

ABC FRIENDS (WA) INCORPORATED

OBJECTS & RULES OF ASSOCIATION

Adopted at the Annual General Meeting of The Friends of the ABC (WA) Incorporated held on 19 October 1997.

Amended at a General Meeting of this Association held on 2 February 1998.

Amended at a General Meeting of this Association (henceforth to be known as ABC Friends (WA) Incorporated) held on 22 June 2014.

Amended at a General Meeting of this Association held on 26 October 2014.

Amended at a General Meeting of this Association held on 20 August 2017.

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ABC FRIENDS (WA) INCORPORATED

OBJECTS & RULES OF ASSOCIATION

1. Name of the Association

The name of the Association is: "ABC Friends (WA) Incorporated".

2. Interpretation

In these rules, unless the contrary intention appears:-

"annual general meeting" means an annual general meeting of members referred to in Rule 9;

"Committee" means the Committee of Management referred to in Rule 14;

"Committee meeting" means a meeting referred to in Rule 17;

"delegate" means a person authorised by a member organisation to represent it at the Association;

"financial year" means the year ended 30 June;

"general meeting" means a general meeting of members referred to in Rules 10-13;

"member" means a financial member of the Association.

"Membership Secretary" means the Membership Secretary referred to in Rule 14(4);

"office bearer" means a member of the Committee who is either the President, Vice President, Secretary or Treasurer of the Association;

"ordinary member of the Committee" means a member of the Committee who is not an office bearer;

"President" means the President referred to in Rules 14(3) and 18;

"Secretary" means the Secretary referred to in Rules 14(3) and 19;

"Treasurer" means the Treasurer referred to in Rules 14(3) and 20;

"Vice President" means the Vice President referred to in Rules 14(3) and 18(3);

"the Act" means the Associations Incorporation Act 1987;

"the ABC" means the Australian Broadcasting Corporation;

"the Association" means the Association referred to in Rule 1.

"the National Association" means ABC Friends National Inc., referred to in Rule 21.

3. Objects of the Association

The objects of the Association are:

- (1) To support the maintenance and advancement of the ABC to enable it to –
 - (i) fulfil to a high standard its role as an independent and comprehensive national public broadcaster;
 - (ii) be adequately funded by the Commonwealth Government to fulfil its role;
 - (iii) remain independent of Government influence, commercial sponsorship and advertising;
 - (iv) promote Australian culture in all its diversity.
- (2) To carry out any other activities which, in the opinion of the Committee, will further the foregoing objects.
- (3) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

4. Membership

- (1) All persons and organisations in agreement with the Objects of the Association stated at Rule 3 shall be eligible to apply for membership.
- (2) A person or organisation applying and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.
- (3) An application for membership shall be:
 - (a) in writing providing the name and address of the applicant, and in the case of an organisation shall, in addition, include the name of its delegate;
 - (b) accompanied by the appropriate membership fees; and
 - (c) lodged with the Membership Secretary.
- (4) As soon as practicable after receipt of an application, the Membership Secretary shall approve the application where the Membership Secretary is satisfied the applicant supports the Objects of the Association in good faith, and is not likely to use the Association to further the interests of any political, religious or other party, group or organisation.
- (5) Where the Membership Secretary does not approve an application, the Membership Secretary shall refer the application to the first Committee meeting after receipt of the application.
- (6) Upon an application being referred to the Committee, the Committee shall approve the application where it is satisfied the applicant supports in good faith the Objects of the Association and is not likely to use the Association to further the interests of any political, religious or other party, group or organisation, but, where the Committee is not so satisfied, it shall reject the application.
- (7) The Membership Secretary shall, upon approval of the application:
 - (a) enter the applicant's name in the register of members, whereupon the applicant becomes a member of the Association;
 - (b) notify the applicant that this action has been taken: and
 - (c) An electronic or paper copy of the rules must be given to each person who becomes a member of the association.
- (8) Where an application for membership is rejected, the Treasurer shall, as soon as practicable, refund to the applicant the entrance and membership fees which accompanied the application, and the Membership Secretary shall advise the applicant of the rejection.
- (9) The rights, privileges and obligations of members under these rules are not transferable.
- (10) The membership of any member terminates upon death or resignation, or on the failure to pay the prescribed fees within three months of the due date.

