

## **RULES OF ASSOCIATION**

### **1. Name of Association**

The name of the Association is:

**Institute of Public Administration Australia, Western Australian Division Inc.**

### **2. Definitions**

In these rules, unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1987*;

“annual general meeting” is the meeting convened under clause 16(1)(b);

“Associate Member” means a person referred to in clause 5(1)(c);

“Association” means the Association referred to in clause 1;

“Chief Executive Officer” means the Chief Executive Officer of the Association appointed by the Council of the Association;

“Commissioner” has the meaning given by the Act;

“Council” means the Committee of Management of the Association referred to in clause 10(1);

“Council meeting” means a meeting referred to in clause 15;

“Council member” means an Office Bearer or a General Council Member;

“convene” means to call together for a formal meeting;

“Corporate Member” means a person referred to in clause 5(1)(a);

“department” means the government department with responsibility for administering the Act;

“financial year” means each period commencing 1 July and ending on 30 June in the following year;

“General Council Member” means a member of Council referred to in clause 10(1)(e);

“general meeting” means a meeting to which all members are invited;

“Life Member” means a person referred to in clause 5(1)(d);

“member” means member of the Association;

“Office Bearer” means a member of Council referred to in clause 10(1) sub-clauses (a) to (d);

"ordinary resolution" means a resolution other than a special resolution;  
"Personal Member" means a person referred to in clause 5(1)(b);  
"poll" means voting conducted in written form (as opposed to a show of hands);  
"special general meeting" means a general meeting other than the annual general meeting;  
"special resolution" has the meaning given by the Act;  
"President" means the person referred to in clause 10(1)(a);  
"Secretary" means the person referred to in clause 10(1)(c);  
"Treasurer" means the person referred to in clause 10(1)(d);  
"Vice-President" means a person referred to in clause 10(1)(b);  
"Voting Member" means a Corporate Member, a Personal Member or a Life Member, but does not include an Associate Member.

### **3. Objects of Association**

- (1) The objects of the Association are to advance the study and practice of public administration.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### **4. Powers of Association**

- (1) 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, may:
  - (a) acquire, hold, deal with, and dispose of any real or personal property;
  - (b) open and operate bank accounts;
  - (c) invest its money:
    - i. in any security in which trust monies may lawfully be invested; or
    - ii. in any other manner authorised by these rules of the Association;
  - (d) borrow money upon such terms and conditions as the Association thinks fit;
  - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (f) appoint agents to transact any business of the Association on its behalf;

- (g) enter into any other contract it considers necessary or desirable;
- (h) 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 the Act or the rules of the Association; and
- (i) employ staff and undertake any associated activities.

## 5. Qualifications for Membership of Association

- (1) Membership of the Association is open to the following:
  - (a) **Corporate Member:** The Council may admit as a Corporate Member any government department, public authority, local government or other corporation or body involved or interested in public administration.
  - (b) **Personal Member:** The Council may admit as a Personal Member any natural person who is or has been engaged or interested in the practice of public administration, or who is or has been engaged in or interested in the teaching or study of public administration or related subjects.
  - (c) **Associate Member:** The Council may admit as an Associate Member any natural person who is or has been engaged or interested in the practice of public administration, or who is or has been engaged in or interested in the teaching or study of public administration or related subjects.
  - (d) **Life Member:** The Council may admit as a Life Member any person who has rendered signal service to the Association. Life Members shall be entitled to all the privileges of a Personal Member.
- (2) The Council may define sub-categories of the above membership categories from time to time.
- (3) Every application for admission as a member of the Association shall be in writing and shall contain such information as the Council considers appropriate.
- (4) The Council shall determine the process to accept membership.
- (5) The Council may from time to time vary a person's membership.
- (6) Any decisions of the Council under this clause shall be final.

## 6. Register of Members of Association

- (1) The Association must:
  - (a) comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their email addresses and either a postal or residential addresses; and
  - (b) upon the request of a member of the Association, shall make the

register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

## **7. Subscriptions of Members of Association**

- (1) The Council may from time to time at a Council meeting determine the amount of the subscription to be paid by each member.
- (2) Each member must pay to the Association, annually on or before 1 July or such other date as the Council from time to time determines, the amount of the subscription determined under sub-clause (1).
- (3) Subject to sub-clause (4), a member whose subscription is not paid within one (1) month after the relevant date fixed by or under sub-clause (2) ceases on the expiry of that period to be a member, unless the Council decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-clause (2) or within one (1) months thereafter, or such other time as the Council allows.

## **8. Termination of Membership of the Association**

- (1) Membership of the Association may be terminated upon:
  - (a) Receipt by the Association of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
  - (b) Non-payment by a member of his or her subscription within one month of the date fixed by the Council for subscriptions to be paid, unless the Council decides otherwise in accordance with clause 7(3); or
  - (c) Expulsion of a member in accordance with clause 9.

