

This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer :

Made on (date)

Before me

(signature of witness on statutory declaration)

Constitution of Australian Tile Council Incorporated

Part 1 – Preliminary

1. Name

The legal name of the Association is the Australian Tile Council Incorporated.

2. Objects and purposes

- To protect, enhance and educate the tile industry to the benefit of its members.
- To promote and assist to increase the use of wall and floor tiles and associated products in the marketplace.
- To represent its members at both state and federal level on industry matters.
- To represent its members on tile industry and associated products national committees.
- To promote or oppose as the case may be Legislative measures affecting the industry and to represent the members of the association in relation to such proposed Legislation.
- To promote consistent standards of regulation at all levels of government and in all Australian jurisdictions.
- To promote high standards of competency, professionalism and ethical conduct in providing professional services related to tiling.
- To seek affiliations with other associations with similar or complementary objects.

3. Number of members

- (1) The Association must have at least 10 members.
- (2) The number of Members is unlimited.
- (3) An individual or corporation may be a Member.
- (4) The rights and privileges of every Member are personal to that Member and shall not be transferable by any act of that Member or by operation of law.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the *South Australia - Associations Incorporation Act 1985 (Current Version)* and regulations made under that Act;

"Committee" means the Management Committee of the Association, consisting of Directors voted in for each state/territory as per Clause 21;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 44; "member" means a member of the Association, membership categories are determined by the committee from time to time as are those for Life and Honorary membership;

"officer" means any member who occupies or acts in a position of a member of the committee of the association, or the secretary, treasurer or public officer of the association, or is concerned, or takes part, in the management of the affairs of the association;

"register of members" means the register of the Association's members established and maintained under Section 34 of the Act;

"special resolution" means a resolution passed at a duly convened meeting of the members of the association if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- (b) it is passed at a meeting by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;

Part 2 – Constitution and Powers of Association

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by Section 25 of the Act.
- (2) Subject to the Act, the Association is a not-for-profit organisation that does not have share capital and may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
 - (h) do all such other lawful things as are incidental or conducive to the attainment of the Objects and Purposes.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with Section 24 of the Act.

Part 3 – Members

9. Admission to Membership

- (1) Each corporation or person is admitted as a Member on the acceptance by the Committee of paid Membership Fees and shall have his, her or its name and other particulars, determined by the Committee, entered on the Register of Members.
- (2) Membership does not confer on a member any right, title or interest in any real or personal property of the association and therefore a member is not liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding up of the association.
- (3) The Committee may reject any corporation or person as a Member on terms and conditions in this Constitution and as prescribed by the Committee in rules and regulations from time to time.
- (4) If membership is rejected all paid Membership Fees made by a corporation or person will be refunded in full and the Committee's decision will be final.

10. Classes of membership

- (1) Classes of membership and the rights associated with each one shall be determined from time to time by general meeting of members and include:
 - (a) *Full Members*; being those corporations or persons entitled to vote at general meetings.
 - (b) *Associate Members*; being those corporations or persons not entitled to vote at general meetings.
- (2) The Committee may approve sub-classes of membership within the classes listed under clause 10 such that the rights of members of the sub-class are the same as the members of the class, but the Committee shall not delete, add or vary the rights of a class or sub-class except as a resolution in general meeting.

11. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting for each class and sub-class.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.

- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.
- (4) A member who joins mid-financial year shall pay a membership fee in whole or part as determined by the Committee from time to time.

12. General

- (1) Subject to clause 13(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation, insolvency, or otherwise determined by the Committee from time to time.
 - (c) terminates if their annual subscription is not paid within 3 months after the due date.

13. Voting

- (1) Subject to subclause (2), each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.
- (3) All members become and form the membership of The Australian Tile Council Incorporated.
- (4) Members are listed under the state or territory they reside in solely for the purpose of electing state or territory directors.
- (5) Only fully financial members may vote.
- (6) National and multi state/territory members have only one vote.
- (7) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

14. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

15. Access to information on Association

- (1) The following must be available for inspection by members:
 - (a) a copy of this Constitution;
 - (b) minutes of general meetings;
 - (c) annual reports and annual financial reports.

16. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

17. Termination of membership

- (1) Membership of the Association may be terminated by:
- (a) a notice of resignation by a Member addressed and posted, emailed, faxed or given personally to the Secretary or another Committee member;
 - (b) non-payment of the annual membership fee within the time allowed under clause 11(3); or
 - (c) expulsion in accordance with this Division.

18. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

19. Suspension or expulsion of members

- (1) The Committee may consider that a member should be suspended or expelled because the member:
- (a) has engaged in conduct which is unbecoming of a Member, prejudicial to or not in the best interests of the Association, or brings discredit on the Association;
 - (b) has engaged in derogatory or discriminatory conduct, harassment or intimidation;
 - (c) has engaged in frivolous, vexatious, nuisance, fraudulent, or misleading activity;
 - (d) has failed to observe a proper standard of professional care, skill or competence as required by the Association, this Constitution, or a regulatory body that governs the qualification, licencing, conduct or performance of the Member;
 - (e) the member obtained membership by improper or illegal means or without the requirements set by this Constitution;
 - (f) has failed to comply with a written direction issued by the Committee regarding good conduct or a proper standard of professional care, skill or competence;
 - (g) in any civil proceedings in a court in Australia or elsewhere, has been found to have acted dishonestly;
 - (h) otherwise fails in the opinion of the Committee (for any reason) to comply with this Constitution, or any rules or regulations of the Association.
- (2) If the Committee considers that a member should be suspended or expelled because his, her, or its conduct is considered to be detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (3) The notice must:
- (a) be in writing and include:
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and

- (b) be given to the member not less than 30 days before the date of the committee meeting referred to in clause 19.
- (4) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (5) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (6) Subject to clause 20, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

20. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 19 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him, her, or it is confirmed by a resolution of the members.
- (5) Any Member who is suspended or expelled under clause 19 continues to remain liable for all money owing by the Member to the Association as at the date of the suspension or expulsion, and will not be entitled to any refund of fees (in full or pro-rata) already paid.

21. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee consists of not less than three (3) and not more than thirteen (13) state and territory directors, duly elected by those members residing in that state or territory, providing that state or territory has at least 4 fully financial independent members. The number of directors eligible to sit on the committee will vary according to the following allocation:

Australian Capital Territory (ACT) – 1 Director

New South Wales (NSW) – 2 Directors

Northern Territory (NT) – 1 Director

Queensland (QLD) - 2 Directors

South Australia (SA) - 2 Directors

Victoria (VIC) - 2 Directors

Western Australia (WA) - 2 Directors

Tasmania (TAS) - 1 Director

- (3) Committee members once elected will serve a term of 2 years.
- (4) State and territory elections of directors will be conducted every two years in a prescribed manner as determined by the Committee from time to time.
- (5) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (6) The Committee may appoint and remove staff.
- (7) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

22. Eligibility of committee members

- (1) A committee member must be a member who is 18 years or over.
- (2) A member is only eligible for election to the Committee if they forward to the Secretary not less than 7 days before the date of the state or territory election, a written nomination for that member by another member.
- (3) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (4) A committee member must be prepared to:
 - (a) act in good faith in the best interests of the Association as a whole; and
 - (b) act on a wide range of interests integral to the proper functioning of the Association; and
 - (c) declare any direct or perceived conflict of interest reasonably known to them; and
 - (d) direct and guide the Association's strategic direction; and
 - (e) ensure that the Association's activities remain consistent with its objectives; and
 - (f) monitor and maintain the financial integrity and viability of the Association; and
 - (g) approve membership; and
 - (h) ensure that the impartiality of the Association's activities is maintained; and
 - (i) counteract any tendency on the part of the Association to allow commercial or other considerations to prevent the consistent objective provision of its activities; and
 - (j) determine on matters affecting confidence in assurance, including openness and public perception.
- (5) Committee members are comprised of Directors who are voted in at state or territory elections.
- (6) Nominations for committee are restricted to two (2) representatives from any member organisation.

23. Filling casual vacancies on Committee

- (1) If a vacancy remains on the Committee after the state and territory elections or if the office of a committee member becomes vacant under clause 27 or clause 28, then that position remains open until the state or territory to which the vacancy relates nominates another person for that position at which time an election in that state or territory shall be conducted.
- (2) A committee member elected under this clause serves the balance of the term for the vacant committee member's position until the next two yearly committee election cycle.
- (3) However, if the vacancy is that of the Secretary/Public Officer, within one month of that vacancy a member who resides in South Australia must be appointed under Section 56 of the Act to fill the vacancy.

