ceases to be an Executive Committee member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Executive Committee or is removed from office under rule 33; or
 - (c) becomes ineligible to accept an appointment or act as an Executive Committee member under section 39 of the Act;
 - (d) becomes permanently unable to act as an Executive Committee member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Executive Committee meetings, of which the person has been given notice, without having notified the Executive Committee that the person will be unable to attend.
- (2) When a person ceases to be a member of the Executive Committee the Act requires the person to, as soon as practicable after their membership ceases, deliver to a member of the Executive Committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

35. Filling casual vacancies

- (1) The Executive Committee may appoint a member who is eligible under rule 24(4) to fill a position on the Executive Committee that —
 - (a) has become vacant under rule 34; or
 - (b) was not filled by election at the most recent Annual General Meeting.
- (2) If the position of Secretary becomes vacant, the Executive Committee must appoint a member who is eligible under rule 24(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 42, the Executive Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Executive Committee members than required for a quorum under rule 42, the Executive Committee may act only for the purpose of —
 - (a) appointing Executive Committee members under this rule; or
 - (b) convening a General Meeting.

36. Validity of acts

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

37. Payments to Executive Committee members

An Executive Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred in connection with the Association's business.

38. Executive Committee meetings

- (1) The Executive Committee must meet at least 4 times in each year on the dates and at the times and places determined by the Executive Committee.
- (2) The date, time and place of the first Executive Committee meeting must be determined by the Executive Committee members as soon as practicable after the Annual General Meeting at which the Executive Committee members are elected.
- (3) Special Executive Committee meetings may be convened by the Chairperson or any two Executive Committee members.

39. Notice of Executive Committee meetings

- (1) Notice of each Executive Committee meeting must be given to each Executive Committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting. The first meeting after the Annual General Meeting must include the election or confirmation of the officers of the Association.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Executive Committee members at the meeting unanimously agree to treat that business as urgent.

40. Procedure and order of business

- (1) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson must preside as Chairperson of each Executive Committee meeting.
- (2) If the Chairperson and Deputy-Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Executive Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at an Executive Committee meeting must be determined from time to time by the Executive Committee.
- (4) The order of business at an Executive Committee meeting may be determined by the Executive Committee members at the meeting.
- (5) If a vacancy in the office holders arises then the Executive Committee may elect from within its members a person to fulfil the vacancy.
- (6) A member or other person who is not an Executive Committee member may attend an Executive Committee meeting if invited to do so by the Executive Committee.
- (7) A person invited under sub rule (5) to attend an Executive Committee 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 Executive Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- (8) A member of the Executive Committee who has a material personal interest in a matter being considered at an Executive Committee meeting must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Executive Committee; and
 - (b) disclose the nature and extent of the interest at the next General Meeting of the Association
- (9) The sub rule 7 does not apply in respect of a material personal interest that exists only because the member-
 - (a) is an employee of the incorporated Association; or
 - (b) is a member of a class of persons for whose benefit the Association is established; or
 - (c) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (10) A member of the Executive Committee who has a material personal interest in a matter being considered at a meeting of the Executive Committee must not be present while the matter is being considered at the meeting or vote on the matter
- (11) Every disclosure made by an Executive Committee member of a material personal interest must be recorded in the minutes of the Executive Committee meeting at which the disclosure is made.

41. Use of technology to be present at Executive Committee meetings

- (1) The presence of an Executive Committee member at an Executive Committee meeting need not be by attendance in person but may be by that Executive Committee member and each other Executive Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in an Executive Committee meeting as allowed under sub rule (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.

- (3) In between Executive Committee meetings a circular resolutions may be put to members by email. Such a resolution is required to be approved by all Executive Committee members. This resolution will be approved at the next meeting and recorded in the minutes of that meeting.

42. Quorum for Executive Committee meetings

- (1) Subject to rule 35(4), no business is to be conducted at an Executive Committee meeting unless a quorum is present.
- (2) Four (4) Executive Committee members will constitute a quorum.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive Committee 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.
- (4) If a quorum is not present within 30 minutes after the commencement time of an Executive Committee meeting held under sub rule (3)(b), and at least 2 Executive Committee members are present at the meeting, those members present are taken to constitute a quorum.

