

**CONSTITUTION OF  
NORWOOD SYMPHONY ORCHESTRAL SOCIETY INCORPORATED**

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## **PART 1—PRELIMINARY.**

### **1. Definitions**

In this Constitution, unless the contrary appears -

“Act” means the Associations Incorporation Act 1985 and regulations made under that Act;

“Association” means the Norwood Symphony Orchestral Society Incorporated;

“Commission” means the Corporate Affairs Commission;

“Committee” means the Committee of the Association;

“Conductor” means the Conductor and Director of musical activities appointed by the Committee under clause 15(5);

“Electronic means” means an electronic system that enables the person not physically present at the meeting and the members present at the meeting, to hear, and if practicable, see all the proceedings;

“Librarian” means the person appointed under clause 15(7);

“Mail” means ordinary post or email;

“Meeting” means a meeting of the Association or the Committee held in person or by suitable electronic means;

“Member present” means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting, or by electronic means;

“Officers” means the President, Secretary and Treasurer of the Association;

“Orchestra” means the Norwood Symphony Orchestra;

“Ordinary resolution” means a resolution passed by simple majority of members present at a general meeting;

“Register of Members” means the register of the Association’s members established and maintained under section 23A of the Act;

“Special resolution” means a resolution of which notice has been given under clause 36 and that has been passed by at least three quarters of the members present and entitled to vote at the meeting at which it is passed.

**2. Name**

The name of the incorporated association is the Norwood Symphony Orchestral Society Inc

**3. Objects and Purposes**

The objects and purposes of the Association are:

- (a) to maintain and support the Orchestra by raising funds to enable it to provide accessible, quality orchestral performances for audiences in the City of Norwood Payneham & St Peters and the wider community;
- (b) to provide the opportunity and supportive environment for amateur musicians to express and develop their musicianship skills through orchestral experiences;
- (c) to encourage and support musicians in their musical studies by providing financial support in the form of prizes and scholarships;
- (d) to foster and promote the appreciation and enjoyment of orchestral music in the cultural life of the community by co-operating, supporting and assisting other similar organisations in their musical activities.

**PART 2 - CONSTITUTION AND POWERS OF THE ASSOCIATION**

**4. Powers of the Association**

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes and in particular may raise monies in any manner it considers appropriate.

**5. Effect of the Constitution**

- (1) This Constitution binds the Association and every member to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.
- (2) A member may be expelled for a breach of the Constitution.

**6. Inconsistency between the Constitution and the Act**

If there is any inconsistency between this Constitution and the Act, the Act prevails.

**7. Alteration of the Constitution**

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the Public Officer must ensure compliance with section 24 of the Act.

**PART 3—MEMBERS**

**8. Application for membership**

- (1) There shall be four classes of membership of the Association:
  - (a) Ordinary members
  - (b) Player members
  - (c) Honorary members
  - (d) Life members
- (2) A person may apply to become a member of the Association by submitting a written application for membership to the Committee in a form approved by the committee.

- (3) A body corporate may nominate a natural person to represent the body corporate and that person shall be deemed to be a member of the Association for all purposes until the authority to represent the body corporate is revoked.
- (4) Any council member of the Corporation of Norwood Payneham & St Peters may be appointed as a liaison officer to facilitate co-operation between the Association and the Corporation and shall be entitled to attend any meetings of the Association, including meetings of the Committee, move any proposal, address the Chairperson and vote on any matter unless the Chairperson deems the matter to relate solely to the internal management of the affairs of the Association.
- (5) To be eligible to become a player member, a person must:
  - (a) submit a written application for membership to the Committee, and
  - (b) be approved by the Conductor as a player in the Orchestra.

#### **9. Approval of the Committee**

- (1) The Committee must consider any application for membership and must accept or reject the application.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days of being advised of the rejection.
- (3) The Committee must reconsider the application at the next Committee meeting after receipt of the appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

#### **10. Membership fees**

- (1) The membership fee is the amount determined from time to time by the Committee. Where a member joins during the Association's financial year the fee may be reduced on a pro rata basis.
- (2) The full membership fee may be reduced or waived where the Committee considers appropriate to do so.
- (3) The due date for payment of the membership fee to the Association is 5pm on the day following the date on which the annual general meeting is held, or another date determined by the Committee from time to time.
- (4) A member whose membership fee is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.
- (5) The Conductor shall be exempt from payment of any membership fee.

