



## **SWAN GUILDFORD HISTORICAL SOCIETY**

### **CONSTITUTION**

**CERTIFIED THAT this constitution as amended was adopted by the Society at an Annual General Meeting held on 13<sup>th</sup> March 2017 and became effective following confirmation from the Department of Mines, Industry Regulation and Safety, Consumer Protection (formerly the Department of Commerce) on 7<sup>th</sup> July 2017.**

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## 1. PRELIMINARY

### 1.1 Name of Association

The name of the Association is Swan Guildford Historical Society (Incorporated), hereinafter referred to as "the Society".

### 1.2 Objects of the Society

The objects and purposes of the Society are:

To collect, conserve, research, interpret and display items relating to the early history in the Guildford area, and its role in the Development of Western Australia.

The Society achieves this by maintaining a historical museum precinct, to interpret the history of people and places around Guildford, and the Swan Valley region.

The Society promotes public interest in the Collection and preserves historical records, including documents, buildings and sites.

### 1.3 Quorum for Committee Meetings Schedule 1, Item 6(e)

Five Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

### 1.4 Quorum for General Meetings Schedule 1, Item 7

Twelve members, or 50%, whichever is less, 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.

### 1.5 Financial Year Schedule 1, Item 12

- (a) The Society's Financial Year, will be the period of 12 months commencing on 1<sup>st</sup> February and ending on 31<sup>st</sup> January of each year.
- (b) The first Financial Year of the Society shall be the period ending on the next 31<sup>st</sup> day of January following incorporation.

## 2. INTERPRETATION

### 2.1 Definitions

In these Rules, unless the contrary intention appears:

**“Act”** means the *Associations Incorporation Act 2015*;

**“AGM”** means the annual general meeting convened under rule 23.1;

**“Books of the Society”** has the meaning given to it in section 3 of the Act and includes all of the registers; 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; minute books and documents and securities of the Society.

**“By-laws”** are additional arrangements or processes adopted by members by Ordinary Resolution of the Society to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

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

**“Committee”** means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Society;

**“Committee Meeting”** means a meeting referred to in rule 14.1;

**“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 1.5;

**“General Meeting”** means a meeting of the association which all Members (including Associate Members) are invited to attend;

**“Member”** means a person (including a body corporate) who becomes a Member of the Society under these Rules;

**“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 Society as amended from time to time under Rule 24.2;

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

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

- (a) the debts and liabilities of the Society; and
  - (b) the costs, charges and expenses of winding up the Society,
- but does not include books pertaining to the management of the Society;

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

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

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

## 2.2 Notices

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
  - (i) delivered by hand to the nominated address of the addressee;
  - (ii) sent by post to the nominated postal address of the addressee; or
  - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to Member’s address as set out in the Register referred to in Rule 8.1.

## 3. POWERS OF THE SOCIETY

### 3.1 Powers of the Society

Subject to the Act, the Society may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

## 4. NOT FOR PROFIT

The property and income of the Society must be applied solely towards promoting the objects or purposes of the Society 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.

## 5. BECOMING A MEMBER

### 5.1 Minimum Number of Members

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

## **5.2 Qualifications for Membership Schedule 1, Item 3**

- (a) Subject to rules 5.2(b) and (c) any person who supports the purposes of the Society is eligible to apply for membership.
- (b) The by-laws of the Society made under rule 25 may require members to hold specified educational, trade or professional qualifications;
- (c) The Society must comply with all legal and regulatory obligations that apply to the Society when assessing eligibility of an applicant for membership; and
- (d) A person under the age of 15 years is not to belong to a class of membership that confers voting rights.

## **5.3 Applying for Membership**

- (a) A person who wants to become a Member must:
  - (i) complete and sign an application form
- (b) If the Society has more than one class of membership, the application form must specify the applicable class of membership.

## **5.4 Deciding Membership Applications**

- (a) The Committee can decide whether to approve or reject any membership application.
- (b) Subject to rule 5.4(c) applications will be considered and decided in the order they are received by the Society.
- (c) 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.
- (d) The Committee must not approve a membership application unless the Applicant:
  - (i) meets all the eligibility requirements under rule 5.2; and
  - (ii) applies under rule 5.3.
- (e) 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 5.2.
- (f) As soon as is practicable after the Committee has made a decision under rule 5.4(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.

