

Student Accommodation Association Incorporated (SAA)

RULES

As at 3 August 2026

MinterEllison

Rules of Student Accommodation Association Incorporated (SAA)

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Rules of Student Accommodation Association Incorporated (SAA)

1. Background

The name of the incorporated association is Student Accommodation Association Incorporated (**Association**).

2. Defined terms

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985* (as amended).

Annual General Meeting means an annual general meeting of members of the Association convened in accordance with these Rules.

Commission has the same meaning as in the Act.

Committee means the committee of management, as constituted from time to time, of the Association.

Committee Meeting means a valid meeting of the Committee.

Entity has the meaning given by s 64A of the *Corporations Act 2001* (Cth).

Meeting means a general meeting of members of the Association convened in accordance with these Rules.

Member means a member of the Association.

Membership Period means, in relation to a Member, the period from the date that Member becomes a Member until the end of that financial year and thereafter, each financial year, or part thereof, that the Member remains a Member.

Month means a calendar month.

Ordinary Resolution means:

- (a) in the case of a resolution of Members – a resolution passed by a simple majority at a general meeting; and
- (b) in the case of a resolution of the Committee – a resolution passed at a duly convened meeting of the Committee by not less than 50% of such Members of the Committee as are eligible to do so.

Regional Representative means a person appointed, from time to time, by the Committee to represent a Region on the Committee.

Region means any one of the states and any one of the territories of Australia, or any grouping of any two or more of them as determined from time to time by the Committee.

Representative means a person appointed, from time to time, by a Member to be that Member's representative.

Rules, means these rules, as amended from time to time.

Deleted: Regulations means the *Associations Incorporation Regulations 2008* (SA).

Special Resolution means:

- (a) in the case of a resolution of Members – as defined in the Act; and
- (b) in the case of a resolution of the Committee – a resolution passed at a duly convened meeting of the Committee by not less than 75% of such members of the Committee as are eligible to do so.

Words and expressions defined in the Act have the same meaning when used in these Rules as they do in the Act.

3. Objects and purposes

The objects and purposes of the Association are:

- (a) to promote the interests of students of educational institutions;
- (b) to promote the value of accommodation which is provided for the exclusive use of students to support and enhance the education experience;
- (c) to establish and maintain a profile within the commercial, government and education sectors as being a creditable body of engaged industry participants who may serve to inform policy and planning pertaining to the assessment and development of accommodation which is provided for the exclusive use of students; and
- (d) to represent operators of student accommodation.

4. Powers

4.1 Powers - general

Subject to Rule 4.2, the Association will have all the powers conferred from time to time by section 25 of the Act which will include the power to:

- (a) hold any real or personal property;
- (b) administer any property on trust;
- (c) open and operate bank accounts;
- (d) invest its moneys:
 - (i) in any security in which trust moneys may, by Act of Parliament, be vested;
or
 - (ii) in any other manner authorised by these Rules;
- (e) borrow money upon terms and conditions as the Association thinks fit subject to the limits set out in Rule 4.2(d) below;
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

4.2 Limit to power

The Association must not on any occasion:

- (a) acquire, deal with or dispose of any interest in real property;
- (b) give security or create any encumbrance over all or any part of its property;
- (c) give any guarantee or indemnity;
- (d) borrow money in excess of \$50,000 or have a credit card limit in excess of \$25,000; or
- (e) enter into any contractual agreement with any party exceeding 5 years or where the cumulative liability under such agreements will exceed \$100,000.

5. Membership

5.1 Classes of membership

- (a) Membership of the Association will be divided into the following classes:
 - (i) executive Members, being those Members entitled to vote at Meetings;
 - (ii) non-executive Members who have restricted rights and are not entitled to vote at Meetings; and
 - (iii) individual Members who have restricted rights and are not entitled to vote at Meetings.
- (b) The Committee may, from time to time, determine the maximum number of persons to be admitted to membership in each or any of the categories of membership.

