



## Midland Information Debt & Legal Advocacy Service Inc.

### Constitution

#### INTRODUCTION

This constitution sets out:

- the rules that govern the day-to-day management of MIDLAS; and
- how the MIDLAS Board's powers and responsibilities will be exercised and discharged,

adopting principles of good corporate governance and practice that accord with applicable laws under which MIDLAS operates.

#### 1. NAME

The name of the association hereby constituted is the Midland Information Debt & Legal Advocacy Service Incorporated ("MIDLAS").

#### 2. DEFINITIONS

In this constitution, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1987* (Western Australia), as amended or replaced. Any term not defined herein or the meaning of which is not clear from the subject or context shall take the meaning implied by or defined in the Act;

"annual general meeting" means a meeting convened under rule 16.1(b);

"annual membership fee" means the fee (if any) determined by the Board in accordance with rule 7;

"Board" means the Board of Management of MIDLAS referred to in rule 10;

"Board member" means a person elected to the board in accordance with rule 10, including the Chair, Vice-Chair, Treasurer and Secretary;

"Board meeting" means a meeting of the Board referred to in rule 15;

"Chair" means Chairman, and:

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10.2 or, if that person is unable to perform his or her functions, the Vice Chair;

"Commissioner" has the same meaning given to it under the Act;

"community organisation" means any not-for-profit organisation, club, community minded group, body or association that can show an active and demonstrable interest in furthering the objects of MIDLAS in providing a service to the community and who have experience in the provision of community legal services, education, reform or any other interest that may be of benefit to MIDLAS, its members and/or their clients and communities, as determined by the Board;

"constitution" means this document;

"convene" means to call together for a formal meeting;

"financial year" means a period commencing 1 July and ending on 30 June in the following year;

"founding member" means a member who, whether solely or in conjunction with another member, was instrumental in establishing MIDLAS;

"general meeting" means a meeting to which all members are invited;

"general member" means a person referred to in rule 5.1(b);

"member" means any member of MIDLAS, as defined in rule 5;

"ordinary resolution" means any resolution other than a special resolution;

"organisational member" means a person referred to in rule 5.1(c);

"poll" means voting conducted in written form (as opposed to a show of hands);

"Secretary" means the Secretary referred to rule 10.2(d);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act;

"Treasurer" means the Treasurer referred to in rule 10.2(c);

"Vice-Chair" means the Vice-Chair referred to in rule 10.2(b).

### **3. OBJECTS**

The objects of MIDLAS are:

- 3.1 The direct relief of poverty, suffering, disability, destitution, distress, misfortune, or helplessness of individuals by:
  - (a) providing counselling, advice, advocacy, support and information services;
  - (b) providing negotiation, representation and advocacy services for clients with legal and related issues;
  - (c) promoting empowerment in management of financial, legal and other related circumstances and providing ongoing support to clients and the community through this process;
  - (d) developing and maintaining a body of knowledge and expertise relevant for the purpose of carrying out these objects; and
  - (e) ensuring that MIDLAS is accessible and non-discriminatory.
- 3.2 In support of the objects set out under rule 3.1, to advocate for legal and social changes to address inequalities.
- 3.3 In support of the objects set out under rule 3.1, to provide and undertake education strategies which enable individuals and the community to develop an understanding of government operations, the legal system and the law.
- 3.4 The property and income of MIDLAS shall be applied solely towards the promotion of the objects of MIDLAS 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, including as bona fide compensation for the services rendered or expenses incurred on behalf of MIDLAS.

