

Helena Sporting & Cultural Association Incorporated

RULES

Adopted at the General Meeting of the Association on 7 May 2019

1. NAME OF ASSOCIATION

The name of the Association is Helena Sporting & Cultural Association Incorporated (**Association**), herein referred to as the Association. The letters HSCA shall be the recognized contraction for the name of the Association.

2. DEFINITIONS

- a) **Act** means the *Associations Incorporation Act 2015*;
- b) **AGM** means the annual general meeting of the Association;
- c) **Application Form** means the application form for ordinary membership as determined by the Committee from time to time;
- d) **Chairperson** means:
 - i) in relation to the proceedings at a Committee meeting or general meeting the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
 - ii) otherwise than in relation to the proceedings referred to paragraph i) the person referred to in rule 11(a) or, if that person is unable to perform her/his functions, the Deputy Chairperson;
- e) **Committee meeting** means a meeting of the Committee, under rule 14;
- f) **Committee** means the Committee of Management formed under rule 11;
- g) **Deputy Chairperson** means the Deputy chairperson referred to in rule 11;
- h) **Financial records** include:
 - Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - Documents of prime entry; and
 - 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;
- i) **Financial Report** has the meaning given in section 63 of the Act;
- j) **Financial Statements** has the meaning given in Part 5 Division 3 of the Act;
- k) **Financial year**, of the Association, has the meaning given in rule 3;
- l) **General meeting** means a meeting convened under rule 17, open to all Members;
- m) **Helena community** means present students and their parents/guardians, past students and their parents/guardians and current staff members of schools run by Helena College Council Inc;

- n) **Member** means a member of the Association; as referred to in rule 6;
- o) **Rules** means the rules of the Association, as amended from time to time;
- p) **Special Resolution** means a resolution of the Association carried by 75% of the Members voting at an AGM or other General meeting; in accordance with section 51 of the Act.
- q) **Tier 1** association means an incorporated association to which section 64(1) of the Act applies;
- r) **Tier 2** association means an incorporated association to which section 64(2) of the Act applies;
- s) **Tier 3** association means an incorporated association to which section 64(3) of the Act applies.

3. FINANCIAL YEAR

The Association's financial year, will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

4. OBJECTS OF ASSOCIATION

- a) The objects of the Association are:
 - i) to promote participation in sporting and cultural activities, particularly in team sport, by members of the Helena community;
 - ii) to promote a 'participation-valuing' ethos and to counter any signs of a 'win at all costs' ethos;
 - iii) to promote and offer opportunities for those participating in sporting and cultural activities to develop to their full potential;
 - iv) to promote social and recreational contact between members of the Helena community;
 - v) to offer an opportunity for present and past students and parents, to participate in playing, organisation of sports, coaching, umpiring and team management;
 - vi) to support, and in any way possible and approved by Helena College Council Inc, assist the ongoing development of the schools run by Helena College Council Inc and the ongoing work in them;
 - vii) to foster relations with other communities and community groups and with other related associations; and
 - viii) in the case of team sport activities, to promote commitment to a team and 'being a good team member' over an extended period of time.

- b) 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.

5. POWERS OF THE ASSOCIATION

The powers conferred on the Association are those detailed in Section 14 of the Act.

6. MEMBERSHIP OF THE ASSOCIATION

- a) Membership of the Association is open to members of the Helena community who are prepared to be committed to the objects of the Association. All staff and all parents of students currently attending Helena College Darlington Campus and Helena College Glen Forrest Campus are eligible to be registered as Members
- b) A person who is not a staff member or parent of a student currently attending Helena College Darlington Campus and Helena College Glen Forrest Campus and wishes to become a member shall apply for membership to the Committee in writing, indicating connection with the Helena community, and reasons for application.
- c) The Committee members shall consider each application made under sub rule 6(b) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

7. LIABILITY OF MEMBERS

- a) A Member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.
- b) Rule 7(a) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

8. TERMINATION OF MEMBERSHIP

- a) Membership of the Association shall automatically terminate in respect of:
 - i) a member of staff at Helena College Darlington or Helena College Glen Forrest Campus, upon the cessation of their employment for any reason; or
 - ii) a parent of a student attending Helena College Darlington Campus or Helena College Glen Forrest Campus, upon the relevant student ceasing to be an enrolled student.