5.2 Nominated representative

- (a) Subject to Rules 5.2(b) – 5.2(c), an executive Member must appoint one Representative to represent it at all Meetings of the Association. That Representative will be appointed by the Member by a resolution of its board or by a duly authorised officer of the Member in writing.
- (b) A person is not eligible to be appointed as a Representative unless that person is an employee of the Member Entity they represent (or is otherwise, in the Committee's opinion (acting reasonably) closely connected with that Member Entity) and has, in the Committee's opinion (acting reasonably), sufficient experience in and knowledge of the matters outlined in Rule 3.
- (c) Where an executive Member has multiple employees that are valid Members of the Association, should one of the individual Members hold a Regional Representative or Committee position, then that Member must be appointed by the executive Member to be that Member's Representative.
- (d) An executive Member must immediately notify the Committee if it changes its Representative.

5.3 Eligibility for membership

- (a) Any Entity or individual that supports the objects of the Association and agrees to be bound by these Rules is eligible to become a Member. To become a Member, an Entity or individual may apply for an applicable type of membership of the Association outlined in Rule 5.1(a), and must be proposed by one Member and seconded by another Member.

- (b) The application for membership will be made in writing, signed by the applicant and the proposer and seconder, and will be in such form as the Committee prescribes from time to time.
- (c) The Committee has absolute discretion whether or not to accept an application for membership by an Entity or an individual.
- (d) Upon acceptance of the application by the Committee and upon payment of the first annual subscription (if any) the applicant will become a Member of the Association.
- (e) An Entity is eligible to be an executive Member if, at the time of applying for membership and subject to satisfaction of Rules 5.3(a) – 5.3(d) it:
 - (i) is a company or institution that operates or manages a minimum of fifty student places (as defined, from time to time, by the Committee) in a portfolio or a stand-alone purpose built facility which provides accommodation for the exclusive use of students, and can demonstrate that it has done so for a minimum period of 24 Months; or
 - (ii) is an educational institution that facilitates the provision of accommodation with an internal advertising system that is actively monitored and maintained by that institution; or
 - (iii) satisfies the membership criteria set out in Schedule 1.
- (f) Subject to Rules 5.3(a) - 5.3(d), an Entity is eligible to be a non-executive Member if it is a company, organisation or institution that advises or supports students with regard to accommodation related matters as part of its standard daily procedure.
- (g) Subject to Rules 5.3(a) - 5.3(d), an individual over the age of eighteen (18) years is eligible to be an individual Member. An individual is not eligible to be an executive Member.
- (h) Schedule 1 may be varied by Special Resolution of Members from time to time.

5.4 Subscriptions

- (a) The subscription fees for each class of membership outlined in Rule 5.1(a) for a Membership Period will be such sums (if any) as determined from time to time by the Committee.
- (b) Until the fee for each class of membership is varied by a determination made pursuant to Rule 5.4(a), the fee for each class of Member for a Membership Period (adjusted pro rata by day if that Member does not join on 1st July in any financial year) is as set out in Schedule 2.
- (c) Subscription fees are payable annually on 1 July or at such other time as determined by the Committee from time to time.
- (d) Any Member whose subscription is outstanding for more than three Months after the due date for payment will cease to be a Member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- (e) A Member may not transfer its membership or any right, privilege or obligation attached to its membership to another person or Entity and such rights, privileges or obligations cease upon termination of membership.

5.5 Voting rights

Only executive Members are entitled to vote at Meetings of the Association.

5.6 Resignation

A Member may resign from membership of the Association by giving written notice addressed to the Secretary or Public Officer of the Association. Any Member so resigning will be liable for any outstanding subscriptions which may be recovered from that Member as a debt due to the Association.

