

**AUSTRALIAN TERTIARY EDUCATION
NETWORK ON DISABILITY (ATEND)**

CONSTITUTION 2018

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PRELIMINARY

1.1 Name of Association

The name of the Association is “Australian Tertiary Education Network on Disability (ATEND) Incorporated” hereafter called ATEND.

1.2 Objects of Association

The objects and purposes of ATEND are:

- a. Influence policy through lobbying and advocacy through coordinated national effort directed at government, educational and training institutions and providers, to secure the adoption of quality standards and practices that affirm inclusive education and training;
- b. Maintain professional standards and code of ethics;
- c. Promote and provide professional development and practice;
- d. To develop and promote informed public and professional debate on policies and practices that lead to access and successful participation in post-secondary education and training, for people living with disability;
- e. To promote the sharing of initiatives by state networks and those working in the field more widely within national and international forums;
- f. To disseminate information, increase knowledge and promote awareness of issues throughout the community concerning post-secondary education and training for people living with disability;
- g. To promote proper and adequate representation of students living with disability in post-secondary education and training;
- h. Other activities to further the objects of ATEND.

1.3 **Quorum for Committee Meetings Schedule 1, Item 6(e)**

Any five (5) Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

1.4 **Quorum for General Meetings Schedule 1, Item 7**

Eleven (11) of Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

1.5 **Financial Year Schedule 1, Item 12**

ATEND's Financial Year will be the period of 12 months commencing on July 1st and ending on June 30th of each year.

2. **INTERPRETATION**

2.1 **Definitions**

In these Rules, unless the contrary intention appears:

“**Act**” means the [Associations Incorporation Act 2015 \(WA\)](#);

“**ADCET**” means the Australian Disability Clearinghouse on Education and Training;

“**AGM**” means the annual general meeting convened under Rule 34 Procedure for General Meetings Schedule 1, Item 7

“**Books of ATEND**” has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of ATEND.

“**By-laws**” are additional arrangements or processes adopted by members by Ordinary Resolution of ATEND to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

“**Commissioner**” means the person designated as the “Commissioner” from time to time under the Act;

“**Committee**” means the National Committee required by the Act which is the body responsible for the management of the affairs of ATEND;

“**Committee Meeting**” means a meeting referred to in Rule 14.1;

“**Disability**” in relation to a person, is as defined by the Disability Discrimination Act (1992);

“Executive” means the President, Vice President, Treasurer and Secretary of ATEND.

“Financial Records” has the meaning given to it in section 62 of the Act and includes:

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

“Financial Report” has the meaning given to it in sections 62 and 63 of the Act;

“Financial Statements” has the meaning given to it in section 62 of the Act;

“Financial Year” has the meaning given to it in Rule 3 Financial Year Schedule 1, Item 12;

“General Meeting” means a meeting of ATEND which all Members (including Associate Members) are invited to attend;

“Member” means a person (including a body corporate) who becomes a Member of ATEND under these Rules;

“NDCO Program” means the National Disability Coordination Officer Program;

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

“Rules” mean these Rules of ATEND as amended from time to time under Rule 24.2;

“Special Resolution” is a resolution of ATEND passed in accordance with Rule 19.1;

“Surplus Property” has the meaning given to it in the Act and means the property remaining when ATEND is wound up or cancelled after satisfying:

- a. the debts and liabilities of ATEND; and
- b. the costs, charges and expenses of winding up ATEND,
- c. but does not include books pertaining to the management of ATEND;

“Tier 1 Association” has the meaning given to it in section 62 of the Act;

“**Tier 2 Association**” has the meaning given to it in section 62 of the Act;

“**Tier 3 Association**” has the meaning given to it in section 62 of the Act.

2.2 Notices

- a. A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - i. delivered by hand to the nominated address of the addressee;
 - ii. sent by post to the nominated postal address of the addressee; or
 - iii. sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
 - iv. Any notice given to a Member under these Rules, must be sent to Member’s address as set out in the Register referred to in Rule 8.1.

3. POWERS OF ATEND

3.1 Powers of ATEND

Subject to the Act, ATEND may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

4. NOT FOR PROFIT

- a. The property and income of ATEND must be applied solely towards the promotion of the objects or purposes of ATEND and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b. A payment may be made to a member out of the funds of ATEND only if it is authorised under Sub Rule (c).
- c. A payment to a member out of the funds of ATEND is authorised if it is:
 - i. the payment in good faith to the member as reasonable remuneration for any services provided to ATEND, or for goods supplied to ATEND, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by ATEND from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii. the payment of reasonable rent to the member for premises leased by the member to ATEND; or

- iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of ATEND.

5. BECOMING A MEMBER

5.1 Minimum Number of Members

ATEND must have at least eleven (11) Members with full voting rights.

5.2 Qualifications for Membership Schedule 1, Item 3

- a. Subject to Rules 5.2(b) and (c) any person who supports the purposes of ATEND is eligible to apply for membership.
- b. The by-laws of ATEND made under Rule 25 may require members to hold specified educational, trade or professional qualifications;
- c. ATEND must comply with all legal and regulatory obligations that apply to ATEND when assessing eligibility of an applicant for membership; and
- d. A person under the age of 15 years is not to belong to a class of membership that confers voting rights.