#### **11. Resignations**

A member may resign from membership of the Association by giving written notice to the Committee.

#### **12. Honorary/Life Members**

- (1) The Committee may permit persons to be Honorary Members and must review annually the continued membership of such members and the terms and conditions applicable to Honorary Membership.
- (2) The Committee may elect persons to be Life Members.
- (3) Honorary and Life Members will be entitled to such benefits and entitlements as the Committee determines from time to time.

- (4) The Committee may revoke a person's Honorary or Life Membership at any time.

### **13. Register of members**

A register of members must be kept and contain:

- (a) the name and address of each member,
- (b) the email address of each member,
- (c) the phone number of each member,
- (d) the date on which each member was admitted to membership of the Association and the date on which each member ceased to be a member, and
- (e) where applicable, the date and reason(s) for termination of membership.

### **14. Expulsion of a member**

- (1) Subject to giving a member an opportunity to be heard or to make a written submission on a complaint to the Committee, the Committee may resolve to expel a member where the Committee considers the conduct of the member to be detrimental to the interests of the Association or a breach of the Constitution. Particulars of the complaint must be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- (2) The determination of the Committee must be communicated to the member and in the event of an adverse determination the member shall (subject to sub-clause (4) below) cease to be a member 14 days after the Committee has communicated its determination to the member.
- (3) A member may appeal a decision of expulsion to the Association at a general meeting.
- (4) Written notice of the intention to appeal must be given to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- (5) In the event of an appeal under sub-clause (3) above, the appellant's membership of the Association must not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

## **PART 4 – THE COMMITTEE**

### **15. Role and Powers**

- (1) The affairs of the Association must be managed and controlled by a committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Association and are not, by the Act or this Constitution, required to be done by the Association in general meeting.
- (2) The Committee has the management and control of the funds and other property of the Association.
- (3) The Committee has the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.

- (4) The Committee may make rules, policies and procedures not inconsistent with this Constitution or the Act, relating to the conduct and activities of persons who play in or otherwise assist or participate in the activities of the Orchestra.
- (5) The Committee must appoint a qualified person to the position of Conductor and Director of musical activities of the Orchestra. The Conductor shall be an ex-officio member of the Committee and an ordinary member of the Association for the term of the appointment.
- (6) The Committee may, on advice of the Conductor, appoint a Deputy Conductor who, in the absence of the Conductor, has the same rights and responsibilities as the Conductor.
- (7) The Committee may appoint a person to be the librarian of the Association, who -
  - (a) is responsible for the care and control of the music of the Association;
  - (b) must consult with, and take advice from, the Conductor on all matters concerning concert programming and preparation, and
  - (c) may attend and take part in Committee meetings but does not have voting rights unless they are an elected Committee member.
- (8) The Committee may co-opt members and appoint persons to perform tasks required to carry out the objects of the Association.

#### **16. Composition of the Committee**

- (1) The Committee consists of -
  - (a) the Officers, and
  - (b) no fewer than two and no more than eight members elected by the members.
- (2) At least one committee member should be from the wind section and one from the strings section.
- (3) The Committee must appoint a Public Officer.

#### **17. Nominations for election to the Committee**

- (1) A person seeking election to the Committee must:
  - (a) be a financial member of the Association;
  - (b) be of or over the age of 18 years if seeking election to an office holder position; and
  - (c) provide a signed nomination form to the Secretary.
- (2) The nomination must be signed by -
  - (a) the nominator and seconder, and
  - (b) the nominee, to signify their willingness to stand for election.
- (3) A person who is eligible for election or re-election may -
  - (a) propose or second themselves for election or re-election, and
  - (b) vote for themselves.
- (4) A retiring Committee member may stand for re-election without nomination.

#### **18. Term of Committee membership**

- (1) A Committee member holds office until the next annual general meeting unless the member vacates the office or is removed under clause 21.
- (2) At an annual general meeting, all Committee positions must be declared vacant and elections for a new Committee must be held.

