

**KALANNIE COMMUNITY RESOURCE (INC.)  
CONSTITUTION**

**As at  
31 October 2018**

# KALANNIE COMMUNITY RESOURCE CENTRE

## CONSTITUTION

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## 1. PRELIMINARY

### 1.1 Name of Association

The name of the Association is “Kalannie Community Resource Centre (Inc.)”.

### 1.2 Objects of Association

The objects and purposes of the Association are:

- a) To encourage personal development, especially in training, for our community;
- b) To facilitate educational programs for young and old in our community;
- c) To provide technological services to our community;
- d) To enhance local business development and facilitate employment schemes;
- e) To develop the potential of the Kalannie CRC to become a shop-front for the delivery of government information and services in regional communities across Western Australia.

### 1.3 Financial Year

The Association’s Financial Year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

### 1.4 Definitions – Terms Used

In these Rules, unless the contrary intention appears:

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

“**AGM**” means the Annual General Meeting convened under rule 16.1;

“**Associate Member**” means Associate Members referred to in rule 4.5;

“**Association**” means Kalannie Community Resource Centre;

“**Management Committee**” means the “Management Committee” 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 13.1;

“**Books of the Association**” has the meaning given to it in section 3 of the Act and includes:

- a) A register;
- b) Financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded;
- c) A document; and
- d) Any other record of information;

“**By-Laws**” means the By-Laws created pursuant to these Rules as set out in rule 23;

“**Chairperson**” means the person elected by the Members in accordance with rule 11.3;

“**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 1.3;

“**General Meeting**” means a meeting of the Association which all Members are invited to attend;

“**Member**” means a Member of the Association under these Rules;

“**Membership Fees**” means all membership, affiliation fees and levies payable by a Member to the Association;

“**Ordinary Member**” means Ordinary Members referred to in rule 4.4;

“**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);

“**Rules**” mean these rules of the Association as amended from time to time under rule 22.2;

“**Secretary**” means the Management Committee Member holding office as the Secretary of the Association;

“**Special Resolution**” is a resolution of the Association passed in accordance with rule 19.1;

“**Special General Meeting**” means a meeting of the Association as set out in rule 18;

“**State**” means the State of Western Australia;

“**Sub-Management Committee**” means a sub-Management Committee appointed by the Management Committee in accordance with rule 15.1;

“**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 books pertaining to the management of the Association;

“**Tier 1 Association**” has the meaning given to it in section 62 of the Act;

“**Tier 2 Association**” has the meaning given to it in section 62 of the Act;

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

“**Treasurer**” has the meaning the Management Committee Member holding office as the Treasurer of the Association.

“**Vice Chairperson**” means the person elected by the Management Committee in accordance with rule 11.3 to be the Vice Chairperson;

## 2. POWERS OF THE ASSOCIATION

### 2.1 Powers of the 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, including but not limited to:

- a) Raise money by membership fees, registration fees, subscriptions, grants, sponsorships or otherwise;
- b) Acquire, hold, deal with, lease, exchange, hire and dispose of any real or personal property;
- c) Manage, develop, lease, sell, license or dispose of any real or personal property;
- d) Borrow or raise upon loan, any sum of money and for the purpose of securing payment thereof to execute or give any mortgages, charges, bonds, debentures, bills of exchange, promissory notes or other security over all or any of the property of the Association and to liquidate, redeem or pay off such obligations, such securities or any of them;
- e) Enter into any contract it considers necessary or desirable;
- f) Enter into arrangements, joint ventures or partnerships with other parties;
- g) Appoint agents to transact any business of the Association on its behalf;
- h) To conduct appeals for funds and to accept subsidies and donations, whether of real or personal estate and devises and bequests;
- i) To appoint, employ and pay officers and servants, to dismiss or suspend any officer or servant, subject to normal industrial conditions, and to accept voluntary labour;
- j) Open and operate bank accounts;
- k) Invest the funds of the Association:
  - i) in any security in which trust monies may lawfully be invested under the *Trustees Act 1962 Part III (WA)*; or
  - ii) in any other manner authorised by these Rules;
- l) Act as trustee and accept and hold real and personal property upon trust, but the Association 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.

## **2.2 Not for Profit**

The property and income of the Association must 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.

A payment may be made to a Member out of the funds of the Association only if it is authorised under 2.2.1.

2.2.1 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; or
- 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; or
- 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.

## **3 BECOMING A MEMBER**

### **3.1 Minimum Number of Members**

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

### **3.2 Qualifications for Membership**

- a) Any person who supports the objects or purposes of the Association is eligible to apply to become a Member.
- b) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

### **3.3 Applying for Membership**

- a) A person that wants to become a Member ("Applicant") must apply in writing to the Association.
- b) The application form must specify the applicable class of membership.

### **3.4 Deciding Membership Applications**

The Management Committee will consider and decide whether to approve or reject any membership application.

- a) Subject to rule 3.4b) applications will be considered and decided in the order they are received by the Association.
- b) When considering a membership application, the Management Committee may seek clarification of any matter or further information in support of the application including the historical and current financial position of the Applicant, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- c) The Management Committee must not approve a membership application unless the Applicant:
  - i) meets the eligibility requirement under rule 3.2; and
  - ii) applies in accordance with rule 3.3.
- d) The Management Committee may reject a membership application even if the Applicant has applied in writing and complies with the eligibility requirement under rule 3.2.
- e) As soon as is practicable after the Management Committee has made a decision under rule

3.4, 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.

