

Constitution

Perth Gospel Partnership (Inc.)

An Incorporated Association

October 2017

Yet to be Approved

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PART 1 — PRELIMINARY

1. Name

The name of the Association is Perth Gospel Partnership (Inc.)

2. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association referred to in rule 1;

Steering Committee means the management Board of the Association referred to in rule 24;

Steering Committee meeting means a meeting of the Steering Committee referred to in rule 36;

Steering Committee member means a member of the Steering Committee referred to in rule 25;

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Association under rule 56;

chairperson means the **Steering Committee** member holding office as the chairperson referred to in rule 26;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

financial records includes —

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

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements prepared for presentation to a **Steering Committee** meeting or meeting of partners;

financial year, of the Association, has the meaning given in rule 5;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

partner means a person who is an ordinary member of the Association; It does not mean a partner of a partnership within the meaning of the *Partnership Act 1895*;

ordinary Steering Committee member means a Steering Committee member who is not an office holder of the Association under rule 25(3);

ordinary member means a partner with the rights referred to in rule 12;

peak body means a related association or other incorporated body of which the Association is a member.

register of partners means the register of members referred to in rule 16;

revenue means income that arises in the course of the ordinary activities of an entity

rules mean these rules of the Association, as in force for the time being;

secretary means the Steering Committee member holding office as the secretary referred to in rule 25 and rule 267

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution has the meaning given by the Act, that is –

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the partners of the Association who are entitled under the rules of the Association to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Association present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared;

subcommittee means a subcommittee appointed by the Steering Committee under rule 43;

tier 1 association means an incorporated association with revenue of less than \$250,000 per year;

tier 2 association means an incorporated association with revenue between \$250,000 and \$1,000,000 per year;

tier 3 association means an incorporated association with revenue of or exceeding \$1,000,000 per year;

treasurer means the **Steering Committee** member holding office as the treasurer referred to in rule 25 and rule 28.

virtual general meeting means electronic communication to all partners from the Chairperson or Secretary, to discuss the business of the Association, with an invitation for partners to respond electronically to the items of business.

3. Objects of the Association

The Objects of the Association are:

- a) To facilitate the evangelisation of people in Western Australia, by strengthening and multiplying churches and ministries whose doctrinal positions are consistent with that of the Association. The Association seeks to develop and implement strategies for growing and expanding the work of the gospel.
- b) To encourage and facilitate partnerships in gospel ministry between Christian ministry leaders, churches and ministries.
- c) Partner with other organizations that share similar objects.

4. Doctrinal Statement

1. The unity of the Father, the Son and the Holy Spirit in the Godhead.
2. The sovereignty of God in creation, revelation, election, redemption, the final judgment and new creation.
3. The divine inspiration and consequent entire truth and trustworthiness of the Scriptures as originally given, and their supreme authority in all matters of faith and conduct.
4. The universal sinfulness and guilt of humans since the fall, rendering us subject to God's wrath and condemnation.
5. The full deity of the Lord Jesus Christ, the incarnate Son of God; his virgin birth and his real and sinless humanity; his death on the cross, his bodily resurrection and his present reign in heaven and on earth.
6. Salvation in its entirety issues from the grace of God.
7. Redemption from the guilt, penalty and power of sin only through the sacrificial death once and for all time of our representative and substitute, Jesus Christ, the only mediator between God and humankind.
8. Justification as God's act of mercy, in which all who are predestined to salvation are unfailingly called and pardoned of all their sins, and forever accepted as righteous in God's sight, only because of the righteousness of Christ imputed to them, this justification being received by faith alone.
9. The need for the Holy Spirit to make the work of Christ effective to individual sinners, granting them repentance toward God and faith in Jesus Christ.
10. The indwelling of the Holy Spirit in all those thus regenerated, producing in them an increasing likeness to Christ in character and behaviour, and empowering them for their witness in the world.
11. The one holy universal Church, and to which all true believers belong.
12. The future personal return of the Lord Jesus Christ, who will judge all people, executing God's just condemnation on the impenitent and receiving the redeemed to glory.

5. Financial Year

- (1) The first financial year of the Association is to be the period, not exceeding 18 months, being a period commencing on the date of incorporation of the Association and ending on 30 June.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June in the following year.

