

Associations Incorporation Act 2015

Tuxedo Junction Inc.
RULES OF ASSOCIATION

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Associations Incorporation Act 2015

Tuxedo Junction Inc.
RULES OF ASSOCIATION

Preliminary

1. NAME

The name of the Association is Tuxedo Junction Inc.

2. OBJECTS

The objects of the Association are:

- (1) To foster the art of choral singing, and to promote fellowship amongst members.
- (2) To promote and further the interests of the Association.
- (3) To encourage and promote the dissemination of information likely to be valuable in connection with the Association.
- (4) To improve and elevate the technical knowledge of members in connection with choral singing, and to provide for lectures, classes, or other means of sharing knowledge.
- (5) To foster mutual assistance amongst members with respect to public or private performances of choral singing.

Membership

3. MEMBERSHIP

- (1) A person interested in the objects of the Association may be invited to complete a vocal audition to the satisfaction of the Musical Director.
- (2) A person who auditions to the satisfaction of the Musical Director may apply to the Committee to become a member of the Association.

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(3) Membership of the Association commences from the date the prospective member is notified of having been accepted, at which time the Association must provide the member with a copy of the rules.

(4) The fees payable by members are specified in Schedule 2.

(5) Associate memberships may be granted at the discretion of the Committee to past members, or any person providing support services to the Association.

(6) An associate member may participate in the activities of the Association, and holds the rights and privileges of membership as determined by the Committee from time to time.

(7) The Committee may grant Honorary Membership of the Association to persons who have advanced the objects of the Association.

4. ANCILLARY MATTERS RELATING TO MEMBERSHIP

(1) The Secretary is to -

- (a) maintain a Register of members, specifying the names and addresses (residential, postal, or email) of each member;
- (b) amend the Register within 28 days of being notified of any change to member details;
and
- (c) keep a record of -
 - (i) the date on which a person ceased to be a member; and
 - (ii) the reason a person ceased to be a member,

for at least one year after the person ceases to be a member.

(2) Subject to Schedule 2, a member may, by written request, seek to inspect -

- (a) specified records or documents of the Association; or
- (b) the Register of members,

subject to any decision by the Committee -

- (i) with respect to the content of the specified records; and
- (ii) that the member is to submit a statutory declaration declaring -
 - (I) the purpose of the proposed inspection; and
 - (II) that the purpose complies with the objects of the Association.

(3) Where a request made in accordance with subclause (2) is granted, the Committee is to make the records or documents available on terms and conditions determined by the circumstance, subject to subclause (4), and provided that if the application is to inspect the Register, the Register is not removed.

(4) The Committee may refuse permission to inspect a record of the Association where the record -

- (a) is marked as 'confidential', or is confidential in nature, by reference to personal or legal content, or where release of the records or documents would breach statutory protections in regard to privacy or personal information; or
- (b) is marked as being subject to legal professional privilege, or as being created on a without prejudice basis; or
- (c) may be used to the detriment of the Association.

(5) Where a member seeks to inspect specified records or documents of the Association, the Association may charge the fee specified for that purpose in Schedule 2.

(6) Each member is entitled to -

- (a) attend meetings;
- (b) vote, subject to clause 13; and
- (c) stand for election to an office.

(7) Subclause (6) does not apply with respect to an associate or honorary member unless otherwise determined by the Committee.

5. RESIGNATION

(1) A member may resign from membership of the Association by providing written notice of resignation to the Secretary.

(2) A 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 the Association remains liable for any fees owed to the Association at the time of resignation, and the amount owed to the Association may be recovered in a court of competent jurisdiction as a debt due and owing to the Association.

(4) Where a member resigns, that person must, as soon as practicable after resignation takes effect, deliver to another member, or Committee member, all records, documents, or other things in the possession of the resigned member and which belong to, or pertain to the business of, the Association.

6. TERMINATION OF MEMBERSHIP

(1) The Association may terminate a membership on the following grounds -

(a) failure to pay any sum of money due to the Association -

(i) within 6 months of the sum becoming payable, and by resolution of the Committee;
or

(ii) within 12 months of the sum becoming payable, and at the expiration of the 12 months;

(b) resignation;

(c) expulsion;

(d) the member is convicted of a crime;

(e) the member dies;

(f) in the case of a corporate member, the body corporate is wound up.