- f) Once the Management Committee approves the Applicant's application for membership, the Applicant only becomes a Member after it pays any fees required to be paid under rules 5.1 and 5.2.
- g) Once an Applicant becomes a Member they:
  - i) are entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable); and
  - ii) must comply with all of the obligations of membership under these Rules.

### **3.5 Recording Membership in the Register**

The person authorised by the Management Committee to managed the Register must enter the Applicant's name in the Register within 28 days after the Applicant becomes a Member.

## **4 CLASSES OF MEMBERS**

- 4.1** The Association consists of Ordinary Members and any Associate Members provided for under rule 4.2.
- 4.2** The Association may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- 4.3** An individual who has not reached the age of 18 years is only eligible to be an Associate Member.
- 4.4** An Ordinary Member has full voting rights and any other rights conferred on members by these rules, or approved by resolution at a General Meeting or determined by the Management Committee.
- 4.5** An Associate Member has the rights referred to in rule 4.4 other than full voting rights.
- 4.6** No Member can belong to more than one class of membership.
- 4.7** The maximum number of members is unlimited unless the Association in General Meeting decides otherwise.

## **5 MEMBERSHIP FEES**

### **5.1 Entrance Fee**

The Management Committee may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of members upon becoming a Member.

### **5.2 Annual Membership Fee**

- a) The Management Committee may from time to time determine the amount of the annual membership fees, if any, to be paid by each Member or each class of Members.
- b) The Annual Membership Fee shall fall due on the date of the AGM.
- c) Each Member must pay the Member's annual membership fees determined under rule 5.2a) to the Treasurer, or another person authorised by the Management Committee to receive payments, as and when decided by the Management Committee.
- d) If a Member pays the annual membership fees and any fines or other monies owing to the Association within 1 month 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.
- e) Subject to rule 5.2f) if a Member fails to pay their annual membership fees and any fines or other monies owing to the Association within 1 month after the due date, they cease to be a Member.

- f) If a Member ceases to be a Member under rule 5.2e) and subsequently pays to the Association all the Member's outstanding fees and any fines or other monies owing to the Association, the Management Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees, fines and any other monies owing are paid, including the right to vote.

## **6 MEMBERSHIP REGISTER**

### **6.1 Register of Members**

- a) The Secretary, or another person authorised by the Management Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- b) The Register must contain:
  - i) the full name of each Member;
  - ii) a contact postal, residential or email address of each Member;
  - iii) the class of membership held by the Member; and
  - iv) the date on which the Member became a Member;
- 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 such place as the Management Committee decides.

### **6.2 Inspecting the Register**

- a) Any Member 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 Chairperson or other person authorised by the Management Committee to request to inspect the Register.

### **6.3 Copy of the Register**

- a) A Member may make a request in writing for a copy of the Register under section 56(1) of the Act.
- b) If a Member wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act, the Management Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- c) The Member has no right to remove the Register for any purpose.
- d) 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.
- e) If the Management Committee denies a Member's request for a copy of the Register, a Member may appeal the decision under rule 27.1a).

### **6.4 Inspecting the Register**

- a) Any Member 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 or other person authorised by the Management Committee to request to inspect the Register.

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

A Member 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 other Members for the purpose of advertising for political, religious, charitable or commercial purposes, or

- c) For any other purpose unless the use of the information is approved by the Management Committee and for a purpose that is:
  - i) directly connected with the affairs of the Association; or
  - ii) related to administering the Act.

## **7 VOTING RIGHTS OF MEMBERS**

**7.1** Ordinary Members have all rights provided to members under the Rules, including the right to vote (as set out in this rule and rules 11.4 and 11.3) and other rights and benefits as determined by the Management Committee or by resolution of Members at a General Meeting.

**7.2** Each Ordinary Member has one vote at a General Meeting of the Association.

**7.3** Other classes of Members have no right to vote, but have all other rights provided to a Member under the Rules and other rights and benefits as determined by the Management Committee or by resolution of Members at a General Meeting.

### **7.4 Liability of Members**

- a) A Member is only liable for their outstanding Membership Fees payable under rules 5.1 and 5.2, if any.
- b) Subject to rule 7.4a), a Member is not liable, by reason of its membership of the Association, for the liabilities of the Association or the cost of winding up the Association.

### **7.5 Membership Entitlements not Transferable**

A right, privilege or obligation that a Member has because it is a Member of the Association:

- a) Is not capable of being transferred to any other Member, or person; and
- b) Ends when the Member's membership of the Association ceases.

## **8 CEASING TO BE A MEMBER**

### **8.1 Ending Membership**

- a) A Member's membership ends, if the Member:
  - i) being a natural person, dies;
  - ii) ceases to be a Member under rule 5.2d);
  - iii) resigns as a Member under rule 8.2;
  - iv) is expelled from the Association under rule 8.3; or
- b) For a period of one year after a former Member's membership ends, the person authorised by the Management Committee must keep a record of:
  - i) the date on which a former Member ceased to be a Member under rule 8.1a); and
  - ii) the reason why the former Member ceased to be a Member.