5. Organisation delegates

- (1) Each organisation, which is a member of the Association, shall appoint a delegate to the Association.
- (2) A delegate shall have the same rights and be subject to the same rules and processes as prescribed for members.
- (3) Upon a member organisation withdrawing a delegate's nomination or ceasing, in the case of the organisation, to be a member of the Association, the delegate shall cease to be a delegate.

6. Register of Members

- (1) The Membership Secretary shall keep and maintain a register of members in which shall be entered the name, and address (either residential, postal or email) and date of entry of each member and the register shall be available for inspection by members at the address of the Association.

7. Entrance fee and annual subscription

- (1) The entrance fee shall be nil, unless and until such amount is varied by determination of a general meeting.
- (2) The annual subscription shall be such amount as is from time to time determined by a vote of the Committee.
- (3) Annual subscriptions shall fall due on the anniversary of membership.
- (4) For the purposes of this rule, membership commences on the date of entry of the member's name in the register.

8. Resignation and expulsion of members

- (1) A member may resign from the Association by notice in writing or by non-payment of the annual subscription within three months of the subscription falling due.
- (2) Where the Committee is of the opinion that a member:
 - (a) has committed any breach of any rule of the Association; or
 - (b) has acted in a way which is prejudicial to the objects or interests of the Association; or
 - (c) no longer complies with the membership requirements of the Association -the Committee may suspend the member for a specified period of time or expel the member.
- (3) Prior to passing a resolution under Sub-Rule (2) the Secretary shall inform the member of the allegation and invite the member to present a verbal or written explanation to the Committee, which the Committee shall duly consider.
- (4) A member who dissents from any decision of the Committee under Sub-Rule (2) may, within one month from the date that notice is given to the member of the decision, appeal against the decision by notice in writing to the Secretary, stating the grounds of the appeal.
- (5) The appeal shall be heard by a general meeting to be held not later than one month from the giving of notice of appeal to the Secretary, but until the hearing and determination of the appeal, the decision of the Committee shall have full force and effect.
- (6) At the general meeting which hears the appeal, the member who dissents from the Committee's decision shall be afforded a full opportunity of being heard.
- (7) The members present shall vote by secret ballot on the question of whether the decision of the Committee shall be confirmed or revoked and the decision of the general meeting shall be final.

9. Annual General Meeting

- (1) The Association shall once in each calendar year convene an annual general meeting of its members.
- (2) An annual general meeting shall be held on such day as the Committee determines, but must be held within six 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 for Consumer Protection.

- (3) An annual general meeting shall be specified as such in a notice issued pursuant to Rule 11.
- (4) Twenty members or ten percent of the current members, whichever is the lesser number, being personally present shall constitute a quorum at an annual general meeting.
- (5) Except as provided in these rules, the proceedings at an annual general meeting shall be conducted in accordance with the proceedings for general meetings prescribed in Rule 13.
- (6) The ordinary business of an annual general meeting shall be to:
 - (a) confirm the minutes of the immediate past annual general meeting and the minutes of the immediate past general meeting;
 - (b) receive the report of the Committee and the audited statements of account for the most recently completed financial year; and
 - (c) elect office bearers and ordinary members of the Committee in accordance with Rule 14.
- (7) An annual general meeting may transact other business in accordance with Rule 12 or determine a special resolution in accordance with Rule 24.
- (8) An annual general meeting shall be held in addition to any other general meetings which may be held in the same year.

10. Calling general meetings

- (1) A general meeting of all members may be called:
 - (a) by resolution of the Committee;
 - (b) at the request of the President of the Association; or
 - (c) by the written request, stating the objectives of the meeting, of not less than five percent of the members of the Association.
- (2) A general meeting called under Sub-Rule (1) shall be held no less than 14 days nor more than one month after the request or resolution is made.
- (3) Where a meeting has been requested in accordance with Sub-Rule (1)(c) the members may convene a general meeting if a meeting has not been held within the time specified in Sub-Rule (2).