### **4. POWERS**

The powers conferred on MIDLAS are the same as those conferred by section 13 of the Act, so that subject to the Act and any additional exclusions or modifications inserted below, MIDLAS may do all things necessary or convenient for carrying out its objects and purposes. In particular, MIDLAS may:

- 4.1 acquire, hold, deal with, and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest its money:
  - (f) in any security in which trust monies may lawfully be invested; or
  - (g) in any other manner authorised by this constitution;
- 4.4 borrow money upon such terms and conditions as MIDLAS sees fit;

- 4.5 give such security for the discharge of liabilities incurred by MIDLAS as MIDLAS sees fit;
- 4.6 enter into any other contract it considers necessary or desirable;
- 4.7 appoint agents to transact any business of MIDLAS of its behalf;
- 4.8 without limiting rule 4.7 above, appoint employees (including a Chief Executive Officer ("CEO")), staff advisers, counsellors, consultants, contractors or sub-contractors as necessary from time to time, and to fix salaries and remuneration in accordance with rule 3;
- 4.9 act as trustee and accept and hold real and personal property on trust, but does not have the power to do any act or thing as trustee that, if done otherwise than as a trustee, would contravene the Act or this constitution;
- 4.10 canvass for support and to take any steps considered necessary or desirable by way of publicity or otherwise to promote or further the objects or activities of MIDLAS; and
- 4.11 generally to do all or any of such acts or things incidental or conducive to the attainment of its objects.

## **5. MEMBERSHIP**

- 5.1 MIDLAS has three categories of members, as follows:
  - (a) **Board member:** A general member who sits on the Board.
  - (b) **General member:** A member who pays the annual membership fee in accordance with rule 7, and who has all the rights afforded to general members as set out in this Constitution.
  - (c) **Organisational member:** A member who is a community organisation, who pays the annual membership fee in accordance with rule 7, and who is subject to the voting restrictions set out in rule 19.
- 5.2 Membership shall be open to all persons or organisations who support the objects of MIDLAS, pay the annual membership fee and are approved by the Board.
- 5.3 A person or organisation that wishes to become a member must:
  - (a) apply for membership to the Board in writing:
    - (i) signed by that person, or on behalf of the organisation, and by both of the members referred to in paragraph (b); and
    - (ii) in such form as the Board from time to time directs; and
  - (b) be proposed by one member and seconded by another member.

- 5.4 The Board must consider each application made under rule 5.3 at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.
- 5.5 An applicant whose application for membership of MIDLAS is rejected under rule 5.4 must, if that applicant wishes to appeal against that decision, give notice to the Secretary of the applicant's intention to do so within a period of 14 days from the date the applicant is advised of the rejection.
- 5.6 When notice is given under rule 5.5, MIDLAS in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, MIDLAS in the general meeting.
- 5.7 Upon approval by the Board under rule 5.4 and subject to the payment of the annual membership fee, the Secretary shall cause the applicant's name to be entered in the register of members.
- 5.8 A right, privilege, or obligation of a person by reason of membership of MIDLAS:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## **6. REGISTER OF MEMBERS**

- 6.1 The Secretary, on behalf of MIDLAS, must comply with section 27 of the Act by keeping and maintaining a register of the members of MIDLAS and their postal or residential addresses and, upon the request of a member of MIDLAS, shall make the register available for the inspection by 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.
- 6.2 The register must be so kept and maintained at the MIDLAS office or other place as the members at a general meeting decide.
- 6.3 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in rule 6.1.

## **7. ANNUAL MEMBERSHIP FEE**

- 7.1 The Board may from time to time determine the amount of the annual membership fee for each category of member.

- 7.2 Subject to rule 7.3, each member must pay to the CEO, annually on or before 1 July or such other date as the Board may from time to time determine, the annual membership fee applicable to the member's category of membership.
- 7.3 The Board may waive the requirement to pay the annual membership fee for certain members.
- 7.4 Subject to rule 7.5, a member whose annual membership fee is not paid within 3 months after the relevant date fixed by or under rule 7.2 ceases on the expiry of that period to be a member, unless the Board determines otherwise.
- 7.5 A person exercises all the rights and obligations of a member for the purposes of this constitution if his or her annual membership fee is paid on or before the relevant date fixed by or under rule 7.2 or within 3 months thereafter, or such other time as the Board allows.

## **8. TERMINATION OF MEMBERSHIP OF MIDLAS**

Membership of MIDLAS terminates upon the following:

- 8.1 receipt by the CEO or a Board member of a notice in writing from a member of his or her resignation from MIDLAS;
- 8.2 cessation of membership in accordance with rule 7.4; or
- 8.3 expulsion of a member in accordance with rule 9.

