



**CEMETERIES & CREMATORIA  
ASSOCIATION  
OF WESTERN AUSTRALIA (CCAWA) INC.**

**CONSTITUTION  
REVIEWED & ADOPTED 12 MARCH 2021**

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# DEFINITIONS

*In these rules, unless the contrary intention appears —*

**Act** means the Associations Incorporation Act 2015;

**Associate member** means a member as described in rule 4.1(c);

**Association** means the incorporated association to which these rules apply;

**Board** means the management committee of the Association;

**Board meeting** means a meeting of the management committee;

**Board member** means a member of the management committee;

**Books** of the Association, includes the following —

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

**By-laws** means by-laws made by the Association under rule 64 of the Associations Incorporation Regulations 2016;

**President** means the committee member holding office as the president of the Association;

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

**Finance director** means the committee member holding office as the treasurer of the Association;

**Financial records** includes —

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

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

**Financial year** of the Association has the meaning given in rule 3;

**General meeting** of the Association means a meeting of the Association that all members are entitled to receive notice of and to attend;

**Member** means a person (including a body corporate) who is an ordinary member or an associate member of the Association;

**Officers of the association** means the board members forming the management committee;

**Ordinary member** means a member as described in rule 4.1(a);

**Public Health Emergency** means a public health state of emergency declared under the Public Health Act 2016 section 167

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

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

**Secretary director** means the committee member holding office as the secretary of the Association;

**Special general meeting** means a general meeting of the Association other than the annual general meeting;

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

**State of emergency** means a state of emergency declared under the Emergency Management Act 2005 section 56

**Subcommittee** means a subcommittee appointed by the committee under rule 8.4.

**Video-conference** means a conference in which participants in different locations are able to communicate with each other in sound and vision.

# **CEMETERIES & CREMATORIA ASSOCIATION OF WA INC.**

## **CONSTITUTION AND RULES**

### **1. NAME**

*The Association shall be known as the Cemeteries & Crematoria Association of WA Inc.*

### **2. OBJECTS OF THE ASSOCIATION**

- 2.1** *To promote the maintenance, improvement and development of cemeteries and crematoria in Western Australia.*
- 2.2** *To promote to the community the services offered by cemeteries and crematoria and encouraging two-way communication.*
- 2.3** *To provide a forum for the free exchange of information on all matters relating to cemeteries and crematoria.*
- 2.4** *To provide a recommended standard code of practice for burial and cremation to be adopted by all members.*
- 2.5** *To recognise the historical aspect of cemeteries and to encourage the formulation of responsible policies for their development.*
- 2.6** *To promote the development of administrative and technical proficiency and to provide training in any matter related to cemeteries and crematoria.*
- 2.7** *To take all such legal action as seems necessary or feasible to protect the interests of members and controlling authorities in matters of common concern relating to the control and maintenance of cemeteries and crematoria.*
- 2.8** *To promote to members the policy of conservation of the environment.*
- 2.9** *To provide a channel for communication on any matter concerning cemeteries and crematoria with any person, organisation or government department.*
- 2.10** *To encourage research and development on any matter concerning cemeteries and crematoria.*
- 2.11** *Such other objects as are incidental to the attainment of any of the foregoing objects.*
- 2.12** *The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.*

### **3. FINANCIAL YEAR**

- 3.1** *The financial year of the Association is 1 January to 31 December annually.*

## 4. MEMBERSHIP

### 4.1 Types of Members

*The Association shall consist of the following classes of members:-*

- a) *Ordinary Members – being the organisations which administer the affairs of a cemetery or crematorium in Western Australia.*
- b) *Corporate Members – being incorporated organisations or trading enterprises associated with the burial or cremation industry.*
- c) *Associate Members – who are natural persons actively engaged in the operation of a cemetery or a crematorium or otherwise associated with the burial, cremation or associated industries and interests.*

### 4.2 Application for Membership

*All organisations and individuals who qualify for membership of the Association may become members by making written application to the Secretary Director and paying the membership subscription as determined from time to time in the manner herein after provided.*

*The commencement date of membership will be the date the Board accepts the application.*

### 4.3 Membership Fees

- a) *The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.*
- b) *The fees determined under sub rule (a) may be different for different classes of membership.*
- c) *a member must pay the annual membership fee to the Finance Director by the due date determined by the Board.*

