AUSTRALIAN LOCAL GOVERNMENT WOMEN’S

ASSOCIATION

WESTERN AUSTRALIAN BRANCH INC

CONSTITUTION

Incorporation Date: 9 March 2005

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# PRELIMINARY

## Name of Association

### The name of the Association is the “Australian Local Government Women’s Association - Western Australian Branch Inc”.

## Objects of Association

The objects of the Association are:

to promote local government by furthering women’s knowledge and understanding of the function of local government;

to identify issues affecting the interests and rights of women in local government, both elected members and employees;

to take action in relation to any subject or activity impacting upon women officers or elected members within the local government industry and local government legislation;

to act in an advisory capacity to intending women candidates for local government election;

to arrange networking opportunities on matters relating to local government.

to encourage and support women to make a career as an officer in local government.

to provide ongoing mentoring and encouragement to women officers and elected members; and

to acknowledge the contribution of women in local government.

## Quorum for Committee Meetings

A quorum for the conduct of the business at a Committee Meeting shall be four (4) Committee Members, three (3) of whom shall be Executive Members.

## Quorum for General Meetings

Any five (5) Committee Members, three (3) of whom shall be Executive Members. 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.

## 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.

## Policy

## The Association shall be strictly non-party political and non-sectarian.

# INTERPRETATION

## Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015* as amended;

**Annual General Meeting** or **AGM** means the annual general meeting convened under Rule15.1;

Association means the Australian Local Government Women’s Association - Western Australian Branch Inc;

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

(a) a register;

(b) financial records, financial statements or financial reports, however compiled, recorded or stored;

(c) a document;

(d) any other record of information;

By-laws means by-laws made by the Association under Rule 19;

**Chairperson** means the chairperson of the Committee Meetings or chairperson of the General Meetings of the Association, as the case may be;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means the management committee of the Association;

Committee Meeting means a meeting of the Committee;

Committee Member means a member of the Committee;

Financial Member means a Member who has paid any fees due under Rules 8.1 and 8.2;

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; and

(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, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

Financial Statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial Year of the Association, has the meaning given in Rule 1.5;

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

**Law** means any Act, ordinance, regulation, by-law, order, award, and proclamation of the Commonwealth and the State of Western Australia and any local government;

Member means a person who becomes a member of the Association under these Rules;

**Office Holders** means the Committee Members described in Rule 9.3(c);

Ordinary Committee Member means a Committee Member who is not an Office Holder of the Association;

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

Parent Association means the Australian Local Government Women’s Association Inc.

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);

Register means the register of Members referred to in section 53 of the Act;

Rules means these rules of the Association as amended from time to time under Rule 18.2;

Secretary means the Committee Member holding office as the secretary of the Association;

Special General Meeting means a general meeting of the Association other than the Annual General Meeting;

Special Resolution means a resolution passed by the Members at a General Meeting in accordance with Rule 16.1 (section 51 of the Act);

Subcommittee means a subcommittee appointed by the Committee under Rule 14;

**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:

### the debts and liabilities of the Association; and

### 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 means an incorporated association to which section 64(1) of the Act applies;

Tier 2 Association means an incorporated association to which section 64(2) of the Act applies;

Tier 3 Association means an incorporated association to which section 64(3) of the Act applies;

Treasurer means the Committee Member holding office as the treasurer of the Association.

## Notices

* + - 1. A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
         1. delivered by hand to the nominated address of the addressee;
         2. sent by post to the nominated postal address of the addressee; or
         3. sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
      2. 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 7.1.
      3. When a notice is:
         1. delivered by hand under sub-rule 2.2(a)(i) it is properly served when delivered to, and received by, the recipient;
         2. sent by ordinary pre-paid post under sub-rule 2.3(a)(ii), it is taken to have be received three days after posting;
         3. sent by email under sub-rule 2.2(a)(iii), it is taken to have been received at the time when the sender receives confirmation on its server that the message has been transmitted;
         4. sent by facsimile under sub-rule 2.2(a)(iii), it is taken to have been received at the time shown on the transmission report as the time the whole facsimile was sent.

## Address of the Association

The address of the Association for the purposes of communication shall be the address of the Secretary, or such other place as the Committee may from time to time determine.

# POWERS OF THE ASSOCIATION

## 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, and in particular may:

### acquire, hold, deal with, and dispose of any real or personal property;

### open and operate bank accounts;

### invest its money:

#### as trust funds may be invested under the *Trustees Act 1962* Part III; or

#### in any other manner authorised by the Rules of the Association;

### borrow money upon such terms and conditions as the Association thinks fit;

### give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

### appoint agents to transact any business of the Association on its behalf;

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

# Not for Profit

## Not-for-profit body

### The Association has been formed on a not-for-profit basis, and:

#### the property and income of the Association must be applied solely towards promoting the objects of the Association; and

#### no portion of the income or property of the Association may be transferred or distributed, directly or indirectly, to any Member of the Association, except in good faith in the promotion of those objects or purposes.

### The restrictions under Rule 4.1(a) do not prevent the Association from making any of the following payments in accordance with the WA Local Government Act:

#### remuneration of any Member in return for any services rendered to the Association (provided that this remuneration is authorised by a resolution of the Committee and the amount payable is no more than the amount that would be commercially reasonable for the service);

#### payments for goods or services supplied to the Association in the ordinary and usual course of the Association’s operations for promoting the objects of the Association;

#### payments of interest to a Member (at a commercially reasonable rate) on money borrowed by the Association from that Member to facilitate the promotion of the objects of the Association;

#### payments of rent (at a commercially reasonable rate) for premises leased to the Association by a Member.

#### payments for any out-of-pocket expenses incurred by a Member in performing duties on behalf of the Association in accordance with these Rules, the Act or any direction of the Committee. .

