



Rules of the Murray River Retriever Association Inc.

Incorporated under the Associations Incorporation Reform Act 2012 (Vic) (**the Act**)

Incorporated 2012

Rules amended October 2022

Rules of the

MURRAY RIVER RETRIEVER ASSOCIATION INCORPORATED

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1 The association's name

The name of the association is Murray River Retriever Association Incorporated.

2 The association's purposes

The purposes of the association are:

- To preserve and promote the Murray River Retriever as an ANKC recognised pure breed of dog
- To maintain a Register for Murray River Retrievers
- To operate a Rescue and Re-homing Service
- To support breeders to breed to the ANKC Ltd Murray River Retriever breed standard to ensure the longevity of the breed
- to encourage and build a community of Murray River Retriever enthusiasts; and
- to educate the general public on the unique qualities of the Murray River Retriever.

3 The association's powers

The association has the legal capacity of an incorporated body.

The association has power to do anything incidental or conducive to achieve its purposes.

The association may only:

- exercise its powers; and
- use its income and assets (including any surplus),

for its purposes.

4 Not for profit organisation

The association must not distribute any surplus, income or assets directly or indirectly to its members.

This rule does not prevent the association from paying its members:

- reimbursement for expenses properly incurred by them, and
- for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

5 Financial year

The financial year of the association starts on 1 July of each year and runs for a period of 12 months (Financial Year).

6 Definitions

the Act refers to the Associations Incorporation Reform Act 2012 (Vic) and includes any regulations made under that Act

Code of Conduct means the document referred to as Code of Conduct. It outlines the expectations and principles expected of members.

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Days refers to calendar days unless otherwise specified in a rule

MRRA means Murray River Retriever Association Incorporated and here within can be called the Association or MRRA

By-laws means any documents created under Rule 14 for the day to day governance of the Association

7 Members

The association must have at least six members.

Anyone who supports the purposes of the association and agrees to comply with these Rules, the Code of Conduct and By-laws of the Association can apply to join the Association as a member.

8 Membership applications

A person may apply to join the association as a member by completing an application for membership of the association in the form approved by the Committee (if any) and paying the joining fee and/or the first year's annual subscription fee as outlined in the by-laws.

In these rules, writing includes online application form, email and other correspondence in electronic form.

The Committee can approve or reject a membership application. If the Committee rejects a membership application, it is not required to give reasons for that decision, but it must return the annual subscription fee paid by the applicant (if there is an annual subscription fee) and write to the person to tell them their membership application has been rejected. No reason is required to be provided for the rejection of an application. The Committee must consider applications for membership of the association and notify the applicant of its decision as soon as practicable.

If the Committee approves the application for membership the resolution will be recorded in the minutes of the committee meeting.

The Secretary will enter the new member onto the Register of members within 14 days of the later of the date of Committee approval or the date of receipt of the first year's annual subscription fee. A person is entitled to his or her membership rights from the date of entry onto the Register of members.

No new members may be entered onto the Register of members within 14 days prior to an annual general meeting, special general meeting or disciplinary appeal meeting.

9 Types of Membership

General Membership – this may include sub-types of Single, Family and any other levels as established in the By-laws. A General Membership is eligible to one vote per membership.

Life Membership – The Committee may grant Life Membership to any member of the Association who has rendered outstanding or special services. Life Members are eligible to vote.

Associate Membership - The Committee may allow Associate members as established by the By-laws.

Membership will only be accepted in the name of individual members ie: John or Mary Smith, not a corporate entity or kennel name.

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10 Membership Fees

The Committee can set or change joining fees and annual subscription fees for members. Members must be notified of any change at least 4 months before the end of the Financial Year.

New members who join after the start of a financial year must, for that financial year, pay a fee equal to the full annual subscription; or as established by the By-laws

Life Members are not required to pay membership subscriptions

The Committee may determine that lower annual subscriptions are payable by associate members as outlined in the By-laws.

Members must pay the annual subscription fee (if any) within the time specified by the Committee. If a member does not pay in time, their membership is suspended until the annual subscription fee is paid. When membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting.

11 Members' rights, obligations and liabilities

Members have rights, obligations and liabilities as set out in the Act and in these rules.

A member of the association who is entitled to vote has the right to:

- receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules;
- submit items of business for consideration at a general meeting;
- attend and be heard at general meetings;
- vote at general meetings;
- have access to the minutes of general meetings and other documents of the association in accordance with these rules; and
- inspect the register of members.

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

Each member's liability is limited to payment of that member's joining and annual subscription fees (if any).

