



**CENTRAL EAST AGED CARE ALLIANCE  
INC (CEACA) SPECIAL GENERAL  
COMMITTEE MEETING**

**WEDNESDAY 3 JULY 2019,  
COMMENCING AT 12.04PM**

**MINUTES**



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# **Minutes**

## **Central East Aged Care Alliance Inc (CEACA)**

### **Special General Committee Meeting**

**The meeting commenced at 12.04pm**

#### **1. OPENING AND ANNOUNCEMENTS**

In accordance with the current Constitution (Clause 19.16), a Special General Meeting of the CEACA Committee has been called.

The purpose of the meeting is to approve the new CEACA constitution.

Chair Terry Waldron opened the meeting at 12.04pm welcoming all in attendance.

In opening the meeting he took the opportunity to formally introduce the new Executive Officer Nicholas Hopkin.

He also thanked Bruce Wittber for his work in the Executive Officer role during Helen Westcott's absence.

#### **2. RECORD OF ATTENDANCE AND APOLOGIES**

##### **2.1 Attendance - Members**

Hon Terry Waldron JP, Chair  
Mr Ken Hooper, Secretary  
Ms Rachel Kirby, Treasurer

Mr Quentin Davies, Member  
Mr Wayne Della Bosca, Member  
Mr Rod Forsyth, Member  
Mr Louis Geier, Member  
Ms Eileen O'Connell, Member  
Ms Freda Tarr, Member

Mr Peter Clarke, Deputy Member  
Ms Kerry Dayman, Deputy Member  
Ms Taryn Dayman, Deputy Member  
Mr Raymond Griffiths, Deputy Member  
Mr Darren Mollenoyux, Deputy Member (voting Member for the meeting)  
Mr Tony Sachse, Deputy Member  
Mr George Storer, Deputy Member (voting Member for the meeting)

Mr Bruce Wittber, Joint Executive Officer

## **2.2     Attendance - Observers**

Ms Kellie Bartley, A/CEO Shire of Merredin  
Mr Adam Majid, CEO Shire of Nungarin  
Mr John Nuttall, CEO Shire of Mt Marshall  
Mr Darren Simmons, CEO Shire of Koorda

Mr Nicholas Hopkin, Incoming CEACA Executive Officer

## **2.3     Attendance - Guests**

Nil

## **2.4     Apologies**

Mr Gary Shadbolt, Member  
Mr Ricky Storer, Member  
Mr Stephen Strange, Member  
Mr Greg Powell, CEO Shire of Merredin  
Mr Dirk Sellenger, CEO Shire of Mukinbudin  
Mr Brian Jones, CEO Shire of Trayning  
Mr Jamie Criddle, CEO Shire of Westonia

Ms Helen Westcott, Joint Executive Officer

# **3.     DECLARATION OF INTEREST**

Pursuant to Clause 21 of the Central East Aged Care Alliance Inc Constitution, Members must declare to the Chair any potential conflict of interest they may have in a matter before the meeting as soon as they become aware of it. Members and Deputies may be directly or indirectly associated with some recommendations of Central East Aged Care Alliance Inc. If you are affected by these recommendations, please excuse yourself from the meeting and do not participate in deliberations.

This is in accordance with Clause 21.4 of the Constitution which states:

**21.4     *When a member or employee discloses a pecuniary interest he or she may neither participate in discussions nor take any part in the decision making process in respect to that matter nor be present when the matter is being discussed or voted upon.***

## **4. BUSINESS OF THE MEETING**

### **4.1 Adoption of a New Constitution for the Central East Aged Care Alliance Inc (CEACA) (Attachments)**

**Author:** Helen Westcott, Executive Officer

**Disclosure of Interest:** No interest to disclose

**Date:** 31 May 2019

**Attachments:** Final Draft of New CEACA Constitution (as at 29 May 2019)  
New CEACA Constitution – Summary of Changes (as at 29 May 2019)  
Deloitte's Memo – Constitution review for the purposes of CEACA's  
Application to the Australian Charities and Not-for-Profits Commission  
Application for Registration as a Charitable Organisation

#### **Background:**

At a Special General Meeting on 7 March 2018 the matter of the adoption of a new CEACA Constitution was considered when the motion was lost 4/7.

Since that time, efforts have been ongoing to rewrite the CEACA Constitution.

A working group was established to oversee the work associated with the redrafting of the CEACA Constitution, with the legal firm Kott Gunning available to assist in this process.

A draft of the proposed Constitution was developed by Kott Gunning and sent to the working group who expressed some concern with the wording around Foundation Members. On 3 May 2019 Kott Gunning Lawyers (Greg Mohen and Phillip Mavor) met with CEACA Executive Officer (Helen Westcott and Bruce Wittber) and John Nuttall representing the working group. Recognising that the CEACA Constitution needed to contain appropriate wording to apply for registration as a charity by the Australian Charities and Not for Profit Commission (ACNC) it was agreed that Kott Gunning would prepare two versions (A and B) of the CEACA Constitution.

Kott Gunning advised in respect to each version as follows:

*Version A is the version previously submitted to CEACA which has Reserve Powers set out in rule 30 to be exercised by the Foundation General Members, but still only guarantees that at least 1 Foundation General Member is on the Executive Committee. The reality of the membership is that it is unlikely that there will be any change to the membership group in the next 2 to 3 years in any event which will mean that all of the Executive Committee will be made up during that time of persons nominated by Foundation General Members. It has been slightly revised to make it clear that at the end of the Reserve Power Period of 3 years the veto of levies and the minimum membership of the Executive Committee provisions cease.*

*Version B has a substantially different rule 30. In this version the Reserve Power Period is 2 years. For a 2 year period the members nominate a Foundation Member Committee. That Committee comprises 1 representative from each Foundation General Member, and that Committee will appoint an Executive Committee from the members of the Foundation Member Committee for the term of 2 years. The Foundation Member Committee then*

*meets 4 times a year and exercises the wider Reserve Powers requested by John Nutall which includes the approval of the annual budget of CEACA.*

It was agreed at the meeting on 3 May 2019 that both versions would be provided to Deloitte's, who has been advising CEACA in relation to the application to the ACNC, to seek their opinion on which version has the better chance of being accepted by the ACNC and achieving the registration.

This resulted in Deloitte's advising that Version A *has the better chance of getting through the ACNC and achieving the registration of the Association.* The opinion provided forms an attachment to the meeting agenda.

#### **Executive Officer Comment:**

Kott Gunning Lawyers has now prepared a final draft of a new CEACA Constitution for CEACA's consideration.

A copy of this draft, together with a document outlining a Summary of Changes prepared by Kott Gunning, forms an attachment to the meeting agenda.

As outlined above, two version of the proposed CEACA Constitution was referred to Deloitte's for comment.

Deloitte's review supported the draft Constitution that is being submitted to CEACA Members subject to one minor change to the Rules.

Details of the advice are outlined in Deloitte's Memo – Constitution review for the purposes of ACNC application which is also attached. The Chair and former A/Chair have been briefed by Deloitte's on the proposed Constitution.

In adopting its new constitution CEACA needs also to be aware of its responsibilities under the *Association Incorporations Act 2015* (the Act).

S30 of the Act outlines the process for alteration of the rules (Constitution).

S33 of the Act outlines the process for alteration of the objects or purpose of the Association.

The Act also outlines how a resolution can be passed.

S51 of the Act outlines that a Special Resolution is as follows:

*For the purposes of this Act, a resolution is a special resolution if it is passed —*  
*(a) at a general meeting of an incorporated association; and*  
*(b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.*

#### **RECOMMENDATION (SPECIAL RESOLUTION):**

That Central East Aged Care Alliance Inc adopt by Special Resolution the Constitution of the Association (new Constitution) as detailed in the attached Central East Aged Care Alliance Inc Constitution in substitution for the existing constitution.