## **9. Suspension or Expulsion of Members of Association**

- (1) If the Council considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Council must communicate, either orally or in writing, to the member:
  - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Council meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct, not less than 30 days before the date of the

Council meeting referred to in sub-clause (a).

- (2) At the Council meeting referred to in a notice communicated under sub-clause (1), the Council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, 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.
- (3) A member has his or her 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 him or her under sub-clause (2).

## **10. Committee of Management**

- (1) Subject to sub-clause (9), the affairs of the Association will be managed exclusively by a Council consisting of:
  - (a) a President;
  - (b) 2 Vice Presidents;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) no more than 10 other persons,all of whom must be Personal Members or Life Members of the Association.
- (2) Council members must either be elected to membership of the Council, as a specific Office Bearer or a General Council Member, at an annual general meeting; or appointed under sub-clause (8).
- (3) Subject to sub-clause (8), a Council member's term will be from his or her election at an annual general meeting until the election referred to in sub-clause (2) at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Council.
- (4) Except for nominees under sub-clause (8), a person is not eligible for election to membership of the Council unless a voting member has nominated him or her for election, as a specific Office Bearer or as a General Council Member, by delivering notice in writing of that nomination, signed by:
  - (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election, to the Association, not less than 30 days before the day on which the annual general meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this clause may:
  - (a) propose or second himself or herself for election or re-election; and

- (b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-clause (4) does not exceed the number of vacancies in that role, the President must report accordingly to the annual general meeting; and must declare those persons to be duly elected.
- (7) If the number of persons nominated in accordance with sub-clause (4) exceeds the number of vacancies in that role:
  - (a) an election will be conducted at the annual general meeting concerned;
  - (b) the election details will be determined by the current Council before the annual general meeting; and
  - (c) after the election is conducted, the President must declare these persons to be duly elected as members of the Council at the annual general meeting concerned.
- (8) If a vacancy remains on the Council after the application of sub-clause (6), or when a casual vacancy within the meaning of clause 14 occurs in the membership of the Council:
  - (a) the Council may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-clause will:
    - (i) hold office until the election referred to in sub-clause (2); and
    - (ii) be eligible for election to membership of the Council, at the next following annual general meeting.
- (9) The Council may delegate, in writing, to a member, the CEO or a staff member as the Council thinks fit, or to one or more Committees (consisting of such member or members of the Association as the Council thinks fit), the exercise of such functions of the Council as are specified in the delegation other than:
  - (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Council by the Act or any other law.
- (10) Any delegation under sub-clause (9) 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 Council may continue to exercise any function delegated.
- (11) The Council may, in writing, revoke wholly or in part any delegation under sub-clause (9).

## **11. President and Vice-President**

- (1) A general meeting or Council meeting is to be chaired as follows:
  - (a) by the President;

- (b) if the President is not present, then by a Vice President; or
- (c) if neither the President nor a Vice President is present, then by a member elected by the other members present at the meeting.

## **12. Secretary**

(1) The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) ensure full and correct minutes of the proceedings of the Council and of the Association are kept;
- (c) comply on behalf of the Association with:
  - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in clause 6;
  - (ii) section 28 of the Act by keeping and maintaining in an up to date condition these rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
  - (iii) section 29 of the Act by maintaining a record of:
    - A. the names and residential or postal addresses of all Council Members and persons who are authorised to use the common seal of the Association under clause 22; and
    - B. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in sub-clause (c) but other than those required by clause 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

(2) The Secretary may delegate the performance of any or all of the above functions to the Chief Executive Officer.

### **13. Treasurer**

- (1) The Treasurer must:
  - (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys referred to in sub-clause (a) into such account or accounts of the Association as the Council may from time to time direct;
  - (c) make payments from the funds of the Association with the authority of a general meeting or of the Council and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Council member, or by any two others including the Chief Executive Officer as are authorised by the Council;
  - (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
    - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
    - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
    - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
    - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
  - (e) whenever directed to do so by the President submit to the Council a report, balance sheet or financial statement in accordance with that direction;
  - (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association; and
  - (g) perform such other duties as are imposed by these rules of the Association on the Treasurer.
- (2) The Treasurer may delegate the performance of any or all of the above functions to the Chief Executive Officer.

### **14. Casual Vacancies in Membership of Council**

- (1) A casual vacancy occurs in the office of a Council member and that office becomes vacant if the Council member:



- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Council member is the President, to a Vice-President and that resignation is accepted by resolution of the Council;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than 3 Council meetings in the same financial year without tendering an apology to the Association;
- (f) ceases to be a Personal Member or Life Member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Council member.