Separately, a Member may resign their Membership by notice in writing delivered to the Secretary.

- b) The Committee may, by written notice, suspend or expel any Member if:
 - iii) in the opinion of the Committee, such Member acts contrary to, or in disregard of, the rules of the Association;

- iv) in the opinion of the Committee, such Member has acted in any manner to the prejudice of the Association or the general body of Members thereof;
 - v) in the opinion of the Committee, such Member does not adhere to any 'Code of Conduct' adopted by the Association from time to time; and
 - vi) at any time membership or subscription fees are payable by a Member, such Member is in arrears for three months in the payment of any such membership or subscription due.
- c) Any expelled or suspended Member ('the former member') who may be aggrieved by any expulsion or suspension by the Committee under this rule may, by written notice lodged with the Secretary within 14 days of his/her being notified in writing of the expulsion or suspension, appeal against this decision and require the convening of a special General meeting, for the purpose of considering the appeal.
 - d) The former member may attend the General meeting so convened in order to address the meeting on the question of his/her expulsion or suspension (as the case may be) and after having taken a vote on the subject the meeting shall be empowered to uphold, quash or vary the former member's expulsion or suspension (as the case may be) in any way it sees fit.

9. REGISTER OF MEMBERS

- a) The Secretary shall on behalf of the Association keep and maintain the register of Members in accordance with section 53 of the Act.
- b) Within 28 days of the change the Secretary shall cause the name of a person who dies or who ceases to be a Member under rule 8(a) or 8(c) to be deleted from the register of Members.
- c) Any Member is able to inspect the Register at such time and place as is mutually convenient to the Association and the Member.
- d) A Member must contact the Secretary to request to inspect the Register.
- e) The Member may make a copy of the details from the Register but has no right to remove the Register for that purpose.
- f) The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- g) The Secretary must also keep a list of the members of the respective executive teams at Helena College Darlington Campus and Helena College Glen Forrest Campus (**Executive**) comprising the name, position, contact number and address (email address and / or street address) of each member of the Executive.

10. SUBSCRIPTION OF MEMBERS

The Members may from time to time at an AGM or other General meeting determine the amount of the subscription to be paid by a Member (if any), and the timing and conditions for a Member then ensuring they become a financial member.

11. COMMITTEE OF MANAGEMENT

a) The affairs of the Association shall be managed by the Committee of Management consisting of:

- Chairperson;
- Deputy Chairperson;
- Secretary;
- Treasurer; and
- Two other persons.

b) The Committee must be elected to membership at the AGM.

11.1 Nominating for membership of the Committee

a) A Member who wishes to also be a member of the Committee must be nominated by one other Member as a candidate for election.

b) The Secretary must send a notice calling for nominations for election to the Committee and specifying the date for the close of nominations to all Members at least 28 days before the AGM is held.

c) Nominations for election to the Committee shall close 14 days before the AGM.

d) The nomination for election must be in writing (including by email) and delivered to the Secretary on or before the date for the close of nominations.

11.2 Electing Committee members

a) If the number of valid nominations received is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.

b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the position must be conducted at the AGM.

c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received from the floor of the AGM.