**RESOLUTION:**                      **Moved: Quentin Davies**                      **Seconded: Darren Mollenoyux**  

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**That the proposed Central East Aged Care Alliance Inc Constitution be amended as follows:**

- a) That Rule 2.2 in line 1 the word “papers” be amended to read “appears”; and
- b) That Rule 14.4(h) be amended to read:

*“All Members, or other guests, may attend Management Committee Meetings if invited by the Management Committee but the person shall not have any right to comment without invitation, or any right to vote.”*

**CARRIED**

**SPECIAL RESOLUTION:** **Moved: Eileen O’Connell**                      **Seconded: Rachel Kirby**  

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**That Central East Aged Care Alliance Inc adopt by Special Resolution the Constitution of the Association (new Constitution) as detailed in the attached Central East Aged Care Alliance Inc Constitution in substitution for the existing constitution.**

**CARRIED (10/0)**

## **5. FUTURE MEETINGS**

### **5.1 Meetings of the CEACA Committee**

Wednesday 4 September 2019 Ordinary Committee Meeting (Venue to be determined)  
Wednesday 6 November 2019 AGM and Ordinary Committee Meeting

### **5.2 Meetings of CEACA Executive Committee**

Wednesday 14 August 2019  
Wednesday 16 October 2019

Meetings will either be via teleconference or in-person, with the venue being Perth or Kellerberrin.

## **6. CLOSE OF MEETING**

There being no further business the meeting was declared closed at 12.28pm.

### DECLARATION

These minutes were confirmed by the Central East Aged Care Alliance Inc Committee at the meeting held

Signed \_\_\_\_\_  
Person presiding at the meeting at which these minutes were confirmed



# THE CENTRAL EAST AGED CARE ALLIANCE INC

## CONSTITUTION



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## **1. PRELIMINARY**

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### **1.1 Name of Association**

The name of the Association shall be "Central East Aged Care Alliance Inc".

### **1.2 Vision of the Association**

The Association and its constituent members recognise the need for affordable, suitable and sustainable housing that meets the needs of an ageing population in the Region. The Association will implement agreed strategies and secure funding from sources including State and Commonwealth governments, the private sector and not for profit organisations to facilitate the achievement of the Associations objects and purposes including providing for construction, management and maintenance of housing in the Region.

### **1.3 Objects and Purposes of Association**

The objects and purposes of the Association are:

- (a) advancing the social or public welfare of the aged or individuals with disabilities in the Region;
- (b) relieving the poverty, distress or disadvantage of the aged or individuals with disabilities in the Region;
- (c) caring for and supporting the aged or individuals with disabilities in the Region;
- (d) providing and managing affordable housing, accommodation and services for the aged or individuals with disabilities in the Region;
- (e) seeking funds and assistance from various sources to achieve the provision and management of affordable housing, accommodation and services for the aged or individuals with disabilities in the Region;
- (f) developing new and innovative ways of delivering affordable housing, accommodation and services for the aged or individuals with disabilities in the Region;
- (g) raising and promoting government and community awareness of the needs of the aged or individuals with disabilities in the Region for affordable housing, accommodation and services;
- (h) working with government and the community to develop policies and programmes to increase the availability of affordable housing, accommodation and services for the aged or individuals with disabilities in the Region;
- (i) acting in a manner consistent with that of a Registered Charity; and
- (j) purposes that are incidental or ancillary to, and in furtherance or in aid of, the foregoing objects and purposes.

### **1.4 Quorum for Management Committee Meeting**

Fifty (50%) percent of the Management Committee Members plus one constitute a quorum for the conduct of the business at a Management Committee Meeting.

## 1.5 Quorum for General Meetings

Fifty (50%) percent of the total number of Members plus one (being a natural person or a person appointed under Rule 6.3(a)) present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote under these Rules at a General Meeting will constitute a quorum for the conduct of business at a General Meeting.

## 2. INTERPRETATION

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### 2.1 Definitions

In these Rules, unless the contrary intention appears:

**Act** means the Associations Incorporation Act 2015 (WA);

**Annual General Meeting** means the annual general meeting convened under Rule 23.1;

**Associate Member** means a person, local government, body corporate, or incorporated association that:

- (a) satisfies the requirements of Rule 5.3(a); and
- (b) whose application for membership is accepted by the Management Committee under Rule 5.5; and
- (c) have complied with Rule 5.6;

**Association** means Central East Aged Care Alliance Inc;

**Books of the Association** has the meaning given to it in section 3 of the Act, and includes the following —

- (a) a Register;
- (b) Financial Records, Financial Statements and Financial Reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**By-laws** means by-laws made by the Association under Rule 25;

**Code of Conduct** means the Code of Conduct of the Association (if any) which may be amended or added to from time to time by the Management Committee as it deems appropriate;

**Commissioner** means the person designated as the Commissioner from time to time under the Act;

**Financial Records** has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and

- (c) working papers and other documents needed to explain:
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**Financial Report** has the meaning given to it in sections 62 and 63 of the Act;

**Financial Statements** has the meaning given to it in section 62 of the Act;

**Financial Year** has the meaning given to it in Rule 22;

**Foundation General Members** of the Association are the Members listed in Rule 5.2(a);

**General Meeting** means an Annual General Meeting or a Special General Meeting of the Association;

**General Member** means a person, local government, body corporate or incorporated association that:

- (a) satisfies the requirements of Rule 5.2(b); and
- (b) whose application for membership is accepted by the Management Committee under Rule 5.5; and
- (c) have complied with Rule 5.6;

**Management Committee** means the committee of management required by the Act which is the body responsible for the management of the affairs of the Association;

**Management Committee Meeting** means a meeting referred to in Rule 14.1;

**Management Committee Member** means a member of the Management Committee elected or appointed under Rule 12;

**Member** means a person, local government, body corporate or incorporated association that becomes a member of the Association under these Rules;

**Office Holder** has the meaning given to it at Rule 10.2(c);

**Ordinary Resolution** means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

**Poll** means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

**Region** means the aggregate of the districts of the local governments that are General Members of the Association;

**Register** means the register of Members referred to in Rule 8.1(a);

**Registered Charity** means a registered charity as defined in the Income Tax Assessment Act 1997 (Cth);

**Rules** means this constitution of the Association as amended from time to time under Rule 24.2;

**Special General Meeting** means the meeting convened under Rule 18;

**Special Resolution** is a resolution of the Association passed in accordance with Rule 19.1;

**Surplus Property** has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include the Books of the Association;

**Tier 3 Association** has the meaning given to it in section 62 of the Act;

## 2.2 Interpretation

In these Rules, unless the contrary intention appears:

- (a) (**headings**) underlining, numberings, typesetting styles and layouts are for convenience only and do not affect the interpretation of these Rules;
- (b) (**gender**) a reference to any gender includes every gender;
- (c) (**person**) the word person includes a firm, a partnership, a joint venture, an organisation or an authority;
- (d) (**may**) the word may is permissive and not mandatory;
- (e) (**singular includes plural**) the singular includes the plural and vice versa;
- (f) (**grammatical form**) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (g) (**including**) the word including and similar expressions are not words of limitation and a general description of any matter or thing whatever shall not be read down if followed by any specific examples of that matter or thing;
- (h) (**regulations**) a reference to a law includes regulations and instruments made under the law;
- (i) (**amendments to statutes**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;
- (j) (**from time to time**) a power, an authority or a discretion reposed in the members', a member, the Management Committee or an Office Holder may be exercised at any time and from time to time;
- (k) (**function**) a reference to a function includes a reference to a power, authority and duty; and
- (l) (**exercise of a function**) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

## 2.3 Notices

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:



- (i) delivered by hand to the nominated address of the addressee;
  - (ii) sent by post to the nominated postal address of the addressee; or
  - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register.
- (c) When a notice is:
- (i) delivered by hand under Rule 2.3(a)(i) it is properly served when delivered to, and received by, the recipient;
  - (ii) sent by ordinary pre-paid post under Rule 2.3(a)(ii), it is taken to have been received five (5) working days after posting;
  - (iii) sent by email under Rule 2.3(a)(iii), it is taken to have been received at the time when the sender receives confirmation on its server that the message has been transmitted;
  - (iv) sent by facsimile under Rule 2.3(a)(iii), it is taken to have been received at the time shown on the transmission report as the time the whole facsimile was sent.

