

# CONSTITUTION

## The Katharine Susannah Prichard Foundation Inc

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## 1. Name of Association

The name of the Association is **The Katharine Susannah Prichard Foundation Inc**

## 2. Definitions

In these rules, unless the contrary intention appears -

- "Board meeting" means meeting referred to in rule 14(1);
- "Financial year" means a period not exceeding 12 months fixed by the Board of Management, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
- "general meeting" means meeting convened under rule 15;
- "member" means member of the Association;
- "ordinary resolution" means resolution other than a special resolution;
- "special resolution" has the meaning given by section 24 of the Act;
- "the Act" means the *Associations Incorporation Act 2015*;
- "the Association" means the Association referred to in rule 1;
- references to "they", "their", "them" means an individual person who identifies as non-binary;
- an "authorised representative of the Board" means a staff member employed by the Association;
- "patron" means a patron member referred to in rule 6(4);
- "the Chairperson" means - in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 12; or the person referred to in rule 11(1)(a); or, if the person referred to in rule 11(1)(a) is unable to perform his, her or their functions, another nominated Board member;
- "the Board" means the Management Board of the Association referred to in rule 11(1);
- "the Secretary" means the Secretary referred to in rule 11(1)(b);
- "the Treasurer" means the Treasurer referred to in rule 11(1)(c).

### **3. Objects of Association**

The objects of the Association are;

1. To promote and encourage the craft of writing in all its forms in Western Australia, Australia and overseas.
2. To encourage the study of literature and in particular the works of Western Australian authors.
3. To preserve and maintain the former home and property of Katharine Susannah Prichard at 11 Old York Road, Greenmount, Western Australia.
4. To collect, preserve and display literary works and memorabilia associated with Katharine Susannah Prichard and to preserve her memory.
5. To own any real estate, or acquire any chattels, and to make such improvements as will ensure that the above objects are achieved.
6. To encourage and provide opportunities for community participation in the art of creative writing.

The property and income of the Association shall 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 members of the Association, except in good faith in the promotion of those objects or purposes.

### **4. Powers of Association**

The powers conferred on the Association by section 14 of the Act are subject to the following additions, exclusions or modifications -

- (1) The Association has the additional power to:
  - a. apply for and receive grants, donations and other monies from public or private sources;
  - b. to raise and secure funds in such a manner as the Association thinks fit;
  - c. to do all things incidental to or conducive to attaining the objects of the Association;
  - d. to approve membership of any person eligible for membership and to terminate the membership of any person;
  - e. to suspend, expel or deal with any member or official for non-compliance with the Rules of the Association; or for behaviours deemed inappropriate or deemed not to be in the best interest of the Association.

### **5. Qualifications for membership of Association**

- (1) Membership of the Association is open to any person or organisation who wishes to further the interests of the Association.
- (2) A person who wishes to become a member shall -
  - a. apply for membership to the Board in writing -

- (i) authorised by that person;
  - (ii) in such form as the Board from time to time directs.
- (3) An organisation who wishes to become a member shall -
- a. apply for membership to the Board in writing -
    - (i) signed by an authorised representative of the organisation;
    - (ii) nominate an organisation representative
    - (iii) in such form as the Board from time to time directs.
- (4) The Board members or an authorised representative may consider applications made under sub-rule (2) and shall accept or reject that application;
- a. The Board or an authorised representative of the Board shall notify rejected applicants in writing.
- (5) Each person admitted to membership shall be: bound by the Constitution and By-Laws of
- a. the Association;
  - b. come liable for such fees and subscriptions as may be fixed by the Association;
  - c. entitled to all advantages and privileges of membership.
- (6) A person ceases to be a member when any of the following takes place:
- a. for a member who is an individual, the individual dies;
  - b. for a member who is a Organisational Member, the Organisation is wound up;
  - c. the person resigns from the Association under rule 9;
  - d. the person is expelled from the Association under rule 10;
  - e. the person ceases to be a member under rule 8(3).

