



**RULES OF THE GUIDE DOGS
ASSOCIATION OF SA AND NT INC.**

Approved November 2019 Annual General Meeting

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GENERAL

1. Name

The name of the Incorporated Association is Guide Dogs Association of SA and NT Inc. (“Association”).

2. Definitions

In these rules, unless a contrary intention appears:

“**Act**” means the Associations Incorporation Act 1985, as amended or substituted from time to time;

“**AGM**” means the Annual General Meeting of all Members of the Association convened in accordance with these rules;

“**Board**” means the Board of the Association;

“**Board Meeting**” means a Meeting of the Board;

“**Board Member**” means a Member of the Board;

“**Chairperson**” means the Board Member elected as Chairperson by the Board of the Association;

“**Conflict of Interest**” means:

- A Board Member or their immediate family or business interests stands to gain financially from any business dealings, programs or services of the Association.
- A Board Member that offers a professional service to the Association.
- A Board Member stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.
- A Board Member has a role on the governing body of another organisation, where the activities of that other body may be in direct conflict or competition with the activities of the Association.

“**Deputy Chairperson**” means the Board Member elected as Deputy Chairperson by the Board of the Association;

“**Meeting**” means a General Meeting of the Members of the Association convened in accordance with these rules;

“**Member**” means a Member of the Association;

“**Returning Officer**” means the independent person appointed by the Board of the Association to conduct elections of Board Members in accordance with these rules;

“**Working Days**” means Monday to Friday excluding Public Holidays.

3. Objects

To undertake activities that enable the organisation to enhance the quality of life of people living with disability.

4. Prohibition against securing profits for Members

The assets and income of the organisation shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

5. Powers

The Association will have all of the powers conferred by the Act.

MEMBERSHIP

6. Classes of Membership

There may be different classes of Membership, and the Members may determine what these classes will be at a Meeting. Voting at all Meetings of the Association will be one vote per Member, regardless of their class of Membership.

7. Honorary Life Member

Persons who have performed valued service to or for the Association may be elected Honorary Life Members by the Association at a Meeting, on the resolution of the Board. Such appointments are to be limited to no more than two per annum.

8. Application for Membership

Any person wanting to become a Member and who supports the objects and agrees to be bound by the rules may apply in writing, on the approved form, for Membership of the Association. The application for Membership must be signed by the applicant, nominating the type of Membership being applied for and be accompanied by the correct fee. Upon payment of the subscription, the applicant will become a Member.

9. Subscription Fees

- 9.1 The subscription fees for various categories of Membership will be determined by the Board from time to time.
- 9.2 Where there is an annual class of Membership that Membership will be renewed each year by payment of the subscription fee set by the Board by the first day of the month following the anniversary of the date the annual Member joined the Association.

- 9.3 If a Member has not paid their subscription fee by the due date set by these rules they will cease to be a Member.

10. Resignation of Membership

- 10.1 A Member may resign from Membership of the Association by written notice to the Association.
- 10.2 The resignation of Membership shall be effective from the date of receipt of the written notice.

11. Expulsion of a Member

- 11.1 The Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association subject to giving the Member concerned seven days' notice of the Board's intention to consider the Member's expulsion. The Member will be given the opportunity to make a written submission and be heard for no more than 10 minutes at the Meeting considering their expulsion.
- 11.2 The determination of the Board will be final. All Membership rights will cease immediately upon the acceptance of a vote to expel the Member and the Membership records noted accordingly.
- 11.3 The Member shall be advised in writing within two working days of the outcome of any vote to expel them by the Board.
- 11.4 An expelled Member shall not be eligible to rejoin the Association for at least two years or for a period to be determined by the Board.

BOARD

12. Roles, Responsibilities and Powers of the Board

- 12.1 The Board shall control and manage the affairs, funds and other property of the Association in accordance with the rules, policies and procedures of the Association and the powers of the Act.
- 12.2 The Board may exercise any power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association in the attainment of the objects of the Association, as long as these rules do not require the power to be exercised in a General Meeting.
- 12.3 The Board shall elect from among its Members as its first item of business at its next Meeting following each AGM, or the election of a new Board, a Chairperson, and Deputy Chairperson. Their term of office will last until the commencement of the first Meeting of the Board following the next AGM.