5.3 Applying for Membership

- a. A person who wants to become a Member must:
- b. apply in writing (online via ATEND website) to ATEND; and
- c. If ATEND has more than one class of membership, the application form must specify the applicable class of membership.

5.4 Deciding Membership Applications

- a. The Committee will consider and decide whether to approve or reject any membership application.
- b. Subject to Rule 5.4(c) applications will be considered and decided in the order they are received by ATEND.
- c. When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- d. The Committee must not approve a membership application unless the Applicant:
 - i. meets all the eligibility requirements under Rule 5.2; and

- ii. applies under Rule 5.3.
- e. The Committee may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2.
- f. As soon as is practicable after the Committee has made a decision under Rule 5.4(a), the Committee must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

5.5 Becoming a Member Schedule 1, Item 3

- a. An Applicant becomes a Member if:
 - i. the Applicant is eligible for membership under Rule 5.2;
 - ii. the Applicant applies in writing to ATEND under Rule 5.3;
 - iii. the Committee approves the Applicant's application for membership; and
 - iv. the Applicant pays any fees due under Rules 9.1 and 9.2.
- b. The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when Rule 5.5(a) has been fulfilled.

5.6 Recording Membership in the Register

The Secretary must enter a person's name in the Register within 28 days after the person becomes a Member.

6. LIABILITY AND ENTITLEMENTS OF MEMBERS

6.1 Classes of Members

- a. The membership of ATEND consists of:
 - i. **Professional Members:** A Professional Member is an individual who is primarily employed as a disability practitioner in the tertiary education and training sector, whose primary focus of work in their professional capacity involves working to enhance tertiary education opportunities and access for persons with disabilities.
 - ii. **Associate Members:** An Associate Member is any individual who is not primarily employed as a disability practitioner in the tertiary education and training sector but who has interest in or is

professionally active in working to promote the full participation of people living with disability as students in post-secondary education and training.

- iii. Life Members: Life membership is reserved as an honour to be bestowed by ATEND in recognition of an individual's outstanding contribution to the objects of ATEND. To be given life membership, a proposal in writing by a member must be made to the Committee for consideration. The proposal is to be circulated amongst all members of the Committee to be debated and accepted or rejected. If successful, the granting of life membership is then publicly announced and bestowed at the Annual General Meeting.

- b. ATEND may have any category of associate membership determined by resolution of Members at a General Meeting, including junior membership, senior membership or honorary membership.
- c. A Member under the age of 15 years cannot be a Professional Member but may be an Associate Member.
- d. If ATEND has two or more classes of members, no member can belong to more than one class of membership.
- e. A Professional Member has all rights provided to Members under the Rules, including the right to one (1) vote, and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- f. An Associate Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- g. A Life Member is deemed the same rights a Professional Member and is entitled to one (1) vote and is eligible to hold office
- h. The maximum number of Professional Members is unlimited unless ATEND in General Meeting decides otherwise.

6.2 **Membership Voting Rights of Professional Members**

- a. Each Professional Member of ATEND has one vote at a General Meeting of ATEND.
- b. Each Professional Member of ATEND that is a Body Corporate has one vote at a General Meeting of ATEND.

6.3 **Voting by Body Corporate**

- a. A Member which is a body corporate may appoint in writing a natural person, whether or not they are a Member, to represent it at a particular General Meeting or at all General Meetings.
- b. A copy of the written appointment must be lodged with the Secretary.
- c. A person appointed under Rule 6.3(a) has authority to represent the body corporate as a Member:
 - i. in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
 - ii. otherwise, until the appointment is revoked by the body corporate and notice of the revocation is given to the Secretary.

6.4 **Liability of Members**

- a. A Member is only liable for their outstanding membership fees payable under Rules 9.1 and 9.2, if any.
- b. Subject to Rule 6.4(a), a Member is not liable, by reason of the person's Membership, for the liabilities of ATEND or the cost of winding up ATEND.
- c. Rule 6.4(b) does not apply to liabilities incurred by or on behalf of ATEND by the Member before incorporation.

6.5 **Payment to Members**

- a. Subject to Rule 6.5(b), no portion of the income or property of ATEND may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- b. Rule 6.5(a) does not prevent:
 - i. the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to ATEND or for goods supplied in the ordinary and usual course of business;
 - ii. the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
 - iii. the payment of reasonable and proper rent by ATEND to a Member for premises leased by the Member to ATEND; or
 - iv. the reimbursement of expenses incurred by any Member or any Committee Member on behalf of ATEND.

6.6 **Membership Entitlements not Transferable**

A right, privilege or obligation that a person has because they are a Member of ATEND:

- a. is not capable of being transferred to any other person; and
- b. ends when the person's membership ceases.