11. Notice of general meetings

- (1) No less than 14 days' notice in writing of every general meeting, other than such meetings at which it is the intention to propose a special resolution in accordance with Rule 24, shall be given to every member at the address appearing in the register of members.
- (2) Not less than 21 days' notice in writing of a general meeting where it is intended to propose a special resolution in accordance with Rule 24 shall be given to every member at the address appearing in the register of members.
- (3) The unintentional omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any member shall not invalidate any proceedings conducted or resolutions carried at any meeting of the Association or Committee thereof.
- (4) For the purposes of this rule, notice in writing may consist of notification through an official newsletter of the Association.

12. Business at general meetings

- (1) A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary and after such notification has been received, the Secretary shall include that business in the next notice to members calling the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at a general meeting except with the approval of the Chairperson and two other members of the Committee.

13. Proceedings at general meetings

(1) Chairperson of meetings

- (a) The president shall preside at all general meetings, but where the President is absent or unwilling to chair the meeting, the Vice-President shall chair the meeting; and
- (b) where both the President and the Vice-President are absent or unwilling to chair the meeting, a chairperson for that meeting may be appointed by the Committee members present.

(2) Adjournment

Members present at a meeting may agree to adjourn, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

(3) Voting

- (a) each member present at a meeting is entitled to exercise one vote on each resolution;
- (b) resolutions, other than resolutions specified elsewhere in the rules, shall be carried by a majority of members present and voting and in the case of equality of votes the chairperson is entitled to exercise a second or casting vote;
- (c) resolutions shall be determined by a show of hands and unless, before or on the declaration of a show of hands a poll is called for, a declaration by the chairperson that a resolution has, on a show of hands been carried or lost, and an entry to that effect in the minute book of the Association shall be sufficient evidence of the fact; and
- (d) if a resolution is put and three members present call for a poll to be taken, a count of the show of hands shall be conducted and the number of votes for and against the resolution shall determine whether the resolution is carried or lost and shall be recorded in the minute book of the Association.

(4) Quorum at general meetings

- (a) five members or ten percent of the current members, whichever is the lesser number, being personally present, shall constitute a quorum; and
- (b) if within thirty minutes of the time appointed for the commencement of the meeting a quorum is not present, the meeting if convened by request of members shall be dissolved, but if not so convened, the meeting shall stand adjourned to the same day in the next week at the same time at the same place and the members then present shall be a quorum.

(5) Alternative adjournment arrangements

Where a meeting has been adjourned pursuant to Sub-Rule (4) the Chairperson may specify at the time of the adjournment, or by written notice to the members given before the day to which the meeting is adjourned, that the meeting be adjourned to another place.

(6) Minutes

A record of the proceedings of every general meeting shall be kept in a minute book which shall be available at all general meetings and at all other times, on reasonable notice, at the address of the Secretary for inspection by members.

14. Committee of Management

- (1) The affairs of the Association shall be managed by the Committee of Management.
- (2) The Committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by a general meeting or annual general meeting; and
 - (c) subject to these rules and the Act, has power to perform all such actions as appear to the Committee to be appropriate for the proper management of the business and affairs of the Association.
- (3) The Committee shall be elected by the members of the Association personally present at an annual general meeting and shall consist of:
 - (a) four office bearers who shall be the President, the Vice-President, the Secretary and the Treasurer respectively; and
 - (b) not less than two or more than five other members who shall be ordinary members of the Committee.
- (4) The Committee may appoint any member of the Committee to be the Membership Secretary of the Association, but where it has not done so the Secretary shall perform the duties of the Membership Secretary prescribed in these rules.
- (5) Nominations of candidates for election as office bearers or ordinary members of the Committee shall be:
 - (a) in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be by means of endorsement on the form of the nomination); and
 - (b) delivered to the Secretary not less than seven days before the date fixed for holding the annual general meeting.
- (6) Where one nomination only is received for a position on the Committee, the member nominated shall be deemed to be elected.
- (7) If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the annual general meeting and dealt with by the outgoing Committee in accordance with Sub-Rules (6) or (8), as the case requires.
- (8) Where more than one candidate has been nominated for any position on the Committee, the ballot for election to the position shall be conducted in such usual and proper manner as the outgoing Committee directs.
- (9) Each office bearer and ordinary member of the Committee shall hold office, subject to these rules, until the conclusion of the annual general meeting next held after the date of his or her election, but is eligible for re-election.