- 12.4 The Board shall:
- 12.4.1 Appoint a Chief Executive Officer who will be responsible to the Board for the administration and promotion of the Association's objects.
 - 12.4.2 Determine the Chief Executive Officer's salary.
 - 12.4.3 Appoint the Chief Executive Officer, or other fit and proper person, to the position of Public Officer as required by the Act.
 - 12.4.4 For the purposes of any election of Board Members, the Board must appoint an appropriately qualified, fit and proper independent person to act as Returning Officer for that election.
- 12.5 The Board may from time to time appoint from the Members of the Association such sub-committees as it may deem necessary and delegate or refer to them such powers as the Board may determine. Each sub-committee will conduct its business in accordance with the direction of the Board and shall report its proceedings to each Board Meeting.
- 12.6 The Board may delegate any of its powers to the sub-committees of the Board or the Chief Executive Officer.
- 12.7 The Board may appoint a Member of the Association to fill a casual vacancy on the Board. Such person will hold office until the next AGM at which time they will be eligible for election. In the case of a person appointed under this Rule 12.7 to fill a casual vacancy, the period of time commencing on the date of their appointment as a Board Member filling a casual vacancy and the date of the next AGM will not be counted towards the maximum tenure periods provided for by Rule 13.6.

13. Membership of the Board

- 13.1 The Board will consist of a maximum of nine Members of the Association, six of whom shall be elected by the Members of the Association and three of whom shall be appointed by the Board.
- 13.2 The six elected Members of the Board will be elected in the manner specified in Rule 14.
- 13.3 The three appointed Board Members shall have skills and qualifications to meet the specific requirements of the Association as determined from time to time by the Board. Subject to Rule 13.5 and Rule 32.1, all appointed Board Members shall hold office for a term of three years. Subject to Rule 13.6, on the expiry of an appointed Board Member's three year term, that Board Member shall be eligible for re-appointment by the Board.

- 13.4 All appointed Board Members shall be fit and proper persons and candidates for these positions shall be assessed and recommended for appointment by a sub-committee of the Board.
- 13.5 Appointed Board Members may have their appointments reviewed with regard to the needs of the Board at any time by the Board or an appointed sub-committee of the Board. Appointed Board Members will be given three months' notice of termination of appointment. All changes to appointed Board Members shall be advised to the AGM.
- 13.6 No person shall be eligible to be appointed by the Board, or to stand for election, as a Board Member if the appointment or election of that person as a Board Member for a further three year term may result in that person holding office as a Board Member for:
- 13.6.1 more than nine consecutive years, unless the Board otherwise decides by a two thirds majority (subject always to Rule 13.6.2); or
 - 13.6.2 more than 12 years in total (counting consecutive service and all prior service), calculated having regard to Rule 13.7. The Board does not have the authority to determine that a person shall be eligible to be appointed by the Board, or to stand for election, as a Board Member if the appointment or election of that person as a Board Member for a further three year term may result in that person holding office as a Board Member for more than 12 years in total.
- 13.7 When determining:
- 13.7.1 consecutive years of service for the purposes of Rule 13.6 or Rule 32, the following periods of time will be included in the calculation:
 - 13.7.1.1 the continuous period of service of any current Board Member;
 - 13.7.1.2 any prior periods of service of any current Board Member where there was a break in that Board Member's service of less than three years; and
 - 13.7.1.3 for a person who is not currently a Board Member but has previously held office as a Board Member, any previous periods of service as a Board Member if it has been less than three years since that person ceased to hold office as a Board Member; and
 - 13.7.2 consecutive years of service and total years of service for the purposes of Rule 13.6 or Rule 32, in the case of a person appointed under Rule 12.7 to fill a casual vacancy, the period of time commencing on the date of their appointment as a Board Member filling a casual vacancy and the date of the next AGM shall be disregarded.

14. Election of Board Members

- 14.1 Subject to Rule 32.2, each elected Board Member:
- 14.1.1 must retire at the third AGM following the most recent election of that Board Member; and
 - 14.1.2 subject to Rule 13.6, shall be eligible to stand for re-election.
- 14.2 Board Member vacancies shall be determined in the following manner:
- 14.2.1 All Board Members appointed to fill casual vacancies shall retire but will be eligible to stand for election.
 - 14.2.2 All Board Members required to retire under Rule 14.1 or Rule 32.2.
- 14.2A Unless elected or re-elected (as relevant), a Board Member due to retire at an AGM shall retain office until the closure of that AGM.
- 14.3 For the purposes of any election the person appointed as the Returning Officer for an election will:
- 14.3.1 Not be eligible to stand as a candidate at that election.
 - 14.3.2 Not be eligible to nominate or second a person as a candidate at that election.
 - 14.3.3 Not be eligible to vote at that election.
 - 14.3.4 Be entitled to be indemnified out of the assets of the Association for expenditure reasonably incurred in the course of or arising out of duties as Returning Officer.
 - 14.3.5 Be entitled to such remuneration for services as the Board agrees are reasonable.
- 14.4 The Returning Officer must, at least 60 days before an election is due, call for candidates for the election, setting out the rules of election, dates and places for nomination and voting, provide a Board approved nomination form and consent for a police check.
- 14.5 All nominations shall be received by the Board, or their nominee, at the closing of nominations at least 39 days before the advised election date.
- 14.5A A retiring elected Board Member may stand for re-election without nomination provided that he or she has notified the Board in writing of his or her intention to stand for re-election at least 39 days before the advised election date, which for the purposes of the balance of this Rule 14, shall constitute a nomination.
- 14.6 At the closing of nominations:

