

ADRA Constitution¹

PART 1 - INTRODUCTION

1. The name of the incorporated association is: Australian Dispute Resolution Association Inc.

Objects

2. The objects of the Association are:

- 2.1 to promote alternative dispute resolution throughout Australia and overseas;
- 2.2 to co-operate with other organisations in order to achieve the objects of the Association;
- 2.3 to affiliate with other organisations in order to achieve the objects of the Association;
- 2.4 to encourage and provide for the exchange and dissemination of ideas, information and experience in alternative dispute resolution;
- 2.5 to develop and promote alternative dispute resolution standards;
- 2.6 to consider and develop national standards of alternative dispute resolution that meet the diverse needs of members;
- 2.7 to provide and support education and research in the theory and practice of alternative dispute resolution;
- 2.8 to print, publish and circulate information about alternative dispute resolution;
- 2.9 to advocate the enhancement of professional skills of mediators, conciliators, arbitrators, facilitators and other practitioners in alternative dispute resolution and of administrators of dispute resolution services;
- 2.10 to make representations in the interests of all members of the Association in all matters affecting or concerning the Association and the resolution of disputes by alternative dispute resolution;
- 2.11 to acquire by way of gift, testamentary disposition or purchase or in any other manner approved by the Board any estate or interest in any property;
- 2.12 to invest the moneys of the Association from time to time in such manner as approved by law and the Board of the Association;
- 2.13 to engage and/or employ and/or dismiss staff and/or employees on behalf of the Association;
- 2.14 to foster the continued development of its objectives on a national basis; and
- 2.15 to do all such other things as may be incidental to pursue the above objects as a non-profit Association.

Interpretations

. In this constitution:

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- 3.1 "Act" means the Associations Incorporation Act 2009, and includes the Associations Incorporation Regulations, both as amended from time to time.
- 3.2 "Alternative dispute resolution" or "ADR" means dispute resolution by a range of processes which include mediation, conciliation, facilitation, negotiation, arbitration, early neutral evaluation and

¹ As amended up to the date of approval, being 7 March 2025

dispute counselling, as well as hybrid processes such as MedArb and divorce coaching.

- 3.3 "Association" means the Australian Dispute Resolution Association Inc. ("ADRA") "Board" means the Board of Management of the Association.
- 3.4 "Board Member" means a member of the Board.
- 3.5 "Category of membership" means the various memberships of the association, being a practising member, a non-practising member, an international member, an organizational member and such other category as the Board may categorise.
- 3.6 "day" for the purpose of reckoning time means a day including Saturday, Sunday and any Public Holiday.
- 3.7 "business day" does not include Saturday, Sunday nor a Public Holiday.
- 3.8 "financial year" means the year 1 July until 30 June.
- 3.9 "general meeting" means a meeting of members held in person or by electronic means or a combination of both.
- 3.10 "Governance Manual" means the Governance Manual adopted by the Board and as amended from time to time.
- 3.11 "IT Code of Conduct" means the code of conduct for IT systems adopted by the Board and as amended from time to time.
- 3.12 "mailed" means :
 - 3.12.1 sending by pre-paid post to the address of the person; or
 - 3.12.2 sending by facsimile transmission, electronic mail or some other form of electronic transmission to an address specified by the person for giving or serving of electronic notices; or
 - 3.12.3 a combination of the two methods.
- 3.13 "member" means a member of the Association who has paid all amounts payable by the member of the Association.
- 3.14 "term" means two years.
- 3.15 "Notice" is taken, unless the contrary is proved, to have been given or served:
 - 3.15.1 in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - 3.15.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - 3.15.3 in the case of a notice given by facsimile transmission, electronic mail or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- 3.16 "Regulations" means the regulations in the Associations Incorporation Regulation 2022, as amended from time to time.
- 3.17 "Website" means ADRA's website currently hosted by Trender, as changed or added to from time to time.