### **3. POWERS OF THE ASSOCIATION**

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#### **3.1 Powers of the Association**

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner, and in particular may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
  - (i) as trust funds may be invested under the *Trustees Act 1962* Part III; or
  - (ii) in any other manner authorised by the Rules;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) employ such persons as the Association deems appropriate to pursue the objects of the Association or to administer the affairs of the Association; and

- (i) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise, would contravene the Act or the Rules.

### **3.2 Paid Officers**

- (a) The Management Committee may appoint from time to time an independent Chairperson and an Executive Officer for the Association and any other paid officers as may be required to conduct the affairs of the Association and may also terminate such appointments.
- (b) The term of appointment, remuneration and other employment terms and conditions of a Chairperson or Executive Officer or other paid officer shall be on terms agreed by the Management Committee.

### **3.3 Office of the Association**

The office of the Association shall be at such place as the Management Committee may from time to time determine.

## **4. NOT FOR PROFIT**

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- (a) The property and income of the Association shall be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a Member out of the funds of the Association only if it is authorised under Rule 4(c).
- (c) A payment to a Member out of the funds of the Association is authorised if it is:
  - (i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (ii) the payment of interest on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (iii) the payment of reasonable rent to a Member for premises leased by the Member to the Association; or
  - (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

## **5. BECOMING A MEMBER**

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### **5.1 Minimum Number of Members**

The Association must have at least six Members with full voting rights.

### **5.2 General Members**

- (a) Foundation General Members are General Members of the Association.

The Foundation General Members of the Association are:

- (i) Shire of Bruce Rock;
  - (ii) Shire of Kellerberrin;
  - (iii) Shire of Koorda;
  - (iv) Shire of Merredin;
  - (v) Shire of Mt Marshall;
  - (vi) Shire of Mukinbudin;
  - (vii) Shire of Nungarin;
  - (viii) Shire of Trayning;
  - (ix) Shire of Westonia;
  - (x) Shire of Wyalkatchem; and
  - (xi) Shire of Yilgarn.
- (b) Any:
- (i) local government; and
  - (ii) any person, body corporate or incorporated association with interests or objectives which include objectives consistent with the objects of the Association;
- may apply to be a General Member of the Association.
- (c) A General Member has all the rights provided to Members under the Rules, including full voting rights, and is eligible for nomination, election and appointment to the Management Committee as an Office Holder or ordinary Management Committee Member.

### **5.3 Associate Members**

- (a) Any person, local government, body corporate or incorporated association that is not eligible, or does not wish, to be a General Member of the Association may apply to be an Associate Member of the Association.
- (b) An Associate Member shall enjoy the same privileges and be subject to the same obligations as a General Member, except an Associate Member is not entitled or eligible to:
  - (i) vote at any General Meeting;
  - (ii) propose a resolution at a General Meeting;
  - (iii) call a General Meeting;
  - (iv) be nominated, elected, or appointed as a Management Committee Member or Office Holder;
  - (v) nominate a Management Committee Member or Office Holder; or
  - (vi) nominate a person, local government, body corporate, or incorporated association to be a Member of the Association.

#### **5.4 Applying for Membership**

- (a) A person, local government, body corporate, or incorporated association who wish to become a Member must:
  - (i) be nominated for membership by two General Members; and
  - (ii) apply in writing to the Association, using the form prescribed by the Association (if any) together with any levy due under Rules 9.1 and 9.2.
- (b) A local government, body corporate, or incorporated association who wish to become a Member must comply with Rule 6.3 and appoint in writing a natural person to represent it at General Meetings and on the Management Committee.
- (c) All application forms must:
  - (i) state the full name of the applicant;
  - (ii) state a contact postal, business or residential address, and an email address, for the applicant; and
  - (iii) if applicable, appoint in writing a natural person to represent it at General Meetings and on the Management Committee, and state
    - (A) the name of the appointed person; and
    - (B) a contact postal, business or residential address, and an email address, for the appointed person.
- (d) All application forms must be signed by the applicant and the two nominating General Members (or persons appointed under Rule 6.3(a) with authority to represent the General Members).
- (e) If the Association has more than one class of membership, the application form must specify the applicable class of membership.

#### **5.5 Deciding Membership Applications**

- (a) The Management Committee will consider and decide whether to approve or reject any membership application.
- (b) Subject to Rule 5.5(c) applications will be considered and decided in the order they are received by the Association.
- (c) When considering a membership application, the Management Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (d) The Management Committee may approve a membership application if, in the view of the Committee, the applicant:
  - (i) meets the eligibility requirements for the relevant membership class under Rule 5.2(b) or 5.3(a); and
  - (ii) applies under Rule 5.4.

- (e) The Management Committee may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2(b) or 5.3(a).
- (f) As soon as is practicable after the Management Committee has made a decision under Rule 5.5, the Management Committee must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision, and the decision of the Management Committee shall be final.

## **5.6 Becoming a Member**

- (a) An applicant becomes a Member if:
  - (i) the applicant is eligible for membership under Rule 5.2(b) or 5.3(a);
  - (ii) the applicant applies in writing using the prescribed form (if any) to the Association under Rule 5.4;
  - (iii) the Management Committee approves the applicant's application for membership submitted under Rule 5.5; and
  - (iv) the applicant has paid the levy due under Rules 9.1 and 9.2 (if any).
- (b) The applicant immediately becomes a Member of the applicable class of membership, and is entitled to exercise all the rights and privileges of that class of membership, and must comply with all of the obligations of membership under these Rules, when Rule 5.6(a) has been fulfilled.

## **5.7 Recording Membership in the Register**

The Secretary must enter the name of a Member in the Register within 28 days after the Member becomes a Member under these Rules.

# **6. LIABILITY AND ENTITLEMENTS OF MEMBERS**

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## **6.1 Classes of Members**

- (a) The membership of the Association consists of:
  - (i) General Members; and
  - (ii) Associate Members;
- (b) The Association may have any class of membership determined by resolution of Members at a General Meeting.
- (c) If the Association has two or more classes of members, no Member can belong to more than one class of membership.
- (d) Subject to any limitation specified in these Rules, each class of membership shall have rights and benefits as determined by the Management Committee or by resolution of Members at a General Meeting.
- (e) The maximum number of General Members is unlimited unless the Association in General Meeting decides otherwise.

## **6.2 Membership Voting Rights of Members**

Each Member that is entitled to vote has one (1) vote at a General Meeting of the Association.

## **6.3 Voting by a local government, body corporate, or incorporated association**

- (a) A Member which is a local government, body corporate, or incorporated association:
  - (i) by written notice to the Association must appoint a natural person to be the Member's representative at a particular General Meeting, or at all General Meetings and on the Management Committee; and
  - (ii) may at any time by written notice to the Association revoke an appointment of their representative provided that in the same notice a replacement representative is appointed.
- (b) A copy of a written notice pursuant to Rule 6.3(a) must be lodged with the Secretary.
- (c) A person appointed under Rule 6.3(a) has authority to represent the local government, body corporate, or incorporated association as a Member:
  - (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
  - (ii) otherwise, until the appointment is revoked in writing by the local government, body corporate, or incorporated association, and notice of the revocation is given to the Secretary.
- (d) The selection of the person pursuant to Rule 6.3(a) shall be at the discretion of the applicant. Without limiting that discretion, it is the intention of the Association that persons appointed by local government Members should be a person who normally resides within the district of that local government.

## **6.4 Liability of Members**

- (a) A Member is only liable for their outstanding levy payable under Rules 9.1 and 9.2, if any.
- (b) Subject to Rule 6.4(a), a Member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.
- (c) Rule 6.4(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

## **6.5 Payment to Members**

- (a) Subject to Rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 6.5(a) does not prevent payments authorised by Rule 4(c).