5.7 Expulsion of a Member

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- (b) Particulars of the charge will be communicated to the Member at least one Month before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee will be communicated to the Member, and in the event of an adverse determination the Member will, subject to Rule 5.7(d), cease to be a Member 14 days after the Committee has communicated its determination to him or her.
- (d) A Member may appeal to the Association in general Meeting against the expulsion. The intention to appeal will be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the Member.
- (e) In the event of an appeal under Rule 5.7(d) the appellant's membership of the Association must not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Association in general Meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general Meeting at which the determination of the Committee is upheld.
- (f) Upon ceasing to be a Member, that former Member must immediately cease using any of the Association's brand, services and systems.
- (g) Where the Committee is considering the expulsion of a Member under this Rule 5.7, and that Member or the Representative of that Member is a member of the Committee (**Conflicted Committee Member**), the Conflicted Committee Member must:
 - (i) disclose that interest to the Committee;
 - (ii) comply with any applicable Committee policy; and
 - (iii) not vote with respect to that matter.

5.8 Register of Members

A register of Members must be kept and contain:

- (a) the name, address, phone number and email address of each Member;
- (b) the date on which each Member was admitted to the Association; and
- (c) if applicable, the date and reason/s for termination of membership.

6. The Committee

6.1 Powers and duties

- (a) The affairs of the Association will be managed and controlled exclusively by the Committee which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in general Meeting.
- (b) The Committee has the management and control of the funds and other property of the Association.
- (c) The Committee will have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- (d) The Committee will have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act, and may delegate any of its powers to such officers and employees.
- (e) Notice of appointment and any change in the identity or address of the Public officer are to be lodged within one Month after the change with the Commission.

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6.2 Composition, nomination and election

- (a) The Committee will be comprised of a President, Vice President, Secretary, Treasurer and up to four Committee members, and will, unless the Committee otherwise agrees, include up to 7 Regional Representatives.
- (b) The Committee will appoint (and by Ordinary Resolution if there is more than one candidate for an office) from among its members a President, Vice President, Secretary and Treasurer and may, by Ordinary Resolution, remove any such persons from office with or without notice. A person may not be appointed under this Rule 6.2(b) without that person's prior written consent.
- (c) On incorporation of the Association, the initial Committee will be:
 - (i) Rebecca Bendall (President/*Regional Representative*)
 - (ii) Paul Reynolds (Vice President/*Regional Representative*)
 - (iii) James Atkinson (Treasurer/*Regional Representative*)
 - (iv) Lenny Eilers (Secretary/*Regional Representative*)
 - (v) Rosemary Brooks (Committee member/*Regional Representative*)
 - (vi) Geoffrey Denison (Committee member/*Regional Representative*)
 - (vii) Melissa Tracey (Committee member/*Regional Representative*)
 - (viii) [Unfilled] (Committee member/*Regional Representative*)each of whom will hold office until the first Committee Meeting held after the commencement of the financial year ending 30 June 2019, at which meeting each Committee member will be eligible for re-election.
- (d) All Committee positions are subject to re-election by Ordinary Resolution of Committee members in accordance with this Rule 6.