- (3) The President must nominate a member to preside over the election of the new Committee.
- (4) Subject to (5) below, members may serve consecutive terms on the Committee.
- (5) An Officer who has served five consecutive terms in the same position on the Committee is not eligible for re-election to that position, but may be elected to any other position on the Committee.

**19. Election by default**

- (1) If the number of persons nominated for election to the Committee does not exceed the number of vacancies to be filled, the chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration additional nominations for Committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the chairperson must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are fewer than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies.

**20. Election by ballot**

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted by the Secretary in a manner determined from time to time by the Committee.
- (3) Members chosen by ballot must be declared by the chairperson to be duly elected as members of the Committee.

**21. Vacating office**

- (1) The office of a Committee member becomes vacant if the member -
  - (a) is disqualified from being a Committee member under section 30 of the Act;
  - (b) resigns by written notice to the Committee;
  - (c) dies or is incapable of performing the duties of the office due to ill health;
  - (d) ceases to be a member of the Association;
  - (e) is absent without apology from three consecutive Committee meetings;
  - (f) is absent without apology from more than four meetings in a financial year; or
  - (g) is no longer the duly appointed representative of a corporate member.
- (2) The Committee may by resolution of no fewer than four of the Committee members remove any Committee person from office.

**22. Casual Vacancies**

- (1) The Committee may appoint any member to fill a vacancy on the Committee.
- (2) Notwithstanding 18(5) above, the Committee may appoint any member to fill any vacancy on the Committee.
- (3) If the office of Public Officer becomes vacant, the Committee must appoint a person to be the Public Officer.



### **23. Duties of Committee members and Public Officer**

The Committee is responsible for ensuring the Association complies with the Act.

### **24. President**

- (1) Subject to sub-clauses (2) and (3) the President must chair all general meetings and Committee meetings.
- (2) If the President is absent from a general meeting, a chairperson must be elected by other members present.
- (3) If the President is absent from a Committee meeting, a chairperson must be elected by the other Committee members.

### **25. Secretary**

The Secretary must:

- (a) ensure minutes of all proceedings of general meetings and of the Committee are properly kept;
- (b) maintain the Register of Members;
- (c) unless otherwise directed by the Committee, have custody of all books, documents, records and registers of the Association except those required to be in the custody of the Treasurer;
- (d) perform any other duties imposed by this Constitution.

### **26. Treasurer**

The Treasurer must:

- (a) ensure that proper accounting records of the Association are kept;
- (b) have custody of the accounting records of the Association;
- (c) co-ordinate the preparation of the Association's annual statement of accounts;
- (d) if directed to do so by the President, submit to the Committee a report in accordance with that direction;
- (e) unless otherwise directed by the Committee, have custody of all books, documents and records of a financial nature and accounting records of the Association except those required to be in the custody of the Secretary;
- (f) perform any other duties imposed by this Constitution.

### **27. Public Officer**

The Public Officer must:

- (a) keep a current copy of the Constitution of the Association, and
- (b) have custody of the Common Seal.

## **PART 5 – MEETINGS OF THE COMMITTEE**

### **28. Frequency and calling of meetings**

- (1) The Committee must hold a meeting for the conduct of business at least four times in each financial year.

- (2) The President, or at least four of the Committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 14.

**29. Voting and decision making**

- (1) Each Committee member present at the meeting has a deliberate vote.
- (2) Questions arising at any meeting of the Committee must be decided by a majority of votes.
- (3) If there is no majority, the chairperson has a casting vote in addition to a deliberate vote.

**30. Quorum**

For a Committee meeting, four of the members of the Committee constitute a quorum.

**31. Procedure**

- (1) Meetings of the Committee may be held in person or by some appropriate electronic means.
- (2) The procedure to be followed at a Committee meeting shall be determined from time to time by the Committee.
- (3) The order of business may be determined by the members present at the meeting.
- (4) Only the business for which a special meeting is convened may be considered at that meeting.

**32. Disclosure of interest**

- (1) A Committee member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee, and must not vote with respect to that contract or proposed contract.
- (2) The Secretary must record the disclosure in the minutes of the meeting.