## **6.6 Membership Entitlements not Transferable**

Subject to Rule 6.3(a), a right, privilege or obligation that a person, local government, body corporate or incorporated association has because it, he or she is a Member of the Association:

- (a) is not capable of being transferred to any other person, local government, body corporate, or incorporated association; and
- (b) ends when the membership ceases for that person, local government, body corporate, or incorporated association.

## **7. CEASING TO BE A MEMBER**

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### **7.1 Ending Membership**

- (a) The membership of a Member ends, if the Member:
  - (i) dies;
  - (ii) ceases to be a Member under Rule 9.1(d);
  - (iii) ceases to be a Member under Rule 9.2(d);
  - (iv) resigns as a Member under Rule 7.2; or
  - (v) is expelled from the Association under Rule 7.3.
- (b) For a period of one year after a Member's membership ends, the Secretary must keep a record of:
  - (i) the date on which a person, local government, body corporate, or incorporated association ceases to be a Member under Rule 7.1(a); and
  - (ii) the reason why the person, local government, body corporate, or incorporated association ceases to be a Member.
- (c) If a local government, body corporate, or incorporated association ceases to be a Member, then any appointment to a natural person made by it under Rule 6.3 immediately ceases to have any effect.

### **7.2 Resigning as a Member**

- (a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
  - (i) at the time the Secretary receives the notice; or
  - (ii) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees or levy which may be recovered as a debt due to the Association by the Member.

### 7.3 Suspending or Expelling Members

- (a) The Management Committee may, by resolution, discipline a Member by any means considered appropriate, or suspend or expel a Member from membership if, in the opinion of the Management Committee:
  - (i) the Member or any person authorised to represent the Member under Rule 6.3 refuses or neglects to comply with these Rules or the Code of Conduct; or
  - (ii) the conduct or behaviour of the Member or any person authorised to represent the Member under Rule 6.3:
    - (A) is detrimental to the interests of the Association; or
    - (B) has brought the Association into disrepute; or
    - (C) has brought discredit on the Association; or
  - (iii) the Member is not solvent (as defined in the Bankruptcy Act 1966 (Cwth)); or
  - (iv) the Member applied for and obtained membership under a false pretence or by providing false information.
- (b) The Management Committee must hold a Management Committee Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Management Committee Meeting referred to in Rule 7.3(b), give written notice to the Member:
  - (i) of the proposed suspension or expulsion and the grounds on which it is based;
  - (ii) of the date, place and time of the Management Committee Meeting;
  - (iii) that the Member, or the Member's representative, may attend the Management Committee Meeting; and
  - (iv) that the Member, or the Member's representative, may address the Management Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Management Committee Meeting referred to in Rule 7.3(b) the Management Committee must:
  - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
  - (ii) give due consideration to any written statement submitted by the Member; and
  - (iii) determine whether or not the Member should be:
    - (A) expelled from the Association; or
    - (B) suspended from membership, and if so, the period that the Member should be suspended from membership; or



- (C) disciplined by any means considered appropriate, which may include reprimanding the Member; or
  - (D) exonerate the Member
- (e) The Secretary must inform the Member in writing of the decision of the Management Committee and the reasons for the decision, within 7 days of the Management Committee Meeting referred to in Rule 7.3(d).
- (f) If the Management Committee has decided to suspend or expel a Member under Rule 7.3(d), the Member is immediately suspended or expelled from membership from the date of that decision irrespective of whether the Member appeals the decision.

#### **7.4 Right of Appeal against Suspension or Expulsion**

- (a) If a Member is suspended or expelled or disciplined under Rule 7.3, the Member may appeal the Management Committee's decision by giving written notice of appeal to the Secretary within 14 days of receiving notice of the Management Committee's decision.
- (b) The notice of appeal must:
  - (i) identify the decision appealed against;
  - (ii) provide a summary of the reasons for the appeal;
  - (iii) request the convening of a General Meeting to consider the appeal.
- (c) The Secretary must issue notice to convene a General Meeting to consider the appeal within 14 days after receiving a notice of appeal.
- (d) At the General Meeting referred to in Rule 7.4(c):
  - (i) the Member, or the Member's representative, must be given a full and fair opportunity to state the Member's case orally;
  - (ii) the General Meeting may give consideration to any written statement submitted by the Member; and
  - (iii) the General Meeting must determine by resolution;
    - (A) whether or not the decision of the Management Committee should be upheld or changed; and
    - (B) if changed, then what the decision should be.

#### **7.5 Reinstatement of a Member**

If the Management Committee's decision to suspend or expel or discipline a Member is revoked under these Rules, any act performed by the Management Committee or Members in General Meeting during the period that the Member was suspended or expelled from membership under Rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

## **7.6 When a Member is Suspended**

- (a) If a Member's membership is suspended under Rule 7.3(e), the Secretary must record in the Register:
  - (i) the name of the Member that has been suspended from membership;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the length of the suspension as determined by the Management Committee under Rule 7.3(d)(iii)(B).
- (b) A Member that has been suspended under Rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

## **8. MEMBERSHIP REGISTER**

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### **8.1 Register of Members**

- (a) The Secretary or a person authorised by the Management Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
  - (i) the full name of each Member;
  - (ii) a contact postal, business or residential address, and an email address of each Member;
  - (iii) the class of membership held by the Member;
  - (iv) the date on which the person became a Member; and
  - (v) the name and contact details of any person appointed by the Member under Rule 6.3(a).
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Association's listed office or at such other place as the Management Committee decides.

### **8.2 Inspecting the Register**

- (a) Any Member, or a person appointed by a Member under Rule 6.3(a), is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

### **8.3 Copy of the Register**

- (a) A Member, or a person appointed by a Member under Rule 6.3(a), may make a request in writing for a copy of the Register.
- (b) The Management Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Management Committee from time to time.

### **8.4 When Using the Information in the Register is Prohibited**

A Member, or a person appointed by a Member under Rule 6.3(a), must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Management Committee; or
- (c) for any other purpose unless the purpose:
  - (i) is directly connected with the affairs of the Association; or
  - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

## **9. MEMBERSHIP LEVY**

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### **9.1 Members Discretionary Levy**

- (a) Subject to Rule 30.1(a), the Management Committee may from time to time determine the amount of a Member's discretionary levy to be paid by each Member or each class of Members from time to time.
- (b) Each Member must pay the Member's discretionary levy determined under Rule 9.1(a) to the Treasurer, or a person authorised by the Management Committee to receive payments, as and when decided by the Management Committee.
- (c) If a Member pays the Member's discretionary levy within 2 calendar months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to Rule 9.1(e), if a person fails to pay the Member's discretionary levy within 2 calendar months after the due date, the person ceases to be a Member.
- (e) If a person ceases to be a Member under Rule 9.1(d), and subsequently pays to the Association all the Member's discretionary levy, the Management Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding levy is paid, including the right to vote.

## **9.2 Annual Membership Levy**

- (a) Subject to Rule 30.1(a), the Management Committee may from time to time determine the amount of the annual membership levy, if any, to be paid by each Member or each class of Members.
- (b) Each Member must pay the Member's annual membership levy determined under Rule 9.2(a) to the Treasurer, or a person authorised by the Management Committee to receive payments, as and when decided by the Management Committee.
- (c) If a Member pays the annual membership levy within 2 calendar months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to Rule 9.2(e), if a Member fails to pay the annual membership levy within 2 calendar months after the due date, the Member ceases to be a Member of the Association.
- (e) If a Member ceases to be a Member under Rule 9.2(d), and subsequently pays to the Association all the Member's outstanding levy, the Management Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding levy is paid, including the right to vote.