### 4.4 Foundation Members

- a) *All foundation members and organisations applying for membership as the aforesaid shall be deemed to have subscribed to the objects of the Association.*
- b) *The foundation members of the Association are as follows:*

|  |                                    |
|--|------------------------------------|
| <i>Australian Funeral Directors Assoc (WA)</i> | <i>Albany Cemetery Board</i>       |
| <i>Arrow Bronze</i>                            | <i>Asuns the Masons</i>            |
| <i>Bowra &amp; O'Dea</i>                       | <i>Bunbury Cemetery Board</i>      |
| <i>Fremantle Cemetery Board</i>                | <i>Funeralcare</i>                 |
| <i>Gales Funeral Services</i>                  | <i>Geraldton Cemetery Board</i>    |
| <i>Kalgoorlie-Boulder Cemetery Board</i>       | <i>Major Furnace Constructions</i> |
| <i>Metropolitan Cemeteries Board</i>           | <i>Midland Monumental</i>          |
| <i>Personal Funerals</i>                       | <i>Perth Monumental Works</i>      |
| <i>Seasons Funerals</i>                        | <i>Shire of Beverley</i>           |
| <i>Shire of Boddington</i>                     | <i>Shire of Capel</i>              |
| <i>Shire of Carnamah</i>                       | <i>Shire of Carnarvon</i>          |
| <i>Shire of Chittering</i>                     | <i>Shire of Christmas Island</i>   |
| <i>Shire of Dardanup</i>                       | <i>Shire of Denmark</i>            |
| <i>Shire of Donnybrook-Balingup</i>            | <i>Shire of Dumbleyung</i>         |
| <i>Shire of Esperance</i>                      | <i>Shire of Gingin</i>             |
| <i>Shire of Goomalling</i>                     | <i>Shire of Harvey</i>             |

|                                   |   |
|-----------------------------------|---|
| <i>Shire of Kojonup</i>           | <i>Shire of Kulin</i>                   |
| <i>Shire of Lake Grace</i>        | <i>Shire of Laverton</i>                |
| <i>Shire of Moora</i>             | <i>Shire of Mount Magnet</i>            |
| <i>Shire of Mukinbudin</i>        | <i>Shire of Mundaring</i>               |
| <i>Shire of Murray</i>            | <i>Shire of Northam</i>                 |
| <i>Shire of Plantagenet</i>       | <i>Shire of Quairading</i>              |
| <i>Shire of Ravensthorpe</i>      | <i>Shire of Serpentine-Jarrahdale</i>   |
| <i>Shire of Victoria Plains</i>   | <i>Shire of Waroona</i>                 |
| <i>Shire of Westonia</i>          | <i>Shire of Wickepin</i>                |
| <i>Shire of Wiluna</i>            | <i>Shire of Wyndham-East Kimberley</i>  |
| <i>Stewart Masonry</i>            | <i>Town of Narrogin</i>                 |
| <i>Town of Northam</i>            | <i>Walter Hunter Architects Pty Ltd</i> |
| <i>William Barrett &amp; Sons</i> |   |

#### **4.5 Register of Members**

- a) *The Secretary Director, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition, a register of the members of the Association and their postal or residential addresses and upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.*
- b) *The register must be so kept and maintained at the Secretary Director's place of residence or at such other place as the members at a general meeting decide.*
- c) *The Secretary Director must cause the name of a person who dies or who ceases to be a member under rule 5 to be deleted from the register of members."*

### **5. RIGHTS OF MEMBERS**

- 5.1 *A Corporate Member or Associate Member shall not be entitled to vote at any meeting of or hold any office of the Association.*
- 5.2 *Any member may resign from membership of the Association at any time upon giving written notice of such resignation addressed and delivered to the Secretary Director, provided that no such resignation shall take effect until all subscriptions and/or other fees due by the member in accordance with the provisions of the Constitution have been paid.*
- 5.3 *Any member of the Association may inspect the records and documents of the Association by contacting the Secretary Director or Finance Director to arrange for that inspection.*

### **6. TERMINATION OF MEMBERSHIP FROM THE ASSOCIATION**

*Membership of the Association may be terminated upon –*

- a) *Receipt by the Secretary Director or another Board member of a notice in writing from a member of his/her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or*
- b) *non-payment by a member of his/her subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise.*
- c) *If a person who has ceased to be a member under sub rule (b) offers to pay the annual membership fee after the period referred to in that sub rule has expired –*
  - (a) *the Board may, at its discretion, accept that payment; and*

(b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## 7. OFFICERS OF THE ASSOCIATION

7.1 The Officers of the Association shall consist of – President, Vice President, Secretary Director, Finance Director and three (3) Directors, with a maximum of two persons from an organisation being on the board at any one time.

7.2 Election of Officers – All officers shall be elected at an annual general meeting. They shall hold office for two (2) years and shall retire from office on the day of an annual general meeting next succeeding their appointment, but may be re-appointed, provided that the President shall not be entitled to hold office for more than two (2) consecutive terms.