### **8.2 Resigning as a Member**

- a) A Member may resign from membership by giving written notice of their resignation to the Management Committee.
- b) The Member resigns:
  - i) at the time the Management Committee 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, fines and any other monies which it owes to the Association, which may be recovered as a debt due to the Association by the Member.

### **8.3 Suspending or Expelling Members**

- a) The Management Committee may decide to suspend a Member's membership or to expel a Member from the Association if:
  - i) the Member refuses or neglects to comply with these Rules or the By-Laws; or

- ii) the Member's conduct or behaviour is detrimental to the interests of the Association.
- b) The Secretary, or other person authorised by the Management Committee, must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Management Committee Meeting at which the proposal is to be considered by the Management Committee.
- c) The notice given to the Member must state:
  - i) when and where the Management Committee Meeting is to be held; and
  - ii) the grounds on which the proposed suspension or expulsion is based; and
  - iii) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the proposed suspension or expulsion;
- d) At the Management Committee Meeting, the Management Committee must:
  - i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the proposed suspension or expulsion; and
  - ii) decide:
    - A. whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - B. whether or not to expel the Member from the Association.
- e) A decision of the Management Committee to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- f) The Management Committee must give the Member written notice of the Management Committee's decision, and the reasons for the decision, within seven (7) days of the Management Committee Meeting at which the decision is made.

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

- a) If a Member is suspended or expelled under rule 8.3, the Member may appeal the Management Committee's decision by giving written notice to the Management Committee within 14 days of receiving notice of the Management Committee's decision under rule 8.3f) requesting the appointment of a mediator under rule 28.5.
- b) If notice is given under rule 8.4a), the Member who gives the notice and the Management Committee are the parties to the mediation.

#### **8.5 Reinstatement of a Member**

If the Members' decision to suspend or expel 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 8.3 is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

#### **8.6 When a Member is Suspended**

- a) If a Member's membership is suspended under rule 8.3, the Secretary, or another person authorised by the Management Committee, 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 8.3d)ii)A.
- b) A Member that has been suspended cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- c) A Member that has been suspended is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association
- d) Upon the expiry of the period of a Member's suspension, a person authorised by the Management Committee must record in the Register that the Member is no longer suspended.

## **9 POWERS AND COMPOSITION OF THE MANAGEMENT COMMITTEE**

### **9.1 Powers of the Management Committee**

- a) The Management Committee Members are the persons who, as the Management Committee of Management of the Association, have the power to 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.
- c) The Management Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-laws.

### **9.2 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 Member
- b) The maximum number of other Members of the Management Committee is to be six Members.
- c) The following are the office holders of the Association —
  - i) the Chairperson;
  - ii) the Vice Chairperson;
  - iii) the Secretary;
  - iv) the Treasurer.
- d) A Management Committee Member must be;
  - i) a natural person;
  - ii) over 18 years in age; and
  - iii) a Member.
- e) A person must not hold two or more of the offices mentioned in 9.2c) at the same time.
- f) 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;
  - iii) An offence under division 3 or section 27 of the Act; unless the person has obtained the consent of the Commissioner.
- g) 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 under insolvency laws, unless the person has obtained the consent of the Commissioner.

## **10 ROLES AND DUTIES OF MANAGEMENT COMMITTEE MEMBERS**

### **10.1 Duties of Management Committee Members and Officers**

The Management Committee Members and Officers (as defined in section 3 of the Act) and any other persons who have the ability to influence the Management Committee, shall comply with sections 44, 45, 46 and 47 of the Act.

### **10.2 Chairperson**

The Chairperson, or in the absence of the Chairperson, then the Vice Chairperson:

- a) Must consult with the Secretary the Association 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 13.1c);
- c) May preside over Management Committee Meetings under rule 13.3;
- 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 20.1e).

### **10.3 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 10.3a) are credited 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 a statement showing the financial position of the Association is tabled at each Management Committee Meeting;
- e) Ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- f) Ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- g) If the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the Annual General Meeting of the Association;
- h) If the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the annual general meeting of the Association;
- i) Assist the auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- j) Carry out any other duty given to the Treasurer under these rules or by the Management Committee.

### **10.4 Secretary**

The Secretary or other person authorised by the Management Committee must:

- a) Co-ordinate the correspondence of the Association;
- b) Consult with the Chairperson regarding the business to be conducted at each Management Committee Meeting and General Meeting
- c) Convene General Meetings and Management Committee Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the Chairperson or in the absence of the Chairperson, the Vice Chairperson;
- d) Maintain, on behalf of the Association, the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- e) Maintain, on behalf of the Association, an up-to-date copy of these rules, as required under section 35(1) of the Act;
- f) Maintain, on behalf of the Association, a record of Management Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- g) Ensure the safe custody of the Books of the Association (with the exception of the financial records, financial statements and financial reports) under rule 25.1;
- h) Cause full and correct minutes of Management Committee Meetings and General Meetings to be kept;
- i) Ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association; and
- j) Carry out any other duty given to the Secretary under these rules or by the Management

Committee.