### A resolution of Members at a General Meeting may authorise the payment of a Committee Member’s travelling and other expenses as properly incurred:

#### to attend Committee Meetings of the Association (provided the Committee Member was required to travel 100 km or more each way); and

#### in connection with the Associations business.

### The Association may pay an honorarium fee to the President, Secretary, or Treasurer if such honorarium fee has been approved by a resolution of Members at a General Meeting.

### Board Members must not receive any remuneration for their services as Board Members other than as described at Rule 4.1

# BECOMING A MEMBER

## Minimum Number of Members

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

## Classes of Members

### The membership of the Association consists of:-

(i) Ordinary Members;

(ii) Associate Members; and

(iii) Honorary Life Members.

### No Member can belong to more than one class of membership.

### The Association may create new classes of membership, with any rights, privileges and conditions as a General Meeting of the Association may determine.

### Each class of membership shall have rights and benefits conferred by these Rules or determined by the Committee from time to time, or by resolution of Members at a General Meeting.

### An Ordinary Member has all rights provided to Members under the Rules, including full voting rights, and is eligible for nomination and appointment to the Committee.

### An Honorary Life Member has all rights provided to Ordinary Members under the Rules.

### An Associate Member is not eligible for nomination and appointment to the Committee, but has all the other rights and benefits provided to a Member under the Rules.

### Subject to Rule 5.3(d)(i), the maximum number of Members of each class are not limited unless the Association in a General Meeting passes a resolution otherwise.

## Qualifications for Membership

### **Ordinary Member**

Any women who are members of an elected or appointed Council of a local government in Western Australia, or officers of a local government in Western Australia.

### **Associate Member**

Any person who:

1. support the objects and purposes of the Association;
2. but who are not eligible to be an Ordinary Member.

### **Honorary Life Member**

#### A Member may be admitted to honorary life membership by election by a vote of a General Meeting of Members by Ordinary Resolution, in recognition of outstanding contribution to the advancement of the Association, provided that:

#### at no time shall their number be greater than ten (10); and

#### the names to be considered for that honour shall be proposed by at least five (5) Ordinary Members, and:

##### the proposal is to be in writing and supported by written statements; and

##### endorsed by the Committee,

#### before being submitted for consideration at the next General Meeting.

## Applying for Membership

### A person who wants to become an Associate Member or an Ordinary Member of the Association must:

#### apply in writing to the Association using the prescribed form (if any); and

#### be nominated for membership by a Member.

### All application forms must be signed by the applicant and the nominee.

### The applicant must specify the applicable class of membership.

## Deciding Membership Applications

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

### Subject to Rule 5.5(c) applications will be considered and decided in the order they are received by the Association.

### When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.

### The Committee may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 5.3.

### Where an application for membership is refused by the Committee, the applicant will not be eligible to submit a further application until at least 12 months have expired from the date of refusal.

### As soon as is practicable after the Committee has made a decision under Rule 5.5(a), the Committee must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

## Becoming a Member

### An applicant becomes a Member if and when:

#### the applicant is eligible for membership under Rule 5.3;

#### the applicant applies in writing to the Association under Rule 5.4;

#### the Committee approves the applicant’s application for membership; and

#### the applicant has paid any fees due under Rules 8.1 and 8.2.

### The applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these Rules, when Rule 5.6(a) has been fulfilled.

## Voting Rights of Members at a General Meeting

### Each Ordinary Member, Associate Member, and Honorary Life Member of the Association has one vote at a General Meeting of the Association, provided the Member is a Financial Member.

## Liability of Members

### A Member is only liable for their outstanding application fee or outstanding membership fees payable under Rules 8.1 and 8.2, if any.

### Subject to Rule 5.8(a), a Member is not liable, by reason of the person being a Member, for the liabilities of the Association or the cost of winding up the Association.

### Rule 5.8(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

## Membership Entitlements not Transferable

## A right, privilege or obligation that a person has because she is as Member of the Association:

### is not capable of being transferred to any other person; and

### ends when the person’s membership ceases.

# CEASING TO BE A MEMBER

## Ending Membership

### A person’s membership ends, if the person:

#### dies;

#### ceases to be a Member under Rules 8.1(e) or 8.2(e);

#### resigns as a Member under Rule 6.2; or

#### is expelled from the Association under Rule 6.3.

### For a period of one year after a person’s membership ends, the Secretary must keep a record of:

#### the date on which a person ceases to be a Member under Rule 6.1(a); and

#### the reason why the person ceases to be a Member.

## Resigning as a Member

### A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.

### The Member resigns:

#### at the time the Secretary receives the notice; or

#### if a later time is stated in the notice, at that later time.

### Any Member who resigns from the Association remains liable to pay to the Association any outstanding levy or outstanding membership fees payable under Rules 8.1 and 8.2, which may be recovered as a debt due to the Association by the Member.

## Suspending or Expelling Members

### The Committee may decide to suspend a Member’s membership or to expel a Member from the Association if:

#### the Member contravenes any of these Rules;

#### the Member’s conduct or behaviour is detrimental to the interests of the Association; or

#### the Member applied for and obtained Membership under a false pretence or by providing false information.

### The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Committee Meeting at which the proposal is to be considered by the Committee.