43. Voting at Executive Committee meetings

- (1) Each Executive Committee member present at an Executive Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Executive Committee members present at the Executive Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question the question is lost.
- (4) A vote may take place by the Executive Committee members present indicating their agreement or disagreement or by a show of hands, unless the Executive Committee 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.

44. Minutes of Executive Committee meetings

- (1) The Executive Committee must ensure that minutes are taken and kept of each Executive Committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the Executive Committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 40(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;
 - (e) any disclosure of a member's material personal interest.
- (3) The minutes of an Executive Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held. The minute book may be a physical or electronic repository of the signed minutes of a meeting
- (4) The Chairperson must ensure that the minutes of an Executive Committee meeting are reviewed and signed as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Executive Committee meeting.

- (5) When the minutes of an Executive Committee 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.

45. Subcommittee

- (1) To help the Executive Committee in the conduct of the Association's business, the Executive Committee may, in writing, appoint one or more subcommittees.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Executive Committee considers appropriate.
- (3) Subject to any directions given by the Executive Committee a subcommittees may meet and conduct business as it considers appropriate.

46. Delegation to Subcommittees

- (1) The Executive Committee may, in writing, delegate to a subcommittees the exercise of any power or the performance of any duty of the Executive Committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (2) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Executive Committee specifies in the document by which the delegation is made.
- (3) The delegation does not prevent the Executive Committee from exercising or performing at any time the power or duty delegated.
- (4) The Executive Committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS

47. Annual General Meeting

- (1) The Executive Committee 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 Association's financial year, the Secretary must apply to the Commissioner for permission 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 Executive Committee's annual report on the Association's activities during the preceding financial year; or
 - (ii) the Financial Report, prepared in compliance with rule 55, of the Association for the preceding financial year; and
 - (iii) a copy of the auditor's report on the Financial Report (if applicable);

- (c) to elect the Executive Committee members of the Association;
- (d) if applicable, to appoint or remove the reviewer or auditor of the Association;
- (e) to confirm or vary the annual membership fees to be paid by members;
- (f) any other business of which notice has been given in accordance with these rules.

48. Special General Meetings

- (1) The Executive Committee may convene a Special General Meeting.
- (2) The Executive Committee must convene a Special General Meeting if, 10 members or 10 per cent of the members, whichever is the lower, 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 21 days after notice is given under sub rule (3)(a).
- (5) If the Executive Committee does not convene a Special General Meeting within that 21 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 sub rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under sub rule (5).

49. Notice of General Meetings

- (1) The Secretary or, in the case of a Special General Meeting convened under rule 48(5), the members convening the meeting, must give to each member notice of a General Meeting.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual General Meeting, include the names of the members who have nominated for election to the Executive Committee under rule 30(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution; and
 - (ii) state that the resolution is intended to be proposed as a special resolution;
- (3) The auditor or Reviewer of an Association (where appointed) is entitled to receive all notices of and other communications relating to any General Meetings of the Association that a member is entitled to receive.

50. Presiding member and quorum for General Meetings

- (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 members at the meeting must appoint a Chairperson of the meeting.
- (3) No business is to be conducted at a General Meeting unless a quorum is present.
- (4) Eight (8) members present in person or by proxy will constitute a quorum
- (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 sub rule (5)(b); and
 - (b) at least 2 Members are present at the meeting,those members present are taken to constitute a quorum.

51. 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 Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (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 49.

52. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing, in a format approved by the Executive Committee, clearly identifies the person appointed as the member's proxy and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

- (5) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (6) Notice of a general meeting given to an ordinary member under rule 49 must state that the member may appoint an individual who is an ordinary member as a proxy for the meeting and include a copy of the form that the Executive Committee has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the Chairperson 24 hours before the commencement of the general meeting for which the proxy is appointed.

53. Voting at General Meeting

- (1) On any question arising at a General Meeting —
 - (a) subject to sub rule (3), each Member has one vote; and
 - (b) Members shall vote in person or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the Members present at a General Meeting in person or by proxy vote in favour of the motion.
- (3) If votes are divided equally on a question the question is lost.
- (4) If the Question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a General Meeting as an Member, the Member —
 - (a) must have been an Member at the time notice of the meeting was given under rule 49; and
 - (b) must have paid any fee or other money payable to the Association by the member.