- (10) A person is excluded from being on the committee (without special approval by the Commissioner for Consumer Protection) if they:
- a. are bankrupt or their affairs are under insolvency laws;
 - b. have been convicted of an indictable offence in relation to the formation or management of a body corporate in the last 5 years;
 - c. have been convicted of an offence involving fraud or dishonesty punishable by at least 3 months imprisonment in the last 5 years;
 - d. have been convicted of an offence under the Act, where a person has allowed an association to operate while insolvent in the last 5 years.

15. Committee vacancies

- (1) The position of a member of the Committee becomes vacant if the member:
- (a) ceases to be a member of the Association;
 - (b) dies;
 - (c) resigns from the Committee by notice in writing delivered to the President, or if the Committee member is the President, to the Vice-President;
 - (d) is appointed to another position on the Committee in accordance with Sub-Rule (2);
 - (e) is removed from the Committee by a resolution carried at a general meeting in accordance with Sub-Rule 16(1);
 - (f) is convicted of an offence under the Act;
 - (g) is permanently incapacitated by physical or mental ill-health;
 - (h) is absent from more than three Committee meetings in the same financial year, of which he or she has received notice, without tendering an apology to the person presiding at those meetings; or
 - (i) becomes insolvent under administration within the meaning of the Companies Code.
- (2) Where a casual vacancy occurs in any office bearer position referred to in Sub-Rule 14(3)(a), the Committee may appoint an existing office bearer or ordinary member of the Committee to the vacant position, and the member so appointed shall hold office, subject to these rules, until the conclusion of the next annual general meeting following the date of his or her appointment.
- (3) Where a casual vacancy occurs in the position of an ordinary member of the Committee referred to in Sub-Rule 14(3)(b), the Committee may appoint a member of the Association to the vacant position and the member so appointed shall hold office, subject to these rules, until the conclusion of the next annual general meeting following the date of his or her appointment.

16. Removal of Committee members

- (1) The Association in a general meeting may, by resolution of at least two-thirds of the members personally present, remove any member of the Committee before the expiration of his or her term of office, whereupon the Committee may appoint a person to fill the vacancy in accordance with Sub-Rule 15(2) or (3), as the case may be.
- (2) A resolution shall not be passed in accordance with Sub-Rule (1) unless the member to whom the resolution applies has been notified of the resolution and has been provided with the opportunity to respond to it orally or in writing and the Association in a general meeting has duly considered the response.

17. Proceedings of Committee

- (1) The Committee shall meet at least three times in each financial year at such place and at such times as the Committee may determine.
- (2) Four members of the Committee shall constitute a quorum.
- (3) The President shall be the chairperson at all meetings at which he or she is present and the Vice-President shall be the chairperson where the President is not present, and the Committee shall appoint a member of the Committee as the chairperson where neither the President or the Vice-President are present.
- (4) Questions arising at any meeting shall be determined by a majority of votes and in the case of an equality of votes the chairperson shall have a second or casting vote.
- (5) The President or any two members of the Committee may at any reasonable time summon a meeting of the Committee.
- (6) A Committee member shall not vote in respect of any contract or arrangement in which the Committee member has a pecuniary or other conflicting interest, but if the Committee member does vote on such a matter, that vote shall not be counted.
- (7) **Out-of-Session Resolutions**
 - (a) The Committee may consider and vote on a resolution by email or other means of electronic communication out-of-session, without the committee meeting in person, if all committee members entitled to vote (other than a committee member who, after reasonable attempts have been made to contact him or her, is unavailable) have been provided with the wording of the resolution in full.
 - (b) The resolution will be passed when a majority of committee members eligible to vote and available to consider the resolution vote in favour of the resolution. Sub-Rules 17(4) and 17(6) will apply to any resolutions proposed under this rule.
 - (c) Any member of the committee may put up a resolution for consideration out-of-session, and must include a reason or reasons why the motion should be considered prior to the next meeting of the Committee.
 - (d) The President or, in the absence of the President, the Vice-President or other office holder as directed by the Committee, shall determine whether the resolution should be put to the Committee for voting under this rule.
 - (e) The out-of-session vote under this rule shall be conducted by the President or other officeholder as agreed by the Committee if the President is not available.
 - (f) The Secretary will keep a record of any resolution passed under this rule and table it at the next meeting of the Committee.