3.18 "writing" includes electronic entries.

3.19 words defined in the Act have the same meaning when used in this Constitution.

PART 2 - MEMBERSHIP

Application for membership

4.1 The following people and organisations are eligible for membership of the Association:

4.1.1 people in Australia or overseas who identify or have been trained as independent dispute resolution practitioners;

4.1.2 people or organisations in Australia or overseas teaching, promoting or conducting ADR or undertaking research or education into ADR;

4.1.3 people or organisations in Australia or overseas who are employed by or are members of a firm, corporation, government department or agency which has the resolution of disputes as one of its purposes; and

4.1.4 people or organisations in Australia or overseas with a special interest in the development, promotion and use of ADR.

4.2 The Board may keep on its Website a list of organisations with whom the Association agrees to exchange information or enter into a relationship through a memorandum of understanding.

4.3 International Members and Organisational members shall have no voting rights.

4.4 Applications for membership must be made in writing and lodged with the Secretary together with payment of the annual subscription.

4.5 Applications for membership which have been received by the Secretary must be referred to the next meeting of the Board .

4.6 The Board must approve or reject applications for membership.

4.7 If the application is rejected by the Board, the applicant has the same right of appeal as a member under clause 8.

4.8 The Association in a Special General Meeting may grant Fellowship to any person who has shown exceptional achievement on the Board in the development and objectives of ADRA, and service in the dispute resolution industry. Upon such grant, the Fellow shall have all privileges accorded to ordinary membership of ADRA, except that the Fellow shall have no obligation to pay any annual subscription fee or any fee to attend ADRA events.

4.9 The Association in a Special General Meeting may grant Life Membership to any person who has made exceptional and outstanding contribution to the development and objectives of ADRA. Upon such grant, the Life Member shall have all privileges accorded to ordinary membership of ADRA, except that the Life Member shall have no obligation to pay any annual subscription fee or any fee to attend ADRA events.

4.10 The Association in a Special General Meeting may grant Distinguished Membership to any person who has attained distinguished service on the Board. Upon such grant the Distinguished Member shall have all privileges accorded to ordinary membership of ADRA, except that the Distinguished Member shall have no obligation to pay any annual subscription fee.

4.11 The Association in a Special General Meeting may grant Affiliated Membership to any

person for their recognition of the significance of dispute resolution to their own industry. Upon such grant, the Affiliated Member shall have all privileges accorded to ordinary membership of ADRA, except that the Affiliated Member shall have no obligation to pay any annual subscription fee and has no right to vote at any general meeting or to hold office.

Annual subscription

- 5.1 Any changes in the annual subscription fee for each category of membership, the accreditation fee or other fee must be as approved by the Annual General Meeting for the following year.
- 5.2 All such fees are payable within 30 days of the calling for payment of the same. .

Members' liabilities

- 6 The liability of a member to contribute towards payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of fees due and payable to the Association.

Register of members

- 7.1 The Secretary must establish and maintain a register of members recording in the Website the full name and address of each member together with the date on which the person or organisation became a member. The register shall be managed by the Membership Officer by delegation.
- 7.2 The register of members must be available for inspection, free of charge, by any member.

Cessation of membership

- 8.1 Membership rights, privileges and obligations lapse when:
 - 8.1.1 a member fails to pay the annual membership fee after 60 days of the due date; or
 - 8.1.2 a member lodges a written resignation with the Secretary; or
 - 8.1.3 the Board suspends or expels a member.
- 8.2 A member may resign from membership of the Association by giving written notice to the Secretary. The resignation takes effect upon receipt by the Secretary.
- 8.3 The Board may resolve to suspend or expel a member from the Association:
 - 8.3.1 if that member has persistently refused or neglected to comply with a provision or provisions of the Act, this Constitution, the Governance Manual or the IT Code of Conduct; or
 - 8.3.2 if that member has acted in a manner prejudicial to the interests of the Association; or
 - 8.3.3 for any other proper cause.
- 8.4 Before the Board passes a resolution under clause 8.3, the Secretary must within 7 days cause a notice in writing to be forwarded to the member stating:
 - 8.4.1 the matters which may lead the Board to consider suspension or expulsion; and
 - 8.4.2 that the member may address the Board at its next meeting and/or that the member may give to the Board before the date of that meeting a written statement seeking that the Board not proceed to resolve to suspend or expel that member and the grounds for this request; and
 - 8.4.3 the date, place and time of the meeting.
- 8.5 A Board meeting held in accordance with clause 8.4.2 must be held not earlier than 14 and not later than 28 days after the service of notice on the member.