### The notice given to the Member must state:

#### the date, place and time of the Committee Meeting;

#### the grounds upon which the proposed suspension or expulsion is based;

#### that the Member, or the Member’s representative, may attend the Committee Meeting and will be given reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.

### At the Committee Meeting referred to in Rule 6.3(b) the Committee must:

#### give the Member, or the Member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;

#### give due consideration to any submissions so made; and

#### decide:

##### whether or not to suspend the Member’s membership and, if the decision is to suspend the membership, the period of suspension; or

##### whether or not to expel the Member from the Association.

### A decision of the Committee to suspend the Member’s membership or to expel the Member takes effect immediately.

### The Secretary must inform the Member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting at which the decision is made.

## Right of Appeal of against Suspension or Expulsion

### A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee’s decision under Rule 6.3(f), give written notice to the Secretary requesting the appointment of a mediator under Rule 21.2(c).

### If notice is given under Rule 6.4(a), the Member who gives the notice and the Committee are the parties to the mediation.

## When a Member is Suspended

### During the period a Member’s membership is suspended under Rule 6.3(d), the Member:

#### loses all rights (including voter rights) arising as a result of membership; and

#### is not entitled to a refund, rebate, relief or credit for a levy or membership fees paid, or payable, to the Association.

### When a Member’s membership is suspended, the Secretary must record in the Register:

#### that the Member’s membership is suspended;

#### the date on which the suspension takes effect; and

#### the period of the suspension

### Upon the expiry of the period of a Member’s suspension, the Secretary must record in the Register that the Member’s membership is no longer suspended.

## Reinstatement of a Member

If the Committee’s decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Rule 6.3(d), is deemed to be valid, notwithstanding the Member’s inability to exercise their rights or privileges of Membership, including voting rights, during that period.

# MEMBERSHIP REGISTER

## Register of Members

### The Secretary, or a person authorised by the Committee from time to time, 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.

### The Register must contain:

#### the full name of each Member;

#### a contact postal, residential, or email address of each Member;

#### the class of membership held by the Member; and

#### the date on which the person became a Member;

### Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.

### The Register must be kept and maintained at the Associations principal place of business, or at such other place as the Committee from time to time decides.

## Inspecting the Register

### 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.

### A Member must contact the Secretary to request to inspect the Register.

### The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

## Copy of the Register

### A Member may make a request in writing for a copy of the Register.

### The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

### The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

## When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register:

### 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);

### to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or

### for any other purpose unless the purpose:

#### is directly connected with the affairs of the Association; or

#### relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

# MEMBERSHIP FEES

## Member’s Application Fee

### The Committee may from time to time determine the amount of a Member’s application fee (if any) to be paid for membership to the Association.

### The fee determined under Rule 8.1(a) may be different for each class of Member.

### Each Member must pay the Member’s application fee determined under Rule 8.2(a) to the Treasurer, or a person authorised by the Committee to receive payments, as and when decided by the Committee.

### If a Member pays the Member’s application fee within 2 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote (if any).

### Subject to Rule 8.2(f)8.1(f) if a person fails to pay the Member’s application fee within 2 months after the due date, the person ceases to be a Member.

### If a person ceases to be a Member under Rule 8.1(e), and subsequently pays to the Association all the Member’s outstanding fees, the Committee may, if it thinks fit, reinstate the Member’s rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

## Annual Membership Fee

### The Committee may from time to time determine the amount of the annual membership fee (if any) to be paid by each Member or each class of Members.

### The annual membership fee determined under Rule 8.2(a) may be different for each class of Member.

### Each Member must pay the Member’s annual membership fee determined under Rule 8.2(a) to the Treasurer, or a person authorised by the Committee to receive payments, as and when decided by the Committee.

### If a Member pays the annual membership fee within 2 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote (if any).

### Subject to Rule 8.2(f) if a person fails to pay the annual Membership fee within 2 months after the due date, the person ceases to be a Member.

### If a person ceases to be a Member under Rule 8.2(e), and subsequently pays to the Association all the Member’s outstanding fees, the Committee may, if it thinks fit, reinstate the Member’s rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

# POWERS AND COMPOSITION OF THE COMMITTEE

## Powers of the Committee

### The governing body of the Association is to be called the Committee and it has authority to control and manage the affairs of the Association.

### Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Committee:

#### 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 committee Members; and

#### has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

## Committee Members

### The Committee is to consist of:

#### the Office Holders of the Association; and

#### not less than four other Ordinary Committee Members.

### The maximum number of other Members of the Committee is to be determined by the Committee.

### The Office Holders of the Association are:

#### President;

#### Immediate Past President;

#### City Vice-President;

#### County Vice-President;

#### Secretary; and

#### Treasurer.

### Any other positions deemed necessary by the Committee shall be assigned to one or more of the Ordinary Committee Members by the Committee.

### The Country Vice President shall be a Member practicing or employed outside the Perth Metropolitan area. In the event that there are insufficient nominations for the position of Country Vice-President, then the Committee may co-opt an eligible Member to the position.

### The tenure of office of the President and Vice Presidents shall be limited to no more than two (2) terms, with eligibility for re-election after a lapse of a further two (2) terms. The tenure of office of the Immediate Past President shall be limited to the period between the accession to this office and the next election for a new President.