d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

11.3 Voting in the elections for Committee members

- a) Each Member present and eligible to vote at the AGM is entitled to a vote.
- b) A Member who nominates for election or re-election may vote for himself or herself.
- c) The Committee may appoint a Member to fill a casual vacancy on the Committee to serve with full voting rights until the next AGM.
- d) Every Member so appointed shall retire at the next AGM but shall be eligible for election as a member of the Committee at such meeting.
- e) No Member shall be eligible for re-election to the same position on the Committee for more than three consecutive years unless the AGM shall otherwise separately resolve.
- f) No Member shall be entitled to hold more than one of the positions set out in rule 11(a) at any time.
- g) No Member shall be entitled to hold a position on the Committee if the Member has been convicted of, or imprisoned in the previous five years for:
 - i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - iii) an offence under Part 4 Division 3 or section 127 of the Act,

unless the Member has obtained the consent of the Commissioner.
 - iv) nominees for the Committee will be required to sign a declaration stating that they do not have any conviction recorded against them as outlined above.
- h) No Member shall be entitled to hold a position on the Committee if the Member is, according to the *Interpretation Act 1984* section 13D, a bankrupt person or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- i) A Committee member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee member is the Secretary, to the Chairperson.
- j) The Committee may declare vacant the seat of any member of the Committee who, without leave or reasonable excuse, is absent for three consecutive meetings.
- k) A Committee member may be removed from his or her position on the Committee by resolution at a General meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.

- l) If all Committee members are removed by resolution at a General meeting, the Members must, at the same General meeting elect an interim Committee. The interim Committee must, within two months, convene a General meeting of the Association for the purpose of electing a new Committee.

11.4 Payments to Committee members

- a) In this rule:
 - Committee member includes a member of a sub-committee;
 - Committee meeting includes a meeting of a sub-committee.
- b) A Committee member is not entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel or accommodation properly incurred:
 - in attending a Committee meeting or
 - in attending a General meeting; or
 - otherwise in connection with the Association's business.

12. FUNCTIONS OF THE COMMITTEE OF MANAGEMENT

Except as otherwise provided by this Constitution and subject to resolution of the Members of the Association carried at any AGM or other General meeting, the Committee shall:

- a) have the general control and management of the administration of the affairs, property and funds of the Association, and for this purpose shall have the power to acquire, purchase, sell or dispose of any goods, and to open and run a bank account on behalf of the Association;
- b) be responsible to the Association in General meeting for the implementation of policy or other matters relating to the objects of the Association; and
- c) have authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.

13. ROLES AND RESPONSIBILITIES OF COMMITTEE MEMBERS

- a) A Committee member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- b) A Committee member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- c) A Committee member or former Committee member must not improperly use information obtained because he or she is a Committee member to:
 - i) gain an advantage for himself or herself or another person; or
 - ii) cause detriment to the Association.
- d) A Committee member or former Committee member must not improperly use his or her position to:

- i) gain an advantage for himself or herself or another person; or
 - ii) cause detriment to the Association.
- e) A Committee member having any material personal interest in a matter being considered at a Committee meeting must:
 - i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - ii) disclose the nature and extent of the interest at the next General meeting of the Association; and
 - iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- f) The Secretary must record every disclosure made by a Committee member under rule 13(e) in the minutes of the Committee Meeting at which the disclosure is made.
- g) No Committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- h) Outgoing Committee members are responsible for transferring all relevant assets and books of the Association to the new Committee within 14 days of ceasing to be a Committee member.

14. MEETINGS OF THE COMMITTEE

- a) The Committee shall meet as deemed necessary by the Chairperson, but in any event not less than once in every calendar year.
- b) The purpose of these meetings is to attend to administrative matters and the affairs of the Association, and to ensure the smooth running of General meetings.
- c) While the affairs of the Association shall be managed by the Committee, to the extent possible or practicable, decisions shall be made or ratified by the Members at an AGM or other General meeting.
- d) An extraordinary meeting of the Committee shall be convened by the Secretary on the requisition in writing of not less than three members of the Committee, which requisition shall clearly state the reasons why such special meeting is convened and the nature of the business to be transacted thereat.
- e) At every meeting of the Committee, three members of the Committee shall constitute a quorum.
- f) Subject as previously provided by this clause, the Committee may meet together and regulate its proceedings as it sees fit.

- g) There shall be a Chairperson of the meeting who shall be either the Chairperson, Secretary or other person appointed by the Committee to chair the meeting.
- h) Any questions or decisions arising from any meeting of the Committee shall be decided by a majority of votes of Committee members present and entitled to vote, and in the case of equality of votes on any question the question shall be deemed to be decided by the casting vote of the Chairperson.

