

RULES

Australian Battery Recycling Initiative Inc

Updated 22 August 2013

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1. NAME

The name of the association is Australian Battery Recycling Initiative Inc.

2. INTERPRETATION

In these rules, unless the contrary intention appears:

“**ABRI**” means Australian Battery Recycling Initiative.

“**Act**” means the Associations Incorporation Reform Act (2012) (Victoria) as amended.

“**Annual General Meeting**” means a meeting of members convened in accordance with Rule 5.1.

“**Association**” means Australian Battery Recycling Initiative Inc.

“**Certificate**” means a certificate of membership issued in accordance with these Rules.

“**Chief Executive Officer**” means the person appointed (if any) to be the chief administrator of ABRI and, when there is no chief executive officer, the Committee.

“**Code of Conduct**” means the Code set out in the schedule to these Rules or such other code as a Meeting may, by special resolution, adopt.

“**Committee**” means the committee of management of ABRI.

“**Committee Member**” means a member of the Committee.

“**Corporate Member**” means a member admitted as such and all companies related to that corporate member within the meaning of the Corporations Law.

“**Financial Year**” means the year ending on 31st December.

“**Member**” means a member of ABRI and includes Corporate Members and Affiliate Members.

“**Meeting**” means a meeting of members called in accordance with these rules at which a quorum is present.

“**Nominated Representative**” means a person nominated as a Member’s representative in accordance with Rule 4.7.

“**Person**” and “**Persons**” mean natural persons unless the context requires otherwise.

“**President**” means the President for the time being of ABRI.

“**Recycling**” shall mean the actual process of taking secondary materials and converting these into a primary-quality material to enable its use in making primary products.

“**Resource recovery**” shall mean the preparation of secondary materials to agreed specifications in anticipation of their utilisation in a recycling process.

“**Special resolution**” means a resolution passed in accordance with the Act, and with not less than three quarters of the votes cast being in favour of the resolution.

“**The Registrar**” means the Registrar of Incorporated Associations.

“Treasurer” means the treasurer for the time being of ABRI.

“Vice President” means the Vice President for the time being of ABRI.

2.1. In these rules:

Unless a contrary intention is apparent words importing any gender include each other gender and the plural includes the singular and vice versa.

“Writing” includes typewriting, printing, lithography, photography, email and other modes of representing or reproducing words in visible form and “written” has a corresponding meaning.

3. BACKGROUND, PURPOSE AND POWERS

ABRI’s mission is to maximise resource recovery and achieve the highest resource order for recovered materials from recovered and end of use and end of life batteries.

3.1. Purpose of ABRI

The purposes of ABRI are:

- 3.1.1 To encourage governments, industry and the community to take actions that promote collection, resource recovery, recycling and optimise the profitable recovery and recycling of secondary materials from recovered end of use and end of life batteries including primary and secondary batteries.
- 3.1.2 To facilitate the removal of barriers to economic and sustainable collection and recycling of end of use and end of life batteries and promote changes to legislation and government policies where such changes will benefit members.
- 3.1.3 To encourage uniformity of government policy nationally in relation to collection, resource recovery and recycling of end of use and end of life batteries and promote policies which are non-prescriptive in nature and equitable in outcomes in order to open up opportunities to effectively reintroduce secondary materials for reuse.
- 3.1.4 To maximise the opportunity of substituting recycled materials for virgin raw materials and closing the recycling loop through members producing a range of quality recycled raw materials, in accordance with locally and internationally recognised and developed materials specifications.
- 3.1.5 To operate within all applicable Australian law and International conventions.
- 3.1.6 To work towards the overarching objective of “No batteries to landfill, maximum value recovery”.

3.2. Powers of ABRI

The powers of ABRI shall include:

- 3.2.1 To establish working parties of members with common or similar interests and provide resources in support of their objectives.
- 3.2.2 To manage issues common to members in relation to collection and resource recovery of end of use and end of life batteries and associated issues of environment, education and community relations and to provide an informed contribution to public debate.
- 3.2.3 To obtain, collate and publicise relevant information relating to collection and resource recovery of end of use and end of life batteries.
- 3.2.4 To procure and manage financial and human resources.
- 3.2.5 To develop policies and strategies in support of members and their activities in collection and resource recovery of end of use and end of life batteries.
- 3.2.6 To support other associations and organisations with interests in whole or in part similar to those of ABRI.
- 3.2.7 To maintain linkages with equivalent national and international organisations.
- 3.2.8 To initiate, carry out and promote research of whatever kind that is relevant to the secondary resource sector and in the interests of members.
- 3.2.9 To do all such matters and things as are necessary or expedient to further the objects of ABRI.

