

**GOLDEN VALLEY TREE PARK INCORPORATED (GVTP INC.)
CONSTITUTION**

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

annual general meeting means the annual general meeting of the members of the Golden Valley Tree Park Management Committee (whose members solely comprise the Association);

Association means the incorporated association to which these rules apply;

books, of the Association, includes the following —

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

by laws means by-laws made by the Association under rule 63;

chairperson means the Committee member holding office as the chairperson of the Association;

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

committee means the Management Committee of Golden Valley Tree Park Inc., (the Association);

committee meeting means a meeting of the Management Committee of Golden Valley Tree Park Inc., (the Association);

committee member means a member of the Management Committee of Golden Valley Tree Park Inc., (the Association);

financial records includes —

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

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

financial year, of the Association, has the meaning given in rule 2;

general meeting means annual general meeting or special general meeting of the Management Committee of Golden Valley Tree Park Inc, (the Association);

GVTP means Golden Valley Tree Park;

landowner means the owner of the land on which the Golden Valley Tree Park is situated (see the Department);

Management Plan means a comprehensive management document for the GVTP Management Committee over future years. It sets out underpinning principles, operational procedures and future strategic direction as agreed between GVTP and the Department. It also provides detailed description, background and historical data relating to GVTP;

member means a person who is a member of the Golden Valley Tree Park Management Committee (the Association);

ordinary committee meeting means a meeting of the Golden Valley Tree Park Management Committee other than an annual general meeting or special general meeting;

ordinary committee member means a committee member who is not an office holder of the Association under rule 27(2);

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

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

secretary means the committee member holding office as the secretary of the Association;

special general meeting means a meeting of the Management Committee of Golden Valley Tree Park Inc., (the Association) where a special resolution is proposed;

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

subcommittee means a subcommittee appointed by the committee under rule 46(1)(a);

the Act means *The Associations Incorporation Act 2015*;

the Association means **Golden Valley Tree Park Incorporated** and is comprised solely of the members of its Management Committee.

the Department means the Department of Biodiversity, Conservation and Attractions, the State Government agency that owns the land on which Golden Valley Tree Park is situated and has responsibility for its management. If this agency has a name change, all references to the Department should be read as the new name;

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

treasurer means the committee member holding office as the treasurer of the Association.

2. Financial year

(1) The first financial year of the Association is to be the period 1st July to 30th June.

(2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. 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 subrule (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 cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — OBJECTIVES

4. The Association shall have the following objectives

- 1) To develop an internationally recognised arboretum, educational precinct and visitor destination.
- 2) To showcase a global diversity of temperate trees in an inspirational setting; fostering their social, environmental and economic values.
- 3) To protect the heritage values of the Golden Valley Tree Park site.
- 4) To provide good management of GVTP including good governance and to do all such lawful things which are incidental and conducive to the implementation of the Management Plan.
- 5) To develop, implement, maintain and review from time to time, the objectives of the GVTP Management Plan.
- 6) To hold and manage funds obtained by the Association for the development and running of GVTP.
- 7) To ensure the property and income of the Association is applied solely to the promotion of the objectives stated in the GVTP Management Plan.
- 8) To work with the Department (the landowner) to uphold and enhance our partnership in the management of GVTP and to appropriately acknowledge the Department's role and contribution.

- 9) To engage and work with the local and wider community in the management of GVTP and to appropriately acknowledge and promote all contributions and sponsorships.

PART 4 — MEMBERS

Division 1 — Membership

5. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Association and has reached the age of 18 years is eligible to apply to become a member providing that person is not ineligible under Section 39 of the Act.

6. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Management Committee (the Association).

7. Dealing with membership applications

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

8. Becoming a member

- (a) An applicant for membership of the Association becomes a member when the Management Committee accepts the application.
- (b) There are no fees, subscriptions or other amounts to be paid by members.