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- (e) A retiring Committee member will be eligible to stand for re-election without nomination. No other person will be eligible to stand for election unless:
- (i) they are eligible under Rule 6.2(f); and
 - (ii) a Member has nominated that person at least 28 days before the meeting of the Committee, by delivering the nomination of that person to the Secretary of the Association. The nomination must be signed by the proposer and by the nominee.
- (f) A person is eligible to be elected as a member of the Committee if, at the time of nomination that person is 18 years or over and is a Representative of, or an individual Member nominated by, an executive Member of the Association.
- (g) Notice of all persons seeking election to the Committee must be given to all members of the Committee with the notice calling the meeting at which the election is to take place.
- (h) When considering nominations to be elected as a member of the Committee, the Committee must have reasonable regard to:
- (i) ensuring that there is appropriate representation from the different executive membership categories (as set out in Schedule 1);
 - (ii) ensuring that the Regions are appropriately represented by Regional Representatives;
 - (iii) bringing about a blend of accounting, business, entrepreneurial, industry, legal, risk management skills and any other skills identified by the Committee as appropriate, of the members of the Committee;
 - (iv) general principles of good corporate governance; and
 - (v) the objects of the Association.
- (i) Commencing from the first anniversary of incorporation, at the first Committee Meeting held after the commencement of the financial year:
- (i) all of the Committee members other than the Regional Representatives will retire, but will be eligible for re-appointment, for a maximum of 9 consecutive terms of 1 year each; and
 - (ii) one third of the Regional Representatives, being the longest serving Regional Representatives, will retire, but will be eligible for re-appointment, for a maximum of 3 consecutive terms of 3 years each. If more than one third of the Regional Representatives have had an equal period of service, the Regional Representatives retiring will be determined by lot.
- (j) In the event of a casual vacancy on the Committee, the remaining Committee members may appoint a replacement who will hold office until the date at which his or her predecessor would have been required to retire but who will at such date be eligible for re-appointment.
- (k) No Member of the Association may have more than 1 Representative on the Committee (including any Representative that the Committee, in its absolute discretion, determines to be affiliated with the Member).
- (l) All Committee members are subject to removal by Special Resolution of Members in general Meeting, including a Meeting convened in accordance with Rule 10.2.

- (m) If the number of Committee members falls below four, the remaining Committee members may only act for the purpose of filling vacancies on the Committee in accordance with these Rules.

6.3 Duties of office bearers

- (a) The President will:
 - (i) be the official head and spokesperson of the Association;
 - (ii) preside at all meetings of the Committee and Meetings of the Association; and
 - (iii) call meetings of the Committee.
- (b) The Vice President will occupy the position of President and perform such duties having the same authority as the President if for any reason the President is unable to perform his or her duties.
- (c) The Secretary will:
 - (i) be responsible (but not exclusively) for all general correspondence to and from the Association;
 - (ii) manage the register of Members;
 - (iii) maintain an adequate correspondence file and a register of contracts entered into by the Association;
 - (iv) bring relevant correspondence before the Committee for consideration; and
 - (v) outsource some or all of his or her administrative functions on such terms as approved from time to time by the Committee.
- (d) The Treasurer will:
 - (i) attend to the opening and operations of the Association's bank account or accounts and to the banking of the Association's income and record financial transactions in the Association's books and records;
 - (ii) provide regular financial reports to the Committee; and
 - (iii) prepare the Association's financial reports and statements for consideration and adoption by the Committee before they are presented to Members.

6.4 Disqualification of Committee members

The office of Committee member will become vacant if a Committee member:

- (a) ceases to be a Representative of an executive Member of the Association;
- (b) is disqualified by the Act;
- (c) is expelled under these Rules;
- (d) is permanently incapacitated by ill health;
- (e) is absent without apology or leave of absence for more than three consecutive Committee meetings, or more than three Committee meetings in a financial year; or
- (f) resigns his or her office by written notice to the President;

6.5 Proceedings of Committee

- (a) The Committee will meet together at such times and in such manner as will be determined by the Committee from time to time.
- ~~(b) The Committee must meet at least 4 times in each 12-month period.~~
- ~~(c) The Secretary (or the person calling the meeting) must give Committee members at least 7 days' written notice of a meeting, unless the Committee agrees otherwise.~~
- (d) A Committee member may attend a meeting through technology (such as phone or video conferencing) so long as that technology allows each member to clearly and simultaneously communicate with each other Committee member present at the meeting. A Committee member participating in a meeting by technology is taken to be present at the meeting.
- (e) Questions arising at any meeting will be decided by a majority of votes, and in the event of equality of votes the President will have a casting vote in addition to a deliberative vote.
- (f) A quorum for a meeting of the Committee will be four members or such greater number as the Committee may from time to time determine.
- (g) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose that interest to the Committee as required by s 31 of the Act and must not vote with respect to that contract.
- ~~(h) The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members. If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by the requisite majority of Committee members (being not less than 50% for an Ordinary Resolution, or not less than 75% for a Special Resolution) is taken to be a decision of the Committee made at a meeting of the Committee.~~

6.6 Regional Committees

The Committee may, in its absolute discretion, establish and disband Regional Committees at such times and from time to time and in such manner as it considers fit, each of which will:

- (a) have a maximum of 8 members; and
- (b) be chaired by the applicable Regional Representative or by a person approved, from time to time, by the Committee.