3.3. Other

The purposes and powers specified in Clauses 4.1 and 4.2 shall, except where otherwise expressed, be independent main purposes and powers, and ABRI shall also have the powers set out in the Act. The purposes and powers are not limited or restricted by implied reference to or inference from the terms of any other clause.

4. MEMBERSHIP

4.1. Classes of membership

ABRI shall have the following classes of membership:

- (a) Corporate member
- (b) Affiliate member.

4.2. Corporate Member

A company shall be eligible to be a corporate member if it meets the following criteria or such other criteria as a general meeting of ABRI may from time to time determine:

It is involved in one or more aspects of the business of battery manufacture, distribution and sale, collection and recycling of end of use and end of life batteries, or waste management of battery components.

Each corporate member shall be entitled to vote at general meetings.

4.3. Affiliate Member

A government instrumentality, company, community group or industry association shall be eligible to be an affiliate member if it is engaged or interested in the activities of ABRI and it meets such criteria as a general meeting of ABRI may from time to time determine. A company shall only be eligible to be an affiliate member if it is not directly involved in the business of battery manufacture, distribution, sale, collection, or recycling. Affiliate membership shall be reviewed annually.

The Chief Executive Officer may require an affiliate member or prospective member to provide proof of its eligibility or continuing eligibility and may refuse to renew an affiliate membership.

Affiliated members may attend any General Meeting in an observer capacity however shall not be entitled to vote and shall have no other rights or privileges as such other than those a general meeting may from time to time determine.

4.4. Application for Membership

4.4.1 A company or person wishing to become a Corporate Member shall apply for membership to the Chief Executive Officer in writing.

4.4.2 The application for membership shall be in such form and contain such particulars as the Committee may determine and on a form issued by the Chief Executive Officer. Without limiting the foregoing, the application shall include a copy of the Code of Conduct.

4.4.3 Prospective members shall be invited to attend a general meeting following receipt of an application for membership, in an observer capacity, and to present to the members an outline of the prospective member's activities and answer any questions which may be raised.

4.4.4 An applicant may, at any time, withdraw its application for membership.

4.5. Consideration of application

4.5.1 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

- 4.5.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 4.5.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 4.5.4 No reason need be given for the rejection of an application.

4.6. New membership

- 4.6.1 If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Chief Executive Officer must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 4.6.2 The Committee shall consider and determine an application for membership in accordance with these Rules and the criteria determined by the general meeting from time to time. No person shall be admitted as a Member unless and until they have signed the Code of Conduct.
- 4.6.3 The Chief Executive Officer shall communicate to the applicant the outcome of the application as soon as practicable following the meeting.

4.7 Nominees of Members

- 4.7.1 All Members that are not natural persons shall, by notice in writing to the Chief Executive Officer, nominate a qualified natural person to represent that Member. If that person ceases to be a Nominated Representative pursuant to Rule 5.5.2, the Member shall promptly nominate another qualified person to be its Nominated Representative.
- 4.7.2 A Corporate and Affiliate Member's Nominated Representative shall be a director or employee of that Member unless a Meeting approves otherwise.
- 4.7.3 Member may, by notice in writing to the Chief Executive Officer, change its Nominated Representative at any time or appoint an alternate representative for such period or periods as are specified by the Member in the written notice.
- 4.7.4 A person who is a Nominated Representative shall automatically cease to be a Nominated Representative if that person ceases to be a director or employee of a Member.

4.8 General rights of Members

- 5.8.1 A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and

- (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 13.3; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a corporate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

4.9 Obligations of Members

4.9.1 A Member shall sign a copy of the Code of Conduct.

4.9.2 Under the Code of Conduct, Members are expected to:

- Work for the good of ABRI and actively support and promote its purposes as set out in the Rules
- Provide leadership for all sectors of the battery recycling industry to foster high ethical standards
- Act to enhance the profile of ABRI and the resource recovery sectors
- Act with honesty and integrity
- Foster openness and transparency in the decision making of the Association
- Act with courtesy and respect to fellow members, CEO, stakeholders and the resource recovery industry
- Use their best endeavours to attend and contribute to as many meetings as possible.

4.9.3 A Member shall use its best endeavours to observe and comply with all applicable laws and regulations and shall take reasonable steps to ensure that its employees and directors observe and comply with all laws and regulations applicable to the Member's business. Without limiting the generality of the foregoing, each Member shall observe and comply with the provisions of the Australian Competition and Consumer Act.