- 8.6 At a meeting of the Board called in accordance with clauses 8.4 and 8.5, the Board must:
 - 8.6.1 give the member an opportunity to be heard; and
 - 8.6.2 give consideration to any written statement submitted by the member; and
 - 8.6.3 if the member nominates and agrees to participate in an ADR process with the Board, adjourn the meeting for one month to allow the issue to be resolved by an ADR process; or
 - 8.6.4 by resolution determine whether to suspend or expel the member.
- 8.7 A member may appeal to the Association in a Special General Meeting against a resolution of the Board under clause 8.6, by lodging a written notice to that effect with the Secretary within 14 days of the date of the resolution.
- 8.8 On receipt of a notice under clause 8.7 the Secretary must convene a Special General Meeting to be held with 21 days of the date the Secretary received the notice.
- 8.9 At a special General Meeting convened to discuss the suspension or expulsion:
 - 8.9.1 no business other than the question of the appeal may be transacted; and
 - 8.9.2 a Board Member on behalf of the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - 8.9.3 the members present are to vote by secret ballot on the question whether the resolution be confirmed or revoked.
- 8.10 If at the Special General Meeting, a majority of the members present vote in favour of the confirmation of the Board's resolution, the resolution is confirmed; and, in any other case, the resolution is revoked.
- 8.11 If a member ceases to be a member, the Secretary must record in the register of members the date on which the member ceased to be a member.

PART 3 - GENERAL MEETINGS

Annual General Meeting

- 9.1 The Secretary must convene an Annual General meeting of the Association on or before 31 August in each calendar year.
- 9.2 A notice of the Annual General Meeting must be mailed to the last known address of members or otherwise delivered to members at least 14 days before the date of the meeting. The notice must set out the place, date and time of the meeting, any electronic link to the meeting and the business to be transacted at the meeting.
- 9.3 The business of the Annual General Meeting is:
 - 9.3.1 to confirm the minutes of the preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - 9.3J to receive reports from the Board and/or its Officer Bearers on the activities of the Association during the preceding financial year;
 - 9.3.3 to elect, or confirm the election of, the Board Members;
 - 9.3.4 to receive and consider the statement of accounts provided for in section 47 of the Act and Regulation 14 being the annual summary of financial affairs — Tier 2 (Form A12-T2) for the preceding financial year which summary should be lodged within 1 month of the Annual General Meeting and no later than 30 September after the end of the association's financial year;

9.3.5 to determine any proposed changes to the annual membership fee of each category of membership or any other fees for the next financial year; and

9.3.6 to transact other business of which notice has been given in accordance with clause 9.2 or 11.

Special General Meetings

- 10.1 All general meetings of the Association, other than the Annual General Meeting, must be called Special General Meetings.
- 10.2 The Board may at any time require the Secretary to convene a Special General Meeting in the same manner as required by clause 9.2, except that where a special resolution is being placed before the members, 21 days' notice is required..
- 10.3.1 At the request in writing of at least 10 members of the Association, the Board must resolve to convene a Special General Meeting.
- 10.3.2 A request for a Special General Meeting must state the purpose of the meeting, be signed by the members making the request and be lodged with the Secretary.
- 10.3.3 If the Board fails to resolve to convene a Special General Meeting within one month after the date on which the request is lodged with the Secretary, any one or more of the members which made the request may convene a Special General Meeting to be held not later than 3 months after that date. Such a Special General Meeting must be convened and conducted in the same manner as Special General Meetings convened by the Board in accordance with these rules.

