



RURAL WATER COUNCIL OF WA (INC)

Meeting held by Teleconference
Friday 20 March 2020 commencing at 10.04 am

Minutes

1 OPENING & WELCOME

The President, Mr L Short, welcomed delegates and declared the meeting open.

2 ATTENDANCE & APOLOGIES

2.1 Attendance

Mr Lawrie Short	President
Cr Frank Johnson	Shire of Gingin
Cr Ross Chappell	Shire of Lake Grace
Cr Julie Flockart	Shire of Merredin
Cr Romolo Patroni	Shire of Merredin
Mr Mark Dacombe	Shire of Merredin
Cr Tony Sachse	Shire of Mount Marshall
Cr Tanya Gibson	Shire of Mount Marshall
Cr Eileen O'Connell	Shire of Nungarin
Cr Rosemary Madasci	Shire of Toodyay
Robert Dew	Executive Officer

2.2 Apologies

Cr Rodney Sheen	Shire of Goomalling
Mr Peter Clarke	Shire of Goomalling
Mr Darren Simmons	Shire of Koorda
Cr Peter Lines	Shire of Narembeen
Cr Gary Coumbe	Shire of Nungarin
Mr David Smith	
Mr Norm Smith	
Water Corporation	

3 DECLARATIONS OF INTEREST

Cr Eileen O'Connell declared her interest in Water Corporation activities as her husband is an employee of the Water Corporation.

4 ANNOUNCEMENTS

There were no announcements.

5 MINUTES

5.1 Confirmation of Minutes

(a) Annual General Meeting 15 March 2019

Minutes of the Annual General Meeting held at Northam on 15 March 2019 are submitted for confirmation. Copies of these Minutes have been circulated to all members and delegates.

RECOMMENDATION

That the Minutes of the Annual General Meeting held 15 March 2019, as printed and circulated, be confirmed.

RESOLUTION

Eileen O'Connell moved and Frank Johnson seconded –

That the Minutes of the Annual General Meeting held 15 March 2019, as printed and circulated, be confirmed. CARRIED

(b) General Meeting 18 October 2019

Minutes of the General Meeting held at Northam on 18 October 2019 are submitted for confirmation. Copies of these Minutes have been circulated to all members and delegates.

RECOMMENDATION

That the Minutes of the General Meeting held 18 October 2019, as printed and circulated, be confirmed.

RESOLUTION

Frank Johnson moved and Rosemary Madasci seconded –

That the Minutes of the General Meeting held 18 October 2019, as printed and circulated, be confirmed. CARRIED

(c) Special General Meeting 30 January 2020

Minutes of the Special General Meeting held at Northam on 30 January 2020 are submitted for confirmation. Copies of these Minutes have been circulated to all members and delegates.

RECOMMENDATION

That the Minutes of the Special General Meeting held 30 January 2020, as printed and circulated, be confirmed.

RESOLUTION

Frank Johnson moved and Julie Flockart seconded –

That the Minutes of the Special General Meeting held 30 January 2020, as printed and circulated, be confirmed. CARRIED

5.2 Business Arising from the Minutes

(a) Participation by Department of Primary Industries and Regional Development (18/10/2019 Item 5.2(b))

Hon Darren West offered to follow up attendance by representatives from the Department of Primary Industries and Regional Development.

RECOMMENDATION

For noting

The meeting requested that the participation by the Department of Primary Industries and Regional Development be followed up.

(b) Drought Communities Program Extension (30/1/2020 Items 5.4 & 5.6)
Cr T Sachse asked as to progress on the requests to the Federal Shadow Minister for Regional Development, the Member for Durack Hon Melissa Price MP and the Member for O'Connor Hon Rick Wilson MP regarding the criteria for selection of communities to receive funding under the Drought Communities Program Extension. The Executive Officer replied that responses had yet to be received.

6 ANNUAL REPORT

Consideration of the Annual Report on the Group's activities during the preceding financial year.
Presented by the President (attached).

RECOMMENDATION

That the Annual Report be received.

RESOLUTION

**Eileen O'Connell moved and Frank Johnson seconded –
That the Annual Report of the Group's activities as presented by the President, attached, be received. CARRIED**

7 ANNUAL FINANCIAL STATEMENTS

Consideration of the financial statements for the year ended 31 December 2019 (attached).

An examination of the financial statements was undertaken by Ms Natalie Bird, Finance Manager, Shire of Goomalling.

RECOMMENDATION

That the financial statement for the year ended 31 December 2019, as attached, be adopted.

RESOLUTION

**Eileen O'Connell moved and Frank Johnson seconded –
That the financial statement for the year ended 31 December 2019, as attached, be adopted. CARRIED**

8 ELECTIONS

The term of office for the following positions expire at the conclusion of this Annual General Meeting -

President
Deputy President
3 Executive Committee Members

At the close of nominations, the following nominations were received:

President –

Mr Lawrie Short submitted a nomination, however due to on-going telephone/internet issues following the storms at the end of February which effected both Mr Short's and the Executive Officer's services, Mr Short's nomination although sent before the close of nominations was not received until after nominations closed.

Deputy President -
No nominations

Executive Committee Member (3 Positions)

Cr Frank Johnson (Shire of Gingin)
Cr Eileen O'Connell (Shire of Nungarin) submitted a nomination, however it was received after nominations closed.

The Rules provide –

- (a) that where a member nominates for more than one position on the Executive Committee the members valid nominations are to be taken in the order the positions are listed in the notice calling for nominations and once elected to a position all of the members remaining valid nominations are to be excluded; and
- (b) that for those positions for which only one nomination is received, the persons nominated are deemed to be elected at the Annual General Meeting.

In accordance with the above Cr Frank Johnson is deemed to be elected to the Executive Committee.

As no valid nominations were received for the other positions the Rules provide that nominations may be received for these positions from the floor of the Annual General Meeting.

Mr L Short vacated the Chair and the Executive Officer conducted the elections.

President

The Executive Officer invited nominations for the position of President.

Frank Johnson nominated Lawrie Short (accepted).

There being no further nominations the Executive Officer declared Lawrie Short elected to the position of President for a term of two years (2020-2022).

Deputy President

The Executive Officer invited nominations for the position of Deputy President.

Eileen O'Connell nominated Tony Sachse (accepted).

There being no further nominations the Executive Officer declared Tony Sachse elected to the position of Deputy President for a term of two years (2020-2022).

Executive Committee

The Executive Officer invited nominations for the position of two Executive Committee Members.

Frank Johnson nominated Eileen O'Connell (accepted).
Rosemary Madasci nominated herself.

There being no further nominations the Executive Officer declared Eileen O'Connell and Rosemary Madasci elected to the positions of Executive Committee Member for a term of two years (2020-2022).

Mr Lawrie Short resumed the Chair.

9 ANNUAL MEMBERSHIP FEES & BUDGET

9.1 Membership Fees 2020

Consideration of membership fees for 20120. Last year membership fees were –

Associations	\$200.00
Individuals	\$30.00

RECOMMENDATION

That membership fees for 2021 be –

Associations	\$250.00
Individuals	\$35.00.

RESOLUTION

Tony Sachse moved and Eileen O'Connell seconded –

That membership fees for 2021 be –

Associations	\$300.00
Individuals	\$150.00.

CARRIED

The meeting requested that a letter of explanation be sent with the membership renewal notices setting out the reasons for the increase in membership fees and in particular the need for the fees to reflect the voting entitlements of each class of membership.