4.9.4 A Member shall treat all information provided and all matters discussed at general meetings and the minutes of meetings (other than the Annual General Meeting) as confidential and shall not disclose such information, matters and minutes to non-members except where required by law, or with the agreement of the meeting.

4.9.5 A Member or Nominated Representative with a material interest in a matter (over and above the common interest all Members have in that matter) shall

declare that interest at the commencement of the meeting and shall offer to excuse themselves from the meeting while that matter is discussed.

- 4.9.6 Each Member shall act in good faith and provide current information on its activities to the Chief Executive Officer in a format agreed by Members from time to time. The Chief Executive Officer will aggregate such information and then promptly destroy all source documents. The aggregated information shall only be used in such a way as to enhance the image and profile of ABRI and its Members. Nothing in this Rule shall require a Member to supply information, or the Chief Executive Officer to aggregate or use such information if its supply, aggregation or use could lead to a breach of the Australian Competition and Consumer Act.

5 GENERAL MEETINGS

5.1 Annual General Meetings

- 5.1.1 An Annual General Meeting of the members shall be held each calendar year within three months after the 31 December at such place, date and time as the Committee determines.
- 5.1.2 The Chief Executive Officer shall, at least 14 days or, if a special resolution has been proposed, at least 21 days before the date fixed for the holding of a Annual General Meeting of the Association, cause to be sent to each member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 5.1.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Chief Executive Officer. The Chief Executive Officer shall include all business of which he has had at least 30 days' notice in writing prior to calling the next Annual General Meeting. The Chief Executive Officer may, at his absolute discretion, include business of which he has had less than 30 days' notice.
- 5.1.4 The ordinary business of the Annual General meeting shall be:
- (a) To confirm the Minutes of the last preceding Annual General Meeting
 - (b) To receive a report from the Chairman of the activities of ABRI Inc. in the preceding year
 - (c) To receive a financial report from the Treasurer of activities of the last preceding financial year
 - (d) To receive a report from the Chief Executive Officer on activities
 - (e) To consider budgets and set annual subscriptions for members
 - (f) To elect office bearers.
- 5.1.5 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

- 5.1.6 The quorum for the Annual General Meeting shall be 5 or 25% of total number of financial Corporate Members present personally or represented by a duly authorised representative or by proxy, whichever is the lesser.
- 5.1.7 If within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place. At the adjourned meeting if a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

5.2 Other General Meetings

- 5.2.1 The Committee may, whenever it thinks fit, but not less than three times in any calendar year, convene a general meeting of the Association to discuss issues of interest to members.
- 5.2.2 Subject to 6.2.1, the Committee will determine the overall frequency of and location of general meetings based on issues. The Chief Executive Officer shall, at least 5 working days before the date fixed for holding such a meeting, cause to be sent to each Member a notice stating the place date and time of the meeting and a general description of the issues to be discussed. The notice of meeting will include an agenda for the meeting which will, without limiting the agenda, include the following items:
- (a) The approval of the minutes of the previous meeting
 - (b) Correspondence
 - (c) Financial statement by the Treasurer
 - (d) Chief Executive Officer report
 - (e) Reports of committees and working groups, etc.
 - (f) Other business.
- 5.2.3 A member desiring to bring any business before a general meeting may give notice of that business in writing to the Chief Executive Officer. The Chief Executive Officer shall include all business of which he has had at least 10 days' notice in writing prior to calling the next general meeting. The Chief Executive Officer may, at his absolute discretion, include business of which he has had less than 10 days' notice. Otherwise the item may be raised as 'Other Business' at the meeting when the Chairmen will decide whether to deal with it forthwith or defer it until a subsequent meeting.
- 5.2.3 The 'Competition law checklist for ABRI meetings' shall be provided to members prior to the commencement of each meeting. All attendees must sign the attendance list to indicate that they have read the checklist.

- 5.2.4 No item of business shall be transacted at a general meeting called pursuant to 5.2.2 unless a quorum is present. Five Corporate Members present personally or represented by a duly authorised representative, its nominee or by proxy constitutes a quorum for these meetings.
- 5.2.5 Within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall be dissolved.

5.3 Chair

- 5.3.1 All meetings shall be chaired by the President. If the President is unable to chair a particular meeting the Vice President shall chair that meeting. If the Vice President is unable to chair that meeting, the members at that meeting shall elect one of their number to chair that particular meeting.
- 5.3.2 The Chairman shall allow reasonable discussion of agenda items.
- 5.3.3 At the commencement of each meeting the Chairman shall ask whether any Member has a material interest in a matter (over and above the common interest all Members have in that matter).