6. Powers

The powers conferred on the Association are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money in any security in which trust monies may lawfully be invested;
- d) borrow money upon such terms and conditions as the Association thinks fit;
- e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- f) appoint agents to transact any business of the Association on its behalf;
- g) enter into any other contract it considers necessary or desirable; and
- h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association

PART 2 — NOT FOR PROFIT BODY

7. Not-for-profit body

- (1) The property and income of the Association must 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 any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the secured lending rate of the financial institution with which the Association conducts its financial affairs.
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

8. Eligibility for membership (to become a partner)

- (1) Membership of the Association is open to Christian Ministry leaders in Western Australia who are at least 16 years of age.
- (2) Such persons must endorse the Theological Vision Statement and the Doctrinal Statement of the Association.
- (3) The Association must always have at least 6 partners with full voting rights.
- (4) A partner is only liable for their own outstanding membership fees

9. Applying for membership

- (1) A person who wants to become a partner must apply in writing to the Steering Committee of the Association, using such form as the Steering Committee from time to time directs.
- (2) The application must include a partner's nomination and a second partner's seconding of the applicant for membership.
- (3) The application must be signed by the applicant and both partners referred to in paragraph (2).

10. Dealing with membership applications

- (1) The Steering Committee must consider each application for membership of the Association at a Steering Committee meeting and must at the Steering Committee meeting or the next Steering Committee meeting decide whether to accept or reject the application.
- (2) The Steering Committee must not accept an application unless the applicant —
 - (a) is eligible under rule 8; and
 - (b) has applied under rule 9.
- (3) The Steering Committee must notify the applicant of the Steering Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (4) If the Steering Committee rejects the application, the Steering Committee is not required to give the applicant its reasons for doing so.

11. Becoming a partner

An applicant for membership of the Association becomes a partner when —

- (a) the Steering Committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 15
- (c) the Association must give each person who becomes a partner of the Association a copy of the rules in force at the time their membership commences. This may be by electronic transmission or providing the details for the website where the rules may be downloaded.

12. Classes of membership

- (1) The Association has a single class of partner with full voting rights and any other rights conferred on partners by these rules or approved by resolution at a general meeting.
- (2) Each partner has one vote at a general meeting of the Association.

13. When membership ceases

- (1) A person ceases to be a partner when any of the following takes place —
 - (a) the individual dies;
 - (b) the person resigns from the Association under rule 14;
 - (c) the person is expelled from the Association under rule 17;
 - (d) the person has not paid their membership fees within the time period specified in rule 15(3).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a partner; and
 - (b) the reason why the person ceased to be a partner.

14. Resignation

- (1) A partner may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice and brings it to the Steering Committee; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation.
- (4) The outstanding fees may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

15. Membership fees

- (1) The Steering Committee must determine the entrance fee (**if any**) and the annual membership fee (**if any**) to be paid for membership of the Association.
- (2) A partner must pay the annual membership fee to the treasurer, or another person authorised by the Steering Committee to accept payments, by the due date determined by the Steering Committee .
- (3) If a partner has not paid the annual membership fee within the period of 3 months after the due date, the partner ceases to be a partner on the expiry of that period.
- (4) If a person who has ceased to be a partner under sub rule (3) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
 - (a) the Steering Committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

16. Register of partners

- (1) The secretary, or another person authorised by the Steering Committee, is responsible to maintain the register of partners and record in that register any change in the membership of the Association.
- (2) The register of partners must include each partner's name and a residential, postal or email address, and the date on which each partner becomes a partner.
- (3) The register of partners must be kept at the secretary's place of residence, or at another place determined by the Steering Committee.
- (4) A member who wishes to inspect the register of partners must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a partner inspecting the register of partners wishes to make a copy of, or take an extract from, the register under the Act; or
 - (b) a partner makes a written request under the Act to be provided with a copy of the register of partners,

the Steering Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

17. Suspension or expulsion

- (1) The Steering Committee may decide to suspend a partner's membership or to expel a member from the Association if —
 - (a) the partner contravenes any of these rules; or
 - (b) the partner acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Steering Committee meeting at which the proposal is to be considered by the Steering Committee.
- (3) The notice given to the partner must state —
 - (a) when and where the Steering Committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the partner, or the partner's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Steering Committee about the proposed suspension or expulsion;
- (4) At the Steering Committee meeting, the Steering Committee must —
 - (a) give the partner, or the partner's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Steering Committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the partner's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the partner from the Association.
- (5) A decision of the Steering Committee to suspend the partner's membership or to expel the partner from the Association takes immediate effect.
- (6) The Steering Committee must give the member written notice of the Steering Committee's decision, and the reasons for the decision, within 7 days after the Steering Committee meeting at which the decision is made.
- (7) A partner whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Steering Committee's decision under sub rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 20.
- (8) If notice is given under sub rule (7), the partner who gives the notice and the Steering Committee are the parties to the mediation.