#### **10.5 Record of Management Committee Members**

- a) The Secretary, or other person authorised by the Management Committee, from time to time must maintain a record of the Management Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act.
- b) The record of the Management Committee Members must include:
  - i) the full name of each Management Committee Member;
  - ii) the office held (if applicable) and the dates of appointment and cessation of the appointment; and
  - iii) a contact postal, residential or email address of each Management Committee Member.
- c) The record of Management Committee Members must be kept and maintained at such place as the Management Committee decides.

#### **10.6 Inspecting the Record of Management Committee Members**

- a) Any Member is able to inspect the record of Management Committee Members 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 Management Committee Members but has no right to remove the record for that purpose.

### **11 APPOINTING MANAGEMENT COMMITTEE MEMBERS**

#### **11.1 Appointment to the Management Committee**

Management Committee Members are appointed to the Management Committee by:

- a) Election at an AGM; or
- b) Appointment by the Management Committee to fill a casual vacancy under rule 12.1c).

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

- a) At least 42 days before an AGM, the Secretary, or other person nominated by the Management Committee, must send written notice to all the members:
  - i) calling for nominations for election to the Management Committee; and
  - ii) stating the date by which nominations must be received by the Secretary to comply with rule 11.2b).
- b) A Member who wishes to be considered for election to the Management Committee at the AGM must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- c) The written notice must include a statement by another Member in support of the nomination, as set out in rule 11.2d).
- d) The nomination for election must be:
  - i) in writing;
  - ii) signed by the nominee;
  - iii) include information concerning the candidate;
  - iv) supported in writing by another Member of the Association; and
  - v) delivered to the office of the Association on or before the date for the close of nominations.
- e) The Secretary, or other person authorised by the Management Committee, shall notify the members in writing of the nominations and the candidate information, at least 14 days prior to the AGM.
- f) If a nomination for election to the Management Committee is not made in accordance with rules 11.2a) to e) the nomination is to be deemed invalid and the person nominated will not be eligible for election unless rule 11.4d) takes effect.
- g) A Member may nominate for one specified position of Office Holder of the Association or to be an ordinary Management Committee Member.

#### **11.3 Electing Office Holders**

- a) At the AGM, a separate election must be held for each position of Office Holder of the

Association.

- b) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Ordinary Members at the meeting.
- c) If only one Member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.
- d) If more than one Member has nominated for a position, the Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Management Committee to decide who is to be elected to the position.
- e) Each Ordinary Member present at the meeting may vote for one Member who has nominated for the position.
- f) A Member who has nominated for the position may vote for himself or herself.
- g) On the Member's election, the new Chairperson of the Association may take over as the Chairperson of the meeting

#### **11.4 Electing Ordinary Management Committee Members**

- a) At the AGM, the Association must decide by resolution the number of ordinary Management Committee Members (if any) to hold office for the next year.
- b) If the number of members nominating for the position of ordinary Management Committee Member is not greater than the number to be elected, the Chairperson of the meeting:
  - i) must declare each of those members to be elected to the position; and
  - ii) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under rule 11.4b)i).
- c) If the number of valid nominations exceeds the number of vacancies to be filled on the Management Committee, elections for the vacant Management Committee positions must be conducted at the AGM.
- d) If:
  - i) the number of members nominating for the position of ordinary Management Committee Member is greater than the number to be elected; or
  - ii) the number of members nominating under rule 11.4b)ii) is greater than the number of positions remaining unfilledthe Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Management Committee to decide the members who are to be elected to the position of ordinary Management Committee Member.
- e) A Member who has nominated for the position of ordinary Management Committee Member may vote in accordance with that nomination.
- f) If an insufficient number of nominations are received from the floor for the number of vacancies on the Management Committee that remain, the remaining positions on the Management Committee are declared vacant by the Chairperson presiding at the AGM and rule 12.1c) applies.

#### **11.5 Qualification and Term of Office of Management Committee Members**

- a) A Management Committee Member's term will commence on the date of his or her:
  - i) election at an AGM; or
  - ii) appointment to fill a casual vacancy that arises under rule 12.
- b) The term for elected and appointed Management Committee Members shall be one year from the date of election or appointment, except as provided in rule 12 and rule 11.5c).
- c) All retiring Management Committee Members are eligible, on nomination under rule 11.2, and subject to rule 11.5e) for re-election at the conclusion of their elected term;
- d) Management Committee Members reaching three consecutive years in any position shall not be eligible for election for the same position until the expiration of at least one year..