18. President

- (1) During intervals between meetings of the Committee, the powers of the Committee (other than those powers which under Rules 19 and 20 are delegated to the Secretary and Treasurer respectively) shall be delegated to the President.
- (2) The President may delegate specific responsibilities for management of the Association to other Committee members.
- (3) Where the President is absent, the Vice-President shall exercise the powers and responsibilities of the President.

19. Secretary

The Secretary shall:

- (a) keep full and correct minutes of resolutions and proceedings of each general meeting, annual general meeting and Committee meeting in books provided for that purpose together with a record of the names of the persons present at those meetings;
- (b) keep custody of the records of the Association in accordance with Rule 25;
- (c) perform such other duties as the Committee may direct; and
- (d) perform the duties prescribed in these rules for the Membership Secretary where another member of the Committee has not been appointed to this position.

20. Treasurer

(1) The Treasurer shall:

- (a) collect and receive all monies due to the Association and make all payments authorised by the Association;
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (c) be responsible for ensuring that all monies are deposited without deduction and without delay to the credit of the Association in such bank account or accounts as the Committee from time to time determines; and
- (d) provide statements of income and expenditure at intervals or on occasions as determined by the Committee.

(2) The accounts and books referred to in Sub-Rule (1) shall be available for inspection by members upon reasonable notice to the Secretary.

21. Representation on the Management Committee of ABC Friends National Inc.

- (1) ABC Friends National Inc. is hereunder referred to as “the national association”.
- (2) There will be two Committee members representing ABC Friends (WA) Incorporated on the Management Committee of the National Association.
- (3) One of the representatives will be the President of ABC Friends (WA) Incorporated.
- (4) The second representative will be appointed by a majority of votes of the Committee, with the chairperson having a second casting vote in the event of an equality of votes.
- (5) If a representative is unable to attend a meeting or meetings of the National Association, the Committee of ABC Friends (WA) Incorporated will appoint another member of the Committee to attend in their place.
- (6) The representatives on the National Association shall keep other Committee members informed of decisions taken by the National Association, through circulation of minutes and other communication as required.

22. Finance

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

23. Seal

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the Common Seal shall be attested by the signatures of two office bearers of the Association.

24. Alterations of rules and objects

- (1) No rule or object of the Association shall be repealed or amended and no new rule shall be made except by a special resolution carried at a general meeting.
- (2) Notice of a general meeting at which it is intended to propose a special resolution shall specify the contents of the special resolution and the fact that it is intended to submit the special resolution to the meeting.
- (3) A special resolution must be passed by at least three-fourths of the members present and voting and is otherwise defeated.
- (4) Where the rules or objects of the Association have been altered, the Secretary shall within twenty-eight days of the meeting notify the Registrar of Incorporated Associations of the alterations.

25. Custody of records

Except as otherwise provided in these rules, the Secretary shall keep custody or control of all books, documents and securities of the Association, and shall make such books, documents and securities available for inspection by members upon receipt of reasonable notice.

26. Public Statements

No member of the Association shall make or purport to make or have any authority to make any public statement, comment or announcement for or on behalf of the Association, unless he or she has been authorised to do so by the Committee or President.

27. Funds

The funds of the Association shall be derived from subscription fees, entrance fees, donations and such other sources as the Committee determines.

28. Non-profit Association

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

29. Resolving Disputes

(1) Disputes arising under the rules

- (a) This rule applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.
- (b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under Rule 29.1(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 29.1(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.

(2) Mediation

- (a) This rule applies:
 - (i) where a person is dissatisfied with a decision made by the Committee under Rule 29.1; or
 - (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.
- (b) 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 8.3 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 29.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 29.1(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 the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
 - (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.
- (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.

30. Winding up

If upon the winding up of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred:

- (i) to another association incorporated under the Act which has similar objects; or
- (ii) for charitable purposes which association or purposes, as the case requires, shall be determined by resolution of the members.

END