## **10. POWERS AND COMPOSITION OF THE MANAGEMENT COMMITTEE**

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### **10.1 Powers of the Management Committee**

- (a) The governing body of the Association is to be called the Management Committee and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Management Committee:
  - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
  - (ii) has power to perform all acts and do all things as appear to the Management Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

### **10.2 Management Committee Members**

- (a) The Management Committee is to consist of:
  - (i) the Office Holders of the Association; and
  - (ii) not less than one other ordinary Management Committee Member.
- (b) The maximum number of other ordinary Management Committee Members is to be determined by the Management Committee.
- (c) The Office Holders of the Association are:
  - (i) the Chairperson;

- (ii) the Deputy Chairperson;
  - (iii) the Secretary; and
  - (iv) the Treasurer.
- (d) A Management Committee Member must be either:
  - (i) a General Member; or
  - (ii) the Chairperson appointed by the Management Committee from time to time.
- (e) Where a General Member is a local government, body corporate, or incorporated association and is elected as a Management Committee Member that General Member shall be represented on the Management Committee by the person appointed under Rule 6.3(a) as representative for that General Member;
- (f) No person is permitted to hold more than one of the positions set out in Rule 10.2(c) at any time.
- (g) No person shall be entitled to hold a position on the Management Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (iii) an offence under Part 4 Division 3 or section 127 of the Act,
 unless the person has obtained the consent of the Commissioner.
- (h) No person shall be entitled to hold a position on the Management Committee if the person is, according to the Interpretation Act (WA) section 13D, a bankrupt or a person whose affairs are administered under insolvency laws unless the person has obtained the consent of the Commissioner.
- (i) The Chairperson must not be when appointed, nor have been within the period of 5 years prior to the appointment, either a Member, a person appointed under Rule 6.3(a) to represent a Member, an employee of a Member or a councillor or officer of a Member.

## **11. ROLE AND RESPONSIBILITIES OF MANAGEMENT COMMITTEE MEMBERS AND OFFICE HOLDERS**

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### **11.1 Obligations of the Management Committee**

The Management Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

### **11.2 Responsibilities of Management Committee Members**

- (a) A Management Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- (b) A Management Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A Management Committee Member or former Management Committee Member must not improperly use information obtained because he or she is a Management Committee Member to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Association.
- (d) A Management Committee Member or former Management Committee Member must not improperly use his or her position to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Association.
- (e) A Management Committee Member having any material personal interest in a matter being considered at a Management Committee Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee;
  - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
  - (iii) not be present while the matter is being considered at the Management Committee Meeting or vote on the matter.
- (f) Rule 11.2(e) does not apply in respect of a material personal interest that:
  - (i) exists only because the Management Committee Member belongs to a class of persons for whose benefit the Association is established; or
  - (ii) the Management Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Secretary must record every disclosure made by a Management Committee Member under Rule 11.2(e) in the minutes of the Management Committee Meeting at which the disclosure is made.
- (h) No Management Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Management Committee to do so and such authority is recorded in the minutes of the Management Committee Meeting.

### **11.3 Chairperson**

The Chairperson:

- (a) must consult with the Secretary regarding the business to be conducted at each Management Committee Meeting and each General Meeting;
- (b) may convene special meetings of the Management Committee under Rule 14.1(c);

- (c) may preside over Management Committee Meetings under Rule 14.3;
- (d) may preside over General Meetings under Rule 17.4; and
- (e) must ensure that the minutes of a General Meeting or Management Committee Meeting are reviewed and signed as correct under Rule 20(b).

#### **11.4 The Deputy Chairperson**

The Deputy Chairperson:

- (a) shall assist the Chairperson in carrying out his or her duties and responsibilities as described in Rule 11.3; and
- (b) shall perform those duties and responsibilities in the absence of, and in accordance with the instructions of, the Chairperson.

#### **11.5 Secretary**

The Secretary shall be responsible for fulfilling the directives of the Management Committee and the day-to-day operations of the Association, and must:

- (a) co-ordinate the correspondence of the Association;
- (b) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Management Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- (c) keep and maintain in an up to date condition the Rules as required by Rule 24.1 and any by-laws of the Association made in accordance with Rule 25;
- (d) maintain the register of the Members, referred to in Rule 8.1;
- (e) maintain the record of office holders of the Association, referred to in Rule 11.7;
- (f) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association under Rule 27.1;
- (g) keep full and correct minutes of Management Committee Meetings and General Meetings; and
- (h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

#### **11.6 The Treasurer**

The Treasurer must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in Rule 11.6(a) into the account or accounts of the Association as the Management Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Management Committee;

- (d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- (f) coordinate the preparation of the Financial Report of the Association prior to its submission to the Annual General Meeting of the Association, as if the Association was a Tier 3 Association;
- (g) assist the reviewer or auditor (if any) in performing their functions; and
- (h) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

#### **11.7 Record of Office Holders**

- (a) The Secretary or a person authorised by the Management Committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
  - (i) the full name of each Office Holder;
  - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - (iii) a current contact postal, residential or email address of each Office Holder.
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Management Committee decides.

#### **11.8 Inspecting the Record of Office Holders**

- (a) Any Member, or a person appointed by a Member under Rule 6.3(a), is able to inspect the record of Office Holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of Office Holders but has no right to remove the record for that purpose.

### **12. APPOINTING MANAGEMENT COMMITTEE MEMBERS**

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#### **12.1 Appointment to the Management Committee**

- (a) Management Committee Members (except for the Chairperson) are appointed to the Management Committee by:
  - (i) election at an Annual General Meeting; or
  - (ii) appointment to fill a casual vacancy under Rule 13.1(b).
- (b) The Chairperson:
  - (i) is appointed by the Management Committee under Rule 3.2;
  - (ii) must satisfy Rule 10.2(h).



## **12.2 Nominating for Membership of the Management Committee**

- (a) The Secretary must send a notice calling for nominations for election to the Management Committee and specifying the date for the close of nominations, to all General Members at least twenty one (21) days before the date on which the Annual General Meeting is to be held.
- (b) Nominations for election to the Management Committee shall close not less than seven (7) days before the Annual General Meeting.
- (c) The nomination for election must be in the prescribed form:
  - (i) in writing;
  - (ii) signed by the nominator (or the nominator's representative appointed pursuant to Rule 6.3), and the nominee to signify their willingness to stand for election; and
  - (iii) delivered in person, by facsimile transmission, email or post to the Secretary on or before the date for the close of nominations.
- (d) If a nomination for election to the Management Committee is not made in accordance with Rules 12.2(c) the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule 12.3(c) applies.

## **12.3 Electing Management Committee Members**

- (a) If the number of valid nominations received under Rule 12.2 is equal or less than to the number of vacancies to be filled for the relevant position on the Management Committee, the Member nominated shall be deemed to be elected at the Annual General Meeting.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Management Committee, elections for the positions must be conducted at the Annual General Meeting.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Management Committee, the candidates nominated are (if any) deemed to be elected and further nominations may be received from the floor of the Annual General Meeting.
- (d) A General Member who is eligible for election or re-election may have another General Member nominate him or her from the floor for election or re-election.
- (e) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Management Committee, elections for those positions must be conducted.
- (f) If an insufficient number of nominations are received from the floor for the number of vacancies on the Management Committee that remain, each position on the Management Committee for which there is no nomination is declared vacant by the person presiding at the Annual General Meeting and Rule 13.1(b) applies.
- (g) The elections for Office Holders or ordinary Management Committee Members are to be conducted at the Annual General Meeting in the manner directed by the Management Committee.

- (h) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the Annual General Meeting.

#### **12.4 Voting in Elections for Membership of the Management Committee**

- (a) Subject to Rule 19.3(d), each Member (who is a natural person, or a person representing a Member under Rule 6.3(a)) present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the Annual General Meeting may vote for one candidate for each vacant position on the Management Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.
- (c) Elections for a position on the Management Committee at the Annual General Meeting shall be conducted by secret ballot. If any candidates receive an equal number of votes, the successful candidate shall be determined by a second or further ballots between the candidates with the equal number of votes until a clear winner is determined.