5.4 Voting

- 5.4.1 Each Corporate Member is entitled to one vote. Notwithstanding the foregoing, a Member shall not be entitled to vote on any matter in which it has a material interest (over and above the common interest all Members may have in that matter) Unless these rules or the Act provides otherwise all questions arising at a meeting shall be decided by majority vote. In the event of an equality of votes on any question the Chairman may exercise a second or casting vote.
- 5.4.2 Questions arising at a meeting shall be determined on a show of hands or, if demanded by a Member, a poll taken in such a manner as the person presiding at the meeting may determine.
- 5.4.3 A declaration by the Chairman that a resolution has, on a show of hands or poll been carried, carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 5.4.4 A Member is not entitled to vote at any meeting, including any Annual General Meeting, unless all moneys due and payable by the Member to ABRI have been paid, other than the amount of the annual levy payable in respect of the current financial year and the Member has signed a copy of the Code of Conduct in accordance with these Rules.
- 5.4.5 A Member is entitled to appoint any person as proxy by notice given to the Chief Executive Officer at any time before the commencement of the meeting in respect of which the proxy is appointed.
- 5.4.6 Form of Instrument of Proxy

An instrument appointing a proxy shall be in the following form or in a form that is similar to the following form as the circumstances allows:

.....
of
being a Corporate Member hereby appoint
of
as its proxy to vote for it on its behalf at the meeting
to be held at
on/...../20 and at any adjournment thereof and instructs the said
proxy to vote in respect of particular resolutions as follows:
.....
(Signature of Nominee of Corporate Member)/...../20.....

5.5 Minutes of general meetings

- 5.5.1 The Chief Executive Officer or in his absence, a member agreed by those present, shall cause a true and proper record of the proceedings of all meetings to be produced and distributed to members within 10 days of the meeting.
- 5.5.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 5.5.3 In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting; and
 - (c) the financial statements submitted to the members; and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

5.6 Working groups

- 5.6.1 A general meeting may, by resolution, establish working groups. A resolution establishing a working group shall specify:
 - (f) The name of the working group
 - (g) The objectives, powers and duties of the working group

- (h) The method of appointing a Chair and other members of the working group.
- 5.6.2 Working groups shall represent key sectoral interests of ABRI. These working groups will act in an advisory capacity to Members. The objectives of a sectoral working group shall be to further the objectives of ABRI, to represent the special interests of that sector and to advise the general meeting on programs of interest and value to members of that sector.
- 5.6.3 A working group shall be bound by the provisions of these Rules and any resolution of the general meeting.
- 5.6.4 Working groups shall not make any submission or otherwise purport to represent the views or speak on behalf ABRI without the prior approval of the Chief Executive Officer.
- 5.6.5 Working groups may be funded from general revenue but may also raise a levy from the members of that group.

6 COMMITTEE OF MANAGEMENT

6.1 Committee of Management

- 6.1.1 The day-to-day affairs of ABRI shall be managed by the Committee which shall consist of the office bearers, Chief Executive Officer and ordinary members.
- 6.1.2 The Committee, subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be reasonable and desirable for the proper management of the business and affairs of ABRI.
- 6.1.3 The Committee shall meet at least quarterly at such times and places as the Committee determines.
- 6.1.4 A Committee meeting may be convened by the President or by the Chief Executive Officer.
- 6.1.5 At least 48 hours written notice of each Committee meeting must be given to each Committee member and must specify the general nature of the business to be conducted. No other business may be conducted at such meeting.
- 6.1.6 Any three members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee. No business shall be conducted unless a quorum is present. If a quorum is not present within half an hour of the time appointed for the meeting the meeting lapses.
- 6.1.7 The President or, in his absence, the Vice President shall chair all Committee meetings. Each Committee member is entitled to one vote.

Unless these Rules or the Act provide otherwise all questions arising at a meeting shall be decided by a majority vote. In the event of an equality of votes on any question the Chair may exercise a second or casting vote.

6.2 Conflict of interest

6.2.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

6.2.2 The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

6.2.3 This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

6.3 Minutes of meeting

6.3.1 The Committee must ensure that minutes are taken and kept of each committee meeting.

6.3.2 The minutes must record the following—

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 6.2.

6.4 Leave of absence

6.4.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

6.4.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

6.5 Office Bearers

The following office bearers shall be elected by Members at the Annual General Meeting of ABRI:

- (a) President
- (b) Vice President; and
- (c) Treasurer.