## **5.5 Becoming a Member Schedule 1, Item 3**

- (a) An Applicant becomes a Member if:
  - (i) the Applicant is eligible for membership under rule 5.2;

- (ii) the Applicant applies in writing to the Society under rule 5.3;
  - (iii) the Committee approves the Applicant's application for membership; and
  - (iv) the Applicant pays any fees due under rules 9.1 and 9.2.
- (b) 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 5.5(a) has been fulfilled.

#### **5.6 Recording Membership in the Register**

The Secretary must enter a person's name in the Register within 28 days after the person becomes a Member.

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

#### **6.1 Classes of Members**

- (a) The membership of the Society consists of:
  - (i) Ordinary Members; and
  - (ii) Associate Members
- (b) The Society may have any category of membership determined by resolution of Members at a General Meeting, including junior membership, senior membership, honorary membership, or life membership.
- (c) Members awarded life membership shall pay no annual membership fees. Life members are entitled to all the privileges of any ordinary member, including the right to vote, and other rights and benefits as determined by the Committee, or by resolution of Members at a General meeting.
- (d) A Member under the age of 15 years cannot be an ordinary Member, but may be an Associate Member.
- (e) If the Society has two or more classes of members, no member can belong to more than one class of membership.
- (f) An Ordinary Member has all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- (g) An Associate Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- (h) The maximum number of Ordinary Members is unlimited unless the Society in General Meeting decides otherwise.



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

- (a) Each Ordinary Member of the Society has one vote at a General Meeting of the Society.
- (b) Each ordinary Member of the Society that is a Body Corporate has one vote at a General Meeting of the Society.

## **6.3 Voting by Body Corporate**

- (a) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- (b) A copy of the written appointment must be lodged with the Secretary.
- (c) A person appointed under rule 6.3(a) has authority to represent the body corporate as a Member:
  - (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
  - (ii) otherwise, until the appointment is revoked by the body corporate and notice of the revocation is given to the Secretary.

## **6.4 Liability of Members**

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

## **6.5 Payment to Members**

- (a) Subject to rule 6.5(b), no portion of the income or property of the Society may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 6.5(a) does not prevent:
  - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual course of business;
  - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
  - (iii) the payment of reasonable and proper rent by the Society to a Member for premises leased by the Member to the Association; or
  - (iv) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Society.

## **6.6 Membership Entitlements not Transferable**

A right, privilege or obligation that a person has because he or she is a Member of the Society:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person's membership ceases.

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

### **7.1 Ending Membership Schedule 1, Item 3**

- (a) A person's membership ends, if the person:
  - (i) dies;
  - (ii) ceases to be a Member under rule 9.2(d);
  - (iii) resigns as a Member under rule 7.2; or
  - (iv) is expelled from the Society under rule 7.3.
- (b) For a period of one year after a person's membership ends, the Secretary must keep a record of:
  - (i) the date on which a person ceases to be a Member under rule 7.1(a); and
  - (ii) the reason why the person ceases to be a Member.

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

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

### **7.3 Suspending or Expelling Members**

- (a) The Committee may, by resolution, suspend or expel a Member from membership if:
  - (i) the Member refuses or neglects to comply with these Rules; or
  - (ii) the Member's conduct or behaviour is detrimental to the interests of the Society.
- (b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.

- (c) The Secretary must, not less than 28 days before the Committee Meeting referred to in rule 7.3(b), give written notice to the Member:
  - (i) of the proposed suspension or expulsion and the grounds on which it is based;
  - (ii) of the date, place and time of the Committee Meeting;
  - (iii) that the Member, or the Member's representative, may attend the Committee Meeting; and
  - (iv) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Committee Meeting referred to in rule 7.3(b) the Committee must:
  - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
  - (ii) give due consideration to any written statement submitted by the Member; and
  - (iii) determine whether or not the Member should be:
    - A. expelled from the Society; or
    - B. suspended from membership, and if so, the period that the Member should be suspended from membership.
- (e) Once the Committee has decided to suspend or expel a Member under rule 7.3(d), the Member is immediately suspended or expelled from membership.
- (f) 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 referred to in rule 7.3(d).

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

- (a) If a Member is suspended or expelled under rule 7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under rule 7.3(f) requesting the appointment of a mediator under rule 28.2(c)

#### **7.5 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 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

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

- (a) If a Member's membership is suspended under rule 7.3(e), the Secretary must record in the Register:
  - (i) the name of the Member that has been suspended from membership;

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

## **8. MEMBERSHIP REGISTER**

### **8.1 Register of Members Schedule 1, Item 4**

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

### **8.2 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 Society and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

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

- (a) A Member may make a request in writing for a copy of the Register.
- (b) 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 Society.
- (c) The Society 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.