7. **CEASING TO BE A MEMBER**

7.1 **Ending Membership Schedule 1, Item 3**

- a. A person's membership ends, if the person:
 - i. dies;
 - ii. ceases to be a Member under Rule 9.2(d);
 - iii. resigns as a Member under Rule 7.2; or
 - iv. is expelled from ATEND under Rule 7.3.
- b. For a period of one year after a person's membership ends, the Secretary must keep a record of:
 - i. the date on which a person ceases to be a Member under Rule 7.1(a); and
 - ii. the reason why the person ceases to be a Member.

7.2 **Resigning as a Member**

- a. A Member who has paid all amounts payable by the Member to ATEND in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- b. The Member resigns:
 - i. at the time the Secretary receives the notice; or
 - ii. if a later time is stated in the notice, at that later time.
- c. Any Member who resigns from ATEND remains liable to pay to ATEND any outstanding fees which may be recovered as a debt due to ATEND by the Member.

7.3 Suspending or Expelling Members

- a. The Committee may, by resolution, suspend or expel a Member from membership if:
 - i. the Member refuses or neglects to comply with these Rules; or
 - ii. the Member's conduct or behaviour is detrimental to the interests of ATEND.
- b. The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.
- c. The Secretary must, not less than 28 days before the Committee Meeting referred to in Rule 7.3(b), give written notice to the Member:
 - i. of the proposed suspension or expulsion and the grounds on which it is based;
 - ii. of the date, place and time of the Committee Meeting;
 - iii. that the Member, or the Member's representative, may attend the Committee Meeting; and
 - iv. that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- d. At the Committee Meeting referred to in Rule 7.3(b) the Committee must:
 - i. give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - ii. give due consideration to any written statement submitted by the Member; and
 - iii. determine whether or not the Member should be:
 - A. expelled from ATEND; or
 - B. suspended from membership, and if so, the period that the Member should be suspended from membership.
- e. Once the Committee has decided to suspend or expel a Member under Rule 7.3(d), the Member is immediately suspended or expelled from membership.
- f. The Secretary must inform the Member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting referred to in Rule 7.3(d).

7.4 Right of Appeal against Suspension or Expulsion

If a Member is suspended or expelled under Rule 7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under Rule 7.3(f) requesting the appointment of a mediator under Rule 28.2(c)

7.5 Reinstatement of a Member

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

7.6 When a Member is Suspended

- a. If a Member's membership is suspended under Rule 7.3(e), the Secretary must record in the Register:
 - i. the name of the Member that has been suspended from membership;
 - ii. the date on which the suspension takes effect; and
 - iii. the length of the suspension as determined by the Committee under 7.3(d)(iii)B.
- b. A Member that has been suspended under Rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- c. Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

8. MEMBERSHIP REGISTER

8.1 Register of Members Schedule 1, Item 4

- a. The Secretary or a person authorised by the Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- b. The Register must contain:
 - i. the full name of each Member;
 - ii. a contact postal, residential or email address of each Member;

- iii. the class of membership held by the Member; and
- iv. the date on which the person became a Member;
- c. Any change in membership of ATEND must be recorded in the Register within 28 days after the change occurs.
- d. The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

8.2 Inspecting the Register

- a. Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to ATEND and the Member.
- b. A Member must contact the Secretary to request to inspect the Register.
- c. The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

8.3 Copy of the Register

- a. A Member may make a request in writing for a copy of the Register.
- b. 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 ATEND.
- c. ATEND may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

8.4 When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register:

- a. to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- b. to contact, send material to ATEND or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
- c. for any other purpose unless the purpose:
 - i. is directly connected with the affairs of ATEND; or
 - ii. relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP FEES SCHEDULE 1, ITEM 5

9.1 Entrance Fee

- a. The Committee may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of Members upon becoming a Member.

9.2 Annual Membership Fee

- a. The Committee may from time to time determine the amount of the annual membership fee, if any, to be paid by each Member or each class of Members.
- b. Each Member must pay the Member's annual membership fee determined under Rule a(a) to the Treasurer, or a person authorised by the Committee to receive payments, by 31st December.
- c. If a Member pays the annual membership fee within 3 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- d. Subject to Rule 9.2(e), if a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member.
- e. If a person ceases to be a Member under Rule 9.2(d), and subsequently pays to ATEND all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

10. POWERS AND COMPOSITION OF THE COMMITTEE

10.1 Powers of the Committee Schedule 1, Item 6

- a. The governing body of ATEND is to be called the **NATIONAL** Committee and it has authority to control and manage the affairs of ATEND.
- b. Subject to the Act, these Rules and any by-law or lawful resolution passed by ATEND in General Meeting, the Committee:
- c. may exercise all powers and functions as may be exercised by ATEND, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - i. has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of ATEND.

10.2 Committee Members

- a. The National Committee is to consist of:
 - i. the office holders of ATEND; and
 - ii. not less than one other Member.
- b. The maximum number of other Members of the Committee is to be determined by the Committee.
- c. The office holders of ATEND are:
 - i. the President;
 - ii. the Vice-President;
 - iii. the Secretary; and
 - iv. the Treasurer.
- d. A Committee Member must be:
 - i. a natural person;
 - ii. over 18 years in age; and
 - iii. a Member.
- e. No person shall be entitled to hold more than one of the positions set out in Rule c) at any time.
- f. No person shall be entitled to hold a position on the Committee if the person 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;
 - A. unless the person has obtained the consent of the Commissioner.
- g. No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

11. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

11.1 Obligations of the Committee

- a. The Committee must take all reasonable steps to ensure ATEND complies with its obligations under the Act and these Rules.