7. Borrowing powers

- (a) Subject to this Rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Association.
- (b) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

Deleted: A resolution in writing signed by all the Committee members will be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted and may be comprised of one or more like documents.

8. Rules

- (a) These Rules may be altered (including an alteration to the Association's name) by Special Resolution of the Members of the Association. This includes recession or replacement by substitute rules.
- (b) The alteration will be registered with ~~the Commission~~, as required by the Act.
- (c) The registered Rules will bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Deleted: CBS, Corporate Affairs Commission

9. The seal

- (a) The Association will have a common seal upon which its corporate name will appear in legible characters.
- (b) In addition to the way the Association may enter into a contract in the manner specified in the Act, the Association may execute a document by affixing its seal to the document.
- (c) The seal will not be used without the express authorisation of the Committee, and every use of the seal will be recorded in the minute book of the Association.
- (d) The affixing of the seal will be witnessed by at least two office bearers.
- (e) The seal will be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

10. Meetings

10.1 Annual General Meetings

- (a) If required to do so under the Act, the Committee will call an Annual General Meeting in accordance with the Act and these Rules.
- (b) If required to do so under the Act, the first Annual General Meeting will be held within eighteen Months after the incorporation of the Association, and thereafter within five Months after the end of its financial year.
- (c) In the case of an Annual General Meeting, the order of the business at the Meeting will be:
 - (i) confirmation of the minutes of the previous Annual General Meeting;
 - (ii) consideration of the accounts and reports of the Committee and the auditors (if audit reports are required by the Act);
 - (iii) the election of Committee members (if required); and
 - (iv) any other business requiring consideration by the Association in general meeting.

10.2 Special general meeting

- (a) The Committee may call a special general meeting of the Association at any time.
- (b) Upon a requisition in writing of not less than 15% of the executive Members of the Association (rounded up to the nearest whole number), the Committee must within one Month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

- (c) Every requisition for a special general meeting will be signed by the Members making the same and will state the purpose of the Meeting. A Special Resolution is required for the removal or appointment of a Committee member.
- (d) If a special general meeting is not convened within one Month as required by Rule 10.2(b), the requisitionists, or at least 75% of their number, may convene a special general meeting. Such a Meeting will be convened in the same manner as a Meeting convened by the Committee, and for this purpose the Committee will ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of Meeting. The reasonable expenses of convening and conducting such a Meeting will be borne by the Association.

10.3 Notice

- (a) Subject to Rule 10.3(b), at least fourteen days' notice of any general meeting will be given to all Members. The notice will set out where and when the Meeting will be held, and particulars of the nature and order of the business to be transacted at the Meeting.
- (b) Notice of a Meeting at which a Special Resolution is to be proposed will be given to all Members at least twenty one days prior to the date of the Meeting.
- (c) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post or email to the address appearing in the register of Members.
- (d) Where a notice is sent by post, service of the notice will be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.
- (e) Where a notice is sent by email, service of the notice will be deemed to be effected at the time the email is sent to the email address appearing in the register of Members.

10.4 Proceedings at Meetings

- (a) Seven executive Members present personally or by proxy will constitute a quorum at any general Meeting.
- (b) If within 30 minutes after the time appointed for the Meeting a quorum of Members is not present, a Meeting convened upon the requisition of Members will lapse. In any other case, the Meeting will stand adjourned to the same day in the next week, at the same time and place and if at such adjourned Meeting a quorum is not present within 30 minutes of the time appointed for the Meeting the Members present will form a quorum.
- (c) The President of the Committee or if there is no President, then the Secretary of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by the Meeting will preside as Chairperson at every general Meeting of the Association.
- (d) If there is no President or Secretary present within five minutes after the time appointed for holding the Meeting, the Members present may choose one of their number to be the Chairperson.
- (e) The Chairperson may with the consent of any Meeting at which a quorum is present, and will if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business may be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

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- (f) When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting must be given as if that Meeting were an original Meeting of Members.