#### **12.5 Term of Office of Management Committee Members**

- (a) At each Annual General Meeting of the Association, the appointment of:
  - (i) the Deputy Chairperson, Secretary, and Treasurer shall be elected for a term of one (1) year; and
  - (ii) the remaining Management Committee Member or Members to be appointed at the Annual General Meeting shall be elected for a term of one (1) year.
- (b) A Management Committee Member's term will commence on the date of:
  - (i) election at an Annual General Meeting; or
  - (ii) appointment to fill a casual vacancy that arises under Rule 13.1(b); or
  - (iii) in the case of an independent Chairperson appointed by the Management Committee under Rule 3.2, the date of such appointment.
- (c) All retiring Management Committee Members are eligible, on nomination under Rule 12.2, for re-election.

### **13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE**

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#### **13.1 Vacant Positions on the Management Committee**

- (a) A casual vacancy occurs in the office of a Management Committee Member and that office becomes vacant if the Management Committee Member:
  - (i) dies;
  - (ii) ceases to be a Member;
  - (iii) becomes disqualified from holding a position under Rule 10.2 (f) or (g) as a result of bankruptcy or conviction of a relevant criminal offence;

- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office under Rule 13.2;
- (vi) is removed from office under Rule 13.3; or
- (vii) is absent from more than:
  - (A) three (3) consecutive Management Committee Meetings without leave of absence that has been granted by the Management Committee; or
  - (B) three (3) Management Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Management Committee Meetings, where the Management Committee Member received notice of the meetings, and the Management Committee has resolved to declare the office vacant.
- (b) If a position on the Management Committee is declared vacant under Rule 12.3(f), or there is a casual vacancy within the meaning of Rule 13.1(a), the continuing Management Committee Members may:
  - (i) appoint a Member to fill that vacancy until the conclusion of the next Annual General Meeting; and
  - (ii) subject to Rule 13.1(c), act despite the vacant position on the Management Committee.
- (c) If the number of Management Committee Members is less than the number fixed under Rule 1.4 as the quorum for Management Committee Meetings, the continuing Management Committee Members may act only to:
  - (i) increase the number of Members on the Management Committee to the number required for a quorum; or
  - (ii) convene a General Meeting of the Association.
- (d) Where a Management Committee Member is a General Member that is a local government, body corporate or incorporated association which has appointed a person under Rule 6.3(a):
  - (i) the General Member that is a local government, body corporate or incorporated association that appointed that person may give written notice to the Secretary that such person has ceased to be the General Member's appointed representative, and nominate a replacement person as appointed representative; and
  - (ii) upon service of that notice the person who has ceased to be the representative shall cease to be the Management Committee Member, and the replacement person shall become the Management Committee Member, for that General Member.

### **13.2 Resigning from the Management Committee**

- (a) A Management Committee Member may resign from the Management Committee by giving written notice of resignation to the Secretary, or if the Management Committee Member is the Secretary, to the Chairperson.

- (b) The Management Committee Member resigns:
  - (i) at the time the notice is received by the Secretary or Chairperson under Rule 13.2(a); or
  - (ii) if a later time is stated in the notice, at the later time.

### **13.3 Removal from the Management Committee**

- (a) A Management Committee Member may only be removed from the Management Committee pursuant to Rule 13.1(a)(vi) by a resolution at a General Meeting of the Association.
- (b) The Management Committee Member who faces removal from the Management Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Management Committee.
- (c) If all Management Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Management Committee. The interim Management Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Management Committee.

## **14. MANAGEMENT COMMITTEE MEETINGS**

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### **14.1 Meetings of the Management Committee**

- (a) The Management Committee must meet at least four (4) times in each year..
- (b) The Management Committee is to determine the place and time of all Management Committee Meetings.
- (c) Meetings of the Management Committee may be convened under Rule 14.2 by:
  - (i) the Chairperson; or
  - (ii) any two Management Committee Members.

### **14.2 Notice of Management Committee Meetings**

- (a) The Secretary must give each Management Committee Member at least 48 hours' notice of each Management Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Management Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to Rule 14.2(d), only the business specified on the notice of the Management Committee Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Management Committee Meetings if the Management Committee Members present at a Management Committee Meeting unanimously agree to treat the business as urgent.

### **14.3 Chairing at Management Committee Meetings**

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as the chair of each Management Committee Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Management Committee Members must choose one of their number to preside as the chair of that Management Committee Meeting.

### **14.4 Procedure of the Management Committee Meeting**

- (a) The quorum for a Management Committee Meeting is specified at Rule 1.4. The Management Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under Rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Management Committee Members personally present will constitute a quorum.
- (d) Management Committee Meetings may take place:
  - (i) where the Management Committee Members are physically present together; or
  - (ii) where the Management Committee Members are able to communicate by using any technology that reasonably allows, at the discretion of the person who is the chair of that meeting or a majority of those Management Committee Members physically present, the Management Committee Member to participate fully in discussions as they happen in the Management Committee Meeting and in making decisions, provided that the participation of each Management Committee Member in the Management Committee Meeting must be made known to all other Management Committee Members.
- (e) A Management Committee Member who participates in a meeting as set out in Rule 14.4(d)(ii):
  - (i) is deemed to be present at the Management Committee Meeting; and
  - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the Management Committee Member notifies the other Management Committee Members that he or she is no longer taking part in the Management Committee Meeting.
- (f) Subject to these Rules, the Management Committee Members present at the Management Committee Meeting are to determine the procedure and order of business to be followed at a Management Committee Meeting.
- (g) Subject to Rule 14.5, all Management Committee Members have the right to attend and vote at Management Committee Meetings.
- (h) All Members, or other guests, may attend Management Committee Meetings if invited by the Management Committee but the person shall not have any right to comment without invitation, or any right to vote.

- (i) The Secretary or a person authorised by the Management Committee from time to time must keep minutes of the resolutions and proceedings of all Management Committee Meetings together with a record of the names of persons present at each meeting.

#### **14.5 Voting at Management Committee Meetings**

- (a) Each Management Committee Member (except the person appointed to chair the meeting) present at a Management Committee Meeting has a deliberative vote.
- (b) A question arising at a Management Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the person appointed to chair the Management Committee Meeting as set out in Rule 14.3 is entitled to exercise a casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot must be used if requested by any one Management Committee Member who requires a matter to be determined in this way and the person presiding as chair of the Management Committee Meeting will oversee the ballot.

#### **14.6 Acts not Affected by Defects or Disqualifications**

Any act performed by the Management Committee, a sub-committee or a person acting as a Management Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Management Committee Member, sub-committee or person holding a subsidiary office; or
- (b) a Management Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

#### **14.7 Unanimous Resolutions Without Meeting**

- (a) A resolution signed by all members of the Management Committee and delivered to the Secretary shall have the same effect as if passed at a Management Committee Meeting.
- (b) A resolution pursuant to Rule 14.7 may be executed in any number of counterparts (whether in original or a copy transmitted by facsimile or pdf document transmitted by email), all of which taken together constitute one and the same document, and the resolution will be deemed to be made at the time the last resolution document signed by a Management Committee Member is received by the Secretary.

### **15. REMUNERATION OF MANAGEMENT COMMITTEE MEMBERS**

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Subject to Rule 3.2(a) and 4(c), a Management Committee Member must not receive any remuneration for their services as a Management Committee Member.

## **16. SUB-COMMITTEES AND DELEGATION**

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### **16.1 Appointment of Sub-Committee**

- (a) The Management Committee may appoint (or may cancel) one or more sub-committees as considered appropriate by the Management Committee from time to time to assist with the conduct of the Association's operations, or to examine or report on any matter.
- (b) Sub-committees may comprise (in such numbers as the Management Committee determines) Members and non-members.
- (c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.
- (d) The sub-committee shall remain responsible to, and must follow any directions of, the Management Committee at all times.