- 14.6.1 The Board, or their nominee, shall determine the validity of each nomination (having regard to the criteria in Rule 14.7) and may meet with candidates to inform the candidate of their legal responsibilities and obligations as a Board Member.
- 14.6.1.1 Retiring elected Board Members standing for re-election shall be exempt from meeting the Board, or their nominee.
- 14.6.2 At the conclusion of this process the Board will inform the Returning Officer of the valid nominations for election.
- 14.7 To be a valid nomination for election or re-election to the Board, candidates:
- 14.7.1 must be a Member at the time of nomination and at the date of the election; and
- 14.7.2 must be nominated and seconded as a candidate by Members at the time of nomination provided that any Member may only act once either as a nominator or as a seconder in respect of any election; and
- 14.7.3 must provide a brief resume and statement in writing, in the approved form, signed by the candidate, the nominator and a seconder; and
- 14.7.4 must not be an employee of the Association or an immediate family member or have been an employee of the Association in the period of two calendar years prior to the date of the election; or
- 14.7.5 must not be nominated or seconded by a person employed by the Association or who has been an employee of the Association in the period of two calendar years prior to the date of the election; or
- 14.7.6 must not make false or misleading claims in their resume and statement; or
- 14.7.7 must not be declared bankrupt or be an insolvent under administration; or
- 14.7.8 must not have been convicted within or outside the State on an indictment of an offence in connection with the promotion, formation or management of a body corporate or of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months or of an indictable offence and for a period of five years after conviction or if sentenced to imprisonment, after release from prison; or
- 14.7.9 must not be disqualified from being a Board Member in accordance with the rules of the Association; or
- 14.7.10 must not cease to be eligible to be a Board Member before the election is due; or

- 14.7.11 must not be ineligible to stand for election by virtue of Rule 13.6, save that Rules 14.7.2, 14.7.3, 14.7.5 and 14.7.6 do not apply to retiring elected Board Members standing for re-election.
- 14.8 Where a valid nomination is received, the Board, or their nominee, shall advise the candidate within two working days after the closing of nominations that their nomination has been accepted.
- 14.9 Where a nomination is invalid, the Board, or their nominee, shall advise the candidate within two working days after the closing of nominations that their nomination is invalid and allow two working days for the nomination to be rectified.
- 14.10 At the conclusion of the validation of nominations by the Board, or their nominee, the Returning Officer shall:
- 14.10.1 Where the number of candidates is less than or equal to the number of positions to be filled, declare the candidates elected unopposed.
 - 14.10.2 Where the number of candidates exceeds the number of positions to be filled, hold an election on the following basis:
 - 14.10.2.1 The poll will be by postal vote with the ballot paper posted to the nominated address of Members no less than 14 days prior to the close of the poll.
 - 14.10.2.2 A ballot paper will be drawn in the order of receipt of nominations, from top listing on the ballot being first received to last listing on the ballot being the last nomination received.
 - 14.10.2.3 Information regarding each candidate, in the order of the listing on the ballot paper, in a format approved by the Board, or their nominee, shall be provided to Members with the distribution of the ballot paper.
 - 14.10.2.4 Only Members are eligible to vote.
 - 14.10.2.5 The ballot must be secret.
 - 14.10.2.6 A Member must vote only once.
 - 14.10.2.7 Each Member will mark their ballot paper, indicating their preferred candidates up to but not exceeding the number of positions to be filled.
 - 14.10.2.8 A ballot paper will be valid if the intention of the voter is clear to the Returning Officer.