Cr Julie Flockart suggested that rather than meetings being held by teleconference that they be held by video conference (eg Zoom).

9.2 Budget 2020

Consideration of the Group's Budget for 2020. Draft Budget for the year ending 31 December 2020 is attached.

Notes on the draft budget –

Receipts

) It is proposed that the general subscription be increased.

Payments

) Additional expenses have been incurred for the Special Meeting held to meet with the Minister for Water. These include venue hire, morning tea and refreshments.

) Allocation has been made for the March meeting to be held by teleconference.

) Allocation for Secretarial Service costs have been increased over last year due to additional Executive Officer work involved with the meeting with the Minister for Water and arrangements to change the March meeting to a teleconference.

RECOMMENDATION

That the Budget for the year ending 31 December 2020, as attached, be adopted.

The meeting noted amendments to the draft Budget to take into account the revised membership fees.

RESOLUTION

Tony Sachse moved and Eileen O'Connell seconded –

That the Budget for the year ending 31 December 2020, as attached, be adopted.

CARRIED

10 MATTERS OF WHICH NOTICE HAS BEEN GIVEN

There were no motions of which notice has been given.

11 OTHER BUSINESS

11.1 Application for Membership

Application for membership has been received from the Shire of Dowerin.

RECOMMENDATION

That the application from the Shire of Dowerin for membership of the Group be approved.

RESOLUTION

Frank Johnson moved and Eileen O'Connell seconded –

That the application from the Shire of Dowerin for membership of the Group be approved.

CARRIED

11.2 District Reports

Mount Marshall (Tony Sachse)

Significant although patchy rainfall during late February and March have helped farmers with dam/rain water storage and on farm water generally for the purposes of stock water, the spraying of herbicides, and household water. However local heavy rainfall and hail caused flooding and infrastructure damage to buildings, fencing, paddock erosion and roads. Before the February rains, there was a heavy reliance on Water Corporation scheme water and standpipes for stock water. The Shire has installed a new tank in the town of Beacon to help with the time taken for filling under the new standpipe guidelines. The rains have also taken pressure off the watering requirements for the town ovals in Bencubbin and Beacon. Dam/tank catchments for watering the ovals will also now be able to be used again for the purpose of watering the ovals. Lake McDermott, a major lake in the South of the Shire, is now full. The last occasion this occurred was in 1999.

The Shire of Mount Marshall continues to be concerned with the criteria, statistics/assessment, and lack of any appeal process with the Federal Government's Drought Communities Program. Council has written to the Member of Durack, Melissa Price MP, outlining these concerns plus the flow on effect of being ineligible to other programs such as the Building Better Regions Fund (BBRF). It is to be hoped that the Federal Government will consider having a third announcement which better reflects modelling with growing season rainfall (GSR), the effect of a significant drop off in rainfall in areas of low annual rainfall, and drought in Western Australia.

Dandaragan (Lawrie Short)

Coming off a very hot and dry summer season, in Dandaragan, it was a great relief to get some 60 mm of rain in the last 16 days of February, resulting in early season activities -

-) Potato farms already undertaking planting of spuds, with centre pivot irrigation in place.
-) Those who are basically graziers are busy super spreading.
-) Many of us are planting perennials such as Rhodes Grass and Elephant Grass etc, though my South African next door neighbour sometimes ponders on his changed method of farming in Western Australia planting Rhodes Grass whereas in South Africa, he pulled it out of his sugar cane.
-) As many farmers in our region are growing good crops it is interesting to see the 80 ft airseeders tugged along by big Johnnie's and missing the large old Red Gums.

Other rural industries coming to our region or having a good season including: -

-) Existing olive, orange, other stone fruit, carrots and poultry farms appear to be continuing, although the Dandaragan Olive Farm is up for sale possibly neglecting the trees.
-) Approval has been given for the establishment of a 3,000 head dairy herd south of Badgingarra, to be housed in a large shed and rotated for what appears to be continuous milking. The product of milk powder will be transported to China. The water supply will come from 3 deep bores into the Yarragadee Aquifer, approximately 200 m deep.
-) Two existing mine sites operated by Tronox and Iluka continue to produce rare earths much is in demand in these increasingly technological days.

- J An about 1,200 ha farm has been acquired by the Spud Shed group to the west of us, I would suggest on the Nilgen Aquifer from which the Carrot Farm (Tana Family, with their own small windfarm) and is expected to begin production soon.
- J Windfarms continue to proliferate with the Yandin site commencing construction with the new 75 m long blades having to be moved on two low loaders, a \$500m project with a lot of Federal funding. This site has been recognised as one of the windiest sites with continuous winds from variable directions.

It has been one of the most fruitful Red Gum blossom seasons for quite some time and we have about 200 or so hives placed in out front paddock and the smell of honey is very strong in the air near them.

Lake Grace (Ross Chappell)

- J Some rain fell throughout the district but it has been patchy.
- J Personally received 25 mm in an hour - 12 dams full.
- J Water cartage has eased.
- J Ms Tracy Calvert from Department of Water and Environmental Protection has been working hard with the Shire looking at community dams.
- J The Shire has been allocated \$1m under the Drought Communities Program Extension.

RECOMMENDATION

That District Reports be received.

RESOLUTION

**Eileen O'Connell moved and Frank Johnson seconded –
That District Reports be received.**

CARRIED

11.3 Accounts for Payment

The following accounts are presented for payment –

<u>Payee</u>	<u>For</u>	<u>Amount</u>
<u>Accounts to be Paid</u>		
R W & S Dew	Secretarial Service October 2019 to January 2020	1,391.42
	TOTAL (including GST)	<u>\$1,391.42</u>

RECOMMENDATION

That the accounts as listed above, totalling \$1,391.42 be passed for payment.

The Executive Officer referred to the notes on the draft 2020 Budget (see item 9.2) relating to additional secretarial work and to the Group's current cash balance (\$2,078.05) and advised that the secretarial service fees presented for payment were only for the period October 2019 to January 2020. Fees for the period January to March 2020 (\$1,017.28) would be included for payment at the next meeting.

RESOLUTION

**Tony Sachse moved and Frank Johnson seconded –
That the accounts as listed above, totalling \$1,391.42 be passed for payment.**

CARRIED

Cr Rosemary Madasci requested that the current cash balance be shown on the Agenda for each meeting.

11.4 Regional Manager, Goldfields and Agricultural Region, Water Corporation

The Regional Manager for the Goldfield and Agricultural Region, Ms Sharon Broad, has taken up the position of Regional Manager for the North West Region. A new Regional Manager for the Goldfields and Agricultural Region has yet to be appointed.

RESOLUTION

Ross Chappell moved and Frank Johnson seconded –

That a letter of appreciation be sent to Ms Sharon Broad thanking her for her work with the Rural Water Council and in particular for her attendance at meetings, her reports and input to meetings and follow up on questions or queries.

CARRIED

11.5 Meeting Arrangements

RESOLUTION

Rosemary Madasci moved and Tony Sachse seconded –

That future meetings of the Rural Water Council be held by Zoom video conference.

CARRIED

The meeting requested that the security and confidentiality of Zoom Video Conferencing be checked.

Cr Julie Flockart commented that Zoom could be accessed through CRCs and could also be used on a smartphone.