Business at the Annual General Meeting or at a Special General Meeting

- 11.1 A member wishing to bring any business before an Annual General Meeting or a Special General Meeting may give notice in writing of such business to the Secretary three business days before the issue of the notice of such meeting. The Secretary must include that business in the notice calling the next Annual General Meeting or Special General Meeting.
- 11.2 O t h e r w i s e , business other than that set out in the notice must not be dealt with unless:
 - 11.2.1 notice in writing of the business has been lodged with the Secretary at least 3 days before the scheduled meeting; and
 - 11.2.2 a majority of members present vote at the meeting to deal with the business.
- 11.3 Business not dealt with at a meeting may be deferred to the next Annual General Meeting or Special General Meeting.

Proceedings at an Annual General Meeting and at Special General Meetings

- 12.1 No business shall be dealt with at an Annual General Meeting or a Special General Meeting unless there is a quorum of 10 members entitled to vote attending in person, electronically and/or by proxy.
- 12.2 The President or a Co-President or the Vice President or a Board member nominated by the President or a Co-President must chair the Annual General Meeting and Special General Meetings.
- 12.3 , Each member [is entitled to one vote. Ordinary Resolutions must be carried by a majority of the voting members. Special Resolutions must be carried by seventy five per cent of the voting members present at the meeting.
- 12.4 Any ballot shall be conducted in the manner required by Schedule 2 of the Regulations.

- 12.5 A declaration from the chair shall be conclusive that a resolution has been passed unless any member calls for a poll. When a poll is called, the number of votes in favour and against the resolution will be recorded and announced by the Secretary..
- 12.6 Minutes of the proceedings of an Annual General Meeting or Special General Meeting must be recorded by the Secretary and posted on the Website.

Appointment of proxies

- 13.1 Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours **before the time** of the meeting in respect of which the proxy is appointed.
- 13.2 With the exception of the President, Co-President or Vice President, no member shall hold more than one proxy.
- 13.3 The notice appointing the proxy is to be in the form set out in Governance Manual.

Election of board members

- 14.1 Members may participate in the election of the Board Members by voting in person or electronically or lodging a postal vote.
- 14.2 The election of the Board must be conducted by a returning officer appointed by the Board who shall not be a Board Member, whose decisions shall, subject to the Act and the law, be final.
- 14.3 Not less than two months prior to the Annual General Meeting each year, the Secretary must call for nomination for election to the Board by notice in writing to members.
- 14.4 When calling for nominations, the Secretary must specify in accordance with the Governance Manual:
 - 14.4.1 the form which the nomination must take, the information to be included and how the nominations are to be made; and
 - 14.4.2 the date by which the nominations must be received by the Secretary; and
 - 14.4.3 the manner and address of the Returning Officer to which nominations must be sent.
- 14.5 Where nominations do not exceed 12 members, their election shall be confirmed at the Annual General Meeting.
- 14.6 Where nominations exceed 12 members, a ballot shall be held at least three days before the Annual General Meeting.
- 14.7 Where Clause 14.6 applies, not less than 21 days prior to the Annual General Meeting, the Secretary must send to each member a ballot paper containing the names of those persons who have been validly nominated together with:
 - 14.7.1 such explanatory information as is necessary to assist the members to complete the ballot paper; and
 - 14.7.2 any candidate profiles which are received by the Secretary three business days prior to posting the ballot papers (such candidate profiles to be limited to 300 words); and
 - 14.7.3 notification of the date by which ballot papers must be returned to the returning officer; and
 - 14.7.4 such other documentation as the returning officer may determine.
- 14.8 An election of the Board shall not be invalidated as a result of any member not receiving a notice calling for nominations or a ballot paper.