### A Committee Member must be a Member of the Association.

### No person shall be entitled to hold more than one of the positions set out in Rule 9.2(c)&(d) at any time.

### No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:

#### an indictable offence in relation to the promotion, formation or management of a body corporate;

#### an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or

#### an offence under Part 4 Division 3 or section 127 of the Act;

unless the person has obtained the consent of the Commissioner.

### No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act 1984* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

# ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

## Obligations of the Committee

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

## Responsibilities of Committee Members

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

### A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.

### A Committee Member or former Committee Member must not improperly use information obtained because she is a Committee Member to:

#### gain an advantage for herself or another person; or

#### cause detriment to the Association.

### A Committee Member or former Committee Member must not improperly use his or her position to:

#### gain an advantage for herself or another person; or

#### cause detriment to the Association.

### A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:

#### as soon as she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;

#### disclose the nature and extent of the interest at the next General Meeting of the Association; and

#### not be present while the matter is being considered at the Committee Meeting or vote on the matter.

### Rule 10.2(e) does not apply in respect of a material personal interest that:

#### exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or

#### the Committee Member has in common with all, or a substantial proportion of, the Members of the Association.

### The Secretary must record every disclosure made by a Committee Member under Rule 10.2(e) in the minutes of the Committee Meeting at which the disclosure is made.

### No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

## President

The President:

### must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;

### has the powers and duties relating to convening and presiding at Committee Meetings and presiding at General Meetings provided for in these Rules; and

### must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct.

## Vice-President

The Vice-President (or Vice-Presidents if more than one):

### shall assist the President in carrying out her duties and responsibilities as described in Rule 10.3; and

### shall perform those duties and responsibilities in the absence of, and in accordance with the instructions of, the President; and

### if more than one Vice-President is available to act in the absence of the President, then:

#### the Vice-President with the greater length of service on the Committee will act in the absence of the President; and

#### where the length of service is equal, then the Committee or a majority of the Members at the General Meeting eligible to vote, as the case may be, will determine the Vice-President who will act.

## Secretary

The Secretary has the following duties:

### co-ordinating the correspondence of the Association;

### consulting with the President about all business to be conducted at meetings and convene General Meetings and Committee Meetings;

### preparing the notices required for meetings and for the business to be conducted at each meeting;

### unless another Member is authorised by the Committee to do so, keep and maintain in an up to date condition the Rules of the Association as required by section 35(1) of the Act, and any by-laws of the Association made in accordance with Rule 19;

### maintain the register of the Members referred to in Rule 7.1;

### maintain the record of Office Holders of the Association referred to in Rule 10.7;

### ensure the safe custody of the Books of the Association (with the exception of the financial records, financial statements, and financial reports);

### keep full and correct minutes of Committee Meetings and General Meetings; and

### perform any other duties given to the Secretary under these Rules or by the Committee.

## Treasurer

The Treasurer has the following duties:

### ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;

### ensure the payment of all moneys referred to in Rule 10.6(a) into the account or accounts of the Association as the Committee may from time to time direct;

### ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;

### ensure that the Association complies with the account keeping requirements in Part 5 of the Act;

### unless the Members resolve otherwise at a General Meeting, ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;

### 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;

### 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;

### assist the reviewer or auditor (if any) in performing their functions; and

### whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet, or financial statement in accordance with that direction; and

### perform any other duties given to the Treasurer under these Rules or by the Committee.

## Record of Office Holders

### The Secretary, or a person authorised by the Committee from time to time, must maintain a record of Office Holders.

### The record of Office Holders must include:

#### the full name of each Office Holder;

#### the office held and the dates of appointment and (if applicable) cessation of the appointment; and

#### a current contact postal, residential or email address of each Office Holder.

### The record of Office Holders must be kept and maintained at the Secretary’s place of residence, or at such other place as the Committee decides.

## Inspecting the Record of Office Holders

### Any Member is able to inspect the record of Office Holders free of charge, at such time and place as is mutually convenient to the Association and the Member.

### The Member may make a copy of details from the record of Office Holders but has no right to remove the record for that purpose.

# APPOINTING COMMITTEE MEMBERS

## Appointment to the Committee

### A Member becomes a Committee Member if the Member:

### is elected to the Committee by eligible Members at an AGM; or

### is appointed to the Committee by the Committee to fill a casual vacancy under Rule 12.3.

## Nominations for Membership of the Committee

### A Member who wishes to be a Committee Member must be nominated by one other Member, and seconded by one other Member, as a candidate for election.

### Nominations for election to the Committee shall close at least 28 days before the AGM.

### The Secretary must send a notice calling for nominations for election to the Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.

### The nomination for election must be:

### in writing; and

#### signed by the nominator; and

#### signed by the seconder; and

#### signed by the nominee to signify his or her willingness to stand for election; and

#### delivered to the Secretary on or before the date for the close of nominations.

### A Member may only be nominated for one position on the Committee prior to the AGM.

### If a nomination for election to the Committee is not made in accordance with Rules 11.2(a)-(f) the nomination is to be deemed invalid and the Member will not be eligible for election unless rule 11.3(c)11.3(c) takes effect.