11.6 National On-Farm Emergency Water Infrastructure Rebate Scheme

The President drew attention to the National On-Farm Emergency Water Infrastructure Rebate Scheme.

11.7 Rules

Cr Tony Sachse asked as to whether the revised Rules adopted by the Group in March 2019 had been accepted by Consumer Protection. The Executive Officer replied that the revised Rules had been 'approved as lodged' by Consumer Protection and were effective from 9 May 2019. He pointed out that Consumer Protection had advised that they had not reviewed the revised Rules with regards to the matters set out in Schedule 1 to the Associations Incorporation Act 2015, however they could undertake this in the future.

The meeting requested that the revised Rules be circulated with the Minutes of this meeting.

11.8 Minutes of Previous Meetings

Cr Frank Johnson commented that he was a new delegate to the Rural Water Council and requested copies of the Minutes of meetings of the Group held over the past 12 months so that he could gain an understanding of the background to issues being discussed. Cr Julie Flockart and Cr Rosemary Madasci also requested copies.

11.9 Executive Committee Meetings

RESOLUTION

Tony Sachse moved and Frank Johnson seconded –

That the Executive Committee meet before each General Meeting of the Group to discuss matters to be brought forward for consideration by the forthcoming General Meeting.

CARRIED

12 DATE, TIME AND PLACE OF NEXT MEETING

Future meetings are scheduled for –

-) Friday 3 July 2020 – Merredin
-) Friday 16 October 2020 - Northam.

The meeting noted that the current COVID-19 restrictions precluded in-door gatherings.

RESOLUTION

Tony Sachse moved and Eileen O'Connell seconded –

That the next ordinary meeting of the Rural Water Council be held Friday 3 July 2020 by video conference.

CARRIED

13 CLOSURE

There being no further business the President thanked delegates and observers for their attendance and declared the meeting closed at 10:54 am.

ANNUAL REPORT

The growing Season for 2019 saw various weather conditions, though generally most people got reasonable results and those who ran stock began to realise better prices, mainly in the rising wool prices, sheep and Cattle prices, as a result of the severe drought conditions in the Eastern States. For pure cropping areas results were not that good with rainfall falling to about 50% of the previous season. Given the summer storms so far for this season there could be a sign of a better growing season. Already this year there are many areas actively spreading super and lime sands, plus in appropriate areas deep ripping. The irrigated (centre Pivot) potato growing areas are seeing planting in full flight.

We have seen the Farmlands Project being looked on favourably by the current Government with a two year extension of funding. We express thanks to the Hon Darren West MLA and Hon Laurie Graham MLA for assisting in arranging the meeting with Hon Dave Kelly (Minister for Water) on 30 January 2020. Prior to this meeting much time was spent during the year in discussing the important issues (19 in total) to be discussed with the Minister.

It was great to see the valuable assistance from the Water Corporation (guidance by Ms Sharon Broad and the dedication of officers throughout the State). Department of Water and Environmental Regulation officers made a valuable contribution in discussing the ongoing rehabilitation of rock catchment areas (stock and spraying supplies) plus water available under licence in mainly coastal areas. Great also to see local government delegates and members who consistently reported on the seasonal conditions and the progress of converting old roofed rainwater storage dams, to in some cases local government ownership, within their patch. There were also many and varied issues related to the change in operation and costs of fixed standpipes, plus the introduction of small desalination plants in some areas, unfortunately I am not sure we have a satisfactory result yet.

What has been particularly rewarding is to see new members of the Rural Water Council. This has also drawn in an expansion of our scopes of interest to actively discuss head works charges and water supply for rural subdivisions both residential and larger lot (2 ha to 4 ha) that require reticulated water schemes. This is an essential item for discussion with Water Corporation, and raises the issue of should this the Rural Water Council have a delegate direct to a Water Corporation Customer Advisory Council or similar? This of course highlights the importance of this Group in being an active conduit to the agencies establishing guidelines, or revision to Acts pertaining to the supply and end user of the valuable resource that the Water Corporation manages.

Finally, I thank all delegates and administration for their enthusiastic and active participation in advancing the aims of the Rural Water Council and enhancing individual community service.

Lawrie Short
President

**STATEMENT OF RECEIPTS AND PAYMENTS
 FOR PERIOD 1 JANUARY 2019 TO 31 DECEMBER 2019**

	Actual For Year	Estimate For Year
RECEIPTS		
Membership		
Associations (15 @ \$200)	3,000.00	3,600
Individuals (3 @\$30)	90.00	90
Previous Year	<u>120.00</u>	100
Interest Earned	2.05	6
TOTAL RECEIPTS	<u>\$3,212.05</u>	3,796
PAYMENTS		
Meeting Expenses	273.15	0
Fees - Change to Rules	42.00	52
Secretarial Service	<u>4,344.00</u>	3,800
TOTAL PAYMENTS	<u>\$4,659.15</u>	3,852
CASH SUMMARY		
Opening Balance	3,762.70	3,763
Plus Receipts	<u>3,212.05</u>	3,796
	6,974.75	7,559
Less Payments	<u>4,659.15</u>	3,852
Closing Balance	<u>\$2,315.60</u>	3,707
BANK RECONCILIATION		
Cheque Account Balance (as at 31/12/2019) (Westpac)	3,552.09	
Plus Deposits made but not shown on Statement	<u>0.00</u>	
	3,552.09	
Less Cheques issued but not shown on Statement	<u>1,236.49</u>	
Balance as per Cash Book	<u>\$2,315.60</u>	



.....
 Robert Dew
 EXECUTIVE OFFICER

Rural Water Council of WA (Inc)

**ESTIMATED RECEIPTS AND PAYMENTS
 FOR YEAR ENDED 31 DECEMBER 2020**

RECEIPTS		<u>Estimate</u>	<u>Actual Last Year</u>
Membership:			
Associations 18 @ \$300	5,400		3,000
Individuals 3 @ \$150.00	450		90
Part Year 2019	<u>134</u>	5,984	120
Interest Earned		<u>2</u>	<u>2</u>
TOTAL RECEIPTS		<u><u>\$5,986</u></u>	<u><u>\$3,212</u></u>
PAYMENTS			
Meeting Expenses:			
Special Meeting	305		
Teleconference	<u>300</u>	605	273
Fees - Change to Rules		0	42
Secretarial Service		<u>5,000</u>	<u>4,344</u>
TOTAL PAYMENTS		<u><u>\$5,605</u></u>	<u><u>\$4,659</u></u>
CASH SUMMARY			
Opening Balance		2,316	3,763
Plus Receipts		<u>5,986</u>	<u>3,212</u>
		8,302	6,975
Less Payments		<u>5,605</u>	<u>4,659</u>
Closing Balance		<u><u>\$2,697</u></u>	<u><u>\$2,316</u></u>



RURAL WATER COUNCIL OF WA (INC)

RULES

Adopted August 1955

Incorporated 6 January 1956

Amendments

Annual General Meeting - 12 March 1984

Annual General Meeting - 15 July 2011

(Approved as lodged by Department of Commerce with effect from 26 August 2011)

Annual General Meeting - 15 March 2019

(Approved as lodged by Consumer Protection with effect from 9 May 2019)

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RULES

1 NAME, OBJECTS AND POWERS

1.1 Name of Association

The name of the association is the Rural Water Council of WA (Inc).

