

Men's Sheds of WA Inc

Rules of Association

Amended AGM 23 October 2020

Approved 23 October 2020

RULES OF ASSOCIATION

1. Name of Association

1.1 The name of the Association will be Men's Sheds of WA Inc and hereafter is referred to as MSWA.

Definitions

In these rules, unless the contrary intention appears-

"Association" Men's Sheds of WA Inc. (MSWA) is a state body for all Men's Sheds in the state of Western Australia.

"Act" means the *Associations Incorporation Act (2015)*;

"Board" means the board of directors of the Association;

"Financial year" means the year ending on 30 June;

"Special general meeting" means a meeting of members convened in accordance with rule 15.

"Member" means the membership of the MSWA, which is drawn from all individual Men's Sheds within the state of WA whether incorporated or otherwise. The shed becomes the member, not the individual person.

"Special resolution" has the meaning given by section 51 of the Act,

2. Objects of Men's Sheds of WA are:

Principal Purpose

2.1 The principal purpose of the Men's Sheds of WA is to support and promote the wellbeing and health of men through building a sustainable community of Men's Sheds.

2.2 In furtherance of the principal purpose set out in 2.1, the objects of the association are to:

Peak Body

- To promote the benefits of the Men's Sheds movement in the prevention of all forms of disease and mental illness in men to all stakeholders,
- To promote a sustainable Men's Shed movement in Western Australia,
- To represent the interests of Western Australian Men's Sheds to state and local government, the Australian Men's Shed Association and other organisations.

Provide Support to Men's Sheds in Western Australia

- To provide a wide range of services, including advice, practical support and financial support to both groups that are planning to develop a Men's Shed and existing Men's Sheds,
- To recognise the independence of all Men's Sheds and facilitate communication among them,
- To promote the need for Men's Sheds to have appropriate:
 - Legal structure,
 - Insurance,
 - Safety and duty of care policies and procedures,
 - Occupational health and safety policies and procedures, where applicable.

Men's Health and Wellbeing

- To provide advice to Men's Sheds on the most appropriate ways of promoting the early intervention and prevention of all forms of disease and mental illness in men,
- To promote the prevention of diseases, both physical and mental, in men through their involvement in a Men's Shed,
- To raise awareness of men's health and wellbeing issues in a holistic sense covering physical, mental, emotional and social components,
- To promote the value of Men's Sheds to various groups of men, including the elderly, men with a disability, young men, veterans, indigenous and others and to specifically address any issues of loneliness, isolation and depression,
- To promote the social interaction of men in transitional periods (e.g. separation, redundancy, bereavement, retirement, ill health, relocation and respite care),
- To promote a culture in Men's Sheds where all men are welcome and where mutual respect and trust are paramount.
- To facilitate links between men and health-related agencies, family organisations and specialist health professionals within the community.

Community Development

- To advocate the benefits of partnerships between Men's Sheds and the broader community,
- To promote the sharing, dissemination and preservation of skills, abilities and interests that are relevant to the community.

3. Income and Property

3.1 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, transferred or otherwise distributed, directly or indirectly, to members, except in good faith or for remuneration to any officer or employee of the Association or to any person other than a member, in return for services actually rendered to the Association.

3.2 A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule 3.3.

3.3 A payment to a member out of the funds of the Association is authorised if it is —

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

3.4 The Association shall maintain a separate Gift Fund to be used for the principal purpose of the Association and to which Gifts of money or property for that purpose are to be made and this fund does not receive other money or property.

4. Qualifications for Membership of the Association

4.1 Membership of the Association is open to a Men's Shed located in Western Australia and to any group that is planning to establish a Men's Shed in Western Australia.

4.2 Membership applications must be directed to-

(a) the MSWA Board in writing-

(i) signed by an authorised representative of the Men's Shed or group that is planning a Men's Shed; and

(ii) in such form as the Board from time to time directs; and

(b) Nomination forms submitted by email from that person's email address, without a signature, will be considered to have been signed by them.

4.3 The Board members must consider each application made under sub-rule 4.2 at a Board meeting and must at that Board meeting or the next Board meeting accept or reject that application.