11.2 Responsibilities of Committee Members

- a. A Committee Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- b. A Committee Member must exercise their powers and discharge their duties in good faith in the best interests of ATEND and for a proper purpose.
- c. A Committee Member or former Committee Member must not improperly use information obtained because they are a Committee Member to:
 - i. gain an advantage for themselves or another person; or
 - ii. cause detriment to ATEND.
- d. A Committee Member or former Committee member must not improperly use their position to:
 - i. gain an advantage for themselves or another person; or
 - ii. cause detriment to ATEND.
- e. A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
 - i. as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee;
 - ii. disclose the nature and extent of the interest at the next General Meeting of ATEND; and
 - iii. not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- f. Rule 11.2 (e) does not apply in respect of a material personal interest that:
 - i. exists only because the Committee Member belongs to a class of persons for whose benefit ATEND is established; or
 - ii. the Committee Member has in common with all, or a substantial proportion of, the members of ATEND.

- g. The Secretary must record every disclosure made by a Committee Member under Rule 11.2 (e) in the minutes of the Committee Meeting at which the disclosure is made.
- h. No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of ATEND unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

11.3 **President**

The President:

- a. must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- b. may convene special meetings of the Committee under Rule 14.1(c);
- c. may preside over Committee Meetings under Rule 14.3;
- d. may preside over General Meetings under Rule 17.4; and
- e. must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under Rule 20.1(c).

11.4 **Secretary**

The Secretary must:

- a. co-ordinate the correspondence of ATEND;
- b. consult with the President 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 and maintain in an up to date condition the Rules of ATEND as required by Rule 24.1 and any by-laws of ATEND made in accordance with Rule 25;
- d. maintain the register of the Members, referred to in Rule 8.1;
- e. maintain the record of office holders of ATEND, referred to in Rule 11.6;
- f. ensure the safe custody of the Books (with the exception of the Accounting Records) of ATEND under Rule 27.1;
- g. keep full and correct minutes of Committee Meetings and General Meetings; and
- h. perform any other duties as are imposed by these Rules or ATEND on the Secretary.

11.5 **Treasurer**

The Treasurer must:

- a. ensure all moneys payable to ATEND are collected, and that receipts are issued for those moneys in the name of ATEND;
- b. ensure the payment of all moneys referred to in Rule 11.5(a) into the account or accounts of ATEND as the Committee may from time to time direct;
- c. ensure timely payments from the funds of ATEND with the authority of a General Meeting or of the Committee;
- d. ensure that ATEND complies with the account keeping requirements in Part 5 of the Act;
- e. ensure the safe custody of the Financial Records of ATEND and any other relevant records of ATEND;
- f. if ATEND is a Tier 1 Association, coordinate the preparation of the Financial Statements of ATEND prior to their submission to the annual general meeting of ATEND;
- g. if ATEND is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of ATEND prior to its submission to the annual general meeting of ATEND;
- h. assist the reviewer or auditor (if any) in performing their functions; and
- i. perform any other duties as are imposed by these Rules or ATEND on the Treasurer.

11.6 **Record of Office Holders**

- a. The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- b. The record of office holders must include:
 - i. the full name of each office holder;
 - ii. the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - iii. a current contact postal, residential or email address of each office holder.
- c. The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

11.7 Inspecting the Record of Office Holders

- a. Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to ATEND and the Member.
- b. The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

12. APPOINTING COMMITTEE MEMBERS SCHEDULE 1, ITEM 6(A)

12.1 Appointment to the Committee

Office holders are appointed to the Committee by:

- a. election at an AGM; or
- b. appointment to fill a casual vacancy under Rule 13.1(b).

12.2 Committee members are appointed to the National committee by:

- a. Each state and territory is eligible to nominate two Committee members; one (1) representing the Higher Education (HE) sector and one (1) representing the Vocational Education and Training (VET) sector;
- b. The nominations are to be made by each state or territory, tertiary education disability network or such other entities recognised by the Committee;
- c. The NDCO Program is eligible to nominate two (2) representatives;
- d. ADCET is eligible to nominate one (1) representative.
- e. Where an ATEND State committee is operating then National committee representatives are to be elected from that committee at the State body's annual general meeting.

12.3 Nominating for Membership as an Office Holder of the Committee

- a. A Member who wishes to be an Office Holder must be nominated by one other Member as a candidate for election.
- b. Nominations for election to the Committee shall close at least 28 days before the AGM.
- c. The Secretary must send a notice calling for nominations for election as an office holder to the Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.