- 14.10.2.9 On the day notified as the close of voting the close of poll shall be at:
 - a) 12 noon for electronic and personally delivered ballot papers, and
 - b) receipt of the official post.
 - 14.10.2.10 The Returning Officer must count the votes and must declare elected those candidates with the highest number of votes up to the number of positions to be filled.
 - 14.10.2.11 Where two or more candidates receive the same number of votes, the Returning Officer must in the presence of the AGM draw lots and declare elected the candidate(s) chosen by lot up to the number of positions to be filled.
- 14.11 The Returning Officer shall report in writing to the AGM indicating the compliance of the election process with the requirements of these rules, the validity of each nomination, the names of candidates, the number of votes received by each candidate and the declaration of candidates elected.
- 14.12 The declaration of the election by the Returning Officer shall be final and any disputation of the election of Board Members shall be addressed by the calling of a Special General Meeting as specified by the rules of the Association.

15. Board Proceedings

- 15.1 The Board will meet a minimum of once each quarter and at other such occasions that the Board decides, at a time and place nominated by the Chairperson, to deal with business, adjourn and otherwise regulate their Meetings as they decide is appropriate.
- 15.2 Questions arising at any Board Meeting will be decided by a majority of votes. The Chairperson will have a casting vote, as well as a deliberative vote, if the votes are equal.
- 15.3 The quorum for a Board Meeting is five Board Members attending in person or through means of electronic communication that enable effective participation in the business of the Meeting, providing that if the total number of Board Members drops below five at any time then all of the Board Members then current will be taken to be a quorum for the sole purpose of appointing one or more persons to fill a casual vacancy and the power to appoint a director in these circumstances is a valid power of the Board.
- 15.4 The Board may make decisions and vote via postal ballot, email or other electronic means between formal Board Meetings if deemed necessary by the Chairperson:

- 15.4.1 All resolutions determined through these means shall be noted, including the number of votes for, against and abstentions, in the minutes of the next Board Meeting following any resolution.
- 15.4.2 Any one Board Member may cause the matter put to Board Members for their consideration in this manner, to be discussed at a full Board Meeting, in which case the subject/recommendation will be deferred to a Board Meeting.
- 15.5 Even if it is later discovered that there is some defect in the appointment or election of a Board Member, the actions of the Board will be valid as if every Board Member had been properly appointed.
- 15.6 A Board Meeting must be called at the request of the Chairperson or of any three Board Members.
- 15.7 Board Members must be given at least 24 hours' notice of a Board Meeting. Notices can be given verbally or by telephone, post, email or other electronic means. A Board Meeting will not be invalid if the required notice is, for any reason, not received by a Board Member.

16. Conflict of Interest

- 16.1 Board Members shall declare any Conflict of Interest either at the start of the Board Meeting concerned or when a relevant issue arises. The nature of this Conflict of Interest should be entered into the Meeting minutes. The interest should also be documented in a *Conflict of Interest Register* to be held with the minutes file.
- 16.2 Where a Conflict of Interest or potential Conflict of Interest is identified and/or registered, the Board Member concerned shall leave the room as soon as that item comes up for discussion. The concerned Board Member shall not vote on that issue, nor initiate or take part in any discussion on that topic (either in the Meeting or with other Board Members before or after the Meeting), unless expressly invited to do so by unanimous agreement by all other Members present.
- 16.3 If a person alleges that a Board Member has a Conflict of Interest, whether existing or potential, and if the Board through the Chairperson cannot resolve this allegation to the satisfaction of both parties, the matter shall be referred to the Association's legal advisor for determination. This determination will be binding on all parties.

17. Disqualification of Board Members

A Board Member's office will become vacant if that Board Member:

- 17.1 Is disqualified by the Act.
- 17.2 Is declared bankrupt or is an insolvent under administration.

- 17.3 Is convicted within or outside the State on an indictment of an offence in connection with the promotion, formation or management of a body corporate or of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months or of an indictable offence.
- 17.4 Resigns from the Board in writing to the Chairperson, effective from the date advised or, if no date is advised, effective from receipt of this advice by the Chairperson.
- 17.5 Is considered by the Board (on a resolution passed at a Board Meeting by a two thirds majority of those present and voting) to be guilty of conduct or in a circumstance which is, or could be, damaging to or in conflict with the Association's best interests.
- 17.6 Is deceased.
- 17.7 Is permanently incapacitated by ill health.
- 17.8 Is absent from Board Meetings, without having been granted leave by the Board, for a period of four consecutive calendar months and the Board declares that such Board Member has forfeited their position.