9. Classes of membership

- 1) The Association consists solely of members of the Management Committee (and includes life members as appointed under subrule (2); a Park Patron as appointed under subrule (3); and a representative from the Department).
- 2) Life Membership status may be granted to current Management Committee members or previous members who have made significant contributions to the objectives of the Association over a prolonged period. The granting of Life Membership can only be made with the endorsement of the Management Committee and an approved resolution at an annual general meeting.
- 3) The Committee may appoint an Honorary Park Patron.
- 4) Except for Life Members who have previously resigned their membership, and the Park Patron, 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 committee.

10. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) the person resigns from the Association under rule 11;
 - (c) the person is expelled from the Association under rule 15;
 - (d) their absence from three consecutive meetings without leave of absence or excuse acceptable to the committee.
- (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.

11. Resignation

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

12. Rights not transferable

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

Division 2 — Register of members

13. Register of members

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act 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 be kept at the secretary's place of residence, or at another place determined by the committee.

- (3) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (4) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the 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 5 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

14. Term used: member

In this Part —

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

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) The Management 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 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 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
 - (a) when and where the Management 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 committee about the proposed suspension or expulsion;
- (4) At the Management Committee meeting, the 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 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 Management Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

- (6) The Management Committee must give the member written notice of its decision, and the reasons for the decision, within 7 days after the Management 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 Management Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

16. 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.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

17. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

18. Application of Division

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

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

19. Parties to attempt to resolve dispute

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

20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a Management Committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the Management Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the Management 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 Management Committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 23,the Management Committee must not determine the dispute.

21. Determination of dispute by Management Committee

- (1) At the Management Committee meeting at which a dispute is to be considered and determined, the 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 committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

22. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the Management Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Management Committee must appoint the mediator.
- (3) The person appointed as mediator by the Management Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii); or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Management 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.

24. 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.

25. 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 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

PART 6 — MANAGEMENT COMMITTEE

Division 1 — Powers of Management Committee

26. Management Committee

- (1) The committee members are the persons who, as the Management 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 Management 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 committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Management Committee and duties of members

27. Management Committee members

- (1) The Management Committee members, (the Association), consist of —
 - (a) the office holders of the Association;
 - (b) at least 2 and a maximum of 15 ordinary committee members;
 - (c) life members;
 - (d) a representative from the Department; and
 - (e) the Park Patron.
- (2) The following are the office holders of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (3) The Management Committee will appoint members with suitable expertise to the following positions:
 - (a) local coordinator;
 - (b) curator World Collection; and
 - (c) curator Australian Collection.
- (4) A person must not hold 2 or more of the offices mentioned in subrule (2) and subrule (3) at the same time unless there are circumstances where out of necessity the roles may overlap.

28. Chairperson

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

29. Secretary

The secretary has the following duties, unless another member is authorised by the committee to do so

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books 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 committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

30. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) maintain an Assets Register that records item description, date of purchase, value and funding source;
- (c) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (d) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (e) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (f) ensuring the safe custody of the Association's financial records and financial statements;
- (g) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting (Tier 1 association);
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.

Division 3 — Election of office holders and tenure of office

31. Nomination of Office Holders

- (1) A member who wishes to be considered for election to a specified position of office holder of the Management Committee may nominate at the annual general meeting.

32. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) The chairperson of the meeting will call for nominations from the members at the meeting.

- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

33. Term of office

- (1) The term of office of an office holder begins when the member —
 - (a) is elected at an annual general meeting or under subrule 34(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 36;
 - (c) is appointed by the Department as its representative;
 - (d) is elected a life member; or
 - (e) is appointed Park Patron.
- (2) A committee member may be re-elected.

34. Resignation and removal from office

- (1) An office holder may resign from office 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) At a meeting, the Management Committee may by resolution —
 - (a) remove an office holder from office; and
 - (b) elect a member to fill the vacant position.
- (4) An office holder who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the office holder may require them to be read out at the meeting at which the resolution is to be considered.

35. Filling casual vacancies

- (1) The Management Committee may appoint a person who is eligible under rule 27(4) to fill a position of office on the Management Committee that —
 - (a) has become vacant; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 34(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.