10.5 Voting at general Meetings

- (a) Subject to these Rules each executive Member present in person or by proxy is entitled to one vote.
- (b) At any general Meeting, a resolution put to a vote will be decided on a show of hands, and a declaration by the Chairperson of the Meeting that a resolution has been carried or lost, will unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (c) A resolution in writing signed by the requisite majority of the eligible executive Members (being a simple majority for an Ordinary Resolution, or not less than 75% for a Special Resolution) will be as valid and effectual as if it had been passed at a Meeting of the Association duly called and constituted and may be comprised of one or more like documents, including documents in electronic form.
- (d) In the event of a tied vote at a general Meeting, the Chairperson of the Meeting has a casting vote in addition to any vote the Chairperson has as a Member.

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10.6 Poll

- (a) If a poll is demanded by the Chairperson of the Meeting or by two or more executive Members, it will be taken in such manner as the Chairperson directs. The result of such poll will be the resolution of the Meeting.
- (b) A poll demanded on the election of a Chairperson of a Meeting or on any question of an adjournment, will be taken at the Meeting and without adjournment.

10.7 Minutes

- (a) Proper minutes of all proceedings of Meetings of the Association and of meetings of the Committee, must be entered within one Month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept under this Rule will be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- (c) Where minutes are entered and signed they will until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were deemed to have been duly held, and that all appointments made at a meeting were deemed to be valid.

10.8 Proxies

- (a) If the Representative of an executive Member is unable to attend a Meeting of the Association, then that executive Member is entitled to appoint in writing another individual who is also a Member of the Association or the Representative of another executive Member of the Association to be its proxy, and attend and vote at that Meeting of the Association.
- (b) The proxy appointment must be in writing, in the form approved by the Committee (if any), and received by the Secretary prior to the Meeting.
- (c) A proxy may be appointed for a specific Meeting or for more than one Meeting.

- (d) A proxy may vote and participate at the Meeting in the way set out in the proxy form.
- (e) If the appointing Member does not give voting instructions, the proxy may vote as they think fit.
- (f) A proxy vote is valid unless the Association is notified of its cancellation before the Meeting.

10.9 Use of technology

- (a) A general Meeting may be held using technology approved by the Committee, provided all Members entitled to attend have a reasonable opportunity to participate.
- (b) A Member who participates in a general Meeting using technology is taken to be present at the Meeting.
- (c) A general Meeting held using technology must be conducted in the manner decided by the Committee, and the Committee must follow all rules that would apply to an in-person Meeting.

11. Financial Reporting

11.1 Financial year

The first financial year of the Association will be the period ending on the next 30 June following incorporation, and thereafter a period of 12 Months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts

- (a) The Association must keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- (b) The accounts, together with the auditor's report on the accounts (if required under the Act), the Committee's statement and the Committee's report, must be laid before Members at the Annual General Meeting.

12. Non-liability of Members

Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up of the Association.

13. Prohibition against securing profits for Members

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

14. Winding up

- (a) The Association may be wound up in the manner provided for in the Act.

- (b) A decision to wind up or dissolve the Association must be approved by a Special Resolution of Members.
- (c) The Committee must ensure that the appropriate process is followed with the Commission, including voluntary winding up or voluntary deregistration, as required by the Act.
- (d) The Association's registration is cancelled when the winding up or deregistration process is completed in accordance with the Act.

15. Application of surplus assets

- (a) If after the winding up of the Association there remain 'surplus assets' as defined in the Act, such surplus assets will be distributed to any organisation which has similar objects and has Rules which prohibit the distribution of assets and income to its Members.
- (b) Such organisation or organisations will be identified and determined by a resolution of Members in General Meeting.