1.2 Objects of Association

The objects and purposes of the Association are -

- (a) To raise awareness of water supply issues relating to farmland and communities in rural and dryland agricultural areas.
- (b) To endeavour to obtain equitable distribution state wide of funds for water supply improvement to minimise the difficulty caused by the inadequate domestic, spraying and stock water in dryland agricultural areas.
- (c) To work with all relevant Government agencies, water advisory groups and other stakeholders to encourage and support research and development to optimise alternative management and use of water supplies.
- (d) To raise awareness of the need to improve and maintain rural and town water supplies and infrastructure.
- (e) To contribute to regional planning and policies relating to the allocation and use of water resources in rural and dryland agricultural areas.
- (f) To represent the water needs of our member communities.
- (g) To raise awareness of the need to effectively manage water resources.
- (h) To provide input to and seek membership of appropriate water advisory groups and the like.

1.3 Not for Profit

- (1) 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 promoting those objects or purposes
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under Rule 1.3(3).
- (3) A payment to a member out of the funds of the Association is authorised if it is –
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business;
 - (b) 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;
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

RULES

1.4 Powers of Association

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) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by Association;
- (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) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or these Rules.
- (i) engage or employ any person to administer, promote or further the objects of the Association;
- (j) join, partner, cooperate or liaise with any person, association, organisation, body of persons, public body, local government or government department or agency in any act, matter or thing, which may be conducive to the attainment or performance of the objects of the Association.

2 INTERPRETATION

2.1 Terms Used

In these Rules, unless the contrary intention appears:

Act means the Associations Incorporation Act 2015.

Association means the Rural Water Council of WA (Inc)

Books of the Association means all of the records, books, minute books, documents and securities of the Association.

Delegate means the persons elected or appointed from time to time by a Member Association to act for and on behalf of that Member Association and represent the Member Association at general meetings or otherwise.

Executive Committee means the body responsible for the management of the Association.

Financial Year means the period of 12 months commencing on 1 January in each year.

General Meeting means either the Annual General Meeting or a Special General Meeting of the Association.

Individual Member means a natural person who is recognised as a member of the Association in accordance with these rules.

Member means a delegate appointed by a member association or an individual member.

Member Association means an association, organisation or body of persons (incorporated or unincorporated), public body, local government or regional group of local governments recognised as a member of the Association in accordance with these rules.

Poll means voting conducted in written form (as opposed to general agreement or a show of hands).

Rules means these rules of the Association as amended from time to time.

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Special General Meeting means a meeting of the Association that is not the Annual General Meeting.

Special Resolution means a resolution at a General Meeting passed in accordance with the Act and requiring a majority of not less than three-fourths of the members who are present and eligible to cast a vote at the meeting.

Working Day means a day that is not a Saturday, Sunday or a public holiday in Western Australia.

2.2 Interpretation

- (1) In these Rules, unless the contrary intention appears:
- (a) one gender includes the other;
 - (b) the singular includes the plural and the plural includes the singular;
 - (c) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning;
 - (d) terms defined in the Act have the same meaning when used in these Rules;
 - (e) person includes a body corporate;
 - (f) writing includes typing, printing, lithography, photography and any other mode of representing or reproducing words or figures in a visible form including messages sent by electronic mail;
 - (g) a month is a reference to a calendar month.
 - (h) a reference to a statutory provision includes:
 - (i) the statutory provision as amended or re-enacted;
 - (ii) a statute, regulation or provision enacted in replacement of the statutory provision; and
 - (iii) another regulation or other statutory instrument made or issued under the statutory provision;
 - (i) including and similar expressions are not words of limitation.
- (2) The table of contents and any headings are for convenience only and do not affect the interpretation of these Rules.

2.3 Notices

- (1) Subject to rule 2.3(2), a notice or other communication given under these Rules has no effect unless it is in writing and given as follows:
- (a) delivered by hand to the nominated address of the addressee;
 - (b) sent by post to the nominated postal address of the addressee;
 - (c) sent by facsimile to the nominated facsimile number of the addressee; or
 - (d) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.
- (2) Any notice given under these Rules will be deemed to have been received:
- (a) subject to rule 2.3(3), if transmitted by e-mail, facsimile or delivered by hand before 5.00 pm on a working day, at the time of transmission or on the day of delivery (as applicable), or otherwise, at 9.00 am on the next working day; or
 - (b) if sent by mail, on the second working day after posting.

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- (3) A facsimile or e-mail is not given and received if:
- (a) at the conclusion of the facsimile transmission the sender's facsimile machine issues an error transmission report which indicates that the relevant number of pages comprised in the notice has not been sent; or
 - (b) at the conclusion of the e-mail the sender receives an automated message stating that the e-mail was undeliverable.

3 MEMBERS

3.1 Eligibility for Membership

Membership of the Association is open to any natural person, association, organisation or body of persons (incorporated or unincorporated), public body, local government or regional group of local governments, subject to any requirements that the Association may decide from time to time.

3.2 Category of Members

- (1) The Members of the Association shall consist of:
- (a) Member Associations, which subject to these rules, shall be represented by their delegates who shall have the right to attend, debate and vote at general meetings; and
 - (b) Individual Members.
- (2) A Member Association may appoint two delegates for such term as is deemed appropriate by the Member Association. The delegates must:
- (a) be appropriately empowered by the appointing Member Association to consider, make decisions and vote at general meetings;
 - (b) not be a delegate for more than one Member Association.
- (3) Each Member Association shall advise the Association in writing of its delegates, including the name, address and contact details of the delegates.
- (4) A delegate appointed under rule 3.2(2) to represent a Member Association is deemed for all purposes to be a member until the appointment is revoked by the Member Association and notice is given to the Secretary or, in the case of an appointment in respect of a particular general meeting, the conclusion of that general meeting.

3.3 Application for Membership

An application for new membership must be:

- (a) in writing; and
- (b) accompanied by the appropriate fee.

3.4 Deciding Applications for Membership

- (1) The Association may accept or reject an application for membership.
- (2) Where the Association accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall ensure that the register of members is amended accordingly as soon as practicable.
- (3) Where the Association rejects an application for membership the Association shall refund any fees forwarded with the application.

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- (4) As soon as is practicable after the Association has made a decision under rule 3.4(1), the Association shall notify the applicant of the outcome of their application for membership.

3.5 Liability of Members

- (1) A member is only liable for their outstanding membership fess payable under these Rules.
- (2) A member is not liable, by reason of their membership, for the liabilities of the Association or the cost of winding up the Association.

3.6 Register of Members

- (1) The Secretary shall keep and maintain in an up-to-date condition a register of the members of the Association and their postal or e-mail addresses.
- (2) Any member is able to inspect, without charge, the register of members at such time and place as is mutually convenient to the Association and the member, and the member may make a copy of or take an extract from the register of members but shall have no right to remove the register for that purpose.
- (3) The Secretary shall delete from the register of members the name of a person who ceases to be a member under rule 5.1.
- (4) A member may apply in writing for a copy of the register of members. The Executive Committee may charge a reasonable charge for providing a copy of the register.
- (5) The Executive Committee may require the member wishing to make a copy of, or take an extract from, the register of members or requesting a copy of the register of members 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.

3.7 Deeming Provisions

All persons who were members of the Association immediately prior to the approval of these Rules shall be deemed members and will be entitled to such benefits as are conferred on them by the Association.