(2) The termination of a membership is to be determined by resolution of the Committee, and the resolution takes effect immediately upon the member being informed of the Committee's resolution.

(3) A member whose membership has been terminated on a ground specified in subclause (1)(a) may re-apply to join the Association upon payment of all arrears.

(4) The rights of a member are not transferable, and a member's rights cease when membership is terminated.

Organisational Arrangements

7. EXECUTIVE COMMITTEE

(1) The business of the Association is to be managed by a Committee composed of the President, Vice President, Secretary, Treasurer, and no less than 4 elected ordinary members, or any other number as determined at any general meeting of the Association.

(2) Committee members -

- (a) are to be elected, by majority vote, at the annual general meeting; and
- (b) are to hold office until the conclusion of the next following annual general meeting; and
- (c) are eligible for re-election.

(3) The Immediate Past President is to be appointed an *ex officio* member of the Committee for the 2 years following the expiry of that person's term as President.

(4) Subject to the Act, the rules, any by-laws in force, and any resolution passed at a general meeting of the Association, the Committee has power to do all things necessary for the proper management of the affairs of the Association.

(5) The Committee must take all reasonable steps to ensure that the Association and its members comply with the Act, the rules, and by-laws in force.

(6) If a casual vacancy occurs in an executive position the Secretary is to convene a special meeting of the Association to appoint a Committee member to fill the vacancy, and a Committee member so appointed holds the office until the conclusion of the next annual general meeting.

(7) A person is ineligible to sit on the Committee where that person -

- (a) is an undischarged bankrupt or is subject to insolvency laws;
- (b) has been convicted of an indictable offence in connection with the promotion, formation or management of a body corporate;
- (c) has been convicted of an offence involving fraud or dishonesty punishable on conviction by at least 3 months' imprisonment; or
- (d) has been convicted of an offence under Part 4 Division 3 or section 127 of the Act.

(8) Notices stating the business to be considered by the Committee at any Committee meeting are to be forwarded to the Committee, by the Secretary, not less than 2 days prior to the meeting.

(9) A position on the Committee is taken to be vacated where a member -

- (a) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee of non-attendance; or
- (b) fails to adequately perform any duties required of that member to the satisfaction of the Committee; or
- (c) becomes physically or mentally incapacitated, and cannot perform the duties required of that person; or
- (d) becomes ineligible to act as a Committee member; or
- (e) submits a written resignation; or
- (f) is removed from office by resolution of the Association at a general meeting

(10) Where a Committee member ceases to be a member of the Committee that person must, as soon as practicable after membership ceases, deliver to another Committee member all records and documents in the possession of the ceased member and which pertain to the business of the Committee.

8. EXECUTIVE COMMITTEE MEETINGS AND PROCEDURE

(1) The Committee must meet no less than 6 times per calendar year at the time and place determined by the Committee.

(2) The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the annual general meeting at which the Committee members are elected.

(3) Notice of each Committee meeting must be given to each Committee member at least 2 days before the time of the meeting, stating the date, time and place of the meeting and must state the agenda for the meeting.

(4) At all meetings of the Committee at least 60% of the membership of the Committee, and which may include persons represented by duly appointed representatives entitled to vote, form a quorum.

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(5) No business is to be conducted at a Committee meeting unless a quorum is present.

(6) Subject to paragraph (7), the only business that may be conducted at the meeting is the business described in the notice.

(7) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members unanimously agree to treat that business as urgent.

(8) The President or, in the President's absence, the Vice President, must preside as chairperson of each Committee meeting.

(9) If the President and Vice President are absent or unwilling to act as chairperson, the Committee members must choose a Committee member to act as chairperson.

(10) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee and may be specified in by-laws, and the order of business at a Committee meeting may be determined by the Committee members at the meeting.

(11) An ordinary member, or other person who is not a Committee member, may attend a Committee meeting if invited to do so by the Committee, but that person -

- (a) does not have a right to be provided with an agenda, minutes or other document circulated at the meeting; and
- (b) must not comment on any matter discussed at the meeting unless invited by the Committee to do so; and
- (c) cannot vote on any matter to be decided at the meeting.