15. ANNUAL GENERAL MEETINGS

- a) The AGM shall be held within six months after the end of the Association's financial year at a date as shall be decided by the Committee and approved by a resolution of the Members at the last preceding AGM.
- b) The business to be transacted at every AGM shall include:
 - i) To confirm the minutes of the previous AGM and of any special General meeting held since then if the minutes of that meeting have not yet been confirmed;
 - ii) to receive and consider the Committee's report and the financial statements of the Association for the preceding financial year under Part 5 of the Act;
 - iii) to elect the members of the Committee; and
 - iv) to appoint, if applicable, an auditor who shall not be a member of the Committee.
- c) At the AGM, six Members present (in person, or by proxy) shall constitute a quorum, provided that if at any time there is more than one class of membership, at least two-thirds of the Members present shall be ordinary Members.
- d) The Secretary shall convene all Annual and General Meetings of the Association by giving not less than 28 days written notice of such meeting to each Member for the time being. The manner in which such notice is to be given shall be determined by the Committee.
- e) Unless otherwise provided by this Constitution, at every AGM:
 - i) the Chairperson shall chair the meeting and in the absence of the Chairperson, a Chair shall be elected by resolution of a majority of the voting Members present at the meeting;
 - ii) the Chair shall maintain order and conduct the meeting in a proper manner;
 - iii) every question, matter or resolution shall be decided by a majority of votes of the Members present except where otherwise expressly provided herein;
 - iv) every Member present shall be entitled to one vote and in the case of an equality of votes the Chair shall have a second or casting vote;
 - v) a declaration by the Chair that a resolution has been carried shall be sufficient for the Association to carry such a resolution except in such cases that there is a

demand by two voting Members for a division. In such cases voting shall be by a show of hands;

- vi) the AGM may, by resolution, establish sub committees for fund raising or any other projects or purposes consistent with the Objects. Such committees shall report and be responsible to the Committee of Management.
- f) As regards any vote by proxy at the AGM, the instrument appointing the proxy:
 - i) shall be in writing in a form approved by the Committee under the hand of the appointer, but substantially in the following form:

To the Helena College Sporting and Cultural Association Inc

I (insert name) of (insert address & contact number) being a member of the Helena College Sporting and Cultural Association Inc and entitled to vote and attend hereby appoint (insert name) of (insert address) or (the Chairperson of the meeting) as my proxy to vote on my behalf at the annual general meeting of the Association to be held on (insert date).

My proxy is authorised to exercise of all my voting rights.

Signed (signature) on (insert date)

- ii) must be received by the current Secretary no later than 48 hours prior to the AGM.
- g) Any Member of the Association who is present at the AGM or who has consented in writing to be nominated, shall be eligible for election to the Committee.
- h) A person who is eligible for election or re-election may:
 - i) propose or second their own nomination; and
 - ii) vote for themselves to be elected.
- i) If vacancies remain on the Committee, the Committee may appoint a person to fill the casual vacancy in accordance with rule 11.3c).

16. SPECIAL GENERAL MEETINGS

- a) The Committee may convene a special General meeting of the Association and must convene a special General meeting if at least 20% of the Members require a special General meeting to be convened.
- b) The Members requiring a special General meeting to be convened must:
 - i) make the request by written notice given to the Secretary;
 - ii) state in the notice the business to be considered at the meeting; and

- iii) be signed by each Member requiring the meeting to be convened.
- c) The special General meeting must be convened within 28 days after notice is given under rule 16(b)(i).
- d) If the Committee does not convene a special General meeting within that 28-day period, the Members requiring the meeting (or any of them) may convene the special General meeting.
- e) A special General meeting convened by Members under rule 16(d) must be held within 3 months after the date the original written request was made, and may only consider the business stated in the notice by which the request was made.
- f) The Association must reimburse any reasonable expenses incurred by the Members convening a special General meeting under rule 16(d).