14.9 The results of the election must be declared by the returning officer at the Annual General Meeting.

PART 4 - BOARD OF MANAGEMENT

Board of management

15.1 The affairs of the Association must be managed by a Board of not less than 6 and not more than 12 Board Members elected as in clause 14.

15.2 [DELETED]

15.2.1 At its first Board meeting after each Annual General Meeting, the Board must elect from amongst the Board Members, office-bearers including a President or Co-Presidents, Vice President, Secretary, and Treasurer. In addition, the Board may appoint an Accreditation Officer, Membership Officer and any such other officers with such role and responsibilities as the Board decides from time to time.

15.2.2 All office-bearers hold office until the conclusion of the Annual General Meeting following the date of the Board Member's election.

15.2.3 No person shall be President for more than 2 consecutive terms.

15.4 All Board Members share responsibility for ensuring that the interests of the Association are promoted and its business carried out.

15.5 Any office-bearer of the Board may delegate to another Board Member any of that office-bearer's responsibilities with the prior approval of the Board.

15.6 The Board Members must comply with their duties as members of the Board of Management under legislation and common law (judge-made law), which are:

- (a) to exercise their powers and discharge their duties with the degree of due care and diligence that a reasonable individual would exercise if they were a member of a board of management of an association;
- (b) to act in good faith in the best interests of the Association and to further the purposes of the Association;
- (c) to comply with and follow the Governance Manual and the IT Code of Conduct;
- (d) not to misuse their position as a Board Member;
- (e) not to misuse information they gain in their role as a Board Member;
- (f) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 16;
- (g) to ensure that the financial affairs of the association are managed responsibly, and
- (h) not to allow the association to operate while it is insolvent.

Disclosure

16.1 A Board Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board or sub-committee (or that is proposed in a circular resolution);

- (i) to the other Board Members; or
- (ii) if all of the Board Members have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

16.2 The disclosure of a conflict of interest by a Board Member must be recorded in the minutes of the meeting.

16.3 Each Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board or a sub-committee (or that is proposed in a circular resolution) must not vote on the matter.

President

17 The President, a Co-President (or the Vice President where the President, or Co-Presidents are, unavailable) has responsibility for:

17.1 chairing the Annual General Meeting and any Special General Meetings of the Association;

and

17.2 representing the Association on other bodies; and

17.3 speaking on behalf of the Association; and

17.4 presiding at meetings of the Board.

Secretary

18 The Secretary has responsibility for:

18.1 maintaining the register of members and of Board Members;

18.2 notifying members of the Annual General Meeting and Special General Meetings of the Association; and

18.3 recording the names of Board Members present at a Board meeting; and

18.4 recording the names of members present at the Annual General Meeting and Special General Meetings; and

18.5 tasks as set out in clause 14; and

18.6 recording meeting procedures and resolutions.

Treasurer

19 The Treasurer has responsibility for:

19.1 ensuring all moneys due to the Association are received, collected and banked; and

19.2 ensuring all payments authorised by the Board are made; and

19.3 ensuring correct accounts and books are kept showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and

19.4 ensuring there are mechanism in place for the calling for payment of annual subscriptions and regularly advising the Board and the Membership Officer of the names of people or organisations who have failed to pay the annual subscription; and

19.5 keeping available for inspection the said accounts and books of the Association and

19.6 reporting to the Board of receipts, payments and bank balance changes since the prior Board meeting. and

19.7 reporting to the annual general meeting the report of total receipts and payments for the previous year and the Associations balance sheet in the form required by the Act.