18. Consequences of suspension

- (1) During the period a partner's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a partner's membership is suspended, the secretary must record in the register of partners —
 - (a) that the partner's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of partners that the partner's membership is no longer suspended.

19. Disputes

- (1) The procedure set out in these rules applies to disputes between one or more partners and the Association
- (2) The parties to a dispute must meet and discuss the matter in dispute and attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 2, any party to the dispute may start the dispute procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (4) Within 28 days after the secretary is given the notice, a Steering Committee meeting must be convened to consider and determine the dispute.
- (5) The secretary must give each party to the dispute written notice of the Steering Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (6) The notice given to each party to the dispute must state —
 - (a) when and where the Steering Committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Steering Committee about the dispute.

20. Determination of dispute by Steering Committee

- (1) At the Steering Committee meeting at which a dispute is to be considered and determined, the Steering Committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Steering Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Steering Committee must give each party to the dispute written notice of the Steering Committee's determination, and the reasons for the determination, within 7 days after the Steering Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Steering Committee's determination under sub rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 21.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

21. Mediation

- (1) if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a partner under rule 17(7); or
 - (b) by a party to a dispute under rule 20(3).
- (2) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a partner under rule 17(7) — by agreement between the partner and the Steering Committee; or

- (b) if the appointment of a mediator was requested by a party to a dispute under rule 19(3) — by agreement between the parties to the dispute.
- (3) If there is no agreement for the purposes of sub rule (2)(a) or (b), then, subject to sub rules (4) and (5), the Steering Committee must appoint the mediator.
- (4) The person appointed as mediator by the Steering Committee may be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a partner under rule 17(7); or
 - (b) a party to a dispute under or rule 19(3) and the dispute is between one or more partners and the Association.
- (5) The person appointed as mediator by the Steering Committee may be a partner or former partner of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

22. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

23. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a partner whose membership is suspended or who is expelled from the Association gives notice under rule 17(7); and
- (b) as the result of the mediation, the decision to suspend the partner's membership or expel the partner is revoked,

that revocation does not affect the validity of any decision made at a Steering Committee meeting or general meeting during the period of suspension or expulsion.

PART 5 — STEERING COMMITTEE

24. Steering Committee

- (1) The Steering Committee members are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Steering Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Steering Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- (4) a member of the Steering Committee is not liable in respect of the liabilities of the Association.

25. Steering Committee members

- (1) The minimum number of members of the Steering Committee is three —
- (2) The Steering Committee must determine the maximum number of the Steering Committee.
- (3) The following are the office holders of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson (where appointed);
 - (c) the secretary;
 - (d) the treasurer.
- (4) A person may be a Steering Committee member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) a partner.

26. Chairperson

- (1) The chairperson has the powers and duties relating to convening and presiding at Steering Committee meetings and presiding at general meetings provided for in these rules.
- (2) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Steering Committee meeting and general meeting.

27. Secretary

The secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each Steering Committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another partner is authorised by the Steering Committee to do so, maintaining on behalf of the Association the register of partners as required under rule 16;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required by the Act;
- (f) unless another partner is authorised by the Steering Committee to do so, maintaining on behalf of the Association a record of Steering Committee members and other persons authorised to act on behalf of the Association, as required under rule 60;

- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Steering Committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Steering Committee.

28. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts (if required) for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association as required under rule 55 and as directed by the Steering Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Steering Committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act as set out in rule 55;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Steering Committee.