Except as provided below, all office bearers shall be employees or directors of a Corporate Member. Each office bearer shall, subject to these Rules, hold office until the next Annual General Meeting. The general meeting may, by special resolution, allow a suitably qualified person who is not an employee or director of a Corporate Member to serve as President.

6.6 Nomination of Office Bearers

Nominations of candidates for election as office bearers:

- a) shall be called for not less than 4 weeks prior to the date set by the Committee for the Annual General Meeting and must be received by the chief executive officer not less than 3 weeks prior to that date. If no nominations for a position are received by that date, nominations for that position may be called for at the meeting
- b) if only one nomination for a specific office is made, the person nominated shall be deemed to be elected
- c) if the number of nominations for a specific office is greater than one, a ballot shall be held
- d) the ballot for the election of an office bearer shall be conducted in such manner as the Chairman of the meeting may direct
- e) a member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

6.7 Vacancy

6.7.1 An office bearer ceases to hold office if the officer bearer:

- a) ceases to be an employee or director of a Corporate Member or that Corporate Member ceases to be a Member (unless a special resolution has been passed in accordance with 7.2)
- b) becomes bankrupt or the Corporate Member of which he is an employee or director becomes insolvent
- c) resigns office by notice in writing to the President or Chief Executive Officer

d) is removed as an office bearer by resolution at a general meeting. An office bearer who is the subject of a proposed resolution may make representations in writing (not exceeding a reasonable length) and may request that the representations be provided to the members or require that they be read out at the meeting.

6.7.2 If for whatever reason the President, Vice President, Treasurer or Public Officer becomes vacant the members shall appoint a person to fill the vacancy at the next meeting of members. The person so appointed shall hold office for the residue of the term of office of such person's immediate predecessor.

6.8 Nomination of ordinary members

6.8.1 The Annual General Meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

6.8.2 A single election may be held to fill all of those positions.

6.8.3 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

6.8.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 7.9.

6.9 Ballot

6.9.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

6.9.2 The returning officer must not be a member nominated for the position.

6.9.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.

6.9.4 The election must be by secret ballot.

6.9.5 The returning officer must give a blank piece of paper to—

- (a) each member present in person; and
- (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

6.9.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

6.9.7 If the ballot is for more than one position—

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- 6.9.8 Ballot papers that do not comply with subrule 7.9.7 (b) are not to be counted.
- 6.9.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 6.9.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 6.9.11 If the returning officer is unable to declare the result of an election under subrule 6.9.10 because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with subrules 6.9.4 to 6.9.10 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

6.10 Appointment of the Chief Executive Officer

- 6.10.1 The Chief Executive Officer is appointed by the Committee.
- 6.10.2 The appointment is for a period of time determined by the Committee.

6.11 General duties

- 6.11.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 6.11.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 6.11.3 Committee members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- 6.11.4 Committee members and former committee members must not make improper use of:

- (a) their position; or
- (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

6.12 Duties of President

The duties of the President shall be:

- (c) To chair all General, Special and Annual General Meetings
- (d) To provide an account of ABRI's activities to the Annual General Meeting
- (e) In conjunction with the other office bearers, appoint a chief executive officer
- (f) To speak and act on behalf of ABRI, its Members and the Committee and to liaise with other relevant bodies on behalf of ABRI
- (g) To act as directed by the general meeting
- (h) To perform such functions as are vested in the President in these Rules
- (i) To do all such things as are conducive or incidental to the above.

6.13 Duties of Vice President

The duties of the Vice President shall be:

- (a) To perform such duties as may be assigned to him by the President
- (b) To perform the duties of the President when the President is unable or unwilling to act
- (c) To perform such functions as are vested in the Vice President in these Rules
- (d) To do all such things as are conducive or incidental to the above.

6.14 Duties of Treasurer

The duties of the Treasurer shall be:

- (a) To provide a financial statement at each ABRI meeting and prepare accounts for submission to the Registrar of Associated Incorporations
- (b) Make financial documents available for inspection by members
- (c) To perform such duties as may be assigned to them by the President.