## Electing Committee Members

### If the number of valid nominations received under rule 11.2 is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.

### If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at the AGM.

### If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.

### Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

### If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at the AGM and Rule 12.1(b) applies.

### The elections for Office Holders or Ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.

### A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

## Voting in Elections for Membership of the Committee

### Subject to Rule 16.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.

### A Member who nominates for election or re-election may vote for herself.

## Term of Office of Committee Members

### At each AGM the appointment of the Committee Members at the AGM will be for a term of one year.

### A Member appointed by the Committee to fill a casual vacancy under Rule 12.1(b) will hold office until the next AGM.

### The term of office of a Committee Member begins when the Member:

#### is elected to the Committee by eligible Members at an AGM; or

#### is appointed to the Committee by the Committee to fill a casual vacancy under Rule 12.1(b).

### All retiring Committee Members are eligible, on nomination under Rule 11.2, for re-election.

### Notwithstanding Rule 5.3 and Rule 12(a)(ii), a Committee Member who, due to an election or amalgamation or suspension of Council, is no longer a member of an elected or appointed Council of a local government in Western Australia or an officer of a local government in Western Australia, shall be entitled to remain on the Committee until the next AGM.

# Ceasing to be a member of the COMMITTEE

## Vacant Positions on the Committee

### A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

### dies;

#### ceases to be a Member;

#### becomes disqualified from holding a position under Rule 9.2 (c) or (d) as a result of bankruptcy or conviction of a relevant criminal offence;

#### becomes permanently incapacitated by mental or physical ill-health;

#### resigns from office under Rule 12.2;

#### is removed from office under Rule 12.3; or

#### is absent from more than:

##### three consecutive Committee Meetings without a good reason; or

##### three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,

where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.

### If a position on the Committee is declared vacant under Rule 11.3(e), or there is a casual vacancy within the meaning of Rule 12.1(a), the continuing Committee Members may:

#### appoint a Member to fill that vacancy until the conclusion of the next AGM; and

#### subject to Rule 12.1(c), act despite the vacant position on the Committee.

#### If the number of Committee Members is less than the number fixed under rule 1.3 as the quorum for Committee Meetings, the continuing Committee Members may act only to:

#### increase the number of Members on the Committee to the number required for a quorum; or

#### convene a General Meeting of the Association.

## Resigning from the Committee

### A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the President.

### The Committee Member resigns:

#### at the time the notice is received by the Secretary or President under Rule 12.2(a);or

#### if a later time is stated in the notice, at the later time.

## Removal from Committee

### Subject to Rule 12.1(a)(vii), a Committee Member may only be removed from his or her position on the 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.

### The Committee Member who faces removal from the 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 Committee.

### If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The interim Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Committee.

# committee Meetings

## Committee Meetings

### The Committee shall meet at least once every two (2) months, or such other time as the Committee from time to time may determine.

### Subject to Rule 13.1(c), the date, time, and place of a Committee Meeting shall be determined by the Committee.

### Special meetings of the Committee may be convened under Rule 13.2 by the requisition of:

#### the President; or

#### at least 50% of the Members of the Committee.

## Notice of Committee Meetings

### The Secretary must give each Committee Member at least 48 hours’ notice of each Committee Meeting before the time appointed for holding the meeting.

### Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.

### Subject to Rule 13.2(d), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.

### Urgent business may be conducted at a Committee Meeting if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

## Procedure and order of business

### The President or, in the President’s absence the Vice-President, is to preside as Chairperson at each Committee Meeting.

### if more than one Vice-President is available to act in the absence of the President, then:

#### the Vice-President with the greater length of service on the Committee will act in the absence of the President; and

#### where the length of service is equal, then the Committee will determine the Vice-President who will act.

### If the President and Vice-President(s) are absent or unwilling to act as Chairperson of any meeting, then a majority of the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.

### The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.

### The order of business at a Committee Meeting may be determined by the Committee Members at the meeting.

### All Committee Members have the right to attend and vote at Committee Meetings.

### A Member or other person who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee.

### A person invited under Rule 13.3(e) to attend a Committee Meeting:

#### has no right to any agenda, minutes or other document circulated at the meeting; and

#### must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and

#### shall not vote on any matter that is to be decided at the meeting.

## Use of technology to be present at Committee Meetings

### The presence of a Committee Member at a Committee Meeting need not be by attendance in person but may be by that Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

### A Member who participates in a Committee Meeting as allowed under Rule 13.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

## Quorum for Committee Meetings

### The quorum for Committee Meetings is specified in Rule 1.3.

### Subject to Rules 13.5(c) and (d), no business is to be conducted at a Committee Meeting unless a quorum is present.

### If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:

#### in the case of a special meeting – the meeting lapses; or

#### otherwise, the meeting is adjourned to the same day, time and place in the following week.

### If:

#### a quorum is not present within 30 minutes after the commencement time of a Committee Meeting held under Rule 13.5(c)(ii); and

#### at least two (2) Committee Members are present at the meeting;

#### those Members are taken to constitute a quorum.

## Voting at Committee Meetings

### Each Committee Member present at a Committee Meeting has one deliberative vote on any question arising at the meeting.

### A motion is carried if a majority of the Committee Members present at the Committee Meeting vote in favour of the motion.

### If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

### A vote may take place by the Committee Members indicating their agreement of disagreement by a show of hands.

### A secret ballot is to be used if any one (1) Committee Member requests a secret ballot to determine a particular question.

### If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

## Minutes of Committee Meetings

### The Committee must ensure that minutes are taken and kept of each Committee Meeting.

### The minutes must record the following:

#### the names of the Committee Members present at the meeting;

#### the names of any persons attending the meeting under Rule 13.3(f);

#### the business conducted at the meeting; and

#### any motion on which a vote is taken at the meeting and the result of the vote.

### The minutes of a Committee Meeting must be entered in the Association’s minute book within 30 days after the meeting is held.