(12) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting -

- (a) in the case of a special meeting, the meeting lapses; or
- (b) the meeting is adjourned to a time, day and place determined by the members present.

(13) Each Committee member present at a Committee meeting has one vote with respect to any question arising at the meeting.

(14) A motion is carried if a majority of the Committee members present at the meeting vote in favour, and if votes are divided equally the chairperson has a casting vote.

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(15) A vote may take place by show of hands, unless the Committee determines that a ballot is required, in which case the chairperson is to decide how the ballot is to be conducted.

(16) The Secretary must ensure that minutes of each Committee meeting are taken and retained, and the minutes must record -

- (a) the names of the Committee members present;
- (b) the name of any person attending pursuant to subclause (11) or by invitation;
- (c) the business conducted; and
- (d) any motion on which a vote was taken, and the result of the vote.

(17) The Secretary must enter the minutes of a Committee meeting in a designated file within 30 days after the meeting is held.

(18) The chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by -

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next Committee meeting.

(19) Unless the contrary is proved the signed minutes of a Committee meeting are evidence that-

- (a) the meeting to which the minutes relate was duly convened and held;
- (b) the matters recorded as having taken place at the meeting took place; and
- (c) any appointment purportedly made at the meeting was validly made.

(20) A committee member must not publish any statement about the business conducted at a Committee meeting unless -

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

(21) A Committee member must disclose any material personal interest in any matter under the consideration of the Committee, and must disclose that material personal interest at the general meeting of the Association next following the disclosure to the Committee.

(22) The minutes of the Committee meeting at which the material personal interest is disclosed must record the disclosure.

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(23) A Committee member with a material personal interest in a matter must absent themselves from discussion and voting on that matter.

(24) Special Committee meetings may be convened by the chairperson or any 2 committee members.

9. DELEGATION TO PERSON OR SUBCOMMITTEE

(1) The Committee may, in writing, delegate to a subcommittee, or holder of a subsidiary office, any power or duty of the committee, other than -

- (a) the power to delegate; and
- (b) a non-delegable duty imposed on the Committee by the Act or other written law.

(2) The Committee may, in writing, delegate persons, or subcommittees, consisting of as many Committee members or other members of the Association as necessary, to -

- (a) advise the Committee on designated matters; or
- (b) perform specified tasks on behalf of the Committee; or
- (c) otherwise assist the Committee in the conduct of the Association's business.

(3) Any act or thing done under a delegation referred to in subclause (2) has the same force and effect as if it had been done by the Committee.

(4) A delegation as referred to in subclause (2) does not prevent the Committee from exercising the power or duty delegated, and may be amended or revoked, in writing.

(5) Subject to any written directions, conditions, qualifications, limitations, or exceptions that the Committee specifies in the document by which a delegation is made, the business of any person or subcommittee may be carried out in the manner warranted by the circumstances and with respect to the purpose of the delegation.

(6) The acts of a Committee or subcommittee, or a member thereof, are valid, notwithstanding any subsequently discovered defect in the election, appointment, or qualification of a Committee or subcommittee member.

(7) A Committee or subcommittee member is entitled to be paid out of the funds of the Association for travel and accommodation expenses reasonably incurred in performing a delegated duty in connection with the Association's business -

- (a) where prior approval has been obtained, and
- (b) upon submitting receipts.

10. ANNUAL AND ORDINARY GENERAL MEETINGS

(1) The annual general meeting of the Association is to be held not later than the 30th of June in each financial year for the purpose of -

- (a) receiving the Annual Report of the Committee;
- (b) receiving the Statement of Accounts for the financial year;
- (c) the election of officers for the ensuing financial year;
- (d) the appointment of an Auditor, as necessary; and
- (e) other business of which due notice is provided; and
- (f) review of fees and charges.

(2) An ordinary general meeting of the Association may be held at such times as the Committee determine from time to time, at which the President or a member of the Committee appointed for the purpose is to review the work of the Committee since the last general meeting, and at which other business submitted to the meeting by the Committee may be transacted.