## **15. Proceedings of Council**

- (1) The Council must meet together for the dispatch of business not less than 6 times in each year and the President, or at least half the Council Members, may at any time convene a meeting of the Council.
- (2) Each Council member has a deliberative vote.
- (3) A question arising at a Council meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Council meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Council meeting 50% of current Council Members (rounded down to the nearest integer) plus one constitutes a quorum.
- (5) Subject to these rules of the Association, the procedure and order of business to be followed at a Council meeting must be determined by the Council members present at the Council meeting.
- (6) As required under sections 21 and 22 of the Act, a Council member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Council (except if that pecuniary interest exists only by virtue of the fact that the member of the Council 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 his or her interest to the Council; and
  - (b) not take part in any deliberations or decision of the Council with respect to that contract.
- (7) Sub-clause (6)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Council Member is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-clause (6)(a) by a Council member to be recorded in the minutes of the meeting of the

Council at which it is made.

- (9) Council meetings referred to in sub-clause (1) may be conducted:
- (a) in person, by telephone, by electronic means or by using any technology that allows Council members the opportunity to participate; and
  - (b) at two or more venues as required, provided that the technology used enables each Council member present at all such venues to clearly and simultaneously communicate with other Council Members present, and a Council member attending by any of these means is deemed to be present at that meeting.
- (10) By accepting election or appointment to Council, all Council members are deemed to consent to sub-clause (9).
- (11) Council members may pass a resolution or address a question arising without a meeting if a majority of the Council members entitled to vote on the resolution provide a written statement that they are in favour of the resolution.
- (12) For the purposes of sub-clause (11):
- (a) A written statement may be provided by facsimile or electronic transmission; and
  - (b) At the next meeting of the Council, the resolution must be ratified by the Council and minuted.

## **16. General Meetings**

- (1) The Council:
- (a) may at any time convene a special general meeting;
  - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
  - (c) must, within 30 days of receiving a request in writing to do so from not less than 30 voting members, convene a special general meeting for the purpose specified in that request.
- (2) The members making a request referred to in sub-clause (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.
- (3) Subject to sub-clause (5), the Association 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.
- (4) Subject to sub-clause (5), the Association 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 Council;
    - (ii) second, the election of Council members to replace outgoing Council members; and
    - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (5) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Association 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-clauses (3) or (4), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (6) The Association must, not less than 21 days before an annual general meeting at which a Council election is to take place, provide all members with the names of those persons who have been duly nominated for a Council member position and the position for which they have nominated.
- (7) The Association must give a notice under sub-clause (3), (4), (5) or (6) by:
  - (a) serving it on a member personally; or
  - (b) sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under clause 6.
- (8) When a notice is sent by post or email under sub-clause (7)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted or emailed to the member concerned.

## **17. Quorum and Proceedings at General Meetings**

- (1) At a general meeting 10 voting members present in person and/or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under clause 16(4) or 16(5):
  - (a) as a result of a request or notice referred to in clause 16(1)(c) or as a

- result of action taken under clause 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 sub-clause (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-clause (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 may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (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.
- (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.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Association must give notice under clause 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-clause (9); and
- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in clause 2, and, if a poll is demanded, in accordance with sub-clauses (9) and (11).
- (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-clause (9).
- (9) At a general meeting, a poll may be demanded by the President or by three or more voting members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under sub-clause (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.
- (11) A poll demanded under sub-clause (9) must be taken immediately on that demand being made.

## **18. Minutes of Meetings of Association**

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Council meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Council meeting, as

the case requires, in a minute book kept for that purpose.

- (2) The President must ensure that the minutes taken of a general meeting or Council meeting under sub-clause (1) are checked and signed as correct by the Chairperson of the general meeting or Council meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Council meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this clause, they are, until the contrary is proved, evidence that:
  - (a) the general meeting or Council meeting to which they relate (in this sub-clause 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.

## **19. Voting Rights of Members of Association**

- (1) Subject to these rules of the Association, each Corporate, Personal and Life Member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) For the avoidance of doubt, an Associate Member is not entitled to a deliberate vote at a general meeting.
- (3) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (4) A person appointed under sub-clause (3) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **20. Proxies of Members of Association**

A voting member (in this clause 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.

## **21. Rules of Association**

- (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-clauses (1)(d) and (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 Council 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 the Act;
  - (c) An alteration of the rules of the Association does not take effect until sub-clause (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-clauses (1)(a) to (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-clauses (1)(a) to (1)(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (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**

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Council and every use of that common seal must be recorded in the minute book referred to in clause 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Office Bearers.
- (4) The common seal of the Association must be kept in the custody of the Chief Executive Officer.

## **23. Inspection of Records, etc. of Association**

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

## **24. Disputes and Mediation**

- (1) The grievance procedure set out in this clause applies to disputes under these rules of the Association 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.
- (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.
- (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.
- (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 Council of the Association; or
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-clause (1)(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (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. Distribution of Surplus Property on Winding up of Association**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## **26. Indemnification of Council Members**

Members of Council and members and staff authorised by Council to act on behalf of the Association are indemnified by the Association against personal liability for actions taken for or on behalf of the Association in accordance with the proper discharge of their duties.