**PART 6 – GENERAL MEETINGS**

**33. Convening general meetings**

- (1) The Association must hold an annual general meeting within five months after the end of each financial year of the Association.
- (2) The Committee
  - (a) may at any time convene a special general meeting;
  - (b) must within 30 days after the Secretary receives a notice under clause 14, convene a special general meeting to deal with the appeal to which the notice relates; and
  - (c) must within 30 days after it receives a request to convene a special general meeting, convene a special general meeting for the purpose specified in that request.

**34. Special general meeting**

- (1) A written request to the Committee for a special general meeting may be made by no fewer than ten members.
- (2) The request must -
  - (a) state the purpose of the meeting, and
  - (b) be signed by the relevant members.

- (3) If the Committee fails to convene a special general meeting within the time allowed -
  - (a) for a clause 14 appeal – the appeal against the Committee is upheld, and
  - (b) for a clause 34 request – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) The Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting. The notice must specify -
  - (a) when and where the meeting is to be held, and
  - (b) the particulars of and the order in which business is to be transacted.

### **35. Annual General Meetings**

- (1) The Secretary must give to all members not less than 14 days notice of an annual general meeting.
- (2) The notice must specify -
  - (a) when and where the meeting is to be held, and
  - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is:
  - (a) confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
  - (b) consideration of the accounts and reports of the Committee;
  - (c) consideration of the auditor's report;
  - (d) election of Committee members;
  - (e) appointment of auditor; and
  - (f) any other business raised by the Committee or by any member, written notice of which has been given to the Secretary for notification to the members in conjunction with the notice of the meeting at least 21 days prior to the meeting.

### **36. Special resolutions**

- (1) A special resolution may be proposed at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

### **37. Notice of general meetings**

- (1) The Secretary must give a notice under this Part by -
  - (a) serving it on a member personally, or
  - (b) sending it by mail to a member at the address of the member appearing in the register of members.
- (2) Where notice to the member is sent by ordinary pre-paid post to the address recorded on the Register of Members, service is deemed to have been effected at the time at which the notice would, in the ordinary course, be delivered to that address.

### **38. Quorum at general meetings**

Ten members present shall constitute a quorum for the transaction of business at any general meeting.

### **39. Lack of Quorum**

- (1) If within 30 minutes of the time appointed for the meeting a quorum of members is not present -
  - (a) for an annual general meeting or a special general meeting convened by the Committee, the meeting stands adjourned to the same day in the next week at the same time and place;
  - (b) for a meeting convened upon the requisition of members, the meeting lapses;
  - (c) for a meeting convened under a notice of appeal, the members who are present may proceed with hearing the appeal for which the meeting was convened.
- (2) If within 30 minutes after the time appointed by sub-clause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present may proceed with the business of that general meeting as if a quorum were present.
- (3) The chairperson may, with the consent of the general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn the meeting from time to time and from place to place.
- (4) An adjourned general meeting must not deal with any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned meeting as if that general meeting were a fresh general meeting.

### **40. Voting at general meetings**

Subject to this Constitution, each member present at a general meeting is entitled to a deliberative vote on an ordinary or special resolution.

### **41. Poll at general meetings**

- (1) If a poll is demanded by at least five members, it must be conducted in a manner specified by the chairperson, and the result of the poll is the resolution of the meeting on that question.
- (2) A poll demanded for the election of a person to chair the meeting or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### **42. Proxies**

A member may appoint in writing a natural person who is also a member of the Association to be their proxy and to attend and to vote on behalf of the member at any general meeting of the Association.

### **43. Minutes**

- (1) Proper minutes of all proceedings of general meetings of the Association and meetings of the Committee must be kept by the Secretary and must be confirmed by the members of the Association or the members of the Committee (as relevant) at a subsequent meeting.

- (2) The minutes must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (3) A properly recorded and signed minute is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

## **PART 7 – BANKING AND FINANCE**

### **44. Financial year**

The financial year of the Association shall be the period beginning on January 1 in each year and ending on December 31.