29. How partners become Steering Committee members

- (1) A partner becomes a Steering Committee member if the partner —
 - (a) is elected to the Steering Committee at a general meeting; or
 - (b) is appointed to the Steering Committee by the Steering Committee to fill a casual vacancy under rule 33.
- (2) Except for nominees under sub-rule (4), a person is not eligible for election to the Steering Committee unless a partner has nominated him or her for 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, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (3) If the number of persons nominated in accordance with sub-rule (2) for election to membership of the Steering Committee does not exceed the number of vacancies that need to be filled-
 - (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Steering Committee at the annual general meeting concerned.
- (4) If vacancies remain on the Steering Committee after the declaration under sub-rule (3), additional nominations of Steering Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Steering Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Steering Committee, elections for those positions must be conducted.

30. Term of office

- (1) The term of office of a Steering Committee member begins when the member —
 - (a) is elected at an annual general meeting (close of the meeting); or
 - (b) is appointed to fill a casual vacancy under rule 33.
- (2) Subject to rule 31, a Steering Committee member holds office until the positions on the Steering Committee are declared vacant at the next annual general meeting.
- (3) A Steering Committee member may be re-elected.

31. Resignation and removal from office

- (1) A Steering Committee member may resign from the Steering Committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution remove a Steering Committee member from office.
- (4) A Steering Committee member who is the subject of a proposed resolution under sub rule (3) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the partners.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Steering Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

32. When membership of Steering Committee ceases

- (1) A person ceases to be a Steering Committee member if the person —
 - (a) dies or otherwise ceases to be a partner; or
 - (b) resigns from the Steering Committee or is removed from office under rule 31; or
 - (c) becomes ineligible to accept an appointment or act as a Steering Committee member under section 39 of the Act,;
 - (d) becomes permanently unable to act as a Steering Committee member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Steering Committee meetings, of which the person has been given notice, without having notified the Steering Committee that the person will be unable to attend.
- (2) When a person ceases to be a member of the Steering Committee the Act requires the person to, as soon as practicable after their membership ceases, deliver to a member of the Steering Committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

33. Filling casual vacancies

- (1) The Steering Committee may appoint a partner who is eligible under rule 24(4) to fill a position on the Steering Committee that —
 - (a) has become vacant under rule 31; or
 - (b) was not filled by election at the most recent annual general meeting.
- (2) If the position of secretary becomes vacant, the Steering Committee must appoint a partner who is eligible under rule 25(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 40, the Steering Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Steering Committee members than required for a quorum under rule 40, the Steering Committee may act only for the purpose of —
 - (a) appointing Steering Committee members under this rule; or
 - (b) convening a general meeting.

34. Validity of acts

The acts of a Steering Committee or subcommittee, or of a Steering Committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Steering Committee member or member of a subcommittee.

35. Payments to Steering Committee members

A Steering Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —

- (a) in attending a Steering Committee meeting or
- (b) in attending a general meeting; or
- (c) otherwise in connection with the Association's business.

36. Steering Committee meetings

- (1) The Steering Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Steering Committee.
- (2) The date, time and place of the first Steering Committee meeting must be determined by the Steering Committee members as soon as practicable after the annual general meeting at which the Steering Committee members are elected.
- (3) Special Steering Committee meetings may be convened by the chairperson or any 2 Steering Committee members.

37. Notice of Steering Committee meetings

- (1) Notice of each Steering Committee meeting must be given to each Steering Committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Steering Committee members at the meeting unanimously agree to treat that business as urgent.

38. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Steering Committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Steering Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Steering Committee meeting must be determined from time to time by the Steering Committee.
- (4) The order of business at a Steering Committee meeting may be determined by the Steering Committee members at the meeting.
- (5) A member or other person who is not a Steering Committee member may attend a Steering Committee meeting if invited to do so by the Steering Committee.
- (6) A person invited under sub rule (5) to attend a Steering Committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Steering Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- (7) A member of the Steering Committee who has a material personal interest in a matter being considered at a Steering Committee meeting must:
 - as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Steering Committee; and
 - disclose the nature and extent of the interest at the next general meeting of the Association
- (8) the sub rule 7 does not apply in respect of a material personal interest
 - (a) that exists only because the member-
 - is an employee of the incorporated Association; or
 - is a member of a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (9) A member of the Steering Committee who has a material personal interest in a matter being considered at a meeting of the Steering Committee must not be present while the matter is being considered at the meeting or vote on the matter
- (10) Every disclosure made by a Steering Committee member of a material personal interest must be recorded in the minutes of the Steering Committee meeting at which the disclosure is made.