## **12 CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE**

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

- a) A person ceases to be a Management Committee Member and a casual vacancy occurs on the Management Committee if they:
  - i) die;
  - ii) become disqualified from holding a position as a result of bankruptcy or conviction of a relevant criminal offence;
  - iii) become permanently incapacitated by mental or physical ill-health;
  - iv) resign from office under rule 12.2;
  - v) are removed from office under rule 12.3 or 12.4; or
  - vi) are absent from more than:
    - A. three consecutive Management Committee Meetings without a good reason; or
    - B. three 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 Member received notice of the meetings and the Management Committee has resolved to declare the office vacant.
- b) The Management Committee may grant a leave of absence to a Management Committee Member for a continuous period of not more than four months. A Management Committee Member shall not be granted leave of absence more than once in any Financial Year. If a Management Committee Member is granted leave of absence, then the Management Committee may appoint a person to fill that position during the period of the leave of absence.
- c) If a position on the Management Committee is declared vacant under rule 11.4f), or there is a casual vacancy within the meaning of rule 12.1a), the continuing Management Committee Members may:
  - i) appoint a person to act as an Appointed Management Committee Member to fill that vacancy until the conclusion of the next AGM; and
  - ii) subject to rule 12.1d), act despite the vacant position on the Management Committee.
- d) If the number of Management Committee Members is less than the number fixed under rule 13.4 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.
- e) If the position of Chairperson or Vice Chairperson becomes vacant, the Management Committee may appoint a person as an Appointed Management Committee Member until the next following AGM, as set out in rule 12.1c), and shall appoint one of the remaining Elected Management Committee Members to be the Chairperson or Vice Chairperson of the Association for the remainder of the term or for the remainder of the Elected Management Committee Member's term.
- f) If the position of Secretary becomes vacant, the Management Committee must appoint a Member who is eligible under rule 9.2d) to fill the position within 14 days after the vacancy arises.

## **12.2 Resigning from the Management Committee**

- a) A Management Committee Member may resign from the Management Committee by giving written notice of resignation to the Chairperson, or in the absence of the Chairperson, to the Vice Chairperson.
- b) The Management Committee Member resigns:
  - i) at the time the notice is received by the Chairperson or Vice Chairperson under rule 12.2a); or
  - ii) if a later time is stated in the notice, at the later time.

## **12.3 Removal of Elected Management Committee Members from the Management Committee**

- a) Subject to rule 12.1a)vi), an Elected Management Committee Member may only be removed from his or her position on the Management Committee by resolution at a General Meeting

of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.

- b) The Elected 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 they should not be removed from his or her position on the Management Committee.
- c) If all Elected Management Committee Member are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect a minimum of three interim Elected Management Committee Members. The interim Elected Management Committee Member and the remaining Appointed Management Committee Members must, within two months, convene a General Meeting of the Association for the purpose of electing new Elected Management Committee Members.

#### **12.4 Removal of Appointed Management Committee Members from the Management Committee**

- a) The Management Committee may by resolution remove any Appointed Management Committee Member prior to the expiration of their term.
- b) The Appointed Management Committee Member who faces removal from the Management Committee must be given a full and fair opportunity at a Management Committee Meeting to state his or her case as to why they should not be removed from his or her position on the Management Committee.

### **13 MANAGEMENT COMMITTEE MEETINGS**

#### **13.1 Meetings of the Management Committee**

- a) The Management Committee must meet at least six times in each year.
- b) The Management Committee is to determine the place and time of all Management Committee Meetings.
- c) Special meetings of the Management Committee may be convened under rule 13.2 by:
  - i) the Chairperson, or in the absence of the Chairperson, by the Vice Chairperson; or
  - ii) any two Management Committee Members.

#### **13.2 Notice of Management Committee Meetings**

- a) The Secretary, or other person authorised by the Management Committee, must give each Management Committee Member at least 7 days' notice of each Management Committee Meeting before the time appointed for holding the meeting, except in the case of urgent business.
- 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 13.2d), 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.

#### **13.3 Chairing at Management Committee Meetings**

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

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

- a) Management Committee Three (3) current Management Committee Members constitutes a quorum for the conduct of the business at a Management Committee Meeting. 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 13.4b), 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 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 the 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 13.4d)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) 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, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- i) The Secretary, or a person authorised by the Management Committee, 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.

### **13.5 Voting at Management Committee Meetings**

- a) Each Management Committee Member present at a Management Committee Meeting has one 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 Chairperson of the Management Committee Meeting as set out in rule 13.3 is entitled to exercise a second or casting vote.
- c) Decisions may be made by general agreement or a show of hands.
- d) A poll by secret ballot may be used if the Management Committee prefers to determine a matter in this way and the person presiding over the Management Committee Meeting is to oversee the ballot.

### **13.6 Resolution Without Meeting**

A resolution of the Management Committee may be carried without any need for a meeting of the Management Committee if:

- a) The resolution is contained in a document;
- b) A majority of the Management Committee Members have consented in writing, this may be through electronic means, to the resolution; and
- c) Notice of the proposed resolution has been given in writing, this may be through electronic means, to all Management Committee Members.

### **13.7 Acts not Affected by Defects**

Any act performed by the Management Committee, a Sub-Management Committee or a person acting as a Management Committee Member is deemed to be valid even if the act was performed when there was a defect in the appointment of a Management Committee Member, Sub-Management Committee or person holding a subsidiary office.

## **14 REMUNERATION OF MANAGEMENT COMMITTEE MEMBERS**

- a) The Association may pay a Management Committee Member's travelling and other expenses as properly incurred:
  - i) in attending Management Committee Meetings or Sub-Management Committee meetings;
  - ii) in attending any General Meetings of the Association; and
  - iii) in connection with the Association's business.
- b) Management Committee Members must not receive any remuneration for their services as Management Committee Members other than as described at rule 2.2.1.