24. Officers of the Committee

- (1) The Management Committee consists of the elected directors and they shall appoint from within their number, the following Officer positions who shall serve for a term of one year each. The appointment of the following Officers must be made at the first Committee meeting after the state and territory director elections or the AGM, whichever is sooner:
 - (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary/Public Officer.
- (2) The committee may appoint an Executive Officer with such powers and responsibilities and to perform such functions and duties as the committee determines from time to time. The Executive Officer is not eligible for appointment as Secretary/Public Officer.
- (3) The committee may appoint a Treasurer with such powers and responsibilities and to perform such functions and duties in accordance with Clause 32. The Executive Officer may act as Treasurer.
- (4) The Secretary of the organisation is also the Public Officer and to comply with the Act, this person must reside in South Australia. If a separate appointment is not made, the Chairperson shall act as Secretary.

25. Delegation

- (1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

26. Retirement of committee members

- (1) A committee member holds office until the next election unless the member vacates the office under clause 27.

- (2) Subject to subclause (3), at the end of the 2 year term the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve intermittent, alternate or consecutive terms on the Committee.

27. Vacating office

- (1) The office of a committee member becomes immediately vacant if:
 - (a) the member:
 - (i) is disqualified from being a committee member under Section 30 of the Act. Disqualification includes insolvency and other indictable offences;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) is removed by special resolution at a general meeting;
 - (v) ceases to be a member of the Association;
 - (vi) is the spouse, de facto or business partner of another committee member;
 - (vii) runs for, or is elected to, public office;
 - (viii) ceases to comply with the requirements of this Constitution, the Act or any other legal requirements incumbent upon an Officer.
 - (b) the member is absent from more than:
 - (i) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the Chairperson.
- (2) A committee member vacating under this clause is permanently barred from appointment and re-election to the Committee.

28. Removal of Committee member

- (1) The Association, through a general meeting of members, may remove by special resolution, any committee member before the member's term of office ends.
- (2) If the conduct or attitude of any Director is such that continuance in office appears to a majority of the Directors to be prejudicial to the interests of the Association, a simple majority of all the Directors of the Committee in a meeting specially convened for that purpose may suspend that Director. Within 14 days of the suspension, the Directors will call a general meeting, at which the Members may either confirm the suspension and remove that Director from office in accordance with Clause 27, or annul the suspension and reinstate that Director.
- (3) If a director is removed, Clause 23 (1) applies.

29. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

30. Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a committee member elected by the other committee members present if it is a committee meeting.

31. Secretary

- (1) The Secretary of the organisation is also the Public Officer and must:
 - (a) ensure the coordinated correspondence of the Association;
 - (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with Section 51 of the Act;
 - (c) ensure maintenance of the register of members;
 - (d) ensure that documents are filed with ASIC and the Commissioner of Consumer Affairs in accordance with Sections 39C and 39D of the Act;
 - (e) keep a current copy of the Constitution of the Association;
 - (f) unless the members resolve otherwise at a general meeting – ensure the maintenance of all books, documents, records and registers of the Association; and
 - (g) perform any other duties imposed by this Constitution, the Act or ASIC on the Secretary.

32. Financial management

- (1) The committee is responsible for the financial management of the Association and may select an officer, officers, act collectively or appoint a person to:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;
 - (d) ensure cheques are signed by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee;

- (e) ensure the accounting records of the Association are kept in accordance with Section 39C of the Act;
- (f) coordinate the preparation of the Association's annual statement of accounts;
- (g) maintain custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting;
- (h) perform any other duties imposed by this Constitution or the Act in relation to the financial management of the Association.

Part 5 – Meetings of Management Committee

33. Frequency and calling of meetings

- (1) The Committee must meet together either in person or by electronic means for the conduct of business not less than 2 times in each financial year.
- (2) The committee may at any time convene a general meeting.
- (3) A general meeting may be convened to deal with an appeal under clause 20.

34. Voting and decision making

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

35. Committee quorum

For a committee meetings the quorum is five (5). If the committee has six or less members, a quorum is three (3).