17. GENERAL MEETINGS

- a) General meetings shall be held at such times as shall be determined by resolution of the Committee and shall be convened at any other time upon requisition in writing and delivered to the Secretary and signed by not less than five Members, which requisition shall clearly state the reasons why such General meeting is being convened and the nature of the business to be transacted thereat.
- b) At any General meeting, six Members present (in person, or by proxy) shall constitute a quorum, provided that if at any time there is more than one class of Membership, at least two-thirds of the Members present shall be ordinary Members.
- c) The Secretary shall convene all General meetings of the Association by giving not less than 28 days written notice of such meeting to each Member for the time being. The manner in which such notice is to be given shall be determined by the Committee.
- d) Unless otherwise provided by this Constitution, at each General meeting:
 - i) the Chairperson shall chair the meeting and in the absence of the Chairperson, a Chair shall be elected by resolution of a majority of the voting Members present at the meeting;
 - ii) the Chair shall maintain order and conduct the meeting in a proper manner;
 - iii) every question, matter or resolution shall be decided by a majority of votes of the Members present except where otherwise expressly provided herein;
 - iv) every Member present shall be entitled to one vote and in the case of an equality of votes the Chair shall have a second or casting vote;
 - v) a declaration by the Chair that a resolution has been carried shall be sufficient for the Association to carry such a resolution except in such cases that there is a demand by two voting Members for a poll; and
 - vi) the General meeting may, by resolution, establish Auxiliary Committees for fund raising or any other projects or purposes consistent with the Objects. Such

committees shall report and be responsible to the Committee of Management.

- e) Each Member present in person or by proxy at a General meeting is entitled to a vote.

18. QUORUM

At the AGM or any other General meeting, six Members present (in person, or by proxy) shall constitute a quorum.

19. SECRETARY

The Secretary must:

- a) co-ordinate the correspondence of the Association;
- b) consult with the Chairperson about all business to be conducted at meetings and convene General meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- c) keep full and correct minutes of the proceedings of Committee Meetings and General meetings of the Association;
- d) comply on behalf of the Association with:
 - i) section 53 of the Act with respect to the register of Members of the Association;
 - ii) section 35 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 58 of the Act by maintaining a record of
 - the names and residential or postal addresses of the office holder 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
 - 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;

- e) 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 rule 19(c), but other than those required to be kept and maintained by, or in the custody of, the Treasurer; and
- f) perform such other duties as are imposed by these rules on the Secretary.

20. TREASURER

The Treasurer must:

- a) ensure all monies payable to the Association are collected, and that receipts are issued if required for those monies in the name of the Association;
- b) ensure the payment of all monies referred to in rule 20(a) into the account or accounts of the Association as the Committee may from time to time direct;
- c) ensure timely payments (include the reimbursement of expenses incurred by any Members or any Committee members of the Association) from the funds of the Association with the authority of a General meeting or of the Committee and in so doing ensure that all payments are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- e) ensure the safe custody of the Financial records of the Association and any other relevant records of the Association;
- f) if the Association is a Tier 1 Association, co-ordinate the preparation of the Financial Statements of the Association prior to their submission to the AGM;
- g) if the Association is a Tier 2 Association or Tier 3 Association, co-ordinate the preparation of the Financial Report of the Association prior to its submission to the AGM;
- h) assist the reviewer or auditor (if any) in performing their functions;
- i) 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; and
- j) perform such other duties as are imposed by these rules on the Treasurer.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds

- a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- b) The funds of the Association are to be used in pursuance of the Objects of the Association.
- c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - i) any two Committee members; or

- ii) one Committee member and a person authorised by the Committee.
- d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

21.2 Source of Association Funds

- a) The funds of the Association may be derived from subscriptions, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- b) The Association must, as soon as practicable:
 - i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - ii) after receiving any money, issue an appropriate receipt.