A member's rights, including the right to vote, is suspended if the annual subscription is not paid within 62 days of the end of the financial year

Associate members include any members under the age of 18 years and any other category as established by the By-laws. Associate members have no voting rights but may have other rights as determined in the By-laws.

Members obligations are to support the purposes of the association and agree to comply with these Rules, the Code of Conduct and By-laws of the Association.

12 Ending membership

Members can stop being a member of the association at any time by notice in writing to the Secretary.

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A member stops being a member if:

- the member resigns in accordance with these rules;
- the member is expelled in accordance with the disciplinary procedures set out in these rules (if any);
- the member dies;
- the member's annual subscription is more than 6 months in arrears; or
- where no annual subscription is payable:
 - the Secretary has made a written request to the member to confirm they wish to remain a member; and
 - the member has not, within six months after receiving that request, confirmed in writing that they wish to remain a member.

When a membership ends, the association will not refund any subscription fees already paid. Once a member stops being a member, the Secretary must enter the date of ceasing on the record and archive the information from the register of members within 14 days in accordance with the Act.

Writing includes email and other correspondence in electronic form.

13 The Committee

The association is governed by a management committee (Committee) that is made up of committee members elected in accordance with these rules.

14 The Committee's responsibilities and functions

The Committee is responsible for management of the association and can exercise all powers and functions of the association (consistently with these rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).

Among its other responsibilities, the Committee is responsible for making sure:

- accurate minutes of general meetings and committee meetings of the association are made and kept;
- any material personal interest disclosed at a committee meeting is recorded in the minutes of that committee meeting; and
- all records, securities and relevant documents (as defined in the Act) of the association are kept properly and in accordance with these rules.

By-Laws

The Committee may introduce By-laws for the day to day governance of the Association. Members must be notified of new or amended By-laws within 28 days of committee approval. The by-law will come into effect 14 days after notice to members. By-laws must be entered onto a register of by-laws to be maintained by the Secretary at the end of the period of notification to members. The entry shall show the by-law and its date of effect.

Delegation

The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed on the Committee by the Act or under any other law.

The delegation must be in writing, may be subject to any conditions or limitations that the Committee considers appropriate and can be revoked in whole or in part by the Committee in writing.

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15 Funds

The association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interest, and any other sources approved by the Committee.

Cheques, EFT transfers or cash payments made from the association's funds must be authorised by two committee members in a form approved by the bank institution.

The Committee may establish a debit card payment account with limited funds separate from the main account. Transactions in the first instance may be authorized by the office bearers and ratified at the next committee meeting. All transactions over \$500 need prior committee approval.

Financial records must be kept and stored for seven years.

16 The committee members

The Committee is made up of the following committee members:

- the President, the Vice President, the Secretary, the Treasurer (the Office Bearers); and
- five general committee members.

Elections may be held at each Annual General Meeting (**AGM**) or at a Special General Meeting (**SGM**) in accordance with these rules.

A member is eligible to be elected or appointed as a committee member if the member:

- is at least 18 years of age; and
- is entitled to vote at a general meeting of the association.

17 Term of office

Subject to these rules:

- each committee members term of office is two years in line with the AGM cycle.
- at each AGM committee members must retire from their role as outlined below
 - the President and Vice President positions should retire in an alternating year.
 - the general committee members will be allocated a number between 1 and 7. In the year that the President retires, so will Committee members 1, 2 and 3. In the year that the Vice President retires, committee members 4, 5, 6 and 7 must retire.
- a committee member who retires under this rule may nominate for re-election
- other than a committee member appointed to fill a vacancy, a committee member's term of office starts at the end of the AGM at which they are elected and ends at the end of the AGM at which they retire.
- In accordance with Rule 21, any casual vacancies filled by the committee since the previous election must retire at the next AGM. The member who filled the casual vacancy is eligible for re-election. If the term of the filled vacancy does not expire at the next AGM in accordance with this rule then the election term will be adjusted to match the remainder of the term for the allocated committee number.

18 Election of the Committee

At the annual general meeting (AGM or SGM), separate elections must be held for the alternating positions of President or Vice President.

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At the AGM or SGM any general committee members being elected are elected together.

If the person who is the chair of the meeting is retiring from office, immediately prior to the election they must relinquish the chair for the period of the elections to an office bearer or general committee member present at the meeting. Following the elections, the original chair should resume their position for the remainder of the AGM or SGM.