54. Determining whether resolution carried

- (1) Subject to sub rule (3), the Chairperson of a General Meeting may, by a show of hands, declare that a resolution has been carried; or lost.
- (2) If the resolution is a special resolution, the declaration under sub rule (1) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Members present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson; and
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) 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.
- (6) A declaration under sub rule (1) or (3) 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.

55. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Executive Committee 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) the Financial Report presented at the meeting; and
 - (c) any auditor's report on the Financial Report presented at the meeting.
- (4) The minutes of a General Meeting must be entered in the Association's minute book within 30 days after the meeting is held. The minute book may be a physical or electronic repository of the signed minutes of a meeting.
- (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; or
 - (c) authority is given to the Executive Committee to review and approve.
- (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

56. Control of funds

- (1) The Association must open accounts in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) The Executive Committee shall authorise the Treasurer, the Executive Officer and other appropriate persons as signatories for the Association's bank accounts. Not less than two (2) people are to sign on any bank transaction.
- (3) Subject to any restrictions imposed at a General Meeting, the Executive Committee may approve expenditure on behalf of the Association.
- (4) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- (5) All electronic transfers, cheques, drafts, bills of exchange and other negotiable instruments of the Association must be signed or electronically authorised by two persons, where practicable at least one of them being an Executive Committee member
- (6) All funds of the Association must be deposited into the Association's account promptly after their receipt
- (7) The 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 of the Act.
- (8) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

57. Financial Statements and Financial Reports

- (1) For each financial year, the Executive Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Reports of the Association are met.
- (2) Without limiting sub rule (1), those requirements include —
- (a) if the Association is a tier 1 association, the preparation of the Financial Statements; and
 - (b) if the Association 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.

PART 8 — GENERAL MATTERS

58. By-laws

- (1) The Association may, by resolution at a General Meeting, make, amend or revoke by-laws.
- (2) By-laws may —
- (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 11(2); and
 - (b) impose restrictions on the Executive Committee's powers, including the power to dispose of the Association's assets; and
 - (c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

59. Executing documents

- (1) The Association may execute a document without using a common seal if the document is signed by —
- (a) two (2) Executive Committee members; or
 - (b) one Executive Committee member and a person authorised by the Executive Committee.
- (2) The Association has chosen not to have a common seal.

60. Giving notices to members

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 electronic transmission to an appropriate recorded electronic address of the member.

61. Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Executive Committee.
- (4) The books of the Association other than the Minute Book must be retained for at least 7 years. The Minute Books should as far as is possible, be retained as a permanent record.

62. Record of office holders

The record of Executive Committee members and other persons authorised to act on behalf of the Association is required to be maintained by the Act. This register must include the names and address of all these persons and must be kept in the Secretary's custody or under the Secretary's control.

63. Inspection of records and documents

- (1) A member may, at any reasonable time, inspect without charge the minutes of any General Meeting, the membership register, the register of office holders, the Rules and any reports presented at any General Meeting.
- (2) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The member may make a copy of or take an extract from a record or document referred to in sub rule (1) but does not have a right to remove the record or document for that purpose.
- (4) The member must not use or disclose information in a record or document referred to in sub rule (1) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

64. Publication by Executive Committee members prohibited

An Executive Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Executive Committee meeting unless —

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

65. Distribution of surplus property on cancellation or winding up

- (1) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution of the members to another incorporated association or associations, having objects wholly or substantially similar to the Association, and which has been endorsed by the ACNC as a Charity and as a Deductible Gift Recipient by the ATO.
- (2) A meeting convened under this rule requires 28 days written notice
- (3) In this rule surplus property, in relation to the Association, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,but does not include books relating to the management of the Association.
- (4) The Executive Committee shall continue in office subsequent to the decision to cancel or wind up the Association for the purpose of giving effect to the efficient realisation of assets and the winding up in accordance with the provisions of the Act

66. Alteration of Rules

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution approved at a General Meeting of which 21 days written notice has been given.
- (2) The Association must lodge with the Commissioner, within one month, the notice of the special resolution setting out the particulars of the alteration together with a certificate given by a member of the Executive Committee certifying that the resolution was duly passed as a special resolution and that the rules so altered conform to the requirements of the Act.
- (3) The alteration to the rules of the Association takes effect from the date of approval by the Commissioner.