GENERAL MEETINGS

18. Annual General Meetings

- 18.1 The Annual General Meeting of the Association shall be convened on such date and at such a place and time as the Board thinks fit within five months after the end of each financial year.
- 18.2 An Annual General Meeting shall be specified as such in a notice convening it.
- 18.3 At least 10 days' notice in writing, including proxy voting forms, of any Meeting will be given to Members, unless a special resolution is proposed at the Meeting, in which case 21 days' notice of the Meeting must be given.
- 18.4 The order of business at the Meeting shall be:
 - 18.4.1 Confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that Meeting.
 - 18.4.2 Consideration of the reports of the Board.
 - 18.4.3 Setting Membership categories and fees as recommended by the Board.
 - 18.4.4 Consideration of the audited accounts.
 - 18.4.5 Acceptance of the Returning Officer's report.
 - 18.4.6 Appointment of auditors.
 - 18.4.7 Any other business requiring consideration by the Association in a General Meeting.

18.5 Notice of Meetings, including proxy voting forms, may be given by the Association to any Member by serving the Member with the notice personally, by email or if requested, sent by post to the address in the register of Members. Where a notice is sent by email or post, service of the notice shall be deemed to be affected if it is properly addressed and forwarded to Members.

19. Special General Meetings

19.1 A Special General Meeting may be called by the Board, or by written request of at least 10 Members of the Association. The Board must convene a Meeting for the purpose specified in the request, no later than 30 days after it receives the request.

19.2 Every request for a Meeting must be signed by the Members making it and must state the purpose of the Meeting.

19.3 If a Meeting is not convened within 30 days as required by these rules, those requesting the Meeting may cause the Meeting to be convened. Such Meeting will be convened in the same manner as a Meeting convened by the Board. For this purpose the Board must make sure that those requesting the Meeting are given particulars of the Members of the Association entitled to receive notice of the Meeting, free of charge. The reasonable expenses of convening and conducting such a Meeting will be paid by the Association.

19.4 At least 10 days' notice of any Meeting will be given to Members, unless a special resolution is proposed at the Meeting, in which case 21 days' notice of the Meeting must be given.

19.5 Notice of Meetings may be given by the Association to any Member by serving the Member with the notice personally, by email or if requested, sent by post to the address in the register of Members. Where a notice is sent by email or post, service of the notice shall be deemed to be affected if it is properly addressed and forwarded to Members.

20. Proceedings at Meetings

20.1 A quorum for any Meeting will be five Members present in person.

20.2 If a quorum of Members is not present within 30 minutes of the appointed meeting time, a Meeting convened on the request of Members will lapse. In any other case, the Meeting will be adjourned to the same day in the following week, at the same time and place. If a quorum of Members is not present at the adjourned Meeting within 30 minutes of the appointed meeting time, the Members present will form a quorum.

- 20.3 The Chairperson may, with the consent of the majority at any Meeting at which a quorum is present, and must, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business will be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- 20.4 If a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting must be given as if that Meeting was an original Meeting of Members.
- 20.5 At any Meeting, a resolution put to the vote will be on a show of hands and a declaration by the Chairperson of the Meeting that the resolution has been carried or lost will, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 20.6 The Chairperson or five or more Members present in person or by proxy may demand a poll. If that happens, the Chairperson will direct the manner in which it is to be taken. The result of the poll will be the resolution of the Meeting, unless it is a special resolution when a majority of at least three-quarters of Members entitled to do so voting personally or by proxy at the Meeting is required.
- 20.7 A poll demanded on any question of an adjournment will be taken at the Meeting and cannot be adjourned.
- 20.8 The Chairperson will have a casting vote in addition to a deliberative vote if the votes are equal.

21. Voting Rights

At any Meeting of the Association where a vote is decided by a show of hands a person can vote only once. This rule applies even if a person holds proxies in addition to their Membership. Where a poll is demanded, every Member present in person or by proxy will be entitled to one vote.

22. Proxies

A Member is entitled to appoint, in writing, a natural person, who is also a Member, as a proxy to attend and vote at any Meeting. A Member who has been appointed proxy must give the Chairperson evidence of that appointment, satisfactory to the Chairperson, before the commencement of the Meeting.

MISCELLANEOUS

23. Common Seal

- 23.1 The Association will have a Common Seal on which its corporate name will appear in legible characters.
- 23.2 The seal shall only be used as required with the Board's authorisation. Every use of the seal must be recorded in the Association's minute book. Every document to which the seal is affixed must be signed by at least one Member of the Board and when necessary either a second Member of the Board or the Chief Executive Officer.
- 23.3 The seal must be kept in the custody of the Chairperson or someone else nominated by the Board.