Accreditation Officer

20 The Accreditation Officer has responsibility for:

20.1 receiving and approving applications for accreditation or re-accreditation in accordance with the Australian Mediator and Dispute Resolution Accreditation Standards (AMDRAS); and

20.2 recording such approvals on the AMDRAS register of ADRA Accredited Mediators or seeking

the transfer of an Accredited Mediator from another Recognised Accreditation Provider (RAP) to ADRA; and

20.3 referring to the Board applications for accreditation of an Advanced or Leading Mediator; and

20.4 communicating Board recommendations of accreditation of an Advanced or Leading Mediator to the AMDRAS Board.

Membership Officer

21 The Membership Officer has responsibility for:

21.1 receiving applications for membership from new members or renewing members; and

21.2 advising the Board of the names of new members, renewing members and those failing to renew membership; and

21.3 contacting all non-renewing members to encourage renewal or failing that, confirming their non-renewal of membership and AMDRAS accreditation (if any), and advising the Board and Accreditation Officer accordingly.

Casual vacancies of Board Members

22.1 The Board may co-opt a member to fill a casual vacancy on the Board or provided the number of Board Members will not exceed 12, as an additional Board Member. The Board may elect from amongst the Board Members, a person to fill a casual vacancy amongst the office-bearers.

22.2 A casual vacancy in the office of a Board Member or office-bearer occurs if the member:

22.2.1 dies; or

22.2.2 ceases to be eligible to be a member; or

22.2.3 ceases to be a member; or

22.2.4 resigns office by notice in writing given to the Secretary; or

22.2.5 becomes a mentally incapacitated person; or

22.2.6 is absent without the consent of the President from three meetings per financial year without apology or reason accepted by the Board.

22.3 If the number of directors is reduced to fewer than four, the continuing directors may act for the purpose of increasing the number of directors to six or of calling a special general meeting, but for no other purpose.

Meetings of the Board

23.1 The Board must meet at least 4 times per year. Board Members must attend Meetings of the Board present in person and/or by electronic means.

23.2 A quorum for a Board meeting must be four persons present in person or electronically.

23.3 All meetings of the Board must be open to all members. Proceedings concerning membership and staffing of the Association may be held in camera at the discretion of the Board (by majority) or, subject to the approval of the Board, by request of the member or staff whose

interests are involved.

23.4. Between Board meetings, special board meetings may be called by the President or a Co-President at short notice in order to deal with an urgent matter that cannot be dealt with satisfactorily by Clause 23.5.

23.5 Between Board meetings, a written resolution approved by a majority of Board Members will be taken as a resolution passed at a Board meeting,

Sub-Committees

24.1 The Board may establish sub-committees and co-opt members on to sub-committees. Members of sub-committees need not be Board Members.

24.2 The Board may delegate tasks to sub-committees. The Board must record the tasks to be undertaken and the date by which the sub-committee will report to the Board.

24.3 Sub-committees must include at least one Board member.

24.4 A permanent sub-committee shall be the Governance Committee comprised of the President or Co-presidents, the Vice President, the Secretary and the Treasurer.

24.5 The Governance Sub-committee has the responsibility for:

24.5.1 ensuring compliance with this Constitution ; and

24.5.2 maintaining, reviewing and changing from time to time the Governance Manual and the IT Code of Conduct; and

24.5.3 for the proper running of the Association between Board meetings. All deliberations and recommendations of the Governance Sub-committee shall be reported to the next Board meeting following any deliberations or recommendations by the sub-committee.

PART 5 - DISPUTE RESOLUTION

25 If a dispute arises between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Board or a Board Member, neither party may commence any court or arbitration proceedings relating to the dispute unless they have complied with this clause, except where they seek urgent interlocutory relief.

25.1 The party claiming that a dispute has arisen, must give written notice to the other party specifying the nature of the dispute.

25.2 On receipt of the notice referred to in clause 24.1 by that party, both parties must, through their best effects, endeavor to:

25.2.1 resolve the dispute expeditiously using informal dispute resolution techniques; or

25.2.2 agree on the following to resolve the dispute:

- A. a process to resolve all or at least part of the dispute without arbitration or court proceedings (for instance, by mediation, conciliation, executive appraisal or independent expert determination);
- B. the selection and payment of any third party to be engaged by the parties involved in the dispute and the involvement of any dispute resolution organisation in the process;
- C. any procedural rules;
- D. the timetable, including any exchange of relevant information and documents; and
- E. the place where any meetings will be held.