4 MEMBERSHIP FEES

- (1) The annual membership fee payable by members or each class of members shall be determined from time to time by the Annual General Meeting.
- (2) Each member must pay the annual membership fee determined under rule 4(1) to the Secretary, or such other person authorised by the Executive Committee, by such date as the Executive Committee from time to time determines.
- (3) If a member's annual membership fee is paid within 3 months after the date prescribed for payment under rule 4(2) the member may exercise all the rights and privileges of a member for the purposes of these rules.
- (4) If a member's annual membership fee is not paid within 3 months after the date prescribed for payment under rule 4(2), the member ceases to be a member, unless the Executive Committee decides otherwise.
- (5) If a member ceases to be a member under rule 4(4) and subsequently pays to the Association all the member's outstanding fees, the Executive Committee may, if it thinks fit, reinstate the member's rights and privileges including the right to vote.

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5 CEASING TO BE A MEMBER

5.1 Ending Membership

A person's membership ends, if the person:

- (a) dies;
- (b) ceases to be a member under rule 4(4);
- (c) resigns as a member under rule 5.2; or
- (d) is expelled from the Association under rule 5.3.

5.2 Resigning Membership

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

5.3 Suspending or Expelling Members

- (1) The Executive Committee may, by resolution, suspend or expel a member from membership if:
 - (a) the member refuses or neglects to comply with these Rules; or
 - (b) the member's conduct or behaviour is detrimental to the interests of the Association.
- (2) The Executive Committee shall hold a meeting to decide whether to suspend or expel a member.
- (3) The Secretary shall, not less than 28 days before the Executive Committee meeting referred to in rule 5.3(2), give written notice to the member:
 - (a) of the proposed suspension or expulsion and the grounds on which it is based;
 - (b) of the date, place and time of the meeting;
 - (c) that the member, or their representative, may attend the meeting; and
 - (d) that the member, or the member's representative, may address the Executive 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.
- (4) At the Executive Committee meeting referred to in rule 5.3(2) the Executive Committee must:
 - (a) give the member, or the member's representative, a full and fair opportunity to state the member's case orally;
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine whether or not the member should be:
 - (i) expelled from the Association; or
 - (ii) suspended from membership, and if so, the period that the member should be suspended from membership.

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- (5) Once the Executive Committee has decided to suspend or expel a member under rule 5.3(4), the member is immediately suspended or expelled from membership.
- (6) The Secretary must inform the member in writing of the decision of the Executive Committee, within seven days of the Executive Committee meeting referred to in rule 5.3(2).

5.4 Right of Appeal against Suspension or Expulsion

- (1) If a member is suspended or expelled under rule 5.3, the member may appeal the Executive Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Executive Committee's decision under rule 5.3(6).
- (2) A statement of the reasons for the appeal must accompany the notice of appeal.
- (3) Subject to rule 14.1(3), within 28 days after the Secretary receives notice of an appeal under rule 5.4(1), the Secretary must convene a Special General Meeting to decide the appeal.
- (4) At the Special General Meeting to decide the appeal, both:
 - (a) the member who is suspended or expelled; and
 - (b) the Executive Committee members who made the decision to suspend or expelmust be given a full and fair opportunity to state their respective cases orally, or in writing, or both.
- (5) The members present and eligible to vote at the Special General Meeting must decide to confirm or revoke the Executive Committee's decision to suspend or expel by a majority vote.
- (6) If a Special General Meeting decides to revoke the Executive Committee's decision to suspend or expel a member, the person is to be reinstated as a member at the close of the Special General Meeting.

5.5 Reinstatement of a Member

If the Executive Committee's decision to suspend or expel a member is revoked under these Rules, any act performed by the Executive Committee or members in General Meeting during the period that the member was suspended or expelled from membership under rule 5.3(5), is deemed to be valid, notwithstanding the member's inability to exercise his or her rights or benefits of membership, including voting rights, during that period.

5.6 Consequences of Suspension

- (1) During the period in which a member's affiliation or membership is suspended, the member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fee paid, or payable to the Association.
- (2) When a member's membership is suspended, the Association must record in the register of members:
 - (i) that the member's membership is suspended;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.

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- (3) When the period of the suspension ends, the register of members must be updated to reflect that the member is no longer suspended.

6 DISPUTES

6.1 Disputes Arising under the Rules

- (1) This rule applies to disputes under or relating to these Rules between:
 - (a) members;
 - (b) the Association and one or more members.
- (2) The parties to the dispute must attempt to resolve the dispute within 28 days after the dispute comes to the attention of all parties. In the event of a dispute involving the Association, the President or another Executive Committee member nominated by the President, will represent the Association.
- (3) If the parties are unable to resolve the dispute within the 28 day period specified in Rule 6.1(2), either party may give written notice to the Secretary identifying the parties to the dispute, the subject of the dispute and requesting a meeting of the Executive Committee to hear the dispute.
- (4) The Secretary must convene an Executive Committee meeting within 28 days after the Secretary receives notice of the dispute under rule 6.1(3) for the Executive Committee to determine the dispute.
- (5) At the Executive 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, or in writing, or both.
- (6) The Secretary must inform the parties to the dispute of the Executive Committee's decision within seven days after the Executive Committee meeting referred to in rule 6.1(4).
- (7) If any party to the dispute is dissatisfied with the Executive Committee's decision they may appeal the decision by requesting in writing that the Executive Committee meet again to rehear the dispute. Such request to be made within seven days of the date of the notice advising of the Executive Committee's decision.
- (8) The Executive Committee must meet again within 14 days of the request to rehear the dispute. Subject to rule 6.2, at this second meeting the decision of the Executive Committee is final.

6.2 Inability to Resolve Disputes

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

7 OFFICE HOLDERS

The office holders of the Association are:

- (a) the President;
- (b) the Deputy President; and
- (c) the Secretary.

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8 COMMITTEE OF MANAGEMENT

8.1 Powers of the Executive Committee

- (1) The affairs of the Association shall be managed by the Executive Committee.
- (2) Subject to the Act, these Rules and any resolution passed at a General Meeting, the Executive Committee:
 - (a) may exercise all the powers and functions of the Association, other than those powers and functions that are required by these Rules to be exercised by a General Meeting;
 - (b) has power to perform all acts and do all things as appear to the Executive Committee to be necessary or desirable for the proper management of the business and affairs of the Association; and
 - (c) may make, amend and repeal by-laws for the management of the Association provided that the by-laws are not inconsistent with these Rules or the Act.

8.2 Composition of Executive Committee

- (1) The Executive Committee shall comprise:
 - (a) the office holders of the Association; and
 - (b) two members elected at the Annual General Meetingor, in the event that the Secretary's role is undertaken by an Administrator:
 - (a) the President;
 - (b) the Deputy President; and
 - (c) three other members elected at the Annual General Meeting.
- (2) An Executive Committee member must be a member of the Association.

8.3 Obligations of Executive Committee

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

8.4 Disclosure of Interest

- (1) Subject to the requirements of the Act, a member of the Executive Committee who has a material personal interest in a matter which is or will be considered at an Executive Committee meeting shall:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Executive Committee;
 - (b) disclose the nature and extent of the interest at the next General meeting; and
 - (c) not be present while the matter is being considered at the Executive Committee meeting or vote on the matter.
- (2) Rule 8.4(1) does not apply in respect to a material personal interest that:
 - (a) exists only because the member:
 - (i) is an employee of the Association; or
 - (ii) is a member of a class of persons for whose benefit the Association is established;or
 - (b) the member has in common with all, or a substantial proportion of, the members.