- (3) Subject to the requirement for a quorum under rule 42, the Management Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer office holders than required for a quorum under rule 42, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening an ordinary meeting.

36. Validity of acts

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

37. Payments to committee members

- (1) In this rule —
 - Management Committee member* includes a member of a subcommittee;
 - Management Committee meeting* includes a meeting of a subcommittee.
- (2) If authorised by resolution of the Association, a Management Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Management Committee ordinary meetings

38. Management Committee ordinary meetings

- (1) The Management Committee may usually meet monthly and shall meet at least 3 times in each year on the dates and at the times and places determined by the Management Committee.
- (2) The date, time and place of the first Management Committee ordinary meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the office holders and committee members are elected.

39. Notice of Management Committee ordinary meetings

- (1) Notice of each Management Committee ordinary meeting must be given to each Management Committee member at least 72 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 and must allow for other items of general business to be raised.

40. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each ordinary Management Committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Management Committee members at the meeting must choose one of them to act as chairperson of the meeting.

- (3) The procedure to be followed at a Management Committee meeting must be determined from time to time by the committee.
- (4) A person who is not a committee member may attend a Management Committee meeting if invited to do so by the Management Committee.
- (5) A person invited under subrule (4) to attend a 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 committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

41. Use of technology to be present at committee meetings

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

42. Quorum for Management Committee ordinary meetings

- (1) A quorum of the Management Committee is five members including at least two office holders.
- (2) Subject to rule 35(4), no business is to be conducted at a committee ordinary meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee ordinary meeting —
 - (a) the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee ordinary meeting held under subrule (3); and
 - (b) at least three committee members, including one office holder, are present at the meeting,

those members present are taken to constitute a quorum.

43. Voting at Management Committee ordinary meetings

- (1) Where possible, decisions will be made by consensus, however if no consensus is reached, voting shall be undertaken.
- (2) Each Management Committee member present at a committee meeting has one vote on any question arising at the meeting.
- (3) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (4) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- (5) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (6) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

44. Department endorsement of Management Committee resolutions

- 1) In recognition of the working partnership between the Management Committee and the Department, all Management Committee resolutions shall be -
 - (a) consistent with Departmental policy, rules, and regulations; and
 - (b) put to the Department's representative for its endorsement.
- 2) In cases where the Department (as Landowner) withholds its endorsement of a resolution -
 - (a) votes from the Landowner's representative will carry equal weight with the total of votes of the Committee members including the second vote cast by the Chairperson;
 - (b) in extreme cases where conflict persists the Committee will refer to an independent arbitrator;
 - (c) this independent arbitrator is jointly agreed beforehand by the Committee.

45. Minutes of Management Committee ordinary meetings

- (1) The Management Committee must ensure that minutes are taken and kept of each Management Committee ordinary meeting.
- (2) The minutes must record the following —
 - (a) the names of the Management Committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 40(4);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Management Committee ordinary meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Management Committee ordinary meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Management Committee ordinary meeting.
- (5) When the minutes of a Management Committee ordinary 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.
- (6) A hard copy of the minutes will be stored at the end of each Financial Year in the store room of the Association's headquarters, the Golden Valley Tree Park Homestead.

Division 5 — Subcommittees and subsidiary offices

46. Subcommittees and subsidiary offices

- (1) To help the Management Committee in the conduct of the Association's business, the Management Committee may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.

- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Management Committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

47. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Management Committee by the Act or another written law.

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

PART 7 — OTHER MEETINGS OF ASSOCIATION

48. Annual general meeting

- (1) The Management 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 under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Chairperson's annual report on the Association's activities during the preceding financial year; and

- (ii) the financial statements of the Association (Tier 1) for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements;
 - (c) to elect the office holders of the Association and other Management Committee members (if applicable);
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

49. Special general meeting

- (1) The Management Committee may convene a special general meeting.
- (2) No business except the business stated in form of notice convening the meeting shall be transacted at a special general meeting.
- (3) The Management Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (4) 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.
- (5) The special general meeting must be convened within 28 days after notice is given under subrule (4)(a).
- (6) If a special general meeting is not convened within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (7) A special general meeting convened by members under subrule (6) —
 - (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.
- (8) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (6).