## **15 SUB-COMMITTEES AND DELEGATION**

### **15.1 Appointment of Sub-Committee**

- a) The Management Committee may appoint 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.
- 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.

### **15.2 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, other than those set out in rule 15.2b), and may cancel, in writing, any authority, powers or functions, , as the Management Committee sees fit from time to time.
- b) The Management Committee may not delegate to a Sub-Committee:
  - i) the power to delegate; and
  - ii) any duty imposed on the Management Committee by the Act or another written law.
- 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 Sub-Committee and remains responsible for the exercise of those functions at all times.

## **16 ANNUAL GENERAL MEETINGS**

### **16.1 Annual General Meeting**

- a) Subject to rule 16.1b), the Association must convene an AGM 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 AGM within a longer period under rule 16.1a)ii), the Chairperson must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

### **16.2 Notice of AGM**

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rules 26 and 16.3 (as applicable).

### **16.3 Business to be Conducted at AGM**

- a) Subject to rule 16.1, the AGM of the Association is to be convened on a date, time and place as the Management Committee decides.
- b) At each AGM of the Association, the Association must:
  - i) confirm the minutes of the last preceding AGM and of any Special General Meeting

- held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
  - ii) receive and consider the Management Committee’s annual report on the Association’s activities during the preceding financial year;
  - iii) if the Association is a Tier 1 Association, receive the Financial Statements of the Association for the preceding Financial Year;
  - iv) if the Association is a Tier 2 Association or a Tier 3 Association, receive the Financial Report of the Association for the preceding Financial Year;
  - v) appoint or remove a reviewer or auditor in accordance with the Act;
  - vi) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor’s report on the financial statements or financial report;
  - vii) elect the Office Holders and other Management Committee Members; and
  - viii) confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- c) Any other business of which notice has been given in accordance with these rules may be conducted at the AGM.

## **17 GENERAL MEETINGS**

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

- a) General Meetings may take place:
  - i) where the Members 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 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 17.1a)ii):
  - i) is deemed to be present at the General Meeting; and
  - ii) continues to be present at the 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) Any seven members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.
- b) Subject to rules 17.2c) 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 half an hour 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 lapses; or
  - ii) in the case of an AGM, 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 Chairperson 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 AGM:
  - i) a quorum is not present within half an hour of the time appointed for the commencement of the meeting; and
  - ii) at least 2 Ordinary Members are present at the meeting, those Members present are to constitute a quorum.

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

- a) The Secretary, or other person authorised by the Management Committee, must give at least:
  - i) 14 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;
  - ii) the particulars and order of the business to be conducted at the meeting;
  - iii) if the meeting is the AGM, include the names of the members who have nominated for election to the Management Committee under rule 11.2; and
- c) If a special resolution is proposed the notice must also:
  - i) set out the wording of the proposed resolution as required by section 51(4) of the Act;
  - ii) state that the resolution is intended to be proposed as a special resolution; and
- d) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 26.

#### **17.4 Chairperson of the General Meeting**

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

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

- a) The Chairperson of the 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 at the meeting.
- b) No business may 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, or another person authorised by the Management Committee, must give notice of the adjourned meeting in accordance with rules 26 and 17.3 as if that General Meeting was a new General Meeting.

### **18 SPECIAL GENERAL MEETINGS**

#### **18.1 Special General Meeting**

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

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

A request by the Members for a Special General Meeting must be in writing and:

- a) state the purpose of the meeting;
- b) be signed by the required number of members making the request as specified in rule 18.1b); and
- c) be lodged with the Secretary.

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

- a) If the Management Committee fails to convene a Special General Meeting within the 28 days referred to in rule b), the Members who made the request may convene a Special General Meeting.
- b) A Special General Meeting convened by members under rule 18.3a):
  - i) must be held within 3 months after the date the original requirement was made; and
  - ii) may only consider the business stated in the notice by which the requirement was made.

- c) 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**

### **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 19.1c).
- b) A Special Resolution of the Association is required to:
  - i) amend the name of the Association;
  - ii) amend the Rules;
  - 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; and
  - vii) cancel incorporation.
- 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 26.
- d) If notice is not given in accordance with rule 19.1c), 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 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 Ordinary Member has one vote at a General Meeting of the Association.
- b) An Ordinary Member casts a vote at a meeting either by:
  - i) voting at the meeting either in person or through the use of technology as under rule 17.1a)ii); or
- c) Except in the case of a Special Resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- d) In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- e) If the question is whether or not to confirm the minutes of a previous General Meeting, only members who were present at that meeting may vote.
- f) An Ordinary Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid in accordance with rules 5.1 and 5.2.
- g) An Ordinary Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 17.1.