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- (3) The Secretary shall record every disclosure made by an Executive Committee member under rule 8.4(1) in the minutes of the Executive Committee meeting at which the disclosure is made.

8.5 Record of Office Holders

- (1) The Secretary shall keep and maintain in an up-to-date condition a record of the members of the Executive Committee, any other office holders of the Association and any person who is appointed or who acts as trustee on behalf of the Association and their postal or e-mail addresses.
- (2) Any member is able to inspect the record of office holders at such time and place as is mutually convenient to the Association and the member, and the member may make a copy of or take an extract from the register of office holders but shall have no right to remove the register for that purpose.

9 APPOINTING EXECUTIVE COMMITTEE MEMBERS

9.1 Appointment of Executive Committee

Executive Committee members are appointed to the Executive Committee by:

- (a) election at the Annual General Meeting held following the biennial Western Australian local government elections; or
- (b) appointment to fill a casual vacancy under rule 10.1(1).

9.2 Nominations for Executive Committee

- (1) Nominations for election to the Executive Committee close at least 28 days before the date of the Annual General Meeting.
- (2) The Secretary shall send a notice calling for nominations for election to the Executive Committee to all members at least 14 days before the date for the close of nominations.
- (3) Nominations, other than nominations received under rule 9.3(3), must be:
 - (a) in writing;
 - (b) delivered to the Secretary on or before the date for the close of nominations; and
 - (c) signed by the nominee.
- (4) A member may nominate for more than one position on the Executive Committee prior to the Annual General Meeting.
- (5) In the case where a member nominates for more than one position on the Executive Committee:
 - (a) valid nominations for the successive offices shall be taken in the order the positions are listed in the notice calling for nominations; and
 - (b) once elected to a position all of the members remaining valid nominations (if any) shall be excluded from the elections for the remaining positions.
- (6) A member who is eligible for election or re-election may nominate himself of herself and may vote for himself or herself.

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9.3 Electing Executive Committee Members

- (1) If the number of valid nominations received is equal to the number of vacancies to be filled for the relevant positions on the Executive Committee, the members nominated shall be deemed to be elected at the Annual General Meeting.
- (2) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Executive Committee, elections for the positions shall be conducted at the Annual General Meeting.
- (3) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Executive Committee, the candidates nominated (if any) shall be deemed to be elected at the Annual General Meeting and further nominations may be received from the floor of the Annual General Meeting.
- (4) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Executive Committee, elections for those positions shall be conducted.
- (5) If an insufficient number of nominations are received from the floor for the number of vacancies on the Executive Committee that remain, each relevant position on the Executive Committee shall be declared vacant by the person presiding at the Annual General Meeting and rule 10.1(2) applies.
- (6) The elections for members of the Executive Committee are to be conducted at the Annual General Meeting by secret ballot and in such manner as directed by the Executive Committee.

9.4 Term of Office of Executive Committee Members

- (1) The term of office for Executive Committee members shall be two years.
- (2) An Executive Committee member's term of office shall be from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the Annual General Meeting at which their term of office expires.
- (3) All retiring Executive Committee members are eligible for re-election.

10 CEASING TO BE A MEMBER OF THE EXECUTIVE COMMITTEE

10.1 Vacant Positions on Executive Committee

- (1) A casual vacancy occurs in the office of an Executive Committee member and that office becomes vacant if the Executive Committee member:
 - (a) dies;
 - (b) ceases to be a member;
 - (c) resigns from office under rule 10.2;
 - (d) is removed from office under rule 10.3;
 - (e) becomes permanently incapacitated by mental or physical ill-health;
 - (f) is convicted of an offence under the Act; or

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- (g) is absent from more than three consecutive Executive Committee meetings
 - (i) without a good reason; or
 - (ii) without tendering an apology to the person presiding at each of those Executive Committee Meetings,
of which meetings the member received notice, and the Executive Committee has resolved to declare the office vacant.
- (2) If a position on the Executive Committee is declared vacant under these Rules or there is a casual vacancy, the remaining Executive Committee members may:
 - (a) appoint a member to fill that vacancy for the remaining term of office; and
 - (b) subject to rule 10.1(3); act despite the vacant position on the Executive Committee.
- (3) If the number of Executive Committee members is not sufficient to constitute a quorum for Executive Committee meetings, the remaining Executive Committee members may act only to:
 - (a) increase the number of members on the Executive Committee to the number required for a quorum; or
 - (b) convene a General Meeting.

10.2 Resigning from Executive Committee

- (1) An Executive Committee member may resign from the Executive Committee by giving written notice of resignation to the Secretary, or if the Executive Committee member is the Secretary, to the President.
- (2) The Executive Committee member resigns:
 - (a) at the time the notice is received by the Secretary or the President, as appropriate; or
 - (b) if a later time is stated in the notice, at the later time.

10.3 Removal from Executive Committee

- (1) An Executive Committee member may be removed from his or her position on the Executive Committee by resolution at a General Meeting if a majority of the members present and eligible to vote at the meeting vote in favour of the removal.
- (2) The Executive Committee member who faces removal from the Executive 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 Executive Committee.

11 EXECUTIVE COMMITTEE MEETINGS

11.1 Meetings of Executive Committee

- (1) The Executive Committee shall meet as often as the Executive Committee deems necessary.
- (2) The Executive Committee shall determine the date, time and place of all Executive Committee meetings.

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- (3) Special meetings of the Executive Committee may be convened by:
 - (a) the President; or
 - (b) any three Executive Committee members.
- (4) The Executive Committee may meet using electronic means that allows the active and equal participation of all Executive Committee members.

11.2 Notice of Executive Committee Meetings

The Secretary shall give each Executive Committee member at least 48 hours notice of each Executive Committee meeting.

11.3 Chairing of Executive Committee Meetings

- (1) The President or, in the President's absence, the Deputy President is to preside at each Executive Committee meeting.
- (2) If the President and the Deputy President are absent or unwilling to act, the remaining Executive Committee members shall choose one of their number to preside at the Executive Committee meeting.

11.4 Quorum for Executive Committee Meetings

- (1) Any three Executive Committee members constitute a quorum for the conduct of the business at an Executive Committee meeting.
- (2) The Executive Committee cannot conduct business unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time appointed for the commencement of a meeting, the meeting lapses.

11.5 Procedure of Executive Committee Meetings

- (1) Executive Committee meetings may be held:
 - (a) where Executive Committee members are physically present together; or
 - (b) where one or more Executive Committee members are not physically present at a meeting provided:
 - (i) all members participating in the meeting are able to effectively communicate with each other whether by means of telephone or other form of communication that reasonably allows the member to participate fully in discussions as they happen in the meeting and in making decisions; and
 - (ii) the participation in the meeting of an Executive Committee member not physically present is made known to all other Executive Committee members.
- (2) An Executive Committee member who participates in a meeting as set out in rule 11.5(1)(b):
 - (a) is deemed to be present at the Executive Committee Meeting; and
 - (b) continues to be present at the meeting for the purposes of establishing a quorum,until the Executive Committee member notifies the other Executive Committee members that he or she is no longer taking part in the Executive Committee Meeting.