21.3 Financial Records

- a) The Association must keep financial records that:
 - i) correctly record and explain its transactions, financial position and performance; and
 - ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- b) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

21.4 Financial Statements and Financial Reports

- a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- b) Without limiting rule 21.4(a), those requirements include:
 - i) if the Association is a Tier 1 Association, the preparation of the financial statements;
 - ii) If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the financial report;
 - iii) if required, the review or auditing of the financial statements or financial report (whichever is applicable);
 - iv) if the Association is a Tier 1 Association, the presentation of the financial statements to the AGM (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
 - v) if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the financial report to the AGM (and a copy of the report of the review or auditor's report, whichever is applicable); and
 - vi) if required by the regulations made under the Act, the lodgment of the annual return with the Commissioner.

21.5 Review or Audit of Financial Statements or Financial Report

The Association must ensure that a review or audit is undertaken of the financial statements or financial report of the Association if:

- a) the Association is a Tier 2 or Tier 3 Association;
- b) the by-laws of the Association require a review or audit;
- c) the Members require a review or audit by resolution at a General meeting;
- d) an audit or review is directed by the Commissioner; or
- e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

22. ALTERATIONS OF CONSTITUTION

- a) This Constitution may be amended from time to time by Special Resolution and otherwise in accordance with Part 3 Division 2 of the Act.
- b) Where an amendment to the Constitution is proposed by a Member, at least 21 days' notice of motion, giving particulars of the proposed amendment, shall be given to the Secretary and shall be circulated to all Members by such means as deemed appropriate by the Committee prior to the relevant Annual or General meeting at which the motion is to be considered.

23. DISSOLUTION

- a) The Association shall be dissolved if a resolution to that effect is carried by at least three-quarters of the Members then present at an AGM or other General meeting convened to consider the question.
- b) The property, funds and other assets of the Association remaining upon dissolution after the payment of all expenses and other liabilities shall be expended or used as such General meeting by resolution may decide for the benefit of the students attending Helena College.

24. INTERNAL DISPUTE RESOLUTION PROCESS

24.1 Disputes Arising under the Rules

- a) This rule applies to:
 - i) disputes between Members; and
 - ii) disputes between the Association and one or more Membersthat arise under the rules or relate to the rules of the Association.

- b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 24.1(d) for the Committee to determine the dispute.
- f) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- g) The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within 7 days after the Committee Meeting referred to in rule 24.1(e).
- h) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Constitution.

24.2 Mediation

- a) This rule applies:
 - i) where a person is dissatisfied with a decision made by the Committee under rule 24.1; or
 - ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 24.1(g) a party to a dispute may:
 - i) provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - ii) agree to, or request the appointment of, a mediator.
- c) The party, or parties requesting the mediation must pay the costs of the mediation.
- d) The mediator must be:
 - i) a person chosen by agreement between the parties; or
 - ii) in the absence of agreement:
 - if the dispute is between a Member and another Member – a person appointed by the Committee; or

- if the dispute is between a Member or more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- e) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
 - f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - g) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
 - h) The mediator, in conducting the mediation, must:
 - i) give the parties to the mediation process every opportunity to be heard;
 - ii) allow all parties to consider any written statement submitted by any party; and
 - iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - i) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

24.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Constitution, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

25. CANCELLATION OF INCORPORATION AND DISTRIBUTION OF SURPLUS PROPERTY

- a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:
 - i) apply to the Commissioner for cancellation of its incorporation; or
 - ii) appoint a liquidator to wind up its affairs.
- b) The Association must be wound up under rule 25(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- c) Upon cancellation of the Association, the Surplus Property must only be distributed to Helena College Inc, as per rule 23(b), to be used for the benefit of the enrolled students.

In this rule, **surplus property**, in relation to the Association, means property remaining after satisfaction of

- the debts and liabilities of the Association; and
- the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

26. COMMON SEAL

- a) The Association may have a common seal on which its corporate name appears in legible characters.
- b) If at any time the Association has a common seal, the common seal of the Association:
 - i) shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minutes of meeting at which the application of the common seal was approved;
 - ii) the affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer; and
 - iii) the common seal must be kept in the custody of the Secretary