The positions of Secretary and Treasurer will be voted by the Committee from the General Committee members in the first committee meeting following the AGM or SGM. Each Office Bearer position must be held by separate members.

Nominations

Nominations for each position can be made by notifying the Secretary up to 8 days before the meeting.

Nominations must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate in the form approved by the Committee (if any).

A candidate may only nominate for one office bearer or general committee member position prior to the AGM. If they are not elected to the office bearer position the nomination is then read for a general committee position. No other candidates can be nominated on the day of the AGM.

If the number of candidates does not exceed the positions available:

- the chair of the meeting must declare elected those candidates who have been nominated; and
- If insufficient nominations for all positions are received the Committee may fill the remaining vacancies in accordance with the rule about Committee member resignations, removal and casual vacancies.

If there are more candidates for a position than the number to be elected, a ballot must be held as set out below.

Ballot

The chair of the meeting must appoint a returning officer (who may be the chair of the meeting) to conduct a secret ballot for each election.

The candidates may each make a short speech in support of their election.

The returning officer must give:

- each member present in person or by representative, and
- each proxy appointed by a member (if members may vote by proxy under the general meeting procedure rule),

a blank piece of paper for each ballot (or, for those present using technology, an equivalent means of registering their vote).

For each ballot, voters must:

- indicate the candidate or candidates they wish to vote for, including (if not already listed) writing the names of those candidates; and
- not write down the names of more candidates than the number to be elected in that ballot.

Ballot papers that do not comply with these requirements are informal (not valid).

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Each formal ballot paper where the name of a candidate has been written down counts as one vote for that candidate.

The returning officer must declare elected the number of candidates to be elected who receive the most votes, subject to the requirement below.

If two or more candidates receive the same number of votes, and not all those candidates are to be elected, the returning officer must decide by lot which is to be elected.

Writing includes email and other correspondence in electronic form.

19 The Secretary

The Secretary must be at least 18 years of age, be resident in Australia and consent to being appointed as Secretary.

The Secretary must perform any duty or function required under the Act or these rules to be performed by the Secretary.

Any change of Secretary must be notified to Consumer Affairs Victoria within 14 days of appointment.

20 General duties of committee members

Each committee member should be familiar with these rules, Code of Conduct, By-laws and the Act.

The Committee is collectively responsible for ensuring that the association complies with the Act.

Committee members must exercise their powers and discharge their duties:

- with reasonable care and diligence;
- in good faith in the best interests of the association; and
- for a proper purpose.

Committee members and former committee members must not make improper use of:

- their position; or
- 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.

In addition to any duties imposed by these rules and By-laws, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

If a committee member is contravening this rule and reasonable attempts have been made to discuss and rectify these issues with the member, the remaining committee members may vote to suspend the members committee rights pending further investigation.

- Voting should be conducted in accordance with the rules for an urgent meeting.
- Investigations may take no longer than 1 month. If no action is taken in accordance with these rules, then the suspension ceases.
- If the committee member facing suspension is the Secretary or Treasurer then the business for the meeting, subject to the suspension being imposed, shall include a vote on a temporary replacement by a current general committee member. If it is the President, then the Vice President will fill this role.

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21 Committee member resignations, removal and casual vacancies

A committee member stops being on the Committee if they:

- stop being a member of the association;
- fail to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence granted by the Committee;
- resign by writing to the Committee or the Secretary;
- are removed by a special resolution of members of the association;
- become insolvent under administration (as the term is defined in section 38 of the Interpretation of Legislation Act 1984);
- become a represented person (under the Guardianship and Administration Act 2019);
- die;
- otherwise stop being a committee member by operation of section 78 of the Act; or
- in the case of the Secretary, if the Secretary stops residing in Australia.

If a committee member stops being on the Committee before the end of their term in accordance with these rules, the Committee can appoint a member of the association to fill the vacancy on the Committee until the next AGM. If the position of Secretary is vacant for any reason, the Committee must appoint a new Secretary within 14 days.

The Committee may act despite any vacancy in its membership. If three vacancies occur concurrently the Committee should fill at least one vacancy within 28 days.

Writing includes email and other correspondence in electronic form.

22 Calling committee meetings

The Secretary must give seven days' written notice of a committee meeting to committee members unless the meeting is an urgent meeting.

At an urgent meeting, only the business for which the meeting was called may be conducted. Any resolution made at the meeting must be passed by an absolute majority of the Committee. An absolute majority means at least 50% of the committee members currently holding office and entitled to vote.

The Committee can decide how often it meets. The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee

A special committee meeting may be convened by the President or by a majority of committee members.