## 6. Membership categories

- (1) An Ordinary Member is a financial member of the Association entitled to hold office and enjoy the privileges of the Association.
- (2) An Organisational Member is a financial member of the Association with expressed interest in the objects of the Association and entitled to one vote at a general meeting.
- (3) Family members, being a family of one or both parents/guardians and such of their children as are aged under 18 years, who may become members.
- (4) A patron is a non-financial member elected by the Association for a period to be determined by the Association who shall not be eligible to vote unless the patron is also an Ordinary, Honorary or Life Member.
- (5) A person may become an Honorary member if that person is so appointed by the Board provided that an Honorary membership shall be for a term of no more than five years and otherwise as determined by the Board.

- (6) A person may become a Life Member if that person is or has previously been an ordinary Member and is appointed as a Life Member by unanimous vote of the Board in recognition of his, her or their significant and extended services to the Association.

## **7. Register of members of Association**

- (1) The Secretary or an authorised representative of the Board shall on behalf of the Association keep and maintain the register of members in accordance with the Act.
- (2) The Secretary or an authorised representative of the Board shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.

## **8. Subscriptions of members of Association**

- (1) The Board shall from time to time at a Board meeting determine the amount of the subscription to be paid by each member.
- (2) Ordinary and Organisational Members shall pay to the organisation, annually or such other date as the Board from time to time determines, the amount of the subscription determined.
- (3) An Ordinary or Organisational Member whose subscription is not paid within one month after the relevant date fixed by or under sub-clause (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) An Ordinary or Organisational Member is a financial member for the purposes of these rules if his, her or their subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within one month thereafter.

## **9. Resignation of members of Association**

- (1) A member who delivers notice in writing of his, her or their resignation from the Association to the Secretary, Board member or an authorised representative of the Board ceases on that delivery to be a member.
- (2) A person who ceases to be a member under sub-rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

## **10. Expulsion of members of Association**

- (1) If the Board considers that a member should be expelled from membership of the Association because of false or misleading statements in the member's application for membership or his, her or their conduct is detrimental to the interests of the Association,

the Board shall communicate either orally or in writing, to the member -

- a. a notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
- b. Particulars of that conduct;

not less than 30 days before the date of the Board meeting

- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to the Board, expel or decline to expel that member from membership of the Association and shall after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him, her or they is communicated to him, her or they under sub-rule (2).
- (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if he, she or they wishes to appeal against that expulsion, give notice to the Secretary of his, her or their intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4) -
  - a. the Board in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by or to make representations in writing to the Association in the general meeting, confirm or set aside the decision to expel that member; and
  - b. the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel them is confirmed under this sub-rule.

## 11. Board

- (1) The affairs of the Association shall be managed exclusively by a Board consisting of -
  - a. a Chairperson;
  - b. a Secretary;
  - c. a Treasurer; and
  - d. not less than two other and not more than six other persons.

all of whom shall be Ordinary Members or nominated representatives from Organisational Members elected to membership of that Board at an annual general meeting or appointed under sub-rule (9).

- (2) At least two Board members must be Ordinary Members.
- (3) The elected members of the Board shall at the annual general meeting where the Board was elected, or the first Board Meeting thereafter elect a Chairperson, Secretary and Treasurer by majority vote.

- (4) The Board shall be responsible for:
- a. upholding and advancing the objects of the Association;
  - b. general management and administration of the Association;
  - c. managing the finances of the Association;
  - d. formulating Association Policies and plans;
  - e. the proper exercise of powers of the Association relating to memberships and other Association matters;
  - f. appointing sub-committees;
  - g. employment of people to carry out work for the Association as required.
- (5) At the commencement of each annual general meeting each Board member shall cease to be a Board member, but shall be eligible for re-election.
- <sup>1</sup>
- (6) A person is not eligible for election to membership of the Board unless a member has nominated him, her or they for election and the nominated person has agreed to the nomination.
- (7) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned -
- a. propose or second himself, herself or themselves for election or re-election; and
  - b. vote for himself, herself or themselves.
- (8) The Secretary or an authorised representative of the Board shall ensure that notice of all persons seeking election to membership of the Board is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- (9) The Board members shall be elected by secret ballot or any other means as agreed by the majority of the Board.
- (10) If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled -
- (a) the Secretary shall report accordingly to; and
  - (b) the Chairperson shall declare those persons to be duly elected as members of the Board at the annual general meeting concerned.
- (11) When a casual vacancy within the meaning of rule 13 occurs in the membership of the Board at the first Board meeting following the vacancy, in so far as it is practicable to do so, a new Board member shall be elected by ballot.
- (12) In this rule —
- Board member** includes a member of the Board;
  - Board meeting** includes a meeting of the Board;
  - committee member** includes a member of a subcommittee;
  - committee meeting** includes a meeting of a subcommittee;

A Board or committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel, materials and accommodation properly incurred -

- a. in attending a Board or committee meeting; or
- b. in attending a general meeting; or
- c. otherwise in connection with the Association's business.