25.3 If the parties do not resolve the dispute under clause 25.2.1 or agree on the matters set out in

clause 25.2.2 within 14 days of receipt of the notice, or such further period as agreed in writing by them, the parties must mediate the dispute in accordance with the mediation rules of the Law Society of New South Wales.

25.4 The president of the Law Society of New South Wales or nominee will select the mediator and determine the mediator's remuneration.

25.5 Any settlement or resolution reached under clauses 24 or 25 is binding on the parties.

25.6 The costs of the mediation will be borne equally by the parties.

25.7 If, within 4 weeks of reference to a mediator, any part of the dispute remains unresolved or the mediation referred to above is not completed, then either party may commence any court or arbitration proceedings relating to the dispute as they see fit.

PART 6 - MISCELLANEOUS

Alteration of the Constitution

26. This Constitution may only be altered in accordance with the Act and by Special Resolution passed at a Special General Meeting called on 21 days' notice.

Funds

27.1 The funds of the Association are to be derived from annual membership subscriptions, AMDRAS accreditation fees, activities of the Association and such other sources as the Board determines.

27.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and credit cards must be signed or authorised by a member of the Board, being either the President, a Co-President or the Treasurer, being for an amount not exceeding the amount approved by the Board from time to time

27.3 The Board shall approve all major expenditures of the Association.

27.4 The Board may approve use by the President or a Co-President of a credit card linked to the Association's bank account for payment of expenditures below a limit set by the Board. All such use shall be reported to the next Board meeting.

Execution of Documents

28.1 Subject to clause 27.2, the Association may execute a document without using a common seal if the document is signed by 2 of its Board Members, one of whom shall be the President, a Co-President or a Vice President. This does not apply to invoices or receipts which, if issued electronically, will not require a signature.

28.2 All such documents shall be available for inspection by members through listing of such documents on ADRA's Website shortly after signing.

Insurance

29 The association may take out and maintain insurance as appropriate for the association's assets and liabilities and including public liability and directors' insurance for the liability of Board members and office holders

Records

30.1 Except as otherwise provided by these rules, the Secretary must ensure that or her possession or control all records, books and other documents relating to the Association are held securely via ADRA's website.

30.2 The records, books and other documents of the Association must be available for inspection, free of charge, by any member through its website.

Non-profit status

- 31.1 Subject to the Act and the Regulation, the Association must not conduct the Association's affairs in a way that provides a pecuniary gain for a member of the Association.
- 31.2 For the purposes of clause 31.1, the Association does not provide [pecuniary gain](#) for its members merely because of any of the following--
- (a) the Association itself makes a [pecuniary gain](#), unless that gain or any part of it is divided among or received by the Association's members or any of them,
 - (b) the Association is established for the protection of a profession or calling of dispute resolution in which the Association's members are engaged or interested, but the Association itself does not engage or take part in, or in any part or branch of, any such profession or calling,
 - (c) members of the Association derive [pecuniary gain](#) through the enjoyment of facilities or services provided by the Association for social, recreational, educational or other like purposes,
 - (d) members of the Association derive [pecuniary gain](#) from the Association by way of bona fide payment of remuneration,
 - (e) members of the Association derive [pecuniary gain](#) from the Association of a kind which they could also derive if they were not members of the Association.
- 31.3 Notwithstanding the above, no member shall profit from use of ADRA's intellectual property, including its Website and its electronic mailing list.

Winding up

- 32 In the event of the Association being wound up, the assets and funds of the Association shall be transferred to other organisations having similar objects to the Association as determined by resolution of a Special General Meeting.