- d. The nomination for election must be:
 - i. in writing; and
 - ii. delivered to the Secretary on or before the date for the close of nominations.
- e. A Member may only be nominated for one position as office holder on the Committee prior to the AGM.
- f. If a nomination for election to the Committee is not made in accordance with Rules 12.3 (a)-(e) the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule c takes effect.

12.4 Electing Office Holders

- a. If the number of valid nominations received under Rule 12.3 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 positions 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 (if any) 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.
- e. If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at the AGM and Rule 13.1(b) applies.
- f. The elections for office holders or ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.
- g. A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

12.5 Voting in Elections for Office Holders of the Committee

- a. Subject to Rule 19.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.

- b. A Member who nominates for election or re-election may vote for himself or herself.

12.6 Term of Office of Committee Members Schedule 1, Item 6(b)

- a. The Committee Members appointed on incorporation of ATEND will hold office until the conclusion of the first AGM of ATEND and will be eligible for re-election.
- b. At each AGM of ATEND, the appointment of the Committee Members at the AGM will be for a term of two years.
- c. Subject to Rule a), a Committee Member's term will commence on the date of his or her:
 - i. election at an AGM; or
 - ii. appointment to fill a casual vacancy that arises under Rule 13.1(b).
- d. All retiring Committee Members are eligible, on nomination under Rule 12.3, for re-election.

13. CEASING TO BE A MEMBER OF THE NATIONAL COMMITTEE

13.1 Vacant Positions on the Committee Schedule 1, Items 6(c) and 6(d)

- a. A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
 - i. dies;
 - ii. ceases to be a Member;
 - iii. becomes disqualified from holding a position under Rule 10.2 (f) or (g) as a result of bankruptcy or conviction of a relevant criminal offence;
 - iv. becomes permanently incapacitated by mental or physical ill-health;
 - v. resigns from office under Rule 13.2;
 - vi. is removed from office under Rule 13.3; or
 - vii. is absent from more than:
 - A. three consecutive Committee Meetings without a good reason; or
 - B. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,

where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.

- b. If a position on the Committee is declared vacant under Rule e), or there is a casual vacancy within the meaning of Rule 13.1(a), the continuing Committee Members may:
 - i. appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - ii. subject to Rule 10, act despite the vacant position on the Committee.
- c. If the number of Committee Members is less than the number fixed under Rule 1.3 as the quorum for Committee Meetings, the continuing Committee Members may act only to:
 - i. increase the number of Members on the Committee to the number required for a quorum; or
 - ii. convene a General Meeting of ATEND.

13.2 Resigning from the Committee

- a. 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 President.
- b. The Committee Member resigns:
 - i. at the time the notice is received by the Secretary or President under Rule a); or
 - ii. if a later time is stated in the notice, at the later time.

13.3 Removal from Committee

- a. Subject to Rule a.vii), a Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of ATEND if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- b. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state their case as to why the Member should not be removed from their position on the Committee.
- c. 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 ATEND for the purpose of electing a new Committee.

14. COMMITTEE MEETINGS

14.1 Meetings of the Committee

- a. The Committee must meet at least three times in each year.
- b. The Committee is to determine the place and time of all Committee Meetings.
- c. Special meetings of the Committee may be convened under Rule 14.2 by:
 - i. the President; or
 - ii. any two Committee Members.

14.2 Notice of Committee Meetings

- a. The Secretary must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- b. Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- c. Subject to Rule 14.2(d), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.
- d. Urgent business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

14.3 Chairing at Committee Meetings

- a. The President or, in the President's absence, the Vice-President is to preside as president of each Committee Meeting.
- b. If the President and the Vice-President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as president at the Committee Meeting.

14.4 Procedure of the Committee Meeting Schedule 1, Item 6(e) and (f)

- a. The quorum for a Committee Meeting is specified at Rule 1.3. The Committee cannot conduct business unless a quorum is present.
- b. If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.

- c. If at a meeting adjourned under Rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.
- d. Committee Meetings may take place:
 - i. where the Committee Members are physically present together; or
 - ii. where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.
- e. A Committee Member who participates in a meeting as set out in Rule d.ii):
 - i. is deemed to be present at the Committee Meeting; and
 - ii. continues to be present at the meeting for the purposes of establishing a quorum, until the Committee Member notifies the other Committee Members that they are no longer taking part in the Committee Meeting.
- f. Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.
- g. All Committee Members have the right to attend and vote at Committee Meetings.
- h. All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
 - i. The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

14.5 Voting at Committee Meetings

- a. Each Committee Member present at a Committee Meeting has a deliberate vote.
- b. A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the president of the Committee Meeting as set out in Rule 14.3 is entitled to exercise a second or casting vote.
- c. Decisions may be made by general agreement or a show of hands.

- d. A poll by secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

14.6 Acts not Affected by Defects or Disqualifications

Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- a. there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
- b. a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

15. REMUNERATION OF COMMITTEE MEMBERS SCHEDULE 1, ITEM 6(G)

- a. ATEND may pay a Committee Member's travelling and other expenses as properly incurred:
- b. in attending Committee Meetings or sub-committee meetings;
- c. in attending any General Meetings of ATEND; and
- d. in connection with ATEND's business.
- e. Committee Members must not receive any remuneration for their services as Committee Members other than as described at Rule 15(a).