Writing includes email and other correspondence in electronic form.

23 Committee meetings procedure

As long as everyone can hear and communicate clearly at the same time, committee meetings may be held at more than one place using technology (such as telephone or video conferencing).

The President is entitled to chair committee meetings.

If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.

If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the Committee must elect another committee member to chair.

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Each committee member, including the chair, has one vote.

There is no voting by proxy.

The chair of the meeting does not have a casting vote.

If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

Subject to these rules, the procedure to be followed at a committee meeting must be determined from time to time by the Committee.

No business may be conducted at a committee meeting unless a quorum is present.

At least 50% of committee members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

- in the case of a special meeting, the meeting lapses;
- in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules.

The Committee may utilise a ballot to approve a resolution between committee meetings. The ballot may be in writing or electronic. The results of the ballot should be ratified at the next committee meeting.

24 Conflict of interest

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 and at the next general meeting of members of the association.

The committee member:

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

This rule does not apply to a material personal interest:

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

25 General meetings

The association must hold an AGM within five months of the end of the association's Financial Year or such other time as permitted by law.

The Committee determines the date, time and place of the AGM.

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The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive and consider reports of the Committee and financial statements for the previous Financial Year, and elect committee members.

The AGM may also conduct any other business of which notice has been given in accordance with these rules.

26 Calling a Special General Meeting

The Committee must convene a Special General Meeting (SGM) if a request to do so is made in accordance with this rule by at least 15 members.

This request for a SGM must:

- be in writing;
- state the business to be considered at the meeting and any resolutions to be proposed;
- include the names and signatures of the members requesting the meeting; and
- be given to the Secretary.

A SGM requested by members must:

- be held within three months after the date on which the original request was made; and
- only consider the business stated in that request.

Writing includes email and other correspondence in electronic form.

27 Notice of general meetings (including special resolutions)

Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the meeting in writing to each member's postal or email address listed on the members register.

Notices of general meetings must include all proposed matters to be dealt with at that meeting.

If a special resolution is proposed, the notice must also include:

- the full proposed resolution; and
- a statement of the intention to propose the resolution as a special resolution.

Writing includes email and other correspondence in electronic form.

28 General meetings procedure

Location

General meetings may be held in person or at more than one place using technology (such as telephone or video conferencing). A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other

For the purposes of this rule, a member participating in a general meeting through the use of technology as permitted under these rules is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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Chair

The President is entitled to chair general meetings. If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.

If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

Quorum

No business may be conducted at a general meeting unless a quorum is present. For a general meeting to be held, at least 10% of the members (a quorum) must be present at the meeting (either in person or through the use of technology) or in proxy, for the meeting to be held.

The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date. No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.

Voting

Decisions at a general meeting must be made by majority vote (subject to the provisions in these rules regarding special resolutions).

A special resolution is passed if at least 75% of the members present or by proxy voting at a general meeting vote in favour of the resolution.

Subject to the Act and these rules, each member has one vote on any question arising at the meeting.

Votes must be held by a show of hands or written ballot, or another method determined by the chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands (or any other method determined by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair. The chair of the meeting does not have a casting vote.

Proxies

Members may vote by proxy at general meetings except for disciplinary appeal meetings.

Proxy forms must be received by the Secretary (in the form approved by the Committee, if any) 2 day(s) before a meeting. A proxy received later than this time has no effect.

29 Notices

Members must give the association their address for notices, and any change in that address.

The address for notices may include an email address.

The association must enter any change in the address of a member in the register of members without delay.

Notice may be given to a member by sending it to the address last given by the member.

Notice may be given to the association or the Committee by sending the notice by post to the registered address, or, if the Committee determines that it is appropriate in the circumstances, by email to the email address of the association or the Secretary.

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In these rules a period of notice of a meeting expressed in days does not include:

- the day on which notice is given; or
- the day on which the meeting is held.

Notices sent by post are taken to have been given on the 4th day after posting that is not a Saturday, Sunday or public holiday at that address.

Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

In this rule, 'member' includes a committee member.

30 Custody of documents and members' access to documents

The Treasurer must maintain financial accounts and records of the Association for the current Financial Year and keep custody of the financial records of the association and any other financial records as authorised by the Committee. The Secretary must keep custody of all books, documents and securities of the association (other than the financial records held by the Treasurer in accordance with these rules). Financial records must be kept and stored for seven years.

The Secretary must keep and maintain a register of members in accordance with the Act.