16. Indemnification

The Association must indemnify each officer of the Association against any liability incurred by the officer in defending any civil or criminal proceedings, in which the judgement is given in the officer's favour or the officer is acquitted, or in connection with any application under the Act in which relief is granted by the Court.

17. Dispute resolution

- (a) This rule applies to disputes between:
 - (i) a Member and another Member (in their capacity as Members); or
 - (ii) a Member and the Association.
- (b) If a dispute arises, the parties must meet and try to resolve the matter within 14 days after the dispute becomes known to all parties.
- (c) If the dispute is not resolved under rule 17(b), the parties may agree to meet again with the assistance of an independent third person.
- (d) If the Committee is required to make a decision about a dispute, it must act fairly and follow the principles of natural justice.
- (e) Nothing in this rule prevents a Member or former Member from applying to the Supreme Court or the Magistrates Court under section 61 of the Act if they believe the Association is acting in an oppressive or unreasonable way.

Schedule 1 - Membership Categories

1. Membership

Membership categories will be defined by category and region representation tier

1.1 Region Representation Tier

- (a) **Tier One** means a Member that operates one or more Student Accommodation facilities in accordance with membership criteria, in one Region; and
- (b) **Tier Two** means a Member that operates Student Accommodation facilities in accordance with membership criteria, in more than one Region.

1.2 Executive Member Category

Each category of the executive Member is entitled to one vote per membership by its nominated Representative or by proxy.

- (a) Category 1 consists of:
 - (i) **Student Accommodation Provider** meaning an Entity that operates Purpose Built Student Accommodation (PBSA) as determined by the Committee from time to time, in accordance with membership criteria.
- (b) Category 2 consists of:
 - (i) **Education Provider** meaning an education institutional Entity that operates student accommodation as determined by the Committee from time to time, in accordance with membership criteria; or
 - (ii) education institutional Entity that facilitates the access to student accommodation as determined by the Committee from time to time, in accordance with membership criteria
- (c) Category 3 consists of:
 - (i) **Residential College** meaning an Entity that operates student accommodation as determined by the Committee from time to time, in accordance with membership criteria.
- (d) Category 4 consists of:
 - (i) **Managed Student Housing Portfolio Provider** meaning an Entity that operates student accommodation property management business with student engagement or pastoral care programs, as determined by the Committee from time to time, in accordance with membership criteria; or
 - (ii) **Student Hostels** meaning a hostel specifically designed, built and operated by an Entity specialising in the provision of low cost student accommodation on short to mid-term tenancies.

1.3 Non - Executive membership

- (a) Category 4 consists of:
 - (i) An Entity or educational institution that advises or supports students with accommodation related matters as part of its standard daily procedure.

1.4 Individual membership

- (a) Category 5 consists of:
 - (i) An individual over the age of eighteen (18) years who holds a relevant interest in student accommodation.

Schedule 2 - Initial Membership Fees (On incorporation) *Subject to change*

All figures exclude GST

Membership Type	Annual Fee (each)
Executive Membership	
Tier One	\$1,000
Tier Two	
Initial Region Includes one Representative	\$1,000
Each additional Region Any and all additional Regions with operating facilities of the Member, in part or whole of the membership year. Includes one (1) endorsed Individual membership per Region, entitled to be nominated for Committee	\$500
Non - Executive Membership	
Tier One	\$500
Tier Two	
Initial Region Includes one Representative	\$500
Each additional Region Any and all additional Regions with operating facilities by the Member, in part or whole of the membership year.	\$350
Individual Membership	
Single person membership, not associated with an Executive or Non-Executive membership	\$500
Associated Individual Membership	
Additional representative associated to a fully paid Executive or Non-Executive membership	\$500
Multiple Individual Membership (Multiple)	
If single member Entity holds three (3) or more concurrent individual memberships	\$350