## **9. SUSPENSION OR EXPULSION OF A MEMBER**

- 9.1 If the Board considers that a member should be suspended or expelled from membership of MIDLAS because his or her conduct is detrimental to the objects of MIDLAS, the Board must communicate in writing to the member:
  - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct,not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- 9.2 A member given notice under rule 9.1 shall have the opportunity to be present at the Board meeting to explain their conduct.
- 9.3 If a two – thirds majority of the members of the Board present vote for the member's suspension or expulsion, the member shall be suspended or expelled (as applicable).
- 9.4 After deciding whether or not to suspend or expel that member, the Board must communicate that decision in writing to that member within 7 days.

- 9.5 Subject to rule 9.7, 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 rule 9.4.
- 9.6 Any member so suspended or expelled under rule 9.3 shall have the right to appeal to a general meeting.
- 9.7 A member who is suspended or expelled under rule 9.3 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary or Chair of his or her intention to do so within the period of 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under rule 9.4.
- 9.8 When notice is given under rule 9.7:
- (a) MIDLAS in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, MIDLAS in the general meeting; and
  - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this rule.

## **10. BOARD OF MANAGEMENT**

- 10.1 The policies and guidelines for the operation of MIDLAS shall be formulated from time to time by the Board.
- 10.2 Subject to rule 10.3, the Board shall consist of at least five and no more than ten persons, all of whom must be members, including a:
- (a) Chair;
  - (b) Vice – Chair;
  - (c) Treasurer; and
  - (d) Secretary.
- The affairs of MIDLAS will be managed exclusively by the Board.
- 10.3 Organisational members are not eligible for appointment to the Board.
- 10.4 Board members must be elected to the Board at a general meeting in accordance with this rule 10.
- 10.5 Subject to rules 10.7(f) and 10.11, a Board member's term will be from his or her election at a general meeting until the election referred to in rule 10.7 at the second annual general meeting after his or her last election, but he or she is eligible for re-election to the Board.

- 10.6 A person is not eligible for election or re-election to the Board unless a member (other than the person being nominated) has nominated him or her for election or re-election 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 or re-election,
- to the CEO not less than 28 days before the day on which the general meeting concerned is to be held.
- 10.7 Board members are to rotate in accordance with the following procedure:
- (a) at each annual general meeting one half of the Board members, or the nearest number to but not more than one half, shall stand down. The members shall elect the same number of Board members to the Board, so as to fill all vacancies where the number of Board members is, or will be, below the minimum number specified in rule 10.2;
  - (b) a retiring Board member shall retain office until the conclusion of the general meeting at which he or she retires;
  - (c) the Board members that retire shall be those longest in office since his or her last election or re-election;
  - (d) if two or more Board members have been in office for the same period since his or her last election or re-election, those Board members may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire;
  - (e) subject to rules 10.6 and 10.7(f), any Board member (including a retiring Board member) is eligible for re-election; and
  - (f) except for a founding member, no Board member shall hold office for longer than four (4) consecutive terms.
- 10.8 A person who is eligible for election or re-election under this rule may vote for himself or herself.
- 10.9 If the number of persons nominated in accordance with rule 10.6 for election or re-election to the Board exceeds the number of vacancies in Board membership to be filled:
- (a) a ballot will be held at the annual general meeting concerned;
  - (b) proxy votes will be accepted according to rule 16.10;
  - (c) the votes will be counted by the CEO; and
  - (d) the results will be announced by the CEO.
- 10.10 If the number of persons nominated in accordance with rule 10.6 for election or re-election to the Board does not exceed the number of vacancies in Board membership to be filled:
- (a) the CEO must report accordingly to; and