### **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 Chairperson 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 19.1c), the declaration should state that a Special Resolution has been determined.
- c) The declaration made under rule 19.4a) must be entered into the minute book of the Association.
- d) The entry in the minute book of the Association under rule 19.4c) 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 Chairperson of the meeting; or
  - ii) at least three Ordinary Members present in person.
- b) 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 or to adjourning the meeting;
  - ii) in any other case, in the manner and time before the close of the meeting as the Chairperson directs.
- c) The Chairperson must declare the determination of the resolution on the basis of the poll.
- d) A declaration under 19.5c) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## **20 MINUTES OF MEETINGS**

### **20.1 Minutes of General Meetings**

- a) The Secretary, or a person authorised by the Management Committee from time to time, must take and keep minutes of all General Meetings together with a record of the names of persons present at each meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each AGM must record:
  - i) the names of the ordinary members attending the meeting;
  - ii) the financial statements or financial report presented at the meeting, as referred to in rule 21.1b)i) and ii); and
  - iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 21.1b)vi).
- d) 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.
- e) The Chairperson must ensure that the minutes of a General Meeting under rule 20.1a) are reviewed and signed as correct by:
  - i) the Chairperson of the General Meeting to which those minutes relate; or
  - ii) the Chairperson of the next succeeding General Meeting.
- f) 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 to which they relate was duly convened and held;
  - ii) all proceedings recorded as having taken place at the General 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.

## **21 FUNDS AND ACCOUNTS**

### **21.1 Control of Funds**

- a) The funds of the Association must be kept in an account, or accounts, in the name of the Association in a financial institution, or financial institutions, determined by the Management Committee.
- b) The funds of the Association are to be used in pursuance of the objects of the Association.
- c) All financial transactions will be managed in line with the financial guidelines set by the Management Committee.
- d) 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.
- e) The signatories to the Association accounts shall be the Chairperson, Secretary and the Treasurer. The signature of any two of these shall be sufficient authority for financial transactions.

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

- a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, sponsorship, interest, and any other sources approved by the Management Committee. 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 Statements and Financial Reports**

- a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- b) Without limiting rule a), those requirements include:
  - i) if the Association is a Tier 1 Association, the preparation of the financial statements;
  - ii) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the financial report;
  - iii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
  - iv) the presentation of the financial statements or financial report, as applicable, to the AGM of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable); and
  - v) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.
  - vi) The Annual General Meeting shall appoint an Auditor or Auditors
  - vii) The Auditor/s shall examine and audit all the books and accounts of the CRC annually and have the power to call for all books, paper, accounts, receipts etc. of the CRC and report thereon to the Annual General Meeting.

## **22 RULES OF THE ASSOCIATION**

### **22.1 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 new Member.
- c) The Association must keep a current copy of the Rules.

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

- a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 19.1 and not otherwise.
- 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 22.2d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 22.2b).
- 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 22.2b) and the approval of the Commissioner is given in writing.

## **23 BY-LAWS OF THE ASSOCIATION**

**23.1** The Association may make, amend and/or repeal by-laws by ordinary resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.

**23.2** By-Laws may make provision for:

- a) the 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 the Association's assets;
- d) the imposition of and amount of fines for Members; and
- e) any other matter that the Association considers necessary or appropriate.

**23.3** A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

**23.4** Without limiting rule 23.3, a by-law made for the purposes of rule 23.2b) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.

**23.5** At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

## **24 AUTHORITY REQUIRED TO BIND ASSOCIATION**

### **24.1 Executing Documents**

- a) The Association may execute a document without using a common seal if the document is signed by:
  - i) any two Management Committee Members; or
  - ii) one Management Committee Member and a person authorised by the Management Committee.

### **24.2 Use of the Common Seal**

- a) If the Association has a common seal on which its name appears in legible characters:

- i) The Secretary or another Management Committee Member authorised by the Management Committee from time to time 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 witnessed by:
  - i) any two Management Committee Members; or
  - ii) one Management Committee Member and a person authorised by the Management Committee.

and each of them is signs the document to attest that the document was sealed in their presence.
- c) The Secretary must make a written record of each use of the common seal.

## **25 THE ASSOCIATION'S BOOKS AND RECORDS**

### **25.1 Custody of the Books of the Association**

- a) Except as otherwise decided by the Management Committee from time to time, the Secretary, or another person authorised by the Management Committee, must keep in his or her custody or under his or her control all of the Books of the Association and any securities of the Association with the exception of the financial records.
- b) Except as otherwise directed by the Management Committee from time to time, the financial records and, as applicable, the financial statements are to be kept under the custody or control of the Treasurer, or other person authorised by the Management Committee.
- c) The Books of the Association must be retained for at least 7 years.

### **25.2 Inspecting the Books of the Association**

- a) 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.
- b) A Member must contact the Chairperson or the Secretary to request to inspect:
  - i) the register of members under section 54(1) of the Act; or
  - ii) the record of the names and addresses of Management Committee Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - iii) any other record or document of the Association.
- c) If the Member wants to inspect a document that records the minutes of a Management Committee Meeting, the right to inspect that document is subject to any decision the Management Committee has made about minutes of Management Committee Meetings generally, or the minutes of a specific Management Committee Meeting, being available for inspection by Members.
- d) The Member may make a copy of or take an extract from a record or document referred to in rule 25.2b) but does not have a right to remove the record or document for that purpose.

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

- a) A Member must not use or disclose information in the Books of the Association except for a purpose that:
  - i) is directly connected with the affairs of the Association; or
  - ii) is related to complying with a requirement of the Act.