16. STATE AND TERRITORY COMMITTEES, SUB-COMMITTEES AND DELEGATION

16.1 State and Territory Committees

- a. ATEND supports the formation of State and Territory Committees as part of its functional structure. Each State and Territory Committee agrees to abide by the ATEND Constitution. State and Territory Committees form an auxiliary function of the national body:
- b. Any such Committee shall consist of at least one National Committee Member and other persons as it may determine.
- c. The ATEND National Committee may delegate any of its powers and duties to such Committees as it sees fit from time to time.
- d. The powers and duties delegates to such a Committee shall be upon such terms and conditions as the National Committee may determine.

- e. Any National Committee Member shall be at liberty to attend any meeting of any Committee but shall not be entitled to vote.
- f. No member shall be empowered to represent ATEND in private or in public without the written approval of the National Committee.
- g. A representative of ATEND, duly approved by the National Committee shall submit a summary of that representation to the National Committee following each representation (for example: private meetings, committee meeting, conference or other representation). The Summary shall highlight the important issues arising from that representation for the National Committee to peruse.

16.2 Appointment of Sub-Committee

- a. The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of ATEND's operations.
- b. Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members.
- c. Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

16.3 Delegation by Committee to Sub-Committee

- a. The Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- b. Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

16.4 Delegation to Subsidiary Offices

- a. The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of ATEND's affairs.
- b. The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- c. Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

17. GENERAL MEETINGS

17.1 Procedure for General Meetings Schedule 1, Item 7

- a. General Meetings may take place:
 - i. where the Members are physically present together; or
 - ii. where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- b. A Member who participates in a meeting as set out in Rule 17.1(a.ii):
 - i. is deemed to be present at the General Meeting; and
 - ii. continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that they are no longer taking part in the General Meeting.

17.2 Quorum for General Meetings Schedule 1, Item 7

- a. The Quorum for General Meetings is specified in Rule 1.4.
- b. Subject to Rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- c. If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - i. in the case of a Special General Meeting, the meeting lapses; or
 - ii. in the case of an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the President at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- d. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

17.3 Notice of General Meetings and Motions Schedule 1, Items 8 & 9

- a. The Secretary must give at least:

- i. 14 days' notice of a General Meeting to each Member, or
 - ii. 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- b. The notice convening a General Meeting must specify:
 - i. the place, date and time of the meeting; and
 - ii. the particulars and order of the business to be conducted at the meeting.
- c. The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 2.2.

17.4 Presiding Member

- a. The President or, in the President's absence, the Vice-President is to preside as president of each General Meeting.
- b. If the President and the Vice-President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as president at the General Meeting.

17.5 Adjournment of General Meetings

- a. The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- b. No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- c. When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rule 2.2 as if that General Meeting was a new General Meeting.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meeting Schedule 1 Item 10

- a. The Committee may at any time convene a Special General Meeting of ATEND.
- b. The Secretary must convene a Special General Meeting of ATEND within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

18.2 Request for Special General Meeting

A request by the Members for a Special General Meeting must:

- a. state the purpose of the meeting;
- b. be signed by the required number of Members making the request as specified in Rule 18.1(b); and
- c. be lodged with the Secretary.

18.3 Failure to Convene Special General Meeting

- a. If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 18.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.
- b. A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and ATEND must pay the reasonable expenses of convening and holding the Special General Meeting.

19. MAKING DECISIONS AT GENERAL MEETINGS

19.1 Special Resolutions

- a. A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule c).
- b. A Special Resolution of ATEND is required to:
 - i. amend the name of ATEND;
 - ii. amend the Rules, under Rule 24.2;
 - iii. affiliate ATEND with another body;
 - iv. transfer the incorporation of ATEND;
 - v. amalgamate ATEND with one or more other incorporated associations;
 - vi. voluntarily wind up ATEND;
 - vii. cancel incorporation; or
 - viii. request that a statutory manager be appointed.
- c. Notice of a Special Resolution must:

- i. be in writing;
 - ii. include the place, date and time of the meeting;
 - iii. include the intention to propose a Special Resolution;
 - iv. set out the wording of the proposed Special Resolution; and
 - v. be given in accordance with Rule 2.2.
- d. If notice is not given in accordance with Rule c, the Special Resolution will have no effect.
- e. A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

19.2 **Ordinary Resolutions**

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

19.3 **Voting at meetings**

- a. Subject to these Rules, each Professional Member has one vote at a General Meeting of ATEND.
- b. A person casts a vote at a meeting either by:
 - i. voting at the meeting either in person or through the use of technology as under Rule a.ii; or
 - ii. by proxy.
- c. In the case of an equality of votes at a General Meeting, the president of the meeting is entitled to exercise a second or casting vote.
- d. A Member or their proxy is not entitled to vote at any General Meeting of ATEND unless all money due and payable by the Member or their proxy to ATEND has been paid in accordance with Rules 9.1 and 9.2.
- e. A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under Rule 17.3.