6.15 Duties of Chief Executive Officer

The duties of the Chief Executive Officer shall be:

- (a) Perform any duty or function required under the Act to be performed by the Secretary of an incorporated association
- (b) Maintain a Register of Members
- (c) Keep minutes of all meetings of ABRI
- (d) Deal with correspondence in accord with the requirements from meetings
- (e) Collect and receive all monies due to ABRI and make payments agreed to by Members at meetings
- (f) Maintain bank accounts
- (g) Speak and act on behalf of ABRI, its Members and the Committee and to liaise with other relevant bodies on behalf of ABRI
- (h) Sign the Statement of Annual Return on behalf of ABRI
- (i) Include in each annual report information relating to the number of meetings held during that year and the number of meetings at which each Member was represented
- (j) Subject to the Act and these Rules, provide members with access to the Register of Members, the minutes of general meetings and other books and documents.

6.16 Limitation of Term

- 6.16.1 A committee member holds office until the positions of the committee are declared vacant at the next annual general meeting.
- 6.16.2 Except as provided in these Rules, no Member shall serve more than two consecutive terms as Vice President and more than two consecutive terms as President.
- 6.16.3 The General Meeting may, by Special Resolution, allow the President or Vice President to serve additional consecutive terms.

6.17 Vacation of office

- 6.17.1 A committee member may resign from the Committee by written notice addressed to the Committee.
- 6.17.2 A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 6.4; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

6.18 Filling casual vacancies

6.18.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that—

- (a) has become vacant under rule 6.17; or
- (b) was not filled by election at the last annual general meeting.

6.18.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

6.18.3 Rule 6.16 applies to any committee member appointed by the Committee under subrule 6.18.1 or 6.18.2.

6.18.4 The Committee may continue to act despite any vacancy in its membership.

6.19 Fax and Email Resolutions

6.19.1 If more than one half of all Committee Members have signed a document containing a statement that they are in favour of a resolution the terms of which are set out in the document, a resolution in those terms shall be deemed to have been passed at the Committee Meeting held on the day and at the time at which the document was last signed by a Committee Member.

6.19.2 For the purposes of this clause, two or more documents containing statements in identical terms each of which is signed by one or more Committee Member shall together be deemed to constitute one document containing a statement in those terms signed by those Committee Members on the respective days on which they signed the separate documents.

7 FINANCIAL MANAGEMENT

7.1 Income

The funds of the Association shall be derived from annual subscriptions, supplementary levies, donations and such other sources as the Committee determines. All donations, sponsorships and grants must be approved by approved by the Committee of Management as being consistent with ABRI's purpose and objectives.

7.2 Financial Year

The financial year of ABRI shall be from 1st January to the 31st December of each year.

7.3 Membership Subscriptions

- 7.3.1 All members of ABRI shall pay an annual subscription fee.
- 7.3.2 Members' subscriptions shall be administered by the Committee and be applied toward promoting the purposes of ABRI and toward meeting the administration and operating costs of ABRI.
- 7.3.3 The subscription payable by members of ABRI shall be fixed as follows:
 - a) the Committee shall determine the estimated cost of the conduct of ABRI activities, administration and operations and shall structure subscription levels in order to match estimated expenditure with estimated income
 - b) The Committee shall determine the level of subscriptions for Members and the date on which payment of the subscription (or an instalment thereof) is due and may determine different levels for different classes of membership and for different categories (as determined by the Committee) of Members within a class of membership
 - c) the proposed subscriptions shall be submitted to the next Annual General Meeting of ABRI for approval and subject to approval shall be the subscriptions for Members for that year
 - d) if the Annual General Meeting of ABRI does not approve the proposed subscriptions, a revised budget and level of subscriptions shall be prepared by the Committee, taking into account the comments made and resolutions passed at the Annual General Meeting. The revised subscription approved by the Committee shall be the subscriptions for Members for that year unless the Annual General Meeting resolved that a General Meeting be held to approve the proposed subscriptions.
- 7.3.4 The annual subscription shall be payable within thirty days of receipt of an invoice.

7.4 Setting fees

The Committee may in its discretion:

- a) introduce a joining fee in such amount as the Committee considers appropriate and increase or reduce such fee
- b) set different levels of fees for different classes of members and different categories of members within a particular class of membership.

7.5 Supplementary levy

If in any year it is found by the Committee that the expenses of ABRI for that year have been under-estimated, the Committee with the prior approval of the members in general meeting may call for payment from members of a supplementary levy.

7.6 Budgets

7.6.1 ABRI shall be administered and expend money in accordance with the budget set by the Committee. The Committee shall establish appropriate procedures for budgeting and administering ABRI's funds.

7.6.2 The Committee may, with the approval of the members given at a general meeting halt any expenditure notwithstanding the expenditure is authorised by the budget to avoid a deficit.