### **45. Accounts to be kept**

- (1) The Association must keep and retain financial records that correctly record and explain the financial transactions and financial position of the Association.
- (2) Unless the Committee resolves otherwise, all cheques and other negotiable instruments must be signed by two Officers and all electronic transactions must be approved by two Officers.
- (3) Subject to (4) below, funds of the Association must be deposited into the financial account of the Association as soon as practicable.
- (4) The Treasurer may retain, and shall be responsible for, a petty cash fund not exceeding an amount approved by the Committee from time to time.
- (5) The Treasurer must keep proper records relating to the use of the petty cash fund and present the records to the Committee when requested to do so by the President.

### **46. Public Fund**

- (1) The Association must maintain a public fund.
- (2) The public will be invited to contribute to the fund.
- (3) The Association must ensure that -
  - (a) donations, gifts and deductible contributions will be:
    - (i) deposited into the public fund listed on the Register of Cultural Organisations established under subdivision 30-F of the Income Tax Assessment Act 1997;
    - (ii) kept separate from any other funds of the Association;
    - (iii) used solely to further the objects of the Association.
  - (b) investments of monies in this fund must be:
    - (i) made in accordance with guidelines for public funds as specified by the Australian Taxation Office;
    - (ii) administered by a management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association;
  - (c) monies or assets in this fund must not be distributed to members of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services;

- (d) notification must be given to the Department responsible for the administration of the Register of Cultural Organisations of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- (4) Receipts for gifts to the public fund must state:
- (a) the name of the public fund and that the receipt is for a gift made to the public fund;
  - (b) the Australian Business Number of the Association, and
  - (c) any other detail required to be included pursuant to the requirements of the Income Tax Assessment Act 1997.
- (5) If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets must be transferred to another organisation with similar objects, which is charitable at law, to which tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation;
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
  - (c) money received by the organisation because of such gifts and contributions..
- (6) The Association must comply with any rules that the Treasury Minister and the Minister for Arts make to ensure that gifts made to the public fund will be used only for the Association's principal purpose.
- (7) The Association must provide the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months.

**Prohibition against securing profits for members**

The income and capital of the Association must be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or the associates except as bona fide remuneration to a member for services rendered or expenses incurred on behalf of the Association.

**PART 8 – MISCELLANEOUS**

**47. Winding up**

The Association may be wound up in the manner provided by the Act.

**48. Application of surplus assets**

- (1) On winding up, the funds and property of the Association shall not be distributed to members but must be distributed to any organisation which:
- (a) has similar objects,
  - (b) which is charitable at law;
  - (c) to which income tax deductible gifts can be made for the principal purpose of the organisation, and
  - (d) has rules which prohibit the distribution of its assets and income to its members.
- (2) Such organisation or organisations must be identified and determined by resolution of members in general meeting.

#### **49. Common seal**

- (1) The Association must have a common seal upon which its corporate name must appear in legible characters.
- (2) The seal must not be used without the express authorisation of the Committee, and every use of the seal must be recorded in the minutes of the Association.
- (3) The affixing of the seal must be witnessed by any two of the Officers.

#### **50. Patrons and Vice-patrons**

- (1) The person for the time being holding the office of Mayor of the City of Norwood Payneham & St Peters must be invited to be a Patron of the Association.
- (2) One or more Patrons or Vice-Patrons of the Association may be appointed by the Committee for such period as the Committee shall determine.

#### **51. Grievance and disputes**

- (1) Within 14 days after a dispute comes to the attention of the parties to the dispute, they must meet and, if possible, resolve the dispute.
- (2) 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 after the meeting date,
  - (a) tell the committee in writing about the dispute;
  - (b) agree to a mediator being appointed, or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- (3) The mediator must be a person chosen by agreement of those involved, or where those involved do not agree,
  - (a) for disputes between a member and another member, a person chosen by the Committee, or
  - (b) for other disputes, a mediator who is appointed or employed by the Department administering the Act.
- (4) A mediator chosen by the Committee:
  - (a) may be a member or former member of the Association,
  - (b) must not have a personal interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute.
- (5) When conducting the mediation, the mediator must;
  - (a) allow those involved a reasonable chance to be heard,
  - (b) allow those involved reasonable chance to review any written statements,
  - (c) ensure that those involved are given natural justice, and
  - (d) not determine the dispute.
- (6) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