### **25.4 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.

## **26 NOTICES**

- a) A notice or other communication connected with these Rules that is to be given to a Member is taken as not to have been given to the Member unless it is in writing and:

- ii) delivered by hand to the recorded address of the addressee; or
  - iii) sent by post to the recorded postal address of the addressee; or
  - iv) sent by e-mail or any other method of electronic communication to the recorded electronic address of the member.
- b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register referred to in rule 6.1.

## **27 MANAGER**

**27.1** The Manager shall be granted the right to speak at the Management Committee Meetings at the invitation of the Chairperson, but has no power to vote.

**27.2** The Manager shall carry out the day to day running of the CRC at his or her discretion under the guidance of the Management Committee. This includes administering of the finances and making decisions in the interest of best business practice for the CRC.

## **28 RESOLVING DISPUTES**

### **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.

### **28.2 Parties to Attempt to Resolve Dispute**

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.

### **28.3 Grievance Process**

- a) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary, or other person authorised by the Management Committee, of:
  - i) the names of the parties to the dispute, and
  - ii) The matters that are the subject of the dispute.
- b) A Management Committee Meeting must be convened within 28 days after the Secretary, or other person authorised by the Management Committee, receives notice of the dispute under rule 28.3a) for the Management Committee to determine the dispute.
- c) The Secretary must give each party to the dispute written notice of the Management Committee Meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d) The notice given to each party to the dispute must state:
  - i) when and where the Management Committee Meeting is to be held; and
  - ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute.
- e) If:
  - i) the dispute is between one or more members and the Association; and
  - ii) any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the Management Committee and requests the appointment of a mediator under rule 28.5, the Management Committee must not determine the dispute.

#### **28.4 Determination of Dispute by Management Committee**

- a) At the Management Committee Meeting at which a dispute is to be considered and determined, the Management Committee must:
  - i) Give each party to the dispute, or the party's representative, a reasonable opportunity to make oral or written or both submissions to the Management Committee about the dispute; and
  - ii) give due consideration to any submissions so made; and
  - iii) determine the dispute.
- b) The Secretary, or other person authorised by the Management Committee, must give each of the parties to the dispute written notice of the Management Committee's determination, and the reasons for the determination, within 7 days after the Management Committee Meeting referred to in rule 28.4a).
- c) A party to the dispute may, within 14 days after receiving notice of the Management Committee's determination under rule 28.4a)iii), give written notice to the Secretary requesting the appointment of a mediator under rule 28.5.
- d) If notice is given under rule 28.4b), each party to the dispute is a party to the mediation.

#### **28.5 Mediation**

- a) This rule applies if written notice has been given to the Secretary requesting the appointment of a mediator:
  - i) by a Member under rule 8.4; or
  - ii) by a party to a dispute under rule 28.3e)ii) or 28.4c).
- b) Where this rule applies, a mediator must be chosen or appointed under rule 28.6.

#### **28.6 Appointment of a Mediator**

- a) The mediator must be:
  - i) a person chosen by agreement between the parties; or
  - ii) in the absence of agreement, subject to rules 28.6b) and c), the Management Committee must appoint the mediator.
- b) The person appointed as a mediator must be an independent person who acts as a mediator appointed to, or employed with, another not-for-profit organisation such as a community legal centre.
- c) The person appointed as mediator by the Management Committee may be a Member or former Member of the Association but must not:
  - i) have a personal interest in the matter that is the subject of the mediation; or
  - ii) be biased in favour of or against any party to the mediation.
- d) The party or parties requesting the mediation must pay the costs of the mediation.

#### **28.7 Mediation Process**

- a) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- b) 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.
- c) The mediator, in conducting the mediation, must:
  - i) give the parties to the mediation process every opportunity to be heard;
  - ii) allow each party to the mediation to give due consideration to any written statement submitted by another party; and
  - iii) ensure that natural justice is accorded to the parties to the mediation throughout the mediation process.
- d) The mediator must not determine the matter that is the subject of the mediation.
- e) The mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other proceedings that may take place in relation to the matter that is the subject of the mediation.

#### **28.8 Mediation Outcome Leading to Suspension or Expulsion Being Revoked**

If the mediation process takes place because a Member whose membership is suspended or who is

expelled from the Association gives notice under rule 8.4 and as the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked that revocation does not affect the validity of any decision made at a Management Committee Meeting or General Meeting during the period of suspension or expulsion.

### **28.9 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 PUBLICATION BY MANAGEMENT COMMITTEE MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS PROHIBITED**

A Management Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Management Committee Meeting unless:

- a) the Management Committee Member has been authorised to do so at a Management Committee Meeting; and
- b) the authority given to the Management Committee Member has been recorded in the minutes of the Management Committee Meeting at which it was given.

### **30 CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**

- a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members 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 30a) above 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:
  - i) an incorporated association under the Act;
  - ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
  - iii) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cwth)*;
  - iv) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001 (Cwth)*;
  - 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 30v).

### **31 INDEMNITY**

Every Management Committee Member, auditor, employee and volunteer of the Association shall be indemnified out of the property of the Association against any liability incurred by that person in the capacity of Management Committee Member, auditor, employee or volunteer in defending any proceedings, whether civil or criminal in which judgment is given in favour of that person or in which that person is acquitted.