7.7 Accounts

The Committee shall ensure that proper accounts are maintained with full details of all receipts and expenditure to properly reflect the financial standing of ABRI.

7.8 Audit

All accounts of ABRI shall be audited when required by the Act by a registered Auditor appointed by the Committee.

7.9 Deposits

All money received by ABRI including, without limitation, subscriptions, donations, grants and non-subscription income, shall be paid forthwith into an account in the name of ABRI with such bank or other financial institution as the Committee may from time to time nominate.

7.10 Cheques

7.10.1 All cheques and other financial instruments of any description to be made, drawn or endorsed for and on behalf of ABRI shall be signed by at least two office bearers nominated by the Committee to sign such documents for and on behalf of ABRI.

7.10.2 A cheque covering payment to a Member for services provided shall not be signed by an office bearer who is an employee or director of that Member.

7.11 Application of Income and Property

7.11.1 All income and property of ABRI shall be applied solely in the promotion of the purposes of ABRI.

7.11.2 No portion or part of the income or property of ABRI may be paid or transferred either directly or indirectly by way of dividend, bonus or by any other means whatsoever, to any person who is or has been a Member or to any number of such persons or to any other person claiming through any one or more of such persons.

7.11.3 Nothing in Clause 8.11.2 shall prevent the payment in good faith of remuneration to any Officer, servant or Member in return for services actually rendered to ABRI nor prevent the payment in good faith of interest at commercial rates on money borrowed from any Members nor prevent the payment of rental for premises let by any Member to ABRI provided however that no employee or director of a Member the may be appointed to or hold any salaried office of ABRI and further provided that no remuneration or other benefit in money or in moneys kind may be paid to any Member for service on or attendance at any Committee or general meeting of ABRI except for the reimbursement of reasonable out of pocket expenses with prior Committee approval.

8. RECORDS

- 8.1 The Chief Executive Officer shall keep custody of all minute books, documents and securities associated with the operation of ABRI.
- 8.2 The Chief Executive Officer shall permit a Member to inspect the books and accounts of the Association with the prior approval of the Committee and in accordance with any guidelines issued by the Committee from time to time.
- 8.3 Committee shall ensure that a register of Members of ABRI is maintained. The register shall be available for inspection by members at the address of the Chief Executive Officer. An entry in the register shall, in the absence of evidence to the contrary, be evidence of membership.
- 8.4 The Committee shall include in its records detail on whether a Member has paid all subscriptions and any other sums due to ABRI.

9. MEMBERSHIP CERTIFICATE

- 9.1 ABRI may issue a Certificate to Members evidencing their membership of ABRI.
- 9.2 The Certificate shall remain the property of ABRI. The Committee may at any time call for and compel the production or delivery to it of the Certificate.
- 9.3 A person or company that ceases to be a Member shall if required to do so by the Committee return the Certificate to ABRI.

10. TERMINATION OF MEMBERSHIP

10.1 Termination

- 10.1.1 Unless the Committee resolves otherwise, the membership of any person or Company shall terminate if the person or Company:

- a) becomes bankrupt or is placed into liquidation or makes any assignment of his property for the benefit of his creditors or takes or attempts to take the benefit of any statutory provision regarding bankruptcy or liquidation (“Event of Insolvency”)
- b) becomes a lunatic or of unsound mind
- c) dies or, in the case of a company, is dissolved.

10.1.2 Where a membership is terminated pursuant to Clause 10.1.1 (a) the committee may reinstate the membership where it is established that the Event of Insolvency arose from misfortune and no discreditable conduct on the part of the person or Company can be imputed in connection with the Event of Insolvency.

10.1.3 The termination of membership in accordance with this Clause 10.1.1 does not release the person or Company from the liability to pay the joining fee, subscriptions and any other money owing by him to ABRI at the date of termination.

10.2 Disciplinary action

10.2.1 Grounds for taking disciplinary action

ABRI may take disciplinary action against a member in accordance with this section if it is determined that the member—

- a) has failed to comply with these Rules; or
- b) refuses to support the purposes of ABRI; or
- c) has engaged in conduct prejudicial to ABRI.

10.2.2 Disciplinary subcommittee

(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee—

- a) may be Committee members, members of ABRI or anyone else; but
- b) must not be biased against, or in favour of, the member concerned.