## **12. Chairperson**

- (1) Subject to this rule, the Chairperson shall preside at all general meetings and Board meetings.
- (2) In the event of the absence from a general meeting of the Chairperson, a Board member elected by the other Board members present, shall preside at the general meeting or Board meeting, as the case requires.

## **13. Casual vacancies in membership of the Board**

- (1) A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member -
  - a. dies;
  - b. resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Secretary if there is no elected Secretary, to the Board as a whole;
  - c. is convicted of an offence under the Act;
  - d. is permanently incapacitated by mental or physical ill-health;
  - e. is absent for more than three consecutive Board meetings (with or without an apology); or
  - f. three Board meetings in the same financial year, of which he, her or they has received notice without tendering an apology to the person presiding at each of those Board meetings;
  - g. or ceases to be a member of the Association.

## **14. Proceedings of Board meetings**

- (1) The Board shall meet together for the dispatch of business not less than 4 times per year.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board Meeting shall have a casting vote in addition to his, her or their deliberative vote.
- (4) At a Board meeting, a quorum is constituted by half the members.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- (6) A Board member having any direct or indirect pecuniary interest referred to in section 21 or

22 of the Act shall comply with that section.

## 15. General meetings

(1) The Board -

- a. may at any time convene a special general meeting;
- b. shall convene annual general meetings with the time limits provided for the holding of annual general meetings by section 23 of the Act; and
- c. shall, within 30 days of –
  - i. receiving a request in writing to do so from the Chairperson and the Secretary or not less than 20% of members, convene a special general meeting for the purpose specified in that request; or
  - ii. the Secretary receiving a notice under rule 10(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

(2) The members making a request referred to in sub-rule (1)(c)(i) shall -

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

(3) If a special general meeting is not convened within the relevant period of 30 days referred to;

- a. in sub-rule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
- b. in sub-rule (1)(c)(i), the member who gave the notice concerned may convene a special general meeting as if he, she or they were the Board.

(4) When a special general meeting is convened under sub-rule (3)(a) or (b) -

- a. the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
- b. the Association shall pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (8), the Secretary or an authorised representative of the Association shall give members at least 14 days' written notice of an annual general meeting, or seven days' written notice of a Special General Meeting.

(6) A notice given under sub-rule (5) shall specify -

- a. when and where the general meeting concerned is to be held; and
- b. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(7) In the case of an annual general meeting, the order in which business is to be transacted is -

- a. first, the consideration of the accounts and reports of the Board;
  - b. second, the election of Board members to replace outgoing Board members; and
  - c. third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary or an authorised representative of the Association shall provide written notice not less than 14 days' notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at the general meeting.

## **16. Quorum in proceedings at general meetings**

- (1) At a general meeting 10 members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 15(5) or (8) a quorum is not present, the general meeting shall be adjourned for one week, if at the adjourned meeting a quorum is not present the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (4) There shall not be transacted at an adjourned general meeting referred to in rule 16(3) any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) When a general meeting is adjourned for a period of 30 days or more, the Secretary or an authorised representative of the Association shall give notice under rule 15 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (6) At a general meeting -
  - a. an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands but, if there is an equality of votes, the presiding officer at the general meeting shall have a casting vote in addition to his or her deliberation vote; and
  - b. a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (7) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (8).
- (8) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

- (9) If a poll is demanded and taken under sub-rule (8) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (10) A poll demanded under sub-rule (8) of the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **17. Minutes of meetings of Association**

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be stored within 30 days after the holding of each general meeting or Board meeting, as the case requires.
- (2) The Chairperson or authorised Board representative shall ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the Chairperson or Chairperson of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is provided, be evidence that -
  - a. the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - b. all proceedings recorded as having taken place at the meeting did in fact take place thereat;
  - c. all appointments or elections purporting to have been made at the meeting have been validly made.