### **16.2 Delegation by Management Committee to Sub-Committee**

- (a) The Management Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Management Committee sees fit from time to time.
- (b) Despite any delegation under this Rule, the Management Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

### **16.3 Delegation to Subsidiary Offices**

- (a) The Management Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Management Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Management Committee sees fit from time to time.
- (c) Despite any delegation under this Rule, the Management Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

## **17. GENERAL MEETINGS**

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### **17.1 Procedure for General Meetings**

- (a) General Meetings may take place where the Members (being a natural person or represented by a person appointed under Rule 6.3(a)):
  - (i) are physically present together; or
  - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as

they happen in the General Meeting and in making any decisions, provided that:

- (A) the use of technology is permitted either by the person presiding as chair of the meeting or by a resolution of those Members physically present; and
  - (B) the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Rule 17.1(a)(ii):
- (i) is deemed to be present at the General Meeting; and
  - (ii) continues to be present at the General Meeting for the purposes of establishing a quorum,

until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

## **17.2 Quorum for General Meetings**

- (a) The Quorum for General Meetings is specified in Rule 1.4.
- (b) Subject to Rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within thirty (30) minutes of the time appointed for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a Special General Meeting, the meeting is to stand adjourned to:
    - (A) a place, date, and time as determined by the Management Committee; and
    - (B) the Secretary must give notice of the adjourned Special General Meeting in the same or substantially the same manner as General Meetings are convened;
  - (ii) in the case of an Annual General Meeting, the meeting is to stand adjourned to:
    - (A) the same time and day in the following week; and
    - (B) the same place unless another place is specified by the person acting as the chair of that Annual General Meeting at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting are to constitute a quorum.



### **17.3 Notice of General Meetings and Motions**

- (a) The Secretary must give at least:
  - (i) 21 days' notice of a General Meeting to each Member, or
  - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
  - (i) the place, date and time of the meeting; and
  - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 2.3.

### **17.4 Presiding Member**

- (a) The Chairperson, or in the Chairperson's absence the Deputy-Chairperson, is to preside as chair of each General Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Management Committee Members must choose one of their number to preside as chair of the General Meeting.

### **17.5 Adjournment of General Meetings**

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 23 and 17.3 as if that General Meeting was a new General Meeting.

## **18. SPECIAL GENERAL MEETINGS**

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### **18.1 Special General Meeting**

- (a) The Management Committee may at any time convene a Special General Meeting of the Association.
- (b) The Secretary must issue a notice to convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of General Members.

### **18.2 Request for Special General Meeting**

A request by the General Members for a Special General Meeting must:

- (a) state the purpose of the meeting;

- (b) be signed by the required number of General Members making the request as specified in Rule 18.1(b); and
- (c) be lodged with the Secretary.

### **18.3 Failure to Convene Special General Meeting**

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 18.1(b), the General Members who made the request may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Management Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Management Committee and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

## **19. MAKING DECISIONS AT GENERAL MEETINGS**

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### **19.1 Special Resolutions**

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 19.1(c).
- (b) A Special Resolution of the Association is required to:
  - (i) amend the name of the Association;
  - (ii) amend the Rules, under Rule 24.2;
  - (iii) affiliate the Association with another body;
  - (iv) transfer the incorporation of the Association;
  - (v) amalgamate the Association with one or more other incorporated associations;
  - (vi) voluntarily wind up the Association;
  - (vii) cancel incorporation; or
  - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
  - (i) be in writing;
  - (ii) include the place, date and time of the meeting;
  - (iii) include the intention to propose a Special Resolution;
  - (iv) set out the wording of the proposed Special Resolution; and
  - (v) be given in accordance with Rule 2.3.
- (d) If notice is not given in accordance with Rule 19.1(c), the Special Resolution will have no effect.

- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting.

## **19.2 Ordinary Resolutions**

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

## **19.3 Voting at meetings**

- (a) Subject to these Rules, each General Member has one vote at a General Meeting of the Association.
- (b) A person casts a vote at a meeting either by:
  - (i) voting at the meeting either in person; or
  - (ii) through the use of technology under Rule 17.1(a)(ii).
- (c) In the case of an equality of votes at a General Meeting, the person acting as chair of the meeting is entitled to exercise a second or casting vote.
- (d) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register (and where required has appointed a person under Rule 6.3(a)), as at the date the notice of the General Meeting was sent out under Rule 17.3.

## **19.4 Manner of Determining Whether Resolution Carried**

- (a) Unless a Poll is demanded under Rule 19.5, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the person acting as chair of the General Meeting that the resolution has been:
  - (i) carried unanimously;
  - (ii) carried by a particular majority; or
  - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to Rule 19.1(c), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under Rule 19.4(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under Rule 19.4(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## **19.5 Poll at General Meetings**

- (a) At a General Meeting, a Poll on any question may be demanded by either:
  - (i) the person acting as chair of the meeting; or

- (ii) at least three Members of the Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the person acting as chair of the meeting directs and a declaration by the person acting as chair of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
  - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
  - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
  - (iii) in any other case, in the manner and time before the close of the meeting as the person acting as chair directs.

## **20. MINUTES OF MEETINGS**

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- (a) The Secretary or a person authorised by the Management Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Management Committee Meetings together with a record of the names of persons present at each meeting. The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (b) The Chairperson must ensure that the minutes of a General Meeting or Management Committee Meeting under Rule 20(a) are reviewed and signed as correct by:
  - (i) the person acting as chair of the General Meeting or Management Committee Meeting to which those minutes relate; or
  - (ii) the person acting as chair of the next succeeding General Meeting or Management Committee Meeting.
- (c) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
  - (i) the General Meeting or Management Committee Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting or Management Committee Meeting did in fact take place at the meeting; and
  - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (d) The minutes of General Meetings may be inspected by a Member under Rule 27.2.
- (e) The minutes of Management Committee Meetings may be inspected by a Member under Rule 27.2 unless the Management Committee determines that the minutes of Management Committee Meetings generally, or the minutes of a specific Management Committee Meeting are not to be available for inspection.

## **21. FUNDS AND ACCOUNTS**

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### **21.1 Control of Funds**

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Management Committee.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) The Treasurer shall open and operate and maintain bank accounts in the name of the Association and shall have all moneys received by the Association deposited into such an account.
- (d) The Treasurer may open accounts with any financial institution in the name of the Association for the investment of Association moneys received into an Association bank account.
- (e) Payments from an Association account with any bank or other financial institution shall only be made if authorised by both:
  - (i) the Treasurer or in the Treasurer's absence by a duly authorised Management Committee Member; and
- (f) another duly authorised Management Committee Member. All expenditure above the maximum amount set by the Management Committee from time to time must be approved or ratified at a Management Committee Meeting.

### **21.2 Source of Association Funds**

- (a) The funds of the Association may be derived from a levy of Members, donations, State or Commonwealth grants, interest, and any other sources approved by the Management Committee.
- (b) The Association must, as soon as practicable:
  - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
  - (ii) after receiving any money, issue an appropriate receipt.

### **21.3 Financial Records**

- (a) The Association must keep Financial Records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

### **21.4 Financial Reports**

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

- (b) Without limiting Rule 21.4(a), those requirements include—
  - (i) the preparation of a Financial Report;
  - (ii) an audit of the Financial Report; and
  - (iii) the presentation of the Financial Report to the Annual General Meeting (and a copy of the auditor's report); and
  - (iv) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

## **21.5 Audit of the Financial Report**

The Association must ensure that an audit is undertaken of the Financial Report of the Association.

## **22. FINANCIAL YEAR OF THE ASSOCIATION**

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The financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June.

## **23. ANNUAL GENERAL MEETINGS**

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### **23.1 Annual General Meeting**

- (a) Subject to Rule 23.1(b), the Association must convene an Annual General Meeting each calendar year:
  - (i) within 6 months after the end of the Association's Financial Year; or
  - (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its Annual General Meeting within a longer period under Rule 23.1(a)(ii), the Secretary must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

### **23.2 Notice of Annual General Meeting**

The notice convening an Annual General Meeting must specify that it is the Annual General Meeting of the Association and otherwise must comply with Rules 2.3 and 17.3 (as applicable).