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- (3) Subject to these Rules, the Executive Committee members present at an Executive Committee meeting are to determine the procedure and order of business to be followed at an Executive Committee meeting.
- (4) All Executive Committee members have the right to attend and vote at Executive Committee meetings.
- (5) All members, or other guests, may attend Executive Committee meetings but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (6) The Executive Committee may provide for a time to be set aside at Executive Committee meetings to allow members to ask questions, make statements or present petitions. The time allowed at a meeting shall be determined by the presiding member. All questions are to be directed to the presiding member who may, at his or her discretion, accept the question, refuse to allow the question or invite other Executive Committee members or officers to respond.

11.6 Voting at Executive Committee Meetings

- (1) Each Executive Committee member present at an Executive Committee meeting has a deliberate vote.
- (2) Except as otherwise provided by these Rules, all questions arising at an Executive Committee meeting are to be decided by a majority of votes. If there is an equality of votes, the question shall be decided in the negative.
- (3) Except as otherwise provided by these Rules, decisions may be made by general agreement or a show of hands.
- (4) The President or other person presiding at an Executive Committee Meeting shall have a deliberative vote only.

11.7 Acts not Affected by Defects or Disqualifications

Any act performed by the Executive Committee, a Committee, or a person acting as an Executive Committee member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of an Executive Committee member or of a Committee; or
- (b) an Executive Committee member or a Committee member was disqualified from being a member.

11.8 Resolutions without Executive Committee Meeting

- (1) A resolution in writing, signed or assented to by facsimile, e-mail or other form of visible or electronic communication by all Executive Committee members entitled to vote shall be as valid and effective as if it had been passed at a duly convened Executive Committee meeting.
- (2) Any such resolution may consist of one or more separate documents each signed or assented to by one or more Executive Committee members provided the wording of the resolution and statement is identical in each copy.
- (3) Any such resolution shall be entered in the minute book.

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12 COMMITTEES

12.1 Appointment of Committees

- (1) The Executive Committee may appoint Committees as considered appropriate by the Executive Committee from time to time to assist with the conduct of the Association's operations.
- (2) Committees may comprise (in such numbers as the Executive Committee determines) members and non-members.
- (3) Subject to these Rules, the Committee members present at the Committee meeting are to determine the procedure and order of business to be followed at the Committee meeting.
- (4) The quorum for Committee meetings shall, unless varied by the Executive Committee at the time of appointment of the Committee, be at least 50% of Committee members.
- (5) Minutes of all Committee meetings shall be taken and kept in accordance with rule 16.

12.2 Delegation to Committees

- (1) The Executive Committee may delegate, in writing, to any or all of the Committees, any authority, power or functions (other than the power of delegation) and may cancel any authority, powers or functions, as the Executive Committee sees fit from time to time.
- (2) Despite any delegation under this rule, the Executive Committee may continue to exercise all its functions, including any function that has been delegated to a Committee and remains responsible for the exercise of those functions at all times.

13 ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting

An Annual General Meeting shall be held each year, within six months after the end of the Association's financial year, at a date, time and place determined by the Executive Committee.

13.2 Business to be Conducted at Annual General Meetings

The business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) to receive and consider the Executive Committee's annual report on the Association's activities during the preceding financial year;
- (c) to receive and consider the financial statements of the Association for the preceding financial year;
- (d) if required, to receive and consider a copy of the report of the review or auditor's report on the financial statements;
- (e) to elect Executive Committee members;
- (f) if applicable, to appoint or remove a reviewer or auditor;
- (g) to determine annual membership fees;
- (h) to transact any other business.

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14 SPECIAL GENERAL MEETINGS

14.1 Special General Meeting

- (1) The Executive Committee may at any time convene a Special General Meeting.
- (2) The Executive Committee must cause to be convened a Special General Meeting within 28 days after receiving a written request to do so from at least 20% members.
- (3) If a written request to convene a Special General Meeting is received within 60 days before the Annual General Meeting, the Association may deal with the matters set out in the request at the Annual General Meeting.

14.2 Request for Special General Meeting

A request by members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of members; and
- (c) be lodged with the Secretary.

14.3 Failure to Convene Special General Meeting

- (1) If the Executive Committee fails to cause a Special General Meeting to be held within 28 days after the request is received by the Association, the members who made the request may convene a Special General Meeting to be held not later than three months after the date the original request was given.
- (2) A Special General Meeting convened under rule 14.3(1) shall be convened in the same or substantially the same manner as General Meetings are convened by the Executive Committee and the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.

15 PROCEDURE FOR GENERAL MEETINGS

15.1 Notice of General Meetings

- (1) All members of the Association shall be entitled to receive notice of and attend any General Meeting of the Association.
- (2) The Secretary shall give at least 21 days notice of each General Meeting.
- (3) The notice convening a General Meeting shall specify:
 - (a) the place, date and time of the meeting;
 - (b) indicate the general nature of each item of business to be considered.
 - (c) include particulars of any motions of which notice has been given;
 - (d) if any special resolution is proposed, the wording of the proposed resolution and that the resolution is intended to be proposed as a special resolution; and
 - (e) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Executive Committee.

15.2 Quorum for General Meetings

- (1) No business shall be conducted at any General Meeting unless a quorum of members entitled to vote under these Rules is present in person at the time when the meeting is considering that item.

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- (2) A quorum for General Meetings shall be eight members entitled to vote at a General Meeting.
- (3) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (a) in the case of a Special General Meeting, the meeting lapses; or
 - (b) in the case of the Annual General Meeting, the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place unless another place is specified by the presiding member at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned.
 - (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members personally present (being at least five) shall constitute a quorum.

15.3 Presiding Member

- (1) The President or, in the President's absence, the Deputy President is to preside at each General Meeting.
- (2) If the President and the Deputy President are absent or unwilling to act, the members present shall choose one of their number to preside at the General Meeting.

15.4 Adjournment of General Meetings

- (1) The person presiding at a General Meeting, at which a quorum is present, may adjourn the meeting from time to time and place to place with the consent of a majority of members present at the meeting.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) When a General Meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting in accordance with these Rules as if that General Meeting was a new General Meeting.

15.5 Voting Procedure

- (1) Subject to these Rules, each member has only one vote at a General Meeting.
- (2) Except as otherwise provided by these Rules, all questions arising at a General Meeting are to be decided by a majority of votes.
- (3) Unless a Poll is demanded or as otherwise provided by these Rules, decisions at any General Meeting shall be made by a show of hands.
- (4) A member casts a vote at a General Meeting by voting at the meeting in person.
- (5) In the case of an equality of votes at a General Meeting the question shall be decided in the negative.
- (6) The President or other person presiding at a General Meeting shall have a deliberative vote only.

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15.6 Manner of Determining Whether Resolution Carried

- (1) Unless a Poll is demanded under rule 15.7, a declaration by the presiding member that a resolution has on a show of hands been:
 - (a) carried unanimously;
 - (b) carried by a particular majority; or
 - (c) lostand an entry to that effect in the minute book of the Association shall be evidence of the fact that the resolution has been determined without proof of the number of the votes recorded in favour of or against that resolution.
- (2) If the declaration relates to a Special Resolution the declaration shall state that a Special Resolution has been determined.

15.7 Poll at General Meetings

- (1) At a General Meeting, a Poll on any question may be demanded by:
 - (a) the presiding member of the meeting; or
 - (b) at least three members present in person.
- (2) If a Poll is demanded at a General Meeting, the Poll shall be taken in such manner as the presiding member directs and a declaration by the presiding member of the result of the Poll is evidence of the matter so declared.
- (3) A Poll shall be taken:
 - (a) immediately in the case of a Poll that relates to electing a person to preside over the meeting or relates to adjourning the meeting; or
 - (b) in any other case at such time before the close of the meeting as the presiding member directs.