## **18. Voting rights of members of Association**

- (1) Subject to these rules, each member, who is not exclusively a patron member and therefore ineligible to vote, present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is an organisation may appoint in writing a natural person, whether or not he, she or they is a member, to represent it at a particular general meeting or at all general meetings.
- (3) A person appointed under sub-rule (2) to represent a member which is an organisation shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **19. Proxies of members of Association**

A member (in this rule called "the appointing member") may appoint in writing another member

who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of that appointing member at, any general meeting.

## **20. Rules of Association**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 18, 19 and 20 of the Act.
- (2) These rules bind every member of the Association to the same extent as if every member and the Association had signed and sealed those rules and agreed to be bound by all their provisions.
- (3) Control of funds.
  - a. The Association must open an account or accounts 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.
  - b. Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
  - c. The Board may authorise the Treasurer or an authorised representative to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
  - d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by -
    - a. two Board members; or
    - b. one Board member and a person authorised by the Board.
  - e. All funds of the Association must be deposited into the Association's account within 5 days working days after their receipt or as soon as practicable after that day.
  - f. With the approval of the Board, the Treasurer or an authorised representative may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **21. Common seal of Association**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minutes of the next Board meeting.
- (3) The affixing of the common seal of the Association shall be witnessed by the Chairperson

and any two of the Board Members.

- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

## **22. Inspection of records, etc. of Association**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **23. Dissolution and distribution of surplus property on winding up of Association**

If the fund and/or the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation and
- money received by the organisation because of such gifts and contributions.

## **24. Custody of books and securities**

- (1) Subject to subrule (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) Subrules (1) and (2) have effect except as otherwise decided by the Board, who may nominate an authorised representative to take custody and/or control of all books and securities.
- (4) The books of the Association must be retained for at least seven years.

## **25. Auditor**

The Association may appoint an independent auditor at each annual general meeting who may report the result of the audit at the following annual general meeting.

## **26. Dispute resolution**

In the event of a dispute between members; or between one or more members and the Association.

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (2) If the parties to a dispute are unable to resolve the dispute within 14 days, any party to the dispute may start the grievance procedure by giving written notice to the Chairperson of the Association including:
  - a. The parties to the dispute; and
  - b. The matters that are the subject of the dispute.
- (3) Within 28 days after the Chairperson is given the notice, a Special General Meeting must be convened to consider and determine the dispute.
- (4) The Chairperson must give each party to the dispute written notice of the Association meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- (5) The notice given to each party to the dispute must state:
  - a. when and where the Special General 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) submissions to the Board about the dispute.
- (6) If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the Chairperson stating that the party
  - a. does not agree to the dispute being determined by the Board; and
  - b. requests the appointment of a mediatorthe Board must not determine the dispute.

#### **Determination of dispute by Board.**

- (7) At the General Meeting at which a dispute is to be considered and determined, the Association 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 Association about the dispute; and
  - b. give due consideration to any submissions so made; and
  - c. determine the dispute.
- (8) The Association must give each party to the dispute written notice of the Association's determination, and the reasons for the determination, within seven days after the General Meeting at which the determination is made.
- (9) A party to the dispute may, within 14 days after receiving notice of the Association's determination give written notice to the Chairperson requesting the appointment of a mediator.

(10) If notice is given to appoint a mediator each party to the dispute is a party to the mediation.

**MEDIATION** Appointment of a mediator.

(11) The mediator must be a person chosen -

- a. if the appointment of a mediator was requested by a member in dispute with the Association, by agreement between the Member and the Association; or
- b. if the appointment of a mediator was requested by a party in a dispute with another member, by agreement between the parties to the dispute.

(12) If there is no agreement then the Association must appoint the mediator.

(13) The person appointed as mediator by the Association must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

(14) The person appointed as mediator by the Board may be a member or former member 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.

**Mediation process.**

The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(15) 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 five days before the mediation takes place.

(16) 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.

(17) The mediator cannot determine the matter that is the subject of the mediation.

(18) 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.

(19) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated Association's rules.