19.4 **Proxies**

- a. Each Member is entitled to appoint in writing, a natural person who is also a Member of ATEND to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of ATEND.

- b. Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- c. No Member may hold more than five proxies.

19.5 Manner of Determining Whether Resolution Carried

- a. Unless a Poll is demanded under Rule 19.6, if a question arising at a General Meeting of ATEND is determined by general agreement or a show of hands, a declaration must be made by the president of the General Meeting that the resolution has been:
 - i. carried unanimously;
 - ii. carried by a particular majority; or
 - iii. lost.
- b. If the declaration relates to a Special Resolution, then subject to Rule 19.1(c), the declaration should state that a Special Resolution has been determined.
- c. The declaration made under Rule a) must be entered into the minute book of ATEND.
- d. The entry in the minute book of ATEND under Rule c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19.6 Poll at General Meetings

- a. At a General Meeting, a Poll on any question may be demanded by either:
 - i. the president of the meeting; or
 - ii. at least three Members present in person or by proxy.
- b. If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the president of the meeting directs and a declaration by the president of the result of the Poll is evidence of the matter so declared.
- c. If a Poll is demanded at a General Meeting, the Poll must be taken:
 - i. immediately in the case of a Poll which relates to electing a person to preside over the meeting;
 - ii. immediately in the case of a Poll which relates to adjourning the meeting; or
 - iii. in any other case, in the manner and time before the close of the meeting as the president directs.

20. MINUTES OF MEETINGS

20.1 Minutes of Meetings

- a. The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.
- b. The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- c. The President must ensure that the minutes of a General Meeting or Committee Meeting under Rule 20.1 (a) are reviewed and signed as correct by:
 - i. the president of the General Meeting or Committee Meeting to which those minutes relate; or
 - ii. the president of the next succeeding General Meeting or Committee Meeting.
- d. When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
 - i. the General Meeting or Committee Meeting to which they relate was duly convened and held;
 - ii. all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
 - iii. all appointments or elections purporting to have been made at the meeting have been validly made.
- e. The minutes of General Meetings may be inspected by a Member under Rule 27.2.
- f. The minutes of Committee Meetings may be inspected by a Member under Rule 27.2 unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting are not to be available for inspection.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds Schedule 1, Item 11

- a. The funds of ATEND must be kept in an account in the name of ATEND in a financial institution determined by the Committee.

- b. The funds of ATEND are to be used in pursuance of the objects of ATEND.
- c. All cheques, drafts, transfers, bills of exchange, promissory notes and other negotiable instruments of ATEND 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 ATEND may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- b. ATEND must, as soon as practicable:
 - i. deposit all money received by ATEND, to the credit of ATEND's bank account, without deduction; and
 - ii. after receiving any money, issue an appropriate receipt.

21.3 Financial Records

- a. ATEND 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. ATEND 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, ATEND must ensure that the requirements under Part 5 of the Act are met.
- b. Without limiting subRule (a), those requirements include—
 - i. if ATEND is a Tier 1 Association, the preparation of the Financial Statements;
 - ii. If ATEND 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 ATEND is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of ATEND (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
- v. if ATEND is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the annual general meeting of ATEND (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 lodgement of the annual return with the Commissioner.

21.5 Review or Audit of Financial Statements or Financial Report

ATEND must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of ATEND if:

- a. ATEND is a Tier 2 or Tier 3 Association;
- b. the by-laws of ATEND 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
- f. holding of a charitable collections licence.

22. FINANCIAL YEAR OF ATEND

The financial year of ATEND is at Rule 1.5.

23. ANNUAL GENERAL MEETINGS

23.1 Annual General Meeting Schedule 1, Item 13

- a. Subject to Rules b and c, ATEND must convene an AGM each calendar year:
 - i. within 6 months after the end of ATEND's Financial Year; or
 - ii. within a longer period as the Commissioner may allow.

- b. ATEND may hold its first AGM at any time within the period of 18 months after incorporation under the Act.
- c. If ATEND requires the approval from the Commissioner to hold its AGM within a longer period under Rule a.ii.a.ii, the Secretary must apply to the Commissioner no later than four months after the end of ATEND's Financial Year.

23.2 Notice of AGM

The notice convening an AGM must specify that it is the AGM of ATEND and otherwise must comply with Rules 2.2 and 17.3 (as applicable).

23.3 Business to be Conducted at AGM

- a. Subject to Rule 23.1, the AGM of ATEND is to be convened on a date, time and place as the Committee decides.
- b. At each AGM of ATEND, ATEND:
 - i. must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - ii. if ATEND is a Tier 1 Association, must receive the Financial Statements of ATEND for the preceding Financial Year;
 - iii. if ATEND is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of ATEND for the preceding Financial Year;
 - iv. if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
 - v. if applicable, must present a copy of the report of the review or the auditor's report to ATEND; and
 - vi. must elect or appoint the office holders and ordinary Committee Members.

24. RULES OF ATEND

24.1 Rules of ATEND

- a. These Rules bind every Member and ATEND and each Member agrees to comply with these Rules.