- (b) the Chair must declare those persons to be duly elected as members of the Board at,  
the general meeting concerned.
- 10.11 If a vacancy remains on the Board after the application of rule 10.10, or when a casual vacancy within the meaning of rule 14 occurs in the Board, the Board may either:
  - (a) appoint a member to fill that vacancy, in which case a member will:
    - (i) hold office for the balance of the term of office of the Board member that they are replacing; and
    - (ii) be eligible for election to the Board,  
at the next following annual general meeting; or
  - (b) convene a special general meeting to elect further Board members to fill those vacancies. This special general meeting must occur within 90 days of the relevant annual general meeting or the casual vacancy occurring. The CEO will accept nominations with respect to the elections to take place at this special general meeting in a manner consistent with these rules.
- 10.12 The Board may delegate, in writing, to one or more Committees (consisting of such member or members of MIDLAS as the Board thinks fit) for the exercise of such functions of the Board as are specified in the delegation, other than:
  - (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or any other law.
- 10.13 Any delegation under rule 10.12 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 10.14 The Board may, in writing, revoke wholly or in part any delegation under rule 10.12.
- 11. CHAIR AND VICE-CHAIR**
- 11.1 The Chair and Vice-Chair will be elected by the Board at the first Board meeting after the annual general meeting for the term of one year.
- 11.2 The Chair must preside at all general meetings and Board meetings.
- 11.3 In the event of the absence from a general meeting of:
  - (a) the Chair, the Vice-Chair; or
  - (b) both the Chair and the Vice-Chair, a member elected by the other members present at the general meeting,

must preside at the general meeting.

11.4 In the event of the absence from a Board meeting of:

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

must preside at the Board meeting.

11.5 The Board shall have power to co-opt any member or members of MIDLAS to assist it in the execution of its duties.

## **12. SECRETARY**

12.1 The Secretary will be elected by the Board at the first Board meeting after the annual general meeting for the term of one year.

12.2 The Secretary shall have the responsibility of maintaining the minutes of the Board and ensure they are kept in safe custody at the MIDLAS office.

12.3 The Secretary must comply on behalf of MIDLAS with:

- (a) section 27 of the Act with respect to the register of members of MIDLAS, as referred to in rule 6;
- (b) section 28 of the Act by keeping and maintaining in an up to date condition the constitution and, upon the request of a member of MIDLAS, 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;
- (c) section 29 of the Act by maintaining a record of:
  - (i) the names and residential or postal addresses of the persons who hold the offices of MIDLAS provided for by this constitution, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of MIDLAS under rule 22; and
  - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of MIDLAS,and the Secretary must, upon the request of a member of MIDLAS, 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) ensure safe custody of all books, documents, records and registers of MIDLAS at the MIDLAS office, including those referred to in paragraph (c) but other than those required by rule 6 to be kept and maintained by, or in the custody of, the Treasurer and CEO respectively; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

### **13. TREASURER**

13.1 The Treasurer will be elected by the Board at the first Board meeting after the annual general meeting for the term of one year.

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

### **14. CASUAL VACANCIES IN MEMBERSHIP OF BOARD**

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

- (a) dies;
- (b) resigns by notice in writing delivered to the Chair or, if the Board member is the Chair, to the Vice-Chair and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill- health;
- (e) is absent for more than:
  - (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings,  
of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a member of MIDLAS; or
- (g) is the subject of a resolution passed by a general meeting terminating his or her appointment as a Board member.

## **15. PROCEEDINGS OF BOARD**

- 15.1 The Board shall meet at least four times each year.
- 15.2 Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 15.3 Each Board member shall have one deliberative vote.
- 15.4 Subject to rule 9.3, a question arising at a Board meeting must be decided by a majority of votes. If there is an equality of votes, the person chairing that meeting may have a second or casting vote in addition to their deliberative vote.
- 15.5 If after 15 minutes delay, there is no quorum at the Board meeting, the Board may deal with the business on the circulated agenda but decisions will not be binding unless ratified by a later Board meeting.
- 15.6 In the event that quorum is not achieved for three consecutive Board meetings, a special general meeting shall be called to consider the business on the circulated agenda referred to in rule 15.5.
- 15.7 Any employee of MIDLAS may be a member but shall not be a member of the Board. The Board may invite any employee to attend Board meetings except where matters relating to the employee are being considered, but only Board members are entitled to vote at the Board meeting.
- 15.8 The Board may invite any member to attend a Board meeting but only Board members are entitled to vote at the Board meeting.