7.3 Vacancies – In the event of a casual vacancy arising in respect of any elected office, the Board may appoint a replacement member to fill that office and such replacement shall hold office until the date of the next succeeding annual general meeting as aforesaid.

7.4 Grounds on which, or reasons for which, the office of a member of the Board shall become vacant –

- (a) A member dies;
- (b) A member resigns from the Board
- (c) A member who's membership to the Association has been terminated.

7.5 A person must not nominate, or be nominated, to the Board (without the prior approval of the Commission for Consumer Protection) if they:

- are an undischarged bankrupt or their affairs are under insolvency laws;
- have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
- have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
- have been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act.

## 8. MANAGEMENT AND CONTROL

8.1 The management of the Association shall be vested in a committee called the Board and comprising the officers of the Association. It shall have full discretionary powers to conduct the business and affairs of the Association between meetings of the membership of the Association.

8.2 The Board shall determine the remuneration or emoluments, if any, to be paid in respect of any particular office.

8.3 The Board shall meet at least three times per year. The Secretary Director shall give fourteen (14) days notice in writing of the date, time and place of the proposed meeting. The quorum for such a meeting shall comprise not less than four (4) board members of whom one should be the President or Secretary Director.

Special Board meetings may be convened by the President or any 2 Board members.

8.4 The Association shall appoint such other committees as it may deem necessary for the carrying out of its objectives and shall prescribe their duties.

8.5 **President and Vice President**

- a) *Subject to this rule, the President must preside at all general meetings and Board meetings.*
- b) *In the event of the absence from a general meeting of-*
  - (i) *the President, the Vice-President; or*
  - (ii) *both the President and the Vice-President, a member elected by the other members present at the general meeting,*  
*must preside at the general meeting.*
- c) *In the event of the absence from a Board meeting of-*
  - (i) *the President, the Vice-President; or*
  - (ii) *both the President and the Vice-President, a Board member elected by the other Committee members present at the Board meeting,*  
*must preside at the Board meeting.*

#### **8.6 Secretary Director**

##### **The Secretary Director must-**

- a) *co-ordinate the correspondence of the Association;*
- b) *keep full and correct minutes of the proceedings of the Committee and of the Association;*
- c) *comply on behalf of the Association with-*
  - (i) *section 27 of the Act with respect to the register of members of the Association;*
  - (ii) *section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and*
  - (iii) *section 29 of the Act by maintaining a record of -*
    - (A) *the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association; and*
    - (B) *the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,*  
*and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;*
- d) *unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required to be kept and maintained by, or in the custody of, the Finance Director; and*
- e) *perform such other duties as are imposed by these rules on the Secretary Director.*

#### **8.7 Finance Director**

##### **The Finance Director must-**

- a) *be responsible for the receipt of all moneys paid to or received by, or by him/her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;*

- b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself/herself and at least one other authorised Board member, or by any two others as are authorised by the Board;
- d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
  - (i) keeping such accounting records so as to correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- g) perform such other duties as are imposed by these rules on the Finance Director.

#### **8.8 Voting at Board Meetings**

- a). Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- b). A motion is carried if a majority of the Board members present at the meeting vote in favour of the motion.
- c) If the votes are divided equally on a question, the chairperson of the meeting has a casting vote.

#### **8.9 Minutes of Meetings of Association**

- a) The Secretary Director must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- b) The President must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (a) are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.
- c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
  - (i) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

## **9. MEETINGS**

### **9.1 General Meetings**

*The representatives of the members of the Association shall meet at least once in every calendar year within four months after the Association's financial audit being completed at such time and in such place as the Board shall determine.*

### **9.2 Annual General Meetings**

*The annual general meeting of the Association shall be held once in every year at such time and in such place as the Board shall determine.*

### **9.3 Special General meetings**

*The President shall, upon receipt of a written request signed on behalf of at least 20% Ordinary Members and specifying the nature of the business to be discussed, call a special general meeting at such time and in such place as the President may reasonably determine. The President shall ensure that at least fourteen (14) days written notice of the meeting is given to all members.*

### **9.4 Notice of Meetings**

*Except where otherwise appears, the Secretary Director shall be responsible to ensure that at least fourteen (14) days written notice of every annual general and special meeting of the Association is delivered or forwarded by post or email to the last known address of each member of the Association, which notice shall advise the time, date and place of such meeting and in the case of a special general meeting of the business to be transacted thereat.*

### **9.5 Quorum**

(1) *The attendance of at least one (1) representative of not less than seven (7) Ordinary Members of the Association at any meeting of the Association shall constitute a quorum. If the quorum does not assemble and proceed to business within thirty (30) minutes of the time fixed for commencement of the meeting then it shall stand adjourned and there shall be another meeting set for the same place and day of the following week, subject to rule 9.5 (2). If a quorum is not reached at a meeting which has been called, then at the second meeting all those in attendance will constitute a quorum.*