### The President must ensure that the minutes of a Committee Meeting are reviewed and signed as correct by:

#### the Chairperson of the meeting; or

#### the Chairperson of the next Committee Meeting.

### When the minutes of a Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that:

#### the meeting to which the minutes relate was duly convened and held; and

#### the matters recorded as having taken place at the meeting took place as recorded and

#### any appointment purportedly made at the meeting was validly made.

## Validity of acts

The acts of a Committee or Subcommittee, or of a Committee Member of member of a Subcommittee, are valid despite any defect that might afterwards be discovered in the election, appointment or qualification of a Committee Member or Member of a Subcommittee.

# Subcommittees and affiliations

## Subcommittees

### To Committee may appoint (or may cancel) one or more Subcommittees as considered appropriate by the Committee from time to time to assist with the conduct of the Associations’ operations, or to examine or report on any matter.

### A Subcommittee may consist of the number of people, whether or not Members, that the Committee considers appropriate, provided that that a Financial Member of the Association be appointed in each case as convenor.

### Subject to any directions given by the Committee, a Subcommittee may meet and conduct business as it considers appropriate.

## Delegation to Subcommittees

### In this Rule, non-delegable duty means a duty imposed on the Committee by the Act or another written law

### The Committee may, in writing, delegate to a Subcommittee the exercise of any power, or the performance of any duty of the Committee other than:

#### the power to delegate; and

#### a non-delegable duty.

### A power or duty which has been delegated to a Subcommittee under this Rule, may be exercised or performed by the Subcommittee in accordance with the terms of the delegation.

### The delegation may be made subject to any conditions, qualifications, limitations, or exceptions the Committee specifies in the document by which the delegation is made.

### The delegation does not prevent the Committee from exercising or performing at any time the power or duty exercised.

### Any act of thing done by a Subcommittee under the delegation has the same force and effect as if it had been done by the Committee.

### The Committee may, in writing, amend or revoke the whole or any part of the delegation.

## Affiliations

The Association may affiliate with such organisations, as determined by the Committee, which further the objects of the Association. The Committee may appoint delegates as required to attend as representatives of the Association.

# general meetings of association

## Annual General Meeting

### The Annual General Meeting shall be held once in every calendar year, and within six months after the end of the Association's financial year.

### The Committee must determine the date, time, and place of the Annual General Meeting.

## Business to be conducted at AGM

The ordinary business of the AGM is as follows:

### to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;

### to receive and consider:

#### the Committee’s annual report on the Association’s activities during the preceding financial year: and

#### if the Association is a Tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and

#### if the Association is a Tier 2 association of Tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;

#### if required to be presented 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;

### to report on the election of the Office Holders of the Association and Ordinary Committee Members;

### if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;

### to confirm or vary the levy, subscriptions, and other amounts (if any) to be paid by Members; and

### any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.

## Special General Meetings

### The Committee may at any time convene a Special General Meeting

### The Secretary must convene a Special General Meeting of the Association if not less than 20% of the Members entitled to vote in a General Meeting require a Special General Meeting to be convened.

### The Members requiring a Special General Meeting to be convened must:

#### make the requirement by written notice lodged with the Secretary;

#### state in the notice the business to be considered at the meeting; and;

#### sign the notice (the notice must be signed by the required number of Members making the request as specified in Rule 15.3(b)).

### The Special General Meeting must be convened within 28 days after notice is given under Rule 15.3(b).

### If the Committee does not convene a Special General Meeting within the 28 day period, the Members making the requirement (or any of them) may convene the Special General Meeting.

### A Special General Meeting convened by Members under Rule 15.3(e):

#### must be held within 3 months after the date the original requirement was made; and

#### may only consider the business stated in the notice by which the requirement was made.

### The Association must reimburse any reasonable expenses incurred by the Members in convening a Special General Meeting under Rule 15.3(e).

## Notice of General Meetings and Motions

### The Secretary must give to each Member:

#### at least twenty-one (21) days’ notice of a General Meeting if a Special Resolution is to be proposed at the meeting; and

#### at least fourteen (14) days’ notice of a General Meeting in any other case.

### The notice convening a General Meeting must:

#### specify the date, time and place of the meeting; and

#### indicate the general nature of each item of business to be considered at the meeting; and

#### if a special resolution is proposed:

##### set out the wording of the proposed resolution; and

##### state that the resolution is intended to be proposed as a special resolution; and

#### state that a Member entitled to vote in a General Meeting may appoint an individual who is an Ordinary Member as a proxy for the meeting; and

#### enclose a copy of any form the Committee has approved for the appointment of a proxy.

### The notice conveying a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 2.2.

## Presiding Chairperson at a General Meeting

### The President or, in the Presidents absence a Vice President, is to preside as Chairperson at each General Meeting.

### If more than one Vice-President is available to act in the absence of the President, then:

#### the Vice-President with the greater length of service on the Committee will act in the absence of the President; and

#### where the length of service is equal, then a majority of the Members at the General Meeting eligible to vote will determine the Vice-President who will act.

### If the President and Vice President(s) are absent or unwilling to act as Chairperson of any meeting, then a majority of the Members at the meeting eligible to vote must choose one of them to act as Chairperson of the meeting.