39. Use of technology to be present at Steering Committee meetings

- (1) The presence of a Steering Committee member at a Steering Committee meeting need not be by attendance in person but may be by that Steering Committee member and each other Steering Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Steering Committee meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

40. Quorum for Steering Committee meetings

- (1) Subject to rule 33(4), no business is to be conducted at a Steering Committee meeting unless a quorum is present.
- (2) Fifty (50) per cent of Steering Committee members will constitute a quorum.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Steering Committee meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If a quorum is not present within 30 minutes after the commencement time of a Steering Committee meeting held under sub rule (3)(b); and at least 2 Steering Committee members are present at the meeting, those members present are taken to constitute a quorum.

41. Voting at Steering Committee meetings

- (1) Each Steering Committee member present at a Steering Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Steering Committee members present at the Steering Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Steering Committee members present indicating their agreement or disagreement or by a show of hands, unless the Steering Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

42. Minutes of Steering Committee meetings

- (1) The Steering Committee must ensure that minutes are taken and kept of each Steering Committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the Steering Committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 38(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote;
 - (e) any disclosure of a member's material personal interest.
- (3) The minutes of a Steering Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Steering Committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Steering Committee meeting.
- (5) When the minutes of a Steering Committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

43. Subcommittees

- (1) To help the Steering Committee in the conduct of the Association's business, the Steering Committee may, in writing, appoint one or more subcommittees.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Steering Committee considers appropriate.
- (3) Subject to any directions given by the Steering Committee a subcommittee may meet and conduct business, as it considers appropriate.

44. Delegation to subcommittees

- (1) The Steering Committee may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the Steering Committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (2) A power or duty, the exercise or performance of which has been delegated to a subcommittee under this rule, may be exercised or performed by the subcommittee in accordance with the terms of the delegation.
- (3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Steering Committee specifies in the document by which the delegation is made.
- (4) The delegation does not prevent the Steering Committee from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a subcommittee, under the delegation has the same force and effect as if it had been done by the Steering Committee.
- (6) The Steering Committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS

45. Annual general meeting

- (1) The Steering Committee must determine the date, time and place of the annual general meeting.
- (2) The Steering Committee may convene the annual general meeting as a virtual general meeting, providing partners with at least 10 days to respond to the business raised
- (3) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission within 4 months after the end of the financial year.
- (4) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Steering Committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) the financial statements or the financial report, prepared in compliance with rule 55, of the Association for the preceding financial year; and
 - (iii) a copy of the report of the review or auditor's report on the financial statements or financial report; (if applicable).

- (c) to elect the office holders and other Steering Committee members of the Association;
- (d) if applicable, to appoint or remove a reviewer or auditor of the Association;
- (e) to confirm or vary the entrance fees and/or, subscriptions (if any) to be paid by partners;
- (f) any other business of which notice has been given in accordance with these rules.

46. Special general meetings

- (1) The Steering Committee may convene a special general meeting.
- (2) The Steering Committee may at any time convene a virtual general meeting, providing partners with at least 10 days to respond to the business raised;
- (3) The Steering Committee must convene a special general meeting if at least 10% of the partners require a special general meeting to be convened.
- (4) The partners requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.

The special general meeting must be convened within 28 days after notice is given under sub rule (3)

- (5) If the Steering Committee does not convene a special general meeting within that 28 day period, the partners making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the partners convening a special general meeting under sub rule (5).

47. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 49(5), the partners convening the meeting, must give to each partner —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 10 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the partners who have nominated for election to the Steering Committee under rule 29(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution; and
 - (ii) state that the resolution is intended to be proposed as a special resolution;
- (3) A reviewer or auditor of an Association (where appointed) is entitled to receive all notices of and other communications relating to any general meetings of the Association that a member is entitled to receive.

48. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

49. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the partners at the meeting must appoint a chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) Twenty (20) percent of partners personally present or deemed to be present by Rule 48 (being members entitled to vote under these rules at a general meeting) will constitute a quorum
- (5) A virtual general meeting with a response from 50% of the total number of partners shall constitute a quorum.
- (6) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the partners before the day to which the meeting is adjourned.
- (7) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (6)(b); and
 - (b) at least 2 partners are present at the meeting,those partners present are taken to constitute a quorum.

50. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the partners present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 47

51. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to sub rule (4), each partner has one vote; and
 - (b) partners shall vote in person.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the partners present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) For a person to be eligible to vote at a general meeting as a partner, the partner —
 - (a) must have been a partner at the time notice of the meeting was given under rule 49; and
 - (b) must have paid any fee or other money payable to the Association by the partner.

52. Determining whether resolution carried

- (1) Subject to sub rule (3), the chairperson of a general meeting may, by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) lost.
- (2) If the resolution is a special resolution, the declaration under sub rule (1) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other partners present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (6) A declaration under sub rule (1) or (3) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

53. Minutes of general meeting

- (1) The secretary, or a person authorised by the Steering Committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the partners attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting; and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.

- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting; or
 - (c) authority is given to the Steering Committee to review and approve.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

54. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Steering Committee may approve expenditure on behalf of the Association.
- (3) The Steering Committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Steering Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two persons, where practicable at least one of them being a Steering Committee member
- (5) All funds of the Association must be deposited into the Association's account promptly after their receipt
- (6) The Association must keep financial records that;
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (7) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

55. Financial statements and financial reports

- (1) For each financial year, the Steering Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial reporting of the Association are met.
- (2) Those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 or tier 3 associations, the preparation of the financial report; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and

- (3) Where the Association is a tier 2 or tier 3 association, or where the Members of the Association request it, an audit or review (as appropriate) of the financial report is required for presentation to the Members Meeting.

PART 8 — GENERAL MATTERS

56. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) impose restrictions on the Steering Committee's powers, including the power to dispose of the Association's assets; and
 - (b) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) At the request of a partner, the Association must make a copy of the by-laws available for inspection by the partner.

57. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 Steering Committee members; or
 - (b) one Steering Committee member and a person authorised by the Steering Committee.
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Steering Committee and in the presence of —
 - (i) 2 Steering Committee members; or
 - (ii) one Steering Committee member and a person authorised by the Steering Committee,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another Steering Committee member authorised by the Steering Committee.

58. Giving notices to partners

- A notice or other document that is to be given to a partner under these rules is taken not to have been given to the partner unless it is in writing and —
- (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by electronic transmission to an appropriate recorded electronic address of the member.

59. Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Steering Committee.
- (4) The books of the Association other than the Minute Book must be retained for at least 7 years. The Minute Books should as far as is possible, be retained as a permanent record.

60. Record of office holders

The record of Steering Committee members, Seal holders and other persons authorised to act on behalf of the Association is required to be maintained by the Act. This register must include the names and address of all these persons and must be kept in the secretary's custody or under the secretary's control.

61. Inspection of records and documents

- (1) A partner may, at any reasonable time, inspect without charge the minutes of any general meeting, the membership register, the register of office holders, the Rules and any reports presented at any general meeting.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The member may make a copy of or take an extract from a record or document referred to in sub rule (1) but does not have a right to remove the record or document for that purpose.
- (4) The member must not use or disclose information in a record or document referred to in sub rule (1) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

62. Publication by Steering Committee members prohibited

A Steering Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Steering Committee meeting unless

-
- (a) the Steering Committee member has been authorised to do so at a Steering Committee meeting; and
 - (b) the authority given to the Steering Committee member has been recorded in the minutes of the Steering Committee meeting at which it was given.

63. Distribution of surplus property on cancellation or winding up

- (1) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution of the partners to another incorporated association or associations, having objects wholly or substantially similar to the Association, and which has been endorsed by the ACNC as a Charity.
- (2) A meeting convened under this rule requires 28 days written notice
- (3) In this rule surplus property, in relation to the Association, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,but does not include books relating to the management of the Association.
- (4) The Steering Committee shall continue in office subsequent to the decision to cancel or wind up the Association for the purpose of giving effect to the efficient realisation of assets and the winding up in accordance with the provisions of the Act

64. Alteration of rules

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution approved at a members meeting of which 28 days written notice has been given.
- (2) The Association must lodge with the Commissioner, within one month, the notice of the special resolution setting out the particulars of the alteration together with a certificate given by a member of the Steering Committee certifying that the resolution was duly passed as a special resolution and that the rules so altered conform to the requirements of the Act.
- (3) The Alteration to the rules of the Association do not take effect until the approval of the Commissioner is given.