A member is entitled to, subject to certain restrictions found in your rules, inspect the rules, by-laws, general meeting minutes, relevant documents and the members register at a reasonable time. 'Relevant documents' includes documents such as financial records, contracts and asset records of the association.

If a member asks to inspect the register of members, the association must allow this in a reasonable time. Note that, in certain circumstances, the association may withhold personal member information.

A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The association must provide copies of records of the association (other than the members' register) if a member requests copies in accordance with these rules (and unless the association is permitted to refuse the request in accordance with these rules). The association can charge a reasonable fee for providing copies.

Subject to the Act, the association can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the association.

Subject to the Act, members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.

Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances and must write to the member outlining their decision.

Writing includes email and other correspondence in electronic form.

31 Disciplining members

The Committee may discipline a member of the association if it considers that the member has breached these Rules, By-laws or the Code of Conduct or if the member's behaviour is causing (or has caused) damage or harm or is unreasonably abusive or defamatory to the association or another member.

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Notifying the Member

The Committee must write to the member stating that disciplinary action will be taken, the grounds for the disciplinary action and specifying the date, place and time of the disciplinary meeting. The letter must also advise the member that they may attend the disciplinary meeting and address the disciplinary sub-committee and/or give a written statement to the disciplinary subcommittee up to 24 hours prior to the meeting commencement time.

Disciplinary Meeting

The Committee must arrange a disciplinary procedure that meets these requirements:

- the outcome must be determined by an unbiased decision-maker;
- the member must have the opportunity to be heard; and
- the disciplinary procedure must be completed as soon as reasonably practicable.

The outcome of a disciplinary procedure can be the temporary suspension or the expulsion of the member. The association cannot fine a member.

Right of Appeal

A member whose membership rights have been suspended or who has been expelled from the Association may appeal the decision of the Disciplinary Subcommittee in writing immediately after the vote or to the Secretary within 48 hours after the vote. The Committee must call the Disciplinary Appeal meeting as soon as practical, but not more than 21 days after the notice is received. The notice of disciplinary appeal meeting must be given to each voting member of the Association and specify the date, time and place of the meeting, the name of the person being disciplined, the grounds for the discipline and advise that the vote at the appeal is on whether to uphold or revoke the Disciplinary Sub-Committee's decision.

At a Disciplinary Appeal Meeting the only business is to decide on the question of the appeal. The Committee must present the grounds for suspending or expelling the member and the reasons for taking the action. The person who has been suspended or expelled must be given an opportunity to be heard. Only Members present may vote on the business by secret ballot, proxies are not permitted. Votes will be accepted only after both the Committee and Suspended, or Expelled person have had an opportunity to present. For the decision of the Disciplinary Sub-Committee to be upheld 75% of the votes submitted at the meeting must vote in favour of the suspension or expulsion.

Suspension

Despite any other provision in these rules, a member whose membership has been suspended in accordance with the disciplinary procedure in these rules is not eligible to be elected or appointed as a committee member and is not entitled to vote at a general meeting.

For members suspended due to disciplinary action, should the member's suspension span the end of the financial year, membership fees remain due and payable in accordance with these Rules. If membership fees are not received in the timeframe required by these rules, the suspended member will be treated as if they are ceasing membership. If the person reapplies and is approved for membership, any remaining period of the disciplinary suspension will need to be served immediately.

32 Resolving disputes

If there is a dispute relating to the Rules, Code of Conduct or By-laws of the Association between a member and another member, a member and the association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved **(Negotiation Period)**.

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If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:

- the party with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected, and explain their grievance (Grievance Notice);
- the Committee must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the parties involved and try to find a solution;
- the Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator;
- at the mediation conference, each party must have an opportunity to be heard; and
- each party must do their best to resolve the dispute.

A mediator may be a member or former member of the Association so long as they are unbiased, a non-member or mediation service. The mediator must not determine the dispute.

If the grievance procedure does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

33 Common seal

The association does not have a common seal.

34 Changing the rules

Subject to the Act, these rules may be changed, added to, or replaced only by special resolution of the association's members at a general meeting.

35 Changing the Code of Conduct

Any changes to the Code of Conduct must be approved by the association's members at a general meeting.

36 Winding up the association

To wind up the association, the members must vote for this by special resolution at a general meeting.

If the association is wound up, any surplus assets must not be distributed to the members or former members of the association unless the member or former member is an organisation which is described below.

Subject to the Act, any other applicable Act and any Court order, any surplus assets must be distributed to one or more organisations which is prohibited from making distributions to its members to at least the same extent as the association.