24. Minutes

- 24.1 Proper minutes of all proceedings of Meetings of the Association, the Board and any sub-committees must be entered in the minute book kept for that purpose, no later than one month after the relevant Meeting.
- 24.2 The minutes kept as required by this clause must be signed by the Chairperson of the Meeting at which the proceedings took place, or by another person nominated by the Meeting to sign.
- 24.3 Once minutes are entered and signed they will, unless the contrary is proved, be evidence that the Meeting was convened, all proceedings were duly held, and all appointments made at the Meeting were valid.

25. Financial Year

The Association's financial year is the 12 month period ending on 30 June in each year.

26. Accounts

The Association must keep such accounting records as are necessary to correctly record and explain the Association's financial transactions and position.

27. Appointment of Auditor

At each Annual General Meeting, the Members must appoint an auditor of the Association. The auditor will hold office until the next Annual General Meeting and is eligible for re-appointment. If an appointment is not made at an Annual General Meeting, the Board must appoint an auditor for the current financial year.

28. Alteration to Rules

- 28.1 These rules may be altered (including an alteration to the Association's name) or rescinded and replaced by substituted rules by a resolution of the Members passed at a General Meeting by a three-quarters majority.
- 28.2 A resolution referred to in clause 28.1 may only be submitted to the Meeting if at least 21 days prior notice of it was given to the Members.
- 28.3 All changes to the rules must be registered as required by the Act.
- 28.4 The registered rules bind the Association and each Member as if they had each signed them and agreed to be bound by them.

29. Dissolution

The Association may be wound up by a special resolution of the Members passed at a General Meeting by a three-quarters majority in the manner provided in the Act.

30. Application of surplus assets on winding-up and/or revocation of endorsement

- 30.1 If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
 - 30.1.1 gifts of money or property for the Principle Purpose of the Association;
 - 30.1.2 contributions made in relation to an eligible fundraising event held for the Principal Purpose of the Association;
 - 30.1.3 money received by the Association because of such gifts and contributions.
- 30.2 If the Association is wound up, any surplus assets remaining after the application of Rule 30.1 shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

In this Rule 30: 'Principle Purpose' means the objects of the Association as set out in Rule 3.

31. Transitional provision

- 31.1 Upon the adoption of these rules the Board Members will be the same as those immediately before the adoption of these rules.

- 31.2 Following the adoption of these rules and prior to the calling of nominations for elected Board Members, the Board shall determine from its Membership who will retire to allow the creation of up to three Board Appointed Members in accordance with section 13 (Membership of the Board). Should the Board be unable to reach a decision, the Board Members to retire will be determined by drawing of lots. Retiring Board Members will be eligible for appointment to the Board Appointed positions subject to meeting the criteria in section 13.
- 31.3 When these rules come into effect, the following classes of Members will continue to exist:
- 31.3.1 Life Members.
 - 31.3.2 Annual Members.
 - 31.3.3 Honorary Life Members.
- 31.4 For the purpose of determining the anniversary of a Member's joining date in accordance with 9.2 of these rules, the transition arrangements shall be as follows:
- 31.4.1 For all existing Members who renewed at 1 January 2010, their anniversary will be 1 January.
 - 31.4.2 For all Members that joined since 1 January 2010, their anniversary will be the first day of the month following the first anniversary of the date the annual Member joined the Association.

32. Transitional provisions (Introduction of Board Member tenure)

- 32.1 As at the date on which the Members resolve to amend these Rules including to adopt this new Rule 32 (Commencement Date), any person who has held office as an appointed Board Member for more than three years since the date on which they were most recently appointed as a Board Member, or has held office as a Board Member for more than nine consecutive years or 12 years in total, calculated by reference to Rule 13.7:
- 32.1.1 shall cease to hold office as an appointed Board Member on the date that is three months following the Commencement Date; and
 - 32.1.2 subject to Rule 13.6, shall be eligible for re-appointment by the Board.
- 32.2 As at the Commencement Date, any person who has held office as an elected Board Member past the third AGM following the date on which they were most recently elected as a Board Member, or has held office as a Board Member for more than nine consecutive years or 12 years in total, calculated by reference to Rule 13.7:
- 32.2.1 must retire at the next AGM immediately following the Commencement Date; and
 - 32.2.2 subject to Rule 13.6, shall be eligible to stand for re-election.