4.4 An applicant for membership of the Association becomes a member when —

(a) the Board accepts the application; and

(b) the organisation becomes incorporated; and

(c) the applicant pays any membership fees payable to the Association under rule 6.1.

4.5 An applicant whose application for membership of the Association is rejected under sub-rule 4.3 must, if the organisation wishes to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date the organisation is advised of the rejection.

4.6 When notice is given under sub-rule 4.5, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in the general meeting.

5 Register of Members

5.1 The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

5.2 The register may include either the location, postal address or email address of the Men's Shed, or the residential, postal or email address of the representative of the Men's Shed.

5.3 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

5.4 The register of members must be kept at the secretary's place of residence, or at another place determined by the Board.

5.5 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

5.6 If —

(a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

The Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

6 Subscriptions of members of Association

6.1 A member of the association must pay an annual membership fee of an amount determined by the Board.

6.2 The fee shall be payable on the 1st July each year.

6.3 Subject to sub-rule 6.4, a member whose subscription is not paid within 3 months after the relevant date ceases on the expiry of that period to be a member, unless the Board decides otherwise.

6.4 A person exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the relevant date or within 3 months thereafter, or such other time as the Board allows.

7 Termination of membership of the Association

7.1 Membership of the Association may be terminated upon-

(a) a receipt by the Secretary or another Board member of a notice in writing from a member of their 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) a non-payment by a member of their subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise. or

(c) an expulsion of a member in accordance with rule 8.

8. Suspension or expulsion of members of Association

8.1 If the Board considers that a member should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the member-

(a) A notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and

(b) the particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).

8.2 At the Board meeting referred to in a notice communicated under sub-rule 8.1, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

8.3 Subject to sub-rule 8.5, a member has their membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to the organisation under sub-rule 8.2.

8.4 A member who is suspended or expelled under sub-rule 8.2 must, if the organisation wishes to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule 8.3.

8.5 When notice is given under sub-rule 8.4 -

(a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel the organisation is confirmed under this sub-rule.

9. Board of Directors

9.1 Subject to sub-rules 9.10, 9.11, 9.12 and 9.13 the affairs of the Association will be managed exclusively by a Board of Directors consisting of six (6) members elected by the members at the annual general meeting general meeting, plus up to three (3) members appointed by the Board.

9.2 The Board shall elect the office bearers, being:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

9.3 Board members must be elected to membership of the Board at an annual general meeting general meeting or appointed under sub-rule 9.10 and 9.11.

9.4 Subject to sub-rule 9.10, a Board member's term will be from their election at an annual general meeting for a period of three years, but they are eligible for re-election to membership of the Board for a second term, or a maximum of eight years where a person commences by filling the balance of a term that has been vacated.

9.5 Each year at the annual general meeting, two Board members will be elected for a three year term.

9.6 Except for nominees under sub-rule 9.9, a person is not eligible for election to membership of the Board unless a member has nominated them for election by delivering notice in writing of that nomination, signed by-

(a) the nominator; and

(b) the nominee to signify their willingness to stand for election,

to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

9.7 A person who is eligible for election or re-election under this rule may -

(a) propose them self for election or re-election; and

(b) vote for them self.

9.8 If the number of persons nominated in accordance with sub-rule 9.4 for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-

- (a) the Secretary must report accordingly to; and
- (b) the President must declare those persons to be duly elected as members of the Board at, the annual general meeting general meeting concerned.

9.9 If vacancies remain on the Board after the declaration under sub-rule 9.6 additional nominations of Board members may be accepted from the floor of the annual general meeting general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.

9.10 If a vacancy remains on the Board after the application of sub-rule 9.9 or when a casual vacancy within the meaning of rule 13 occurs in the membership of the Board-

- (a) the Board may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will -
 - (i) hold office until the election at the next following annual general meeting general meeting,
 - (ii) be eligible for election to membership of the Board, at the next annual general meeting general meeting, for the balance of the term created by the vacancy.