(3) Any matter of urgency or importance not on the notice paper may be brought before any general meeting by a majority of 60% of the members present, but no decision taken on such matter will take effect until confirmed by the Committee, or confirmed by a subsequent general meeting of the Association.

(4) Where it is proposed that a special resolution be passed at a general meeting -

- (a) the notice calling the meeting must specify the wording of the resolution on which a vote will be taken; and
- (b) the resolution will have no effect unless it is passed by the votes of not less than 75% of the members present at the meeting.

11. SPECIAL MEETING

- (1) The President, or Committee, may convene a special meeting of the Association -
 - (a) by presidential or Committee determination; or
 - (b) upon the requisition of at least 20% of the members of the Association in writing, stating the purposes for which the meeting is required.
- (2) In the case of a requisition made pursuant to paragraph (1)(b), notice convening the meeting must be given not less than 21 days after receipt of the requisition.
- (3) Where a meeting is not convened pursuant to subclause (1) the requisitioners may, within a further 21 days of the end of the period referred to in subclause (2), convene a special meeting, and the expenses of so doing are to be met by the Association.

12. QUORUM AND PROCEDURE

- (1) At all general or special meetings of the Association, 70% of members present in person, or represented by duly appointed representatives entitled to vote, form a quorum.
- (2) The proceedings of a meeting of the Association are subject to and guided by the items specified in the notice paper for that meeting.
- (3) The record of a meeting as confirmed at a subsequent meeting is *prima facie* evidence of the truth of the matters contained in that record.
- (4) The Association is required to hold at least one meeting per year.

13. VOTING AND PROXIES

- (1) All questions to be determined by a vote of the members, or the Committee, as the case may be, are to be decided by majority vote.
- (2) At all meetings at which a matter is to be determined by a vote, each member present is entitled to one vote, and in the case of an equal number of votes the President holds the casting vote in addition to his or her vote as an ordinary member.

(3) A member may, by signed written instrument, appoint another member as a proxy to vote and speak on behalf of the non-proxy member at a general meeting.

(4) The instrument appointing a proxy must be forwarded to the Secretary, and is of no effect unless it is received at least 24 hours before the commencement of the meeting.

(5) A member may remove an appointed representative, and may appoint another representative, in the manner described in subclause (4).

(6) Where a represented member is also a Committee member, the member ceases to hold a place on the Committee for the period in which that person is represented by a proxy.

14. NOTICES

(1) A Notice declaring that the Association is to hold a meeting is to be provided to members not less than 14 days prior to the date of the meeting.

(2) The Notice referred to in subclause (1) is to state the business of the meeting and to specify any matters upon which members may vote.

(3) The non-receipt of notice of a meeting by a member does not invalidate the proceedings at any meeting.

15. COMMON SEAL AND AUTHORITY

(1) The Association may execute a document without using a common seal if the document is signed by -

- (a) 2 committee members; or
- (b) one committee member and a person authorised by the committee.

(2) If the Association has a common seal -

- (a) the name of the Association must appear in legible characters on the seal; and
- (b) a document may only be sealed by the authority of the Committee and in the presence of -
 - (i) 2 Committee members; or
 - (ii) one Committee member and a person authorised by the Committee,

and each person is to attest by their signature that the document was sealed in their presence.

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(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 Committee member authorised by the Committee.

Offices

16. OFFICES AND ELECTION OF OFFICE BEARERS

(1) The administrative office of the Association is the residence of the Secretary, or a place determined by the executive from time to time.

(2) A separate election must be held for each office of the Association, at the annual general meeting.

(3) A candidate standing for office in accordance with a valid nomination is eligible for that office.

(4) Where the sitting President has held that office for 3 or more consecutive terms and an alternative candidate is nominated for the position, a nomination for the sitting President is invalid.

(5) A member standing as a candidate for an office may -

- (a) submit a nomination (but not a secondment) on their own behalf; and
- (b) vote on their own behalf.

(6) If only one candidate is nominated for an office, the chairperson must declare the candidate to be the holder of that office.