### **23.3 Business to be Conducted at Annual General Meeting**

- (a) Subject to Rule 23.1, the Annual General Meeting of the Association is to be convened on a date, time and place as the Management Committee decides.
- (b) At each Annual General Meeting of the Association, the business of the Annual General Meeting shall include in this order:
  - (i) confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
  - (ii) the Chairperson's report;

- (iii) the Treasurer's report:
- (iv) the Association, must present the Financial Report of the Association for the preceding Financial Year;
- (v) if applicable, appoint or remove an auditor in accordance with the Act;
- (vi) present a copy of the auditor's report to the Association;
- (vii) the election of the Office Holders and ordinary Management Committee Members whose terms expire;
- (viii) special business of which notice is given; and
- (ix) general business.

## **24. RULES OF THE ASSOCIATION**

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### **24.1 Rules of the Association**

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time membership commences, to each person who becomes a Member under Rule 5.5.
- (c) The Association must keep a current copy of the Rules.

### **24.2 Amendment of Rules, Name and Objects**

- (a) The Association may only alter, rescind or add to these Rules by Special Resolution at a General Meeting.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
  - (i) one month after the Special Resolution is passed; or
  - (ii) a longer period as the Commissioner may allow.
- (c) Subject to Rule 24.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
  - (i) the name of the Association; or
  - (ii) the objects or purposes of the Association,
 does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b) and the approval of the Commissioner is given in writing.

## **25. BY-LAWS OF THE ASSOCIATION**

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- (a) The Members of the Association may make, amend and repeal by-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.

- (b) The by-laws made under Rule 25(a):
  - (i) do not form part of the Rules;
  - (ii) may make provision for:
    - (A) rights and obligations that apply to each class of membership;
    - (B) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
    - (C) restrictions on the powers of the Management Committee including the power to dispose of assets; and
    - (D) any other matter that the Association considers necessary or appropriate; and
  - (iii) must be available for inspection by Members.

## **26. AUTHORITY REQUIRED TO BIND ASSOCIATION**

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### **26.1 Executing Documents**

The Association may execute a document without using a common seal if the document is signed by:

- (a) any two Management Committee Members; or
- (b) one Management Committee Member and a person authorised by the Management Committee.

### **26.2 Use of the Common Seal**

- (a) If the Association has a common seal on which its corporate name appears in legible characters:
  - (i) the Secretary or any other person as the Management Committee from time to time decides must provide for its safe custody; and
  - (ii) it must only be used under resolution of the Management Committee.
- (b) The Association executes a document with its common seal, if the fixing of the seal is done:
  - (i) under resolution of the Management Committee; and
  - (ii) witnessed by any two of the Chairperson , the Deputy Chairperson , or the Secretary.
- (c) Every use of the common seal must be recorded in the Management Committee's minute book.

## **27. THE ASSOCIATION'S BOOKS AND RECORDS**

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### **27.1 Custody of the Books of the Association**

- (a) Except as otherwise decided by the Management Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the



Books of the Association with the exception of including the Financial Records, which, except as otherwise directed by the Management Committee from time to time, are to be kept under the custody or control of the Treasurer.

- (b) The Books of the Association must be retained for at least 7 years.

## **27.2 Inspecting the Books of the Association**

- (a) Subject to these Rules, and in particular Rule 20(e), a Member is able to inspect the Books of the Association, with the exception of the Financial Records, free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

## **27.3 Prohibition on Use of Information in the Books of the Association**

A Member must not use or disclose information in the Books of the Association except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

## **27.4 Returning the Books of the Association**

Outgoing Management Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Management Committee within 14 days of ceasing to be a Management Committee Member.

# **28. RESOLVING DISPUTES**

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## **28.1 Disputes Arising under the Rules**

- (a) This Rule applies to:
  - (i) disputes between Members; and
  - (ii) disputes between the Association and one or more Members that arise under the Rules or relate to the Rules of the Association.
- (b) In this Rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may refer the dispute to the Management Committee under Rule 28.2 or to mediation under Rule 28.3 by giving written notice to the Secretary and to the other parties specifying:
  - (i) the parties to the dispute,

- (ii) details of, the dispute, and
- (iii) whether the dispute is referred to the Management Committee for determination or to mediation.

## **28.2 Determination by Management Committee**

If the dispute is referred to the Management Committee:

- (a) The Secretary must convene a Management Committee Meeting within 28 days after the Secretary receives notice of the dispute under Rule 28.1(d) for the Management Committee to determine the dispute.
- (b) At the Management Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (c) The Secretary must inform the parties to the dispute of the Management Committee's decision and the reasons for the decision within 7 days after the Management Committee Meeting at which the dispute is determined.

## **28.3 Mediation**

If the dispute is referred to mediation:

- (a) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement within 7 days of notice of the dispute under Rule 28.1(d):
    - (A) if the dispute is between a Member and another Member, then a person appointed by the Secretary; or
    - (B) if the Association, the Management Committee or a Management Committee Member are a party to the dispute then a person nominated by the Resolution Institute or its successor organisation, who accepts appointment as mediator.
- (b) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (c) The parties to the dispute must acting reasonably and in good faith attempt to settle the dispute by mediation.
- (d) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (e) Subject to any direction from the mediator regarding the procedure for the conduct of the mediation, the mediation will be conducted in accordance with the Mediation Rules of the Resolution Institute.
- (f) The costs of the mediation must be paid for equally by the parties to the dispute.
- (g) The mediator shall be independent of, and act fairly and impartially as between the parties. The Mediator shall assist the parties to negotiate between themselves a mutually acceptable resolution of the dispute.

- (h) Information provided by the parties in the course of the mediation is confidential and cannot be used in any other legal proceedings that may take place in relation to the dispute.

#### **28.4 Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

### **29. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**

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- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the General Members, who are on the Register of Members and who are eligible to vote under the Rules, resolve by Special Resolution that the Association will:
  - (i) apply to the Commissioner for cancellation of its incorporation; or
  - (ii) appoint a liquidator to wind up its affairs.
- (b) The Association must be wound up under Rule 29(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of the Association the Surplus Property must only be distributed to one or more of the following, having objects similar to the objects of the Association:
  - (i) an incorporated association under the Act;
  - (ii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
  - (iii) a company holding a licence that continues in force under section 151 of the Corporations Act 2001(Cwth);
  - (iv) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
  - (v) a body corporate that:
    - (A) is a Member or former member of the Association; and
    - (B) at the time of the Surplus Property is distributed, has Rules that prevent the property being distributed to its members;
  - (vi) a trustee for a body corporate referred to in Rule 29(c)(v); or
  - (vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

### **30. RESERVE POWERS OF THE FOUNDATION GENERAL MEMBERS**

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#### **30.1 Reserve Powers**

During the period of three (3) years (**Reserve Power Period**) immediately following the General Meeting at which this Constitution is adopted by the Association:

- (a) The Management Committee can only impose an annual levy or a discretionary levy on Members pursuant to Rule 9 if the amount of the levy is approved by a resolution of not less than seven (7) of the Foundation General Members. The resolution must be either:
  - (i) at a meeting of the Foundation General Members convened for that purpose by the Secretary or such other person authorised by the Management Committee from time to time; or
  - (ii) by written resolution of the Foundation General Members prepared and sent to all Foundation General Members for that purpose by the Secretary or such other person authorised by the Management Committee from time to time.
- (b) The Management Committee must include at least one (1) member that is a person nominated by a Foundation General Member pursuant to Rule 6.3.

### **30.2 Expiry of Reserve Powers**

From the expiry of the Reserve Power Period this Rule 30 shall cease to apply.

### **30.3 Review of Reserve Powers**

A review of the reserve powers of the Foundation General Members under Rule 30.1 shall be undertaken by the Management Committee within two years of the adoption of this Constitution. Any extension or amendment of the reserve powers of this Rule 30 can only be made pursuant to Rule 24.2.