9.11 The Board may appoint up to three (3) members, with specialised expertise, who have full voting rights, with each appointment being for maximum of three (3) years and with each being eligible for re-appointment.

9.12 The Board may delegate, in writing, to one or more sub-committees (consisting of such persons as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or any other law.

9.13 Any delegation under sub-rule 9.12 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.

9.14 The Board may, in writing, revoke wholly or in part any delegation under sub-rule 9.12.

10. President and Vice-President

10.1 Subject to this rule, the President must preside at all general meetings and Board meetings.

10.2 In the event of the absence from a general meeting of-

- (a) the President, the Vice-President; or
- (b) 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.

10.3 In the event of the absence from a Board meeting of-

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

11. Secretary

Unless authorised otherwise by the Board, the Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

12. Treasurer

Unless authorised otherwise by the Board, the treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

13. Casual vacancies in membership of the Board

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

13.1 dies;

13.2 resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice-President and that resignation is accepted by resolution of the Board;

13.3 is convicted of an offence under the Act;

13.4 is permanently incapacitated by mental or physical ill-health;

13.5 is absent from more than-

(a) 3 consecutive Board meetings; or

(b) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;

of which meetings the member received notice, and the Board has resolved to declare the office vacant;

13.6 ceases to be a member of the Association; or

13.7 is the subject of a resolution passed by a general meeting of members terminating their appointment as a Board member.

14. Proceedings of the Board

14.1 The Board must meet together for the dispatch of business not less than **4 times** in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.

14.2 By resolution of the Board, a meeting may be held by teleconference, audio-visual link or other means of instantaneous communication provided that all other provisions of the Constitution relating to these meetings are observed including:

(a) required notice

(b) entitlement to vote

(c) quorum

(d) the taking of minutes

(e) adjournment and provided that each Board member taking part in the meeting

(i) announces his presence at the commencement of the meeting

(ii) remains in contact throughout the whole of the meeting

(iii) is able to participate in and to hear all discussion taking place at all times

(iv) is able to vote on any resolutions and

(v) announces his departure at the close of the meeting

14.3 Each Board member has a deliberative vote.

14.4 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to their deliberative vote.

14.5 At a Board meeting **4** Board members constitute a quorum.

14.6 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

14.7 As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary or personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of their interest to the Board; and
- (b) not take part in any deliberations or decision of the Board with respect to that matter
- (c) disclose the nature and extent of the interest at the next general meeting of the association.

15. General meetings

15.1 The Board-

- (a) may at any time convene a special general meeting;
- (b) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 20% of the membership, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 8.4, convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 4.4 convene a general meeting, no later than the next annual general meeting general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting general meeting in relation to the Board's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Board.

15.2 The members making a request referred to in sub-rule 15.1 (c) (i) must-

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

15.3 If a special general meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule 15.1 (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
- (b) in sub-rule 15.1 (c) (ii), the member who gave the notice concerned may convene a special general meeting as if the organisation were the Board.

15.4 When a special general meeting is convened under sub-rule 15.3 (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

15.5 Subject to sub-rule 15.7 the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-

- (a) when and where the general meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

15.6 Subject to sub-rule 15.7, the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-

- (a) when and where the annual general meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.

15.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 15.5 or 15.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

15.8 The Secretary must give a notice under sub-rule 15.5, 15.6 or 15.7 by-

- (a) serving it on a member personally; or
- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 5; or
- (c) sending it via electronic means to all members who have provided their email addresses as the means to communicate with them

15.9 When a notice is sent by post and/or email under sub-rule 15.8 (b) and (c), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail or electronically to the last known email address provided by that member.

16. Quorum and proceedings at general meetings

16.1 At a general meeting **8** members to be present in person or via teleconference, audio-visual link or other means of instantaneous communication constitute a quorum.

16.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 15.5 or 15.6

- (a) as a result of a request or notice referred to in rule 15.1 (c) or as a result of action taken under rule 16.3 a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue if possible or see sub-rule 16.5.

16.3 If within 30 minutes of the time appointed by sub-rule 16.2 (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person; or by proxy, teleconference, audio-visual link or other means of instantaneous communication may nevertheless proceed with the business of that general meeting as if a quorum were present.