## Quorum at a General Meeting

### The quorum for General Meetings is specified in Rule 1.4.

### Subject to Rules 15.6(c) and (d), no business is to be conducted at a General Meeting unless a quorum is present.

### If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:

#### in the case of a special general meeting – the meeting lapses; or

#### in the case of an Annual General Meeting, the meeting is adjourned to:

##### the same time and day in the following week; and

##### the same place, unless the Chairperson specified another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.

### If:

#### a quorum is not present within 30 minutes after the commencement time of a General Meeting held under Rule 15.6(c)(ii)B ); and

#### at least two (2) Ordinary Members are present at the meeting;

#### those Members are taken to constitute a quorum.

## Adjournment of General Meetings

### The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.

### No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

### When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rule 15.4 as if that General Meeting was a new General Meeting

# making decisions at A general MEETING

## Special Resolutions

### A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 16.1(c).

### A Special Resolution of the Association is required to:

* + - 1. amend the name of the Association;
      2. amend the Rules, under Rule 18.2;
      3. affiliate the Association with another body;
      4. transfer the incorporation of the Association;
      5. amalgamate the Association with one or more other incorporated associations;
      6. voluntarily wind up the association;
      7. cancel incorporation; or
      8. request that a statutory manager be appointed.

### Notice of a Special Resolution must:

#### be in writing;

#### include the place, date and time of the meeting;

#### include the intention to propose a Special Resolution;

#### set out the wording of the proposed Special Resolution; and

#### be given in accordance with Rule 2.2.

### If notice is not given in accordance with Rule 16.1(c), the Special Resolution will have no effect.

### A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present in person or by proxy, and eligible to cast a vote at the meeting.

## Ordinary Resolutions

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

## Voting at General Meetings

### Subject to these Rules, a person is entitled to vote at a General Meeting if that person is an Ordinary Member.

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

### Subject to Rule 16.3(f), each Member that is entitled to vote may vote personally or by proxy.

### 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.

### A 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 15.4.

### The method of voting at a General Meeting shall be as resolved by the Committee from time to time.

## Voting by Proxy

### Subject to Rule 16.3(f), a Member entitled to vote in a General Meeting may, in writing, appoint an Ordinary Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.

### An Ordinary Member may be appointed the proxy for not more than five (5) other Members.

### If the Committee has an approved form for the appointment of a proxy, the Member may use that form, or any other form:

#### that clearly identifies the person appointed as the Member’s proxy; and

#### that has been signed by the Member.

### A valid form appointing a proxy must be given to the President, Chairperson, or Secretary no later than the time at which the Chairperson of the meeting shall declare the meeting open.

### A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

## Use of technology to be present at General Meetings

### The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

### A Member who participates in a General Meeting as allowed under Rule 16.5(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

## Manner of Determining Whether Resolution Carried

### Unless a Poll is demanded under Rule 16.7, 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:

#### carried unanimously;

#### carried by a particular majority; or

#### lost.

### If the declaration relates to a Special Resolution, then subject to Rule 16.6(c), the declaration should state that a Special Resolution has been determined.

### The declaration made under Rule 16.6(a) must be entered into the minute book of the Association.

### The entry in the minute book of the Association under Rule 16.6(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## Poll at General Meetings

### At a General Meeting, a Poll on any question may be demanded by either:

#### the Chairperson of the meeting; or

#### at least three Members entitled to vote present in person or by proxy.

### If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.

### If a Poll is demanded at a General Meeting, the Poll must be taken:

#### immediately in the case of a Poll which relates to electing a person to preside over the meeting;

#### immediately in the case of a Poll which relates to adjourning the meeting; or

#### in any other case, in the manner and time before the close of the meeting as the Chairperson directs.

## Minutes of General Meeting

### The Secretary or a person authorised by the Committee from time to time must take and keep minutes of each General Meeting.

### The minutes must record the business conserved at the meeting, any resolution on which a vote is taken and the result of the vote.

### In addition the minutes of each Annual General Meeting must record:

#### the names of the Members entitled to vote attending the meeting;

#### any proxy forms given to the Chairperson at the meeting;

#### the financial statements or financial report presented at the meeting; and

#### any report of the review of auditor’s report presented at the meeting.

### The minutes of the General Meeting must be entered in the Association’s minute book within 30 days after the meeting is held.

### The President must ensure that the minutes of a General Meeting are reviewed and signed as correct by:

#### the Chairperson of the meeting; or

#### the Chairperson of the next General Meeting.

### When the minutes of a General Meeting have been signed as correct under this Rule, they are, until the contrary is proved, evidence that:

#### the meeting to which the minutes relate was duly convened and held;

#### the matters recorded as having taken place at the meeting took place as recorded; and

#### any election or appointment purportedly made at the meeting was validly made.

# accounts and financial records

## Control of Funds

### The funds of the Association shall be kept in one or more bank account in the name of the Association in a financial institution determined by the Committee. All funds received by the Association shall be deposited initially to the credit of the Association’s bank account.

### The funds of the Association are to be used in pursuance of the objects of the Association.

### The Treasurer may, with the approval of the Committee, invest surplus funds of the Association in such interest bearing deposit, trustee investments, investment savings account and the like deemed appropriate from time to time.

### The Treasurer shall keep proper books of account and shall furnish a Statement of Receipts and Expenditure and Accounts due for payment to each Committee Meeting.

### All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:

#### the Treasurer; and

#### shall be countersigned by either the President or the Secretary (or such other person authorised by the Committee).

#### In the absence of the Treasurer, either the President or the Secretary (or such other person authorised by the Committee) are authorised to act as signatory for any cause, and shall be to be countersigned by a person authorised by the Committee.