- 15.9 A Board meeting may be held using telephone or, if consented to by all Board members, other technology. The consent may be a standing one. A Board member may only withdraw the consent within a reasonable period before the meeting.
- 15.10 If a Board meeting is held using any technology and all the directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 15.11 The following provisions apply to a technology meeting:
- (a) each of the Board members taking part in the meeting must be able to hear and be heard by each of the other Board members taking part in the meeting; and
  - (b) at the commencement of the meeting each Board member must announce his or her presence to all the other Board members taking part in the meeting.
- 15.12 If the Secretary is not present at a technology meeting, one of the Board members present or another person nominated by them present at the meeting must take minutes of the meeting.
- 15.13 A Board member may not leave a technology meeting by disconnecting his or her link to the meeting unless that Board member has previously notified the Chair of the meeting.
- 15.14 A Board member is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that director has previously obtained the express consent of the Chair to leave the meeting.
- 15.15 As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the Board member is a member of a class of persons for whose benefit MIDLAS 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 Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 15.16 The Secretary must cause every disclosure made under rule 15.15(a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

## **16. GENERAL MEETINGS**

### **16.1 The Board:**

- (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 MIDLAS's financial year or such longer period as may in a particular case be allowed by the Commissioner;
- (c) must, within 30 days of:
  - (i) receiving a request in writing to do so from not less than seven members, convene a special general meeting for the purpose specified in that request; or
  - (ii) the Secretary or Chair receiving a notice under rule 9.7, convene a general meeting to deal with the appeal to which that notice relates; and
- (d) must, after receiving a notice under rule 5.5, convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address MIDLAS at that next annual general meeting in relation to the Board's rejection of his or her application and MIDLAS at that meeting must confirm or set aside the decision of the Board.

### **16.2 The members making a request referred to in rule 16.1(c)(i) must:**

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

### **16.3 If a special general meeting is not convened within the relevant period of 30 days referred to:**

- (a) in rule 16.1(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
- (b) in rule 16.1(c)(ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.

### **16.4 When a special general meeting is convened under rule 16.3(a) or 16.3(b) MIDLAS, must pay the reasonable expenses of convening and holding the special general meeting.**

### **16.5 Subject to rule 16.7, the Secretary must give to all members not less than 14 days' notice of a special general meeting and that notice must specify:**

- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 16.6 Subject to rule 16.7, the Secretary must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify:
  - (a) when and where the annual general meeting is to be held; and
  - (b) the particulars and order in which business is to be transacted.
- 16.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in rules 16.5 and 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 16.8 The Secretary must give a notice under rule 16.5, 16.6 or 16.7 by:
  - (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6, or to an email address provided in writing by the member.
- 16.9 When a notice is sent under rule 16.8(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by:
  - (a) ordinary prepaid mail, where the notice is posted; or
  - (b) via email, where evidence is available that the notice has been emailed.
- 16.10 A proxy form is to be sent with the notice of an annual general meeting or special general meeting.
- 16.11 The annual general meeting of MIDLAS shall be held for the purpose of:
  - (a) the consideration of the accounts and reports of the Board;
  - (b) the election of Board members to replace outgoing Board members;
  - (c) any other business requiring consideration at the general meeting;
  - (d) appointing auditors for the ensuing year; and
  - (e) dealing with any special business for which notice has been given.
- 17. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**
- 17.1 At a general meeting seven members present in person constitute a quorum.

- 17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.6:
- (a) as a result of a request or notice referred to in rule 16.1(c) or as a result of action taken under rule 16.3 a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3 If within 30 minutes of the time appointed by rule 17.2(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.
- 17.4 The Chair 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.
- 17.5 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.
- 17.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7 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 rule 17.9; and
  - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a poll is demanded, in accordance with rule 17.9 and 17.11.
- 17.8 A declaration by the Chair 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 rule 17.9.
- 17.9 At a general meeting, a poll may be demanded by the Chair or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chair directs.
- 17.10 If a poll is demanded and taken under rule 17.9 in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.



- 17.11 A poll demanded under rule 17.9 must be taken immediately on that demand being made.