16.4 The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

16.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

16.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a new general meeting.

16.7 At a general meeting-

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast by a show of hands or communicated verbally via teleconference link, subject to sub-rule 10;
- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a poll is demanded, in accordance with sub-rules 16.7(a), 16.9 and 16.11.

16.8 A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 16.9.

16.9 At a general meeting, a poll may be demanded by the President or by three or more members present in person, or by proxy or by teleconference, audio-visual link or other means of instantaneous communication and, if so demanded, must be taken in such manner as the President directs.

16.10 If a poll is demanded and taken under sub-rule 16.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

16.11 A poll demanded under sub-rule 16.9 must be taken immediately on that demand being made.

17. Minutes of meetings of the Association

17.1 The Secretary 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.

17.2 The President must ensure that the minutes taken of a general meeting or Board meeting under sub-rule 17.1 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.

17.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

18. Voting rights of members of Association

18.1 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

18.2 A member men's shed has one vote only. All member men's shed may nominate one (1) voting member only as a delegate to vote at any general meeting of MSWA . In order to vote at any general meeting, the given person nominated must be a current registered member of a men's shed within the state of WA.

19. Proxies of members of Association

19.1 A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

20. Powers of Association

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association- may do all things necessary or convenient for carrying out its objects and purposes, and in particular, the Association shall have the power;

20.1 To purchase, sell, hold, lease, deal with, and dispose of any real or personal property.

20.2 To open and operate bank accounts;

20.3 To invest its money -

(i) in any security in which trust monies may lawfully be invested; or

(ii) in any other manner authorised by the rules of the Association;

20.4 To borrow, raise or secure the payment of moneys to secure the repayment or performance of debt, liability, contract or guarantee incurred or to be entered into by the association upon such terms and conditions as the Association thinks fit;

20.5 To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

20.6 To appoint agents to transact any business of the Association on its behalf;

20.7 To enter into any other contract it considers necessary or desirable;
and

20.8 may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

20.9 To make gifts or give prizes

20.10 To do all such other things as are conducive or incidental to the objects of the association

21. Rules of Association

21.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

(a) Subject to sub-rule 21.1 (d) and 21.1 (e), the Association may alter its rules by special resolution but not otherwise;

(b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

- (c) An alteration of the rules of the Association does not take effect until sub-rule 21.1 (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 21.1 (a) to 21.1 (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 21.1 (a) to 21.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

21.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. Common Seal of Association

22.1 The Association must have a common seal on which its corporate name appears in legible characters.

22.2 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 referred to in rule 17.

22.3 The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

22.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

23. Inspection of Records, etc. of Association

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

23.2 In order to protect the privacy of individuals, only the name, residential or postal address, plus email address of the representative of a Men's Shed that is a member, are to be made available.

24. Disputes and Mediation

24.1 The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a member and another member; or
- (b) a member and the Association; or
- (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

24.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

24.3 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, hold a meeting in the presence of a mediator.

24.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-

- (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
- (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule 24.1 (c) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

24.5 A member of the Association can be a mediator.

24.6 The mediator cannot be a member who is a party to the dispute.

24.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

24.8 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 that natural justice is accorded to the parties to the dispute throughout the mediation process.

24.9 The mediator must not determine the dispute.

24.10 The mediation must be confidential and without prejudice.

24.11 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.

25 Patrons

The Board may resolve to appoint one or more persons to be Patrons of the Association to serve in this capacity for such period of time and on such terms as the Board may determine from time to time and to offer support and guidance to the Association in connection with the pursuit of some or all of the Objects.

26 Distribution of surplus property on winding up of Association

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

- (a) the debts and liabilities of the Association; and
- (b) 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.

26.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

26.3 In the event of the winding up or the dissolution of the Association, the Commissioner of Taxation shall be advised of the date of the dissolution within 30 days of the dissolution.

27 Revoking of DGR Status

If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution covered by Division 30 of the Income Assessment Act 1997 and to which income tax deductible gifts can be made.