16 MINUTES OF MEETINGS

16.1 Minutes of Meetings

- (1) The Secretary shall ensure that minutes of the resolutions and proceedings of all General Meetings, Executive Committee meetings and Committee meetings are kept together with a record of the names of persons present at each meeting.
- (2) The minutes are to be taken and entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (3) The President shall ensure that the minutes of all General Meetings, Executive Committee meetings and Committee meetings are reviewed and signed as correct by:
 - (a) the presiding member of the meeting to which those minutes relate; or
 - (b) the presiding member of the next succeeding meeting.
- (4) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (a) the meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

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17 ADMINISTRATOR

- (1) An Administrator may be appointed by the Association for such term and on such conditions as it thinks fit.
- (2) The Administrator shall act as and carry out the duties of Secretary and shall administer the Association in accordance with the Act, these Rules and directions of the Executive Committee.
- (3) The Administrator shall be entitled to attend and participate in debate at all Executive Committee meetings and General Meetings but shall have no entitlement to vote.

18 BY-LAWS

18.1 Executive Committee may make By-laws

- (1) The Executive Committee may, by a three-fourths majority of members present at an Executive Committee meeting, make, amend or repeal by-laws for the management of the Association.
- (2) Notice of a proposal to make, amend or repeal a by-law shall be given to each Executive Committee member at least 14 days prior to the Executive Committee meeting at which the proposal is to be considered.

18.2 General Meeting may set aside By-laws

By-laws made under rule 18.1 may be set aside by a majority vote of members at a General Meeting.

18.3 By-laws Binding

By-laws made under these Rules shall be binding on the Association and its members.

19 FUNDS AND ACCOUNTS

19.1 Control of Funds

- (1) The funds of the Association shall be kept in an account in the name of the Association in a financial institution determined by the Executive Committee.
- (2) Subject to any resolution by a General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in a manner determined by the Executive Committee.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association and all electronic payments by the Association must be signed, made or authorised (as applicable) by:
 - (i) any two Executive Committee members; or
 - (ii) one Executive Committee member and the Administrator.
- (4) All expenditure must be approved or ratified at a General Meeting or an Executive Committee meeting.
- (5) The Association shall, as soon as practicable:
 - (a) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - (b) after receiving any money, issue an appropriate receipt.

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19.2 Source of Funds

The funds of the Association may be derived from annual membership fees payable by members, donations, grants and any other sources as the Executive Committee determines.

19.3 Payments to Executive Committee Members

- (1) Any payments to members of the Executive Committee out of the funds of the Group must be authorised by resolution of the members at a General Meeting.
- (2) Rule 19.3(1) does not apply to payment to a member of the Executive Committee for out-of-pocket expenses for travel and accommodation in connection with the performance of the member's functions.

19.4 Financial Year

The Association's financial year is the period of 12 months commencing on 1 January in each year.

19.5 Accounting Records and Financial Statements

- (1) The Association shall keep and maintain accounting records which:
 - (a) correctly record the transactions, financial position and performance of the Association; and
 - (b) enable true and fair financial statements to be prepared.
- (2) The Executive Committee shall submit to the Annual General Meeting the annual financial statements of the Association.
- (3) The Secretary shall submit to each Executive Committee meeting, and at such other times as the Executive Committee may direct, a report or financial statement.
- (4) The Secretary shall ensure the safe custody of the accounting records and other books and documents of a financial nature of the Association.

20 AUTHORITY REQUIRED TO BIND ASSOCIATION

20.1 Executing Documents

The Association may execute a document without using a common seal if the document is signed by any two of the President or Deputy President and any one other Executive Committee member.

20.2 Common Seal

The Association shall not have a common seal.

21 THE ASSOCIATION'S BOOKS AND RECORDS

21.1 Custody of the Books of the Association

Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all the books of the Association.

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21.2 Inspecting the Books of the Association

- (1) Subject to these Rules, a member is able to inspect the books of the Association free of charge at such time and place as is mutually convenient to the Association and the member.
- (2) A member must contact the Secretary to request to inspect the books of the Association.
- (3) The member may make a copy of or take an extract from the books of the Association but shall have no right to remove the books for that purpose.

22 RULES OF ASSOCIATION

22.1 Binding of Rules

These Rules bind every member to the same extent as if every member had signed and sealed these Rules and agreed to be bound by all their provisions.

22.2 Alteration of Rules

- (1) The Association may alter, rescind or add to these Rules by Special Resolution at the Annual General Meeting or at a Special General Meeting called for that purpose and not otherwise.
- (2) Notice of the proposal to alter, rescind or add to these Rules shall be given to each member at least 21 days prior to the meeting at which the proposal is to be considered.
- (3) An alteration to the Rules does not take effect until the requirements of the Act have been complied with.

22.3 Rules and By-laws Available to Members

- (1) The Secretary shall keep and maintain in an up-to-date condition the Rules and by-laws of the Association.
- (2) A member is able to inspect the Rules or by-laws of the Association free of charge at such time and place as is mutually convenient to the Association and the member.
- (3) The member may make a copy of or take an extract from the Rules or by-laws of the Association but shall have no right to remove the Rules or by-laws for that purpose.
- (4) The Association shall provide, free of charge, an up-to-date copy of the Rules and by-laws:
 - (a) to a member upon their request; and
 - (b) to each person who becomes a member of the Association.
- (5) A copy of the Rules or by-laws may be provided to a member by electronic transmission or by notifying the member of details of a website where the Rules or by-laws may be downloaded. If a member requests that the copy of the Rules or by-laws be provided in hard copy form the Rules or by-laws shall be provided in that manner.

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23 INDEMNITY

- (1) The Association shall, to the extent that the person is not otherwise indemnified, indemnify each Executive Committee member, Committee member and employee of the Association against any loss, cost (including legal costs), expense or liability incurred by reason of any act, deed or omission done in good faith as such Executive Committee member, Committee member or employee.
- (2) No payment may be made to indemnify any Executive Committee member, Committee member or employee of the Association against any loss, cost (including legal costs), expense or liability incurred as a result of conduct that is adjudged by a court to be criminal or fraudulent or involves a lack of good faith.

24 WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY

24.1 Winding Up of the Association

The Association may be wound up or cancel its incorporation by a Special Resolution passed at a Special General Meeting called for that purpose.

24.2 Distribution of Surplus Property on Winding Up

- (1) In this Rule **surplus property** means property of the Association remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,but does not include books relating to the management of the Association.
- (2) If on the winding-up of the Association or the cancellation of its incorporation there remains any surplus property, such property shall not be paid to or distributed among the members of the Association but shall be distributed to one or more organisations being -
 - (i) an incorporated association; or
 - (ii) other organisation listed in the Acthaving objects similar to those of the Association.
- (3) The incorporated association or other organisation referred to in Rule 24.2(2) shall be determined prior to winding up the Association by a special resolution approving a distribution plan for the distribution of the surplus property of the Association.

25 REPEAL

- (1) The Constitution adopted on 12 March 1984 and subsequent amendments are repealed.
- (2) Any appointment or resolution made under the Constitution repealed by rule 25(1), if in force immediately prior to the approval of these Rules, shall continue in force as far as is practicable as if made or passed under these Rules.