50. Notice of annual general meetings and special general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 49(5), the members convening the meeting, must give to each member —
 - (a) at least 14 days' notice of an annual general meeting or of a special 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, invite members to nominate at the meeting for any position of office under 31(1); and
 - (d) if a special resolution is proposed —

- (i) set out the wording of the proposed resolution as required by section 49(4) of the Act; and
- (ii) state that the resolution is intended to be proposed as a special resolution; and
- (iii) comply with rule 51(7).

51. Proxies

- (1) Subject to subrule (2), a member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at an annual general or special general meeting of the Management Committee.
- (2) A member may be appointed the proxy for not more than 2 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the Management Committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to a committee member under rule 50 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

52. Use of technology to be present at annual general meetings and special general meetings

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

53. Presiding member and quorum for annual general meetings or special general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each annual general or special general meeting.

- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of an annual general or special general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at an annual general or special general meeting unless a quorum is present. A quorum of the Management Committee is five members including at least two office holders.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of an annual general meeting or special 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.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least three ordinary members, including at least one office holder are present at the meeting,those members present are taken to constitute a quorum.

54. Adjournment of annual general meeting or special general meeting

- (1) The chairperson of an annual general meeting or special 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 subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 51.

55. Voting at annual general meeting or special general meeting

- (1) On any question arising at an annual general meeting or special general meeting —
 - (a) subject to subrule (3), each member has one vote; and
 - (b) members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of all members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous annual general meeting or special general meeting, only members who were present at that meeting may vote.

- (5) For a person to be eligible to vote at an annual general meeting or special general meeting as a member, the member must have been a member at the time notice of the meeting was given under rule 50.

56. When special resolutions are required

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

57. Determining whether resolution carried

- (1) In this rule —

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

58. Minutes of annual general meeting or special general meeting

- (1) The secretary, or a person authorised by the Management Committee from time to time, must take and keep minutes of each annual general meeting or special general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 51(8); and

- (c) the financial statements presented at the meeting, as referred to in rule 48(3)(b)(ii) or (iii).
- (4) The minutes of an annual general meeting or special general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of an annual general meeting or special general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next annual general or special general meeting.
- (6) When the minutes of an annual general meeting or special 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 8 — FINANCIAL MATTERS

59. Source of funds

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

60. Control of funds

- (1) The Association must open 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.
- (2) Subject to any restrictions imposed at a Management Committee meeting, the Management Committee may approve expenditure on behalf of the Association.
- (3) The Management 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.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by, or for electronic payments, authorised by, 2 Management Committee members, one of whom must be the treasurer.
- (5) All funds of the Association must be deposited into the Association's account as soon as practicable after their receipt.

61. Financial statements and financial reports

- 1) For each financial year, the Management Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- 2) Without limiting subrule (1), those requirements include —
 - (a) the preparation of the financial statements (Tier 1 Association) ; and
 - (b) the review or auditing of the financial statements; and
 - (c) the presentation to the annual general meeting of the financial statements; and

- (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, on the financial statements.

PART 9 — GENERAL MATTERS

62. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

63. Executing documents and common seal

- (1) The Association will not be using a common seal.

64. Giving notices to members

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

65. Custody of books and securities

- (1) Subject to subrule (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) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years.

66. Record of Management Committee office holders

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

67. Inspection of records and documents

- (1) All members of the Management Committee have the right to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Management Committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.

- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (5) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

68. Publication by Management Committee members of statements about Association business prohibited

- 1) A Management Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at an annual general, special general or ordinary committee meeting unless —
 - (a) the Management Committee member has been authorised to do so at a Management Committee meeting; and
 - (b) the authority given to the Management Committee member has been recorded in the minutes of the committee meeting at which it was given.

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

- (1) 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.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

70. Alteration of rules

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 and by otherwise complying with Part 3 Division 2 of the Act.