(2) *Where a public health emergency or state of emergency exists in the place of the meeting and on the day of the meeting and may be in place the following week, the Board may determine a new place and day at the earliest appropriate time.*

### **9.6 Voting**

- a) *At all meetings of the Association Ordinary Members shall have a deliberative vote and in the event of there being an equality of votes cast in respect of any matter the President shall also have a casting vote.*
- b) *Except as otherwise provided for, the majority in number of the representatives physically present at any meeting of the members shall decide and determine all questions, matters and things that may be discussed or considered at such meeting.*

### **9.7 Attendance of meetings**

*A person who is not physically present at a meeting is taken to be present at the meeting if;*

- a) *the person is simultaneously in audio contact by means of telephone or instantaneous communication, with each other person present at the meeting or,*
- b) *the person is in a video-conference hosted by the Association for the purpose of the meeting, and is in instantaneous communication with each other person present at the meeting.*

## 10. MEMBER CONTACTS

*Each member of the Association shall appoint up to two (2) contacts to act on its behalf in all things in or in connection with the business and affairs of the Association. Only one (1) contact shall have voting rights at any general meeting.*

*Written notification of the names and addresses of each of the contacts shall be given by the member to the Secretary Director and any change in the persons appointed shall similarly be advised in writing.*

## 11. ASSOCIATION OFFICE

*The office of the Association shall be located at the office of the Secretary Director. The postal address of the Association shall be the postal address of the Metropolitan Cemeteries Board (PO Box 53, Claremont WA 6910).*

## 12. ALTERATION TO THE RULES

- 12.1 *Provided that at least thirty (30) days written notice of any proposed alteration to the rules of the Association is given, the members may at any annual general meeting or special general meeting make such alterations or additions to the rules as they may from time to time determine.*
- 12.2 *Any proposed alterations of the rules shall not be carried out unless supported by 75% of members voting at the annual general meeting or special general meeting.*

## 13. INTERPRETATION OF THE RULES

*The Board shall be the sole authority for the interpretation of these rules and of any regulation or bylaws made thereunder and the decision of the Board upon any question of interpretation or upon any matter effecting the Association and not provided for by these rules or by the regulations or bylaws made thereunder shall be final and binding upon the member. All rules regulating the activities of the Association shall be construed subject to any legislation affecting the same and for the time being in force in Western Australia.*

## 14. DISPUTE RESOLUTION

- 14.1 **Disputes between Members or between one or more Members and the Association**
  - a) *The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.*
  - b) *If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 14.1, any party to the dispute may start the grievance procedure by giving written notice to the secretary of –*
    - (i) *the parties to the dispute; and*
    - (ii) *the matters that are the subject of the dispute.*
  - c) *Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.*
  - d) *The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held. The notice given to each party to the dispute must state –*
    - (i) *when and where the Board meeting is to be held; and*

- (ii) *that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.*
- e) *The Board must give each party to the dispute written notice of the Board's determination and the reasons for the determination within 7 days after the Board meeting at which the determination is made.*
- f) *A party to the dispute may, within 14 days after receiving notice of the Board's determination give written notice to the secretary requesting the appointment of a mediator.*
- g) *If notice is given under sub rule (f), each party to the dispute is a party to the mediation.*

#### **14.2 Appointment of a Mediator**

- a) *The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.*
- b) *A mediator appointed by the Board may be a member or former member of the Association but must not –*
  - (i) *have a personal interest in the matter that is the subject of the mediation;*
  - or*
  - (ii) *be biased in favour of or against any party of the mediation.*

#### **14.3 Mediation Process**

- a) *The mediation must be confidential and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.*
- b) *The costs of the mediation (if any) are to be paid by the party or parties to the mediation that requested the appointment of a mediator.*

### **15. SIGNATORIES**

*Signatories of the Association shall be any two of the President, Secretary Director, or Finance Director.*

#### **15.1 Common Seal of the Association**

- a) *The Association must have a common seal on which its corporate name appears in legible characters.*
- b) *The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book.*
- c) *The affixing of the common seal of the Association must be witnessed by any two of the President, Secretary Director or Finance Director.*
- d) *The common seal of the Association must be kept in the custody of the Secretary Director or of such other person as the Board from time to time decides.*

#### **15.2 Inspection of Records and Other Documents of the Association**

*A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.*

## **16. DISSOLUTION**

*The Association shall not be dissolved except by resolution of a general meeting of the Association specially convened for the purpose and by consent of 75% of members voting at that meeting.*

*On the cancellation of the incorporation of the Association, its surplus property will be distributed as determined by special resolution at the general meeting convened for the purpose of dissolving the Association.*