- b. ATEND must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under Rule 5.5.
- c. ATEND must keep a current copy of the Rules.

24.2 Amendment of Rules, Name and Objects Schedule 1, Item 14

- a. ATEND may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 19.1 and not otherwise.
- b. When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - i. one month after the Special Resolution is passed; or
 - ii. a longer period as the Commissioner may allow.
- c. Subject to Rule 24.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b).
- d. An amendment to the Rules that changes or has the effect of changing:
 - i. the name of ATEND; or
 - ii. the objects or purposes of ATEND,

does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b) and the approval of the Commissioner is given in writing.

25. BY-LAWS OF ATEND

25.1 The Members of ATEND may make, amend and repeal by-laws for the management of ATEND by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.

25.2 The by-laws made under Rule 25.1:

- a. Do not form part of the Rules;
- b. May make provision for:
 - i. classes of Membership and the rights and obligations that apply to each class of Membership;
 - ii. requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - iii. restrictions on the powers of the Committee including the power to dispose of assets;

- iv. a requirement for members to hold a specified educational, trade or professional qualification; and
 - v. any other matter that ATEND considers necessary or appropriate; and
- c. Must be available for inspection by Members.

26. AUTHORITY REQUIRED TO BIND ASSOCIATION

26.1 Executing Documents

- a. ATEND may execute a document without using a common seal if the document is signed by:
 - i. any two Committee Members; or
 - ii. one Committee Member and a person authorised by the Committee.

26.2 Use of the Common Seal Schedule 1, Item 15

- a. If ATEND has a common seal on which its corporate name appears in legible characters:
 - i. the Secretary or any other person as the Committee from time to time decides must provide for its safe custody; and
 - ii. it must only be used under resolution of the Committee.
- b. ATEND executes a document with its common seal, if the fixing of the seal is witnessed by:
 - i. any two Committee Members; or
 - ii. one Committee Member and a person authorised by the Committee.
- c. Every use of the common seal must be recorded in the Committee's minute book.

27. ATENDS BOOKS AND RECORDS

27.1 Custody of the Books of ATEND Schedule 1, Item 16

- a. Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of ATEND with the exception of the Financial Records which,

except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.

- b. The Books of ATEND must be retained for at least 7 years.

27.2 Inspecting the Books of ATEND Schedule 1, Item 17

- a. Subject to these Rules, and in particular Rule 20.1(f), a Member is able to inspect the Books of ATEND free of charge at such time and place as is mutually convenient to ATEND and the Member.
- b. A Member must contact the Secretary to request to inspect the Books of ATEND.
- c. The Member may copy details from the Books of ATEND but has no right to remove the Books of ATEND for that purpose.

27.3 Prohibition on Use of Information in the Books of ATEND

- a. A Member must not use or disclose information in the Books of ATEND except for a purpose:
 - i. that is directly connected with the affairs of ATEND; or
 - ii. related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

27.4 Returning the Books of ATEND

- a. Outgoing Committee Members are responsible for transferring all relevant assets and Books of ATEND to the new Committee within 14 days of ceasing to be a Committee Member.

28. RESOLVING DISPUTES SCHEDULE 1, ITEM 18

28.1 Disputes Arising under the Rules

- a. This Rule applies to:
 - i. Disputes between Members; and
 - ii. Disputes between ATEND and one or more Members

that arise under the Rules or relate to the Rules of ATEND.

- 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 28.1(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 28.1(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 Rules.

28.2 **Mediation**

- a. This Rule applies:
 - i. where a person is dissatisfied with a decision made by the Committee under Rule 28.1; or
 - ii. where a dispute arises between a Member or more than one Member and ATEND and any party to the dispute elects not to have the matter determined by the Committee.
- b. Where the dispute relates to a proposal for the suspension or expulsion of a Member this Rule does not apply until the procedure under Rule 7.3 in respect of the proposed suspension or expulsion has been completed.
- c. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 28.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 28.1(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.
- d. The party, or parties requesting the mediation must pay the costs of the mediation.

- e. The mediator must be:
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 - A. if the dispute is between a Member and another Member – a person appointed by the Committee; or
 - B. if the dispute is between a Member or more than one Member and ATEND, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- f. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- g. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h. 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.
- i. 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.
- j. 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.

28.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, 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.

29. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY SCHEDULE 1, ITEM 19

- a. ATEND may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that ATEND will:
 - i. apply to the Commissioner for cancellation of its incorporation; or
 - ii. appoint a liquidator to wind up its affairs.
- b. ATEND must be wound up under Rule 29(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 ATEND, the Surplus Property must only be distributed to one or more of the following:
 - i. an incorporated association under the Act;
 - ii. a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - iii. a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cwth)*;
 - iv. a company holding a licence that continues in force under section 151 of the *Corporations Act 2001(Cwth)*;
 - v. a body corporate that:
 - A. is a Member or former member of ATEND; and
 - B. at the time of the Surplus Property is distributed, has Rules that prevent the property being distributed to its members;
 - vi. a trustee for a body corporate referred to in Rule vv; or
 - vii. a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.