36. Procedure and order of business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

37. Disclosure of interest

- (1) At all times committee members shall maintain an 'arm's length' relationship with the Association.
- (2) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with Section 31 of the Act.
- (3) The Secretary must record the disclosure in the minutes of the meeting.
- (4) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with Section 32 of the Act.

- (5) A committee member who has a material personal interest in a matter that is being considered at a committee meeting or by circular resolution, must not be present while the matter is being considered at the meeting or vote on the matter at the meeting or by circular resolution.
- (6) A committee member who has a material personal interest in a matter to be considered by the committee, shall be excluded from receiving agenda papers, briefing material or other documentation and communications that relate to that matter prior to the matter being considered at a committee meeting or until a final committee decision has been made on the matter.
- (7) In accordance with Section 39A of the Act, a person who obtains information because they are, or have been, a committee member, officer, contractor or employee of the Association must not improperly use the information or improperly use their position to:
 - (a) gain an advantage for themselves or someone else;
 - (b) cause detriment to the Company.
- (8) This duty continues after the person stops being a committee member, officer, contractor or employee of the Association and failure in this duty is a civil penalty provision under the Act.

Part 6 – General Meetings

38. Annual General Meeting

- (1) In accordance with the Act the Association must hold an annual general meeting within five (5) months after the end of the financial year of the Association.
- (2) The Secretary must give to all members not less than 30 days notice of an annual general meeting.
- (3) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (4) The order of business for each annual general meeting is as follows:
 - (a) confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) consideration of the accounts and reports of the Committee;
 - (c) consideration of any matter relating exclusively to the Association or this Constitution which may be submitted by a Member. Such matters must be in writing and submitted to the Committee no less than 21 days prior to the AGM. Matters raised by members at the AGM may be considered by the Committee at the Committee's discretion.
 - (d) any other business requiring consideration by the Association at the meeting.

39. General meeting of members

- (1) The Association may hold a general meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (2) The Chair of the Committee may, whenever they think fit, convene a general meeting of the Association.
- (3) The Committee shall, on the request in writing of not less than 33% of the total number of members, convene a general meeting of the Association within 45 days after the Secretary receives a notice under this clause to deal with the appeal to which the notice relates.
- (4) A requisition of members for a general meeting:
 - (a) shall state the purpose or purposes of the meeting and any resolution proposed; and
 - (b) shall be signed by the members making the requisition; and
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

40. Notice of meetings

- (1) The Secretary must give to all members not less than 30 days notice of a general meeting.
- (2) The Committee need not comply with clause 39(3) if the notice or statement is more than 1,000 words long, or is defamatory, trivial, vexatious or spurious.
- (3) The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

41. Quorum at general meetings

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.
- (2) For a general meetings and annual general meetings the quorum is seven (7).
- (3) If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall constitute a quorum.
- (5) Proxies do not count towards the number of people required for a quorum at a general meeting.

42. Voting

- (1) Each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) In the case of an equality of votes on a matter at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (5) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

43. Proxies

- (1) Each member shall be entitled to appoint only one (1) other individual member or representative of another organisational member, or a Director as proxy by notice given to the Secretary.
- (2) The instrument appointing a proxy must be deposited with the Secretary not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting otherwise the proxy is invalid.
- (3) The notice appointing the proxy shall be in the form set out by the Committee from time to time.

Part 7 – Financial Management

44. Financial year

The financial year of the Association is specified is the period of 12 months ending on 31st December each year.

45. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt or as soon as practicable after that day. With the approval of the Committee, funds may be applied for and granted to each state and territory from their balance for any purpose which is deemed to be in keeping with the objects and purposes of the Association.

46. Accounts and audits

- (1) The responsibility of the Committee under clause 37 for ensuring compliance with the Act includes meeting the requirements of Sections 33 to 38 of the Act relating to:
 - (a) the keeping of accounting records;
 - (b) the preparation and presentation of the Association's annual statement of accounts; and
 - (c) the auditing of the Association's accounts.

Part 8 – Grievance and disputes

47. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (c) for a dispute between a member and another member – a person appointed by the Committee; or
 - (d) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

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

Part 9 – Miscellaneous

48. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) the Chairperson;
 - (b) the Secretary;
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

49. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
- (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.