## Financial Records

### The Association must keep Financial Records that:

#### correctly record and explain its transactions, financial position and performance; and

#### enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

### The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

## Financial Statements and Financial Records

### For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

### Without limiting Rule 17.3(a), those requirements include:

#### if the Association is a Tier 1 Association, the preparation of the Financial Statements;

#### If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;

#### if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);

#### if the Association is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor’s report, whichever is applicable);

#### if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the annual general meeting of the Association (and a copy of the report of the review or auditor’s report, whichever is applicable); and

#### if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

## Review or Audit of Financial Statements or Financial Report

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

### the Association is a Tier 2 or Tier 3 Association;

### the by-laws of the Association require a review or audit;

### the Members require a review or audit by resolution at a General Meeting;

### an audit or review is directed by the Commissioner; or

### an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

## Financial Year of the Association

The financial year of the Association is at Rule 1.5.

# rules of the association

## Rules of the Association

### These Rules bind every Member and the Association and each Member agrees to comply with these Rules.

### The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under Rule 5.6.

### The Association must keep a current copy of the Rules.

## Amendment of Rules, Name and Objects

### The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 16.1 and not otherwise.

### When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:

#### one month after the Special Resolution is passed; or

#### a longer period as the Commissioner may allow.

### Subject to Rule 18.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 18.2(b).

### An amendment to the Rules that changes or has the effect of changing:

#### the name of the Association; or

#### the objects or purposes of the Association,

does not take effect until the required documents are lodged with the Commissioner under Rule 18.2(b) and the approval of the Commissioner is given in writing.

# By-laws of the association

## By-Laws of the Association

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

### The by-laws made under rule 19.1(a):

#### do not form part of the Rules; and

#### may make provision for:

#### (A). classes of Membership and 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 Committee including the power to dispose of assets;

(D). a requirement for members to hold a specified educational, trade or professional qualification; and

(E). any other matter that the Association considers necessary or appropriate; and

#### must be available for inspection by Members.

# the common seal and the Association’s books and records

## Use of the Common Seal

### The Association shall have a common seal on which its corporate name appears in legible characters.

### The Secretary, or any other person as the Committee from time to time decides, must provide for the safe custody of the common seal.

### The common seal must only be used under resolution of the Committee.

### The Association executes a document with its common seal, if the fixing of the seal is done:

#### under resolution of the Committee; and

#### witnessed by the President and the Secretary, or such other persons as the Committee may from time to time appoint.

### Every use of the common seal must be recorded in the Committee’s minute book

## Executing Documents without a common seal

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

### two Committee Members; or

### any one Committee Member and any other person duly authorised by the Committee.

## Custody of the Books of the Association

### Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association.

### The Books of the Association must be retained in accordance with the WA Local Government Act and WA State Records Act.

## Inspecting the Books of the Association

### Subject to these Rules, a Member is able to inspect the Books of the Association, with the exception of the financial records, free of charge at such time and place as is mutually convenient to the Association and the Member.

### A Member must contact the Secretary to request to inspect the Books of the Association.

### The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

## Prohibition on use of information in the Books of the Association

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

### that is directly connected with the affairs of the Association; or

### related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

## Returning the Books of the Association

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

# resolving disputes

## Disputes arising under the Rules

### This rule applies to:

#### disputes between Members; and

#### disputes between the Association and one or more Members that arise under the Rules or relate to the Rules of the Association.

### In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.

### 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.

### 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 of the parties to, and details of, the dispute.

### The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 21.1(d) for the Committee to determine the dispute.

### At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.

### The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within 7 days after the Committee Meeting referred to in rule 21.1(e).

### If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

## Mediation

### This rule applies:

#### where a person is dissatisfied with a decision made by the Committee under rule 21.1; or

#### where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.

### Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 6.3 in respect of the proposed suspension or expulsion has been completed.

### If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 21.1(g) a party to a dispute may:

#### provide written notice to the Secretary of the parties to, and the details of, the dispute;

#### agree to, or request the appointment of, a mediator.

### The party, or parties requesting the mediation must pay the costs of the mediation.

### The mediator must be:

#### a person chosen by agreement between the parties; or

#### in the absence of agreement:

##### if the dispute is between a Member and another Member – a person appointed by the Committee; or

##### if the dispute is between a Member or more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

### A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.

### The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

### 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.

### The mediator, in conducting the mediation, must:

#### give the parties to the mediation process every opportunity to be heard;

#### allow all parties to consider any written statement submitted by any party; and

#### ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

### The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

## 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.

# cancellation and distribution of surplus proprty

## Cancellation and distribution of Surplus Property

1. The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Ordinary Members who are on the Register of Members and who are eligible to vote under the Rules, resolve by Special Resolution that the association will:
   1. apply to the Commissioner for cancellation of its incorporation; or
   2. appoint a liquidator to wind up its affairs.
2. The Association must be wound up under rule 22.1(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
3. Upon cancellation of the Association the Surplus Property must only be distributed to one or more of the following:
   1. an incorporated association under the Act;
   2. a body corporate that at the time of distribution is the holder of a licence under the *Charitable Collections Act 1946*;
   3. a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
   4. a company holding a licence that continues in force under section 151 of the Corporations Act 2001(Cwth); or
   5. a body corporate that:

is a Member of former Member of the Association; and

At the time of distribution of surplus property, has rules that prevent the distribution of property to its members;

* 1. A trustee for a body corporate referred to in paragraph 22.1(c)(v);
  2. a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.