(7) Where more than one candidate is nominated for an office -

- (a) the election is to be determined in accordance with clause 13; and
- (b) the chairperson must declare that a candidate holds the office upon securing the majority of votes cast by members present, or by designated proxies.

(8) The chairperson of the meeting at which a vote is to be taken may declare that the election for an office be determined by secret ballot.

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17. MUSICAL DIRECTOR

(1) The Musical Director of the Association is to be engaged by the Committee on terms and conditions determined by the Committee from time to time.

(2) The Musical Director is to:

- (a) make final recommendations in regard to the Association's repertoire and musical arrangements;
- (b) conduct and control rehearsals, performances, and recording sessions of the Association;
- (c) recommend to the President that a prospective member be invited to audition;
- (d) provide an unbiased assessment of the musical ability of a prospective member to the Committee, following an audition;
- (e) serve on the Committee as a non-voting member; and
- (f) appoint a Deputy Musical Director.

18. PRESIDENT

(1) The President of the Association is to be elected annually at the annual general meeting of the Association.

(2) The President is to:

- (a) chair all meetings of the Association, all meetings of the Committee, and conduct meetings in accordance with the rules; and
- (b) prepare the Annual Report and present it at the annual general meeting; and
- (c) liaise with the Music Director on all aspects of the musical development of the Association.

19. VICE PRESIDENT

(1) The Vice President is to be elected annually at the annual general meeting of the Association.

(2) In the absence of the President, the Vice President must assume all duties of the President *pro tempore*.

(3) In the absence of both President and Vice President, the Committee may elect a Committee member to fulfil as many duties of the president or Vice President as can reasonably be achieved.

20. SECRETARY

(1) The Secretary of the Association is to be elected annually at the annual general meeting of the Association.

(2) The Secretary is to:

- (a) attend all meetings of the Association, record the minutes, and keep a true record of the proceedings;
- (b) receive and conduct all correspondence addressed to the Association;
- (c) arrange all business for consideration by the Association;
- (d) give notice of all meetings of the Association;
- (e) maintain custody of the books, documents, records, and papers of the Association;
- (f) maintain the Register of members, record of current office holders, and the rules; and
- (g) maintain any other records required, or which may be required, by the Association, as directed by the Committee.

(3) Where the role of Secretary cannot be fulfilled, the President is to appoint a deputy Secretary.

21. TREASURER

(1) The Treasurer of the Association is to be elected annually at the annual general meeting of the Association.

(2) The Treasurer is to:

- (a) receive all monies of the Association and issue receipts for all monies received;
- (b) ensure that all monies received by the Association are credited to the correct account;
- (c) ensure that all payments to be made on behalf of the Association are paid on time, after having been approved for payment by the Committee;
- (d) keep a true record of all financial transactions and ensure the safe custody of all the Association's financial records, statements, ledgers, and reports;

- (e) compile a Statement of Accounts for the current financial year and submit the statement to the annual general meeting;
- (f) maintain the Association's bank or trading account.

(3) Where the role of Treasurer cannot be fulfilled, the President is to appoint a deputy Treasurer.

22. AUDITOR

(1) Where it is necessary for the Association to appoint an Auditor, the Auditor is to be elected at the annual general meeting of the Association.

(2) The Auditor is to:

- (a) audit the financial statements of the Association; and
- (b) submit a report in regard to the financial statements of the Association for the financial year to the annual general meeting.

Financial provisions

23. FINANCIAL MATTERS

(1) For the purposes of Part 5 of the Act the Association is a Tier 1 organisation.

(2) The funds of the Association may be derived from fees, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the committee.

(3) The financial year of the Association is the period of 12 months commencing on 1 May in any year and ending on 30 April in the next following year.

(4) The financial statement of the Association, as tendered by the Treasurer at the annual general meeting, must be a true statement of the Association's financial position and performance.

(5) The financial statement must conform to the requirements specified in Schedule 3.

(6) The property and income of the Association must be applied solely towards the promotion of the objects of the Association, and no part of that property or income may be paid or Rules of Association- Tuxedo Junction Inc.

otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objects.

(7) The Association must open or maintain an account in the name of the Association with a financial institution from which all expenditure of the Association is made, and into which all funds received by the Association are deposited.