## **18. MINUTES OF MEETINGS**

- 18.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each meeting, in a minute book kept for that purpose.
- 18.2 The Chair must ensure that the minutes taken of a general meeting or Board meeting under rule 18.1 are checked and signed as correct by the Chair of the general meeting or Board meeting to which those minutes relate or by the Chair of the next succeeding general meeting or Board meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- (a) the general meeting or Board meeting to which they relate (in this rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **19. VOTING RIGHTS OF MEMBERS**

- 19.1 Subject to these rules, each Board member and general member present in person or by proxy at a general meeting is entitled to one vote upon every motion. In the case of equality of votes the Chair shall have a second or casting vote.
- 19.2 An organisational member is not entitled to vote at any general meeting, except in circumstances where an organisational member is appointed as a proxy in accordance with rule 20.
- 19.3 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.
- 19.4 An appointment made under rule 19.3 must be made by a resolution of the board or other governing body of the body corporate concerned:
- (a) which resolution is authenticated under the common seal of that body corporate; and
  - (b) a copy of which resolution is lodged with the Secretary.
- 19.5 A person appointed under rule 19.3 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**

A general member (in this rule called "the appointing member") may appoint in writing a natural person (whether or not that person is a member) to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

## **21. POWER TO VARY CONSTITUTION**

21.1 The members may alter the constitution in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:

- (a) subject to rules 21.1(d) and 21.1(e), 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 MIDLAS), MIDLAS must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the constitution so altered conform to the requirements of this Act;
- (c) an alteration of the constitution of MIDLAS does not take effect until rule 21.1(b) is complied with;
- (d) an alteration of the constitution having effect to change the name of MIDLAS does not take effect until rules 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the change of name; and
- (e) an alteration of the constitution of MIDLAS having effect to alter the objects or purposes of MIDLAS does not take effect until rules 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

21.2 This constitution binds every member and MIDLAS to the same extent as if every member and MIDLAS had signed and sealed the constitution and agreed to be bound by all of its provisions.

## **22. COMMON SEAL**

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

22.2 The common seal of MIDLAS shall be kept in the custody of the CEO, or such other person as the Board from time to time decides and shall only be affixed to any deed, instrument, or other document pursuant to a resolution of the Board.

- 22.3 The affixing of the common seal of MIDLAS must be witnessed by any two of the Chair, the Secretary and the Treasurer.
- 22.4 The CEO or other delegated officer shall keep a record of all documents to which the common seal is affixed and such record shall be presented at the next Board meeting when an addition has been made.

## **23. INSPECTION OF BOOKS AND DOCUMENTS**

Upon giving notice in writing to the Secretary any member will be entitled within a reasonable time to inspect the books and documents of MIDLAS, with the exception of confidential client and staff records.

## **24. FINANCE**

Fees, funds raised by the activities of MIDLAS and gifts made to MIDLAS shall be paid into bank account or bank accounts, in order to facilitate the objects of MIDLAS. Cheques shall be approved by the Treasurer and signed by any two of at least four members nominated by the Board.

## **25. AUDIT**

The Auditor (or Auditors) appointed shall examine the financial records of MIDLAS at least once each financial year and shall certify as to the correctness of the balance sheet, profit and loss account, and accompanying accounts and schedules to be submitted by the Treasurer to the annual general meeting.

## **26. DISPUTES AND MEDIATION**

- 26.1 The grievance procedure set out in this rule applies to disputes under these rules between:
- (a) a member and another member; or
  - (b) a member and MIDLAS; or
  - (c) if MIDLAS provides services to non-members, those non-members who receive services from MIDLAS, and MIDLAS.
- 26.2 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.
- 26.3 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.
- 26.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:

- (i) in the case of a dispute between a member and another member, a person appointed by the Board of MIDLAS; or
- (ii) in the case of a dispute between a member or relevant non-member (as defined by rule 26) and MIDLAS, a person who is a mediator appointed to, or employed with, a not for profit organisation.

26.5 A member of MIDLAS can be a mediator.

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

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

26.8 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.

26.9 The mediator must not determine the dispute.

26.10 The mediation must be confidential and without prejudice.

26.11 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.

## **27. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If upon the winding up or dissolution of MIDLAS there remains any surplus property 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.