10.2.3 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- a) stating that ABRI proposes to take disciplinary action against the member; and
- b) stating the grounds for the proposed disciplinary action; and
- c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- d) advising the member that he or she may do one or both of the following—

- (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e) setting out the member's appeal rights under rule 10.2.5.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

10.2.4 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - a) give the member an opportunity to be heard; and
 - b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - a) take no further action against the member; or
 - b) subject to subrule (3)—
 - (j) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

10.2.5 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from ABRI under rule 10.2.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - a) specify the date, time and place of the meeting; and
 - b) state—

- (i) the name of the person against whom the disciplinary action has been taken; and
- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

10.2.6 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - a) no business other than the question of the appeal may be conducted; and
 - b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

10.3 Forfeiture of Membership

- 10.3.1 The Committee may cause any Member who has not paid his subscription within one month of it becoming due or within such extended period as the Committee may in its discretion allow to be struck off the register of members and thereupon such Member shall cease to be a Member of ABRI and shall forfeit all rights to membership of ABRI.
- 10.3.2 On payment of all arrears the Committee may in its discretion reinstate a Member whose membership has been forfeited upon such terms and conditions as the Committee thinks fit.
- 10.3.3 The Chief Executive officer shall record in the Register of Members the date on which membership was forfeited and reinstated.

10.4 Resignation of Membership

- 10.4.1 A Member may resign membership of ABRI by giving one month's notice in writing of its intention to the Chief Executive Officer sent or delivered to the principal office of ABRI.
- 10.4.2 The Chief Executive Officer shall enter in the Register of Members the date on which the member who gave notice ceased to be a Member.

10.4.3 A resignation does not release the Member who has ceased to be a Member from liability to pay the joining fee, subscriptions and any other money owing by him to ABRI at the date of resignation.

10.5 Refund

No fees, subscriptions or levies shall be refunded to any person or Company on the termination, forfeiture or resignation of membership pursuant to Clause 11.

10.6 Litigation

A Member the subject of a motion to terminate or suspend his membership shall not commence nor prosecute any legal action against any person making the allegations nor against any officer or servant of ABRI in respect of any notice, letter, proof of evidence, or other document produced in regard to the allegations levied and the consideration thereof provided the allegations have been made bona fide and in good faith.

10.7 Subscription fees

A person or company who has had his membership terminated or suspended shall, notwithstanding he has ceased to be a Member of ABRI, or had his membership suspended continue to be liable to pay the joining fee, subscription and any other money owing by him to ABRI at the date of termination or suspension of his membership.

11 BY-LAWS

12.1 The general meeting may, by special resolution, make By-Laws.

12.2 The Chief Executive Officer shall give at least one month's notice of a proposal together with a copy of the proposed By-Law to all Members.

12.3 If a By-Law is inconsistent with these Rules the Rules shall, to the extent of inconsistency, prevail.

12 GENERAL

12.1 Notices

A notice may be served upon a Member personally, by post, facsimile or email to the address, facsimile number or email address shown in the register of Members. A notice served by post shall be deemed to have been served on the day two days after the date of posting and, in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid

letter. Service of notice by fax or email shall be deemed to be received immediately if no error message is received by the sender.

12.2 Indemnity

Every Member and officer shall be indemnified out of the property of ABRI against any liability incurred by him in good faith in his capacity as an officer or agent of ABRI.

12.3 Custody and inspection of books and records

12.3.1 Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to subrule 12.3.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

Under Section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

12.3.2 The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

12.3.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

12.3.4 Subject to subrule 12.3.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

12.3.5 For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of ABRI and includes the following—

- (a) its membership records
- (b) its financial statements
- (c) its financial records
- (d) records and documents relating to transactions, dealings, business or property of ABRI.

12.4 Dissolution or Winding Up

12.4.1 ABRI may be wound up or dissolved in the manner provided in the Act.

12.4.2 If on the winding up or dissolution of ABRI there remains after the satisfaction of all debts and liabilities, any property whatsoever the same shall not be paid or distributed among the Members but shall be given or transferred to some other body or bodies having objects similar to the purposes of ABRI and which shall prohibit the distribution of its or their income and property among its or their members, such body or bodies to be determined by the Committee at or before the time of dissolution. If not so determined all property shall be held in trust by the Auditor until such time as a suitable body is found, the suitability of such body to be at the absolute discretion of the Auditor.

12.5 Disputes and Mediation

In the event of a dispute between either a member and another member; or a member and ABRI, the parties to the dispute must meet and discuss the matter in dispute. If possible the dispute must be resolved within 14 days after the dispute comes to the attention of all of the parties. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator must be chosen by agreement between the parties, and can be a member of the Association but not a member who is party to the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12.6 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

12.7 Seal

The common seal of the Association must be kept in the custody of the Chief Executive Officer. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee.

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