(8) A payment to a member from the funds of the Association is authorised if it is -

- (a) reasonable remuneration, in good faith, for services provided to the Association, or goods supplied to the Association, in the ordinary course of business; or
- (b) interest on money borrowed by the Association 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) reasonable rent for premises leased to the Association by the member; or
- (d) reimbursement of reasonable expenses properly incurred by the member on behalf of the Association,

and the member submits receipts documenting expenses incurred.

(9) Where a payment from the funds of the Association is made to a Committee member, that payment is to be approved by resolution at the next general meeting of the Association.

(10) Subclause (9) does not apply with respect to reimbursing a Committee member from the funds of the Association for travel and accommodation expenses reasonably incurred in -

- (a) attending a Committee meeting, or general meeting; or
- (b) otherwise in connection with the Association's business,

and the Committee member submits receipts documenting expenses incurred.

(11) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.

(12) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

(13) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by -

- (a) 2 Committee members; or

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(b) one Committee member and a person authorised by the Committee.

(14) All funds of the Association must be deposited into the Association's account within 5 working days of receipt, subject to the retention by the President, Treasurer, or person accountable to the executive, of an amount, specified in Schedule 2, necessary to conduct the general business of the Association.

24. ANNUAL INFORMATION STATEMENT

Within 6 months of the end of the financial year the Association is to provide an annual information statement to the Department of Mines, Industry Regulation and Safety, consisting of:

- (a) confirmation of the Association's address; and
- (b) confirmation that the Association has at least 6 voting members; and
- (c) the date of the most recent annual general meeting; and
- (d) the revenue for the most recent financial year.

25. FEES

(1) The membership fee payable to the Association is to be recommended from time to time by the Committee.

(2) The Committee may, at its discretion, waive or reduce the monthly fee.

(3) The Association may from time to time, by resolution at a special meeting called for the purpose, impose a levy on members, provided that the levy does not exceed the amount of the annual fee for a member.

(4) The fees payable pursuant to this clause are specified in Schedule 2.

General provisions

26. INDEMNIFICATION FOR PERSONAL LOSS

The executive, Committee, or members of the Association who, with the authority of the Association, accept or incur a pecuniary liability on behalf of the Association, are to be indemnified by the Association against any personal loss.

27. DISPUTE RESOLUTION PROCEDURE

(1) The procedure set out in this clause applies to disputes between members, or between one or more members and the Association.

(2) 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.

(3) If the parties to a dispute are unable to resolve the dispute within the time specified in subclause (2), a party to the dispute may give written notice to the Secretary stating -

- (a) the parties involved;
- (b) the subject of the dispute; and
- (c) that independent resolution is required.

(4) Within 14 days after the Secretary is provided with notice pursuant to subclause (3) a Committee meeting must be convened to determine the dispute.

(5) The Secretary must provide each party to the dispute written notice of the meeting convened in accordance with subclause (4) at least 7 days before the meeting is to be held, and which notice must state -

- (a) the time and place of the meeting; and
- (b) that the party, or a representative of the party, may attend the meeting and give oral or written submissions.

(6) If the dispute is between one or more members and the Association and any party to the dispute gives written notice to the Secretary stating that the party -

- (a) does not agree to the dispute being determined by the Committee; and
 - (b) requests the appointment of a mediator pursuant to clause 28,
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the Committee must not determine the dispute, and the party seeking mediation must notify the Committee within 3 days of the date of notice of the meeting referred to in subclause (5).

(7) Where a dispute is to be determined by the Committee, the Committee must -

- (a) give each party, or the party's representatives, reasonable opportunity to make written or oral submissions; and
- (b) give due consideration to any submissions made; and
- (c) determine the dispute and give notice of the Committee's determination.

(8) The Committee must give each party written notice of its determination, and reasons, within 7 days after the determination is made.

(9) A party to the dispute who is not satisfied with the Committee's determination must, within 7 days after receiving notice of the Committee's determination, give written notice to the Secretary requesting the appointment of a mediator.

28. MEDIATION

(1) If notice is provided pursuant to clause 27, each party to the dispute is a party to the mediation.

(2) The mediator must be a person chosen -

- (a) if the appointment of a mediator was requested by a member pursuant to subclause 27(6), by agreement between the member and the Committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute involving the Committee, by the executive.

(3) If there is no agreement in regard to the selection of a mediator the executive must appoint an accredited or registered mediator, who may be a member or former member of the Association, and who must not have a personal interest in the matter that is the subject of the mediation.

(4) The person appointed as mediator must not determine the matter that is the subject of the mediation but must ensure that natural justice applies to the proceedings by -

- (a) avoiding bias towards any party to the mediation;
- (b) providing each party to the mediation an opportunity to be heard;

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(c) allowing each party to give due consideration to any written statement provided by another party.

(5) Each party to the mediation must give the mediator a written statement of the matters to be considered at the mediation not less than 5 days prior to the scheduled mediation.

(6) The mediation must be confidential, and any information or evidence provided at the mediation must not be used in any other proceedings where the matter pertaining to the mediation may be relevant.

(7) The costs of the mediation are to be paid by the party or parties that requested the appointment of the mediator.

(8) If mediation relates to termination of a membership or expulsion of a member, and the result of the mediation is that the termination or expulsion is revoked, that revocation does not affect the validity of any decision made by the executive or the Committee during the period for which the membership was terminated, or the member was expelled.

(9) Where mediation does not resolve the dispute a party may refer the matter to the State Administrative Tribunal pursuant to the *Associations Incorporation Act 2015*.

29. WINDING UP

(1) The Association may be wound up and dissolved by consent of 75% of members voting at a meeting convened for the purpose.

(2) Upon the winding up of the Association, or the cancellation of the Association's incorporated status, the property of the Association, other than that held in trust by the Association, is to be distributed in accordance with subclause (3).

(3) Following the satisfaction of all debts and liabilities the Association is to transfer possession of all the Association's property to another association incorporated under the Act and having similar objects to the Association, as determined by resolution of members at the meeting convened pursuant to subclause (1).

30. AMENDMENT OF RULES

(1) The rules may be amended only at a special meeting called for that purpose and at which no other business is to be transacted.

(2) Amendments to the rules must be passed by special resolution of 75% of members who are eligible to vote.

(3) A Schedule to these rules may be amended by the Committee, and endorsed by majority vote at a general meeting of the Association.

31. BY-LAWS

(1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws, to provide for matters the Association considers necessary or convenient to be dealt with in by-laws, and which are not otherwise provided for in the rules.

(2) A by-law is of no effect to the extent that it is inconsistent with the rules.

(3) The Association must make a copy of the by-laws available to a member on request.

Schedule 1 - Definitions and terms

(1) Where any ambiguity arises in regard to a term of the rules or any by-laws in force the *Interpretation Act 1984 (WA)* may be used as an aid to interpretation.

(2) Unless the contrary intention appears -

Association means Tuxedo Junction Inc.;

Committee means the Executive Committee as established under Rule 7;

executive means the President, Vice President, Treasurer, and Secretary;

financial year means the period specified in subclause 23(3);

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nomination, for the purposes of clause 16, means a nomination and secondment for an office of the Association, where each nomination or secondment is forwarded by different persons;

rules means the Rules of Association of Tuxedo Junction Inc.

Schedule 2 - Fees & Remuneration

1. The membership fees are \$40 per month.
2. Membership fees are payable by the first day of each month, and may be paid up to 12 months in advance.
3. The fee payable to inspect specified documents pursuant to subclause 4(5) is \$20.
4. The maximum amount that may be held by the Association, or persons on behalf of the Association, pursuant to clause 23(14), is \$200.

Schedule 3 - Financial Statements

1. Where the association employs a cash method of accounting, the financial statement must include:
 - (a) a statement of receipts and payments for the financial year; and
 - (b) a reconciled statement of the association's bank account balances as at the end of the financial year; and
 - (c) a statement of assets and liabilities of the association as at the end of the financial year.
2. Where the association employs an accrual method of accounting, the financial statement must include:
 - (a) a statement of income and expenditure for the financial year; and
 - (b) a balance sheet as at the end of the financial year.