#### 8.4 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 the Society 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
- (c) for any other purpose unless the purpose:
  - (i) is directly connected with the affairs of the Society ; or
  - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

#### 9. MEMBERSHIP FEES Schedule 1, Item 5

##### 9.1 Entrance Fee

- (a) The 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.

##### 9.2 Annual Membership Fee

- (a) 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.
- (b) Each Member must pay the Member's annual membership fee determined under rule 9.2(a) to the Treasurer, or a person authorised by the Committee to receive payments, as and when decided by the Committee.
- (c) If a Member pays the annual membership fee within 3 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to rule 9.2(e), if a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member.
- (e) If a person ceases to be a Member under rule 9.2(d), and subsequently pays to the Society 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.

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

##### 10.1 Powers of the Committee Schedule 1, Item 6

- (a) The governing body of the Society is to be called the Committee and it has authority to control and manage the affairs of the Society.

- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Society in General Meeting, the Committee:
  - (i) may exercise all powers and functions as may be exercised by the Society, 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 Committee to be necessary or desirable for the proper management of the business and affairs of the Society.

## 10.2 **Committee Members**

- (a) The Committee is to consist of:
  - (i) Four office holders of the Society; and
  - (ii) A maximum of five other members.
- (b) The office holders of the Society are:
  - (i) The President;
  - (ii) The Deputy President;
  - (iii) The Secretary; and
  - (iv) The Treasurer.
- (c) A Committee Member must be:
  - (i) a natural person;
  - (ii) over 18 years in age; and
  - (iii) a Member.
- (d) No person shall be entitled to hold more than one of the positions set out in rule 10.2(b) at any time.
- (e) 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:
  - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (iii) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.
- (f) No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

## 11. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

### 11.1 Obligations of the Committee

- (a) The Committee must take all reasonable steps to ensure the Society complies with its obligations under the Act and these Rules.

### 11.2 Responsibilities of Committee Members

- (a) 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.
- (b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Society and for a proper purpose.
- (c) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Society.
- (d) A Committee Member or former Committee member must not improperly use his or her position to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Society.
- (e) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - (ii) disclose the nature and extent of the interest at the next General Meeting of the Society; and
  - (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (f) Rule 11.2(e) does not apply in respect of a material personal interest that:
  - (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Society is established; or
  - (ii) the Committee Member has in common with all, or a substantial proportion of, the members of the Society.
- (g) The Secretary must record every disclosure made by a Committee Member under rule 11.2(e) in the minutes of the Committee Meeting at which the disclosure is made.

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

### 11.3 **President**

The President:

- (a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- (b) may convene special meetings of the Committee under rule 14.1(c);
- (c) may preside over Committee Meetings under rule 14.3;
- (d) may preside over General Meetings under rule 17.4; and
- (e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 20.1(c).

### 11.4 **Secretary**

The Secretary must:

- (a) co-ordinate the correspondence of the Society;
- (b) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- (c) keep and maintain in an up to date condition the rules of the Society as required by rule 24.1 and any by-laws of the Society made in accordance with rule 25;
- (d) maintain the register of the Members, referred to in rule 8.1;
- (e) maintain the record of office holders of the Society, referred to in rule 11.6;
- (f) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Society under rule 27.1;
- (g) keep full and correct minutes of Committee Meetings and General Meetings; and
- (h) perform any other duties as are imposed by these Rules or the Society on the Secretary.

### 11.5 **Treasurer**

The Treasurer must:

- (a) ensure all moneys payable to the Society are collected, and that receipts are issued for those moneys in the name of the Society;



- (b) ensure the payment of all moneys referred to in rule 11.5(a) into the account or accounts of the Society as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Society with the authority of a General Meeting or of the Committee;
- (d) ensure that the Society complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Society and any other relevant records of the Society;
- (f) if the Society is a Tier 1 Society, coordinate the preparation of the Financial Statements of the Society prior to their submission to the annual general meeting of the Society;
- (g) if the Society is a Tier 2 Society or Tier 3 Society, coordinate the preparation of the Financial Report of the Society prior to its submission to the annual general meeting of the Society;
- (h) assist the reviewer or auditor (if any) in performing their functions; and
- (i) perform any other duties as are imposed by these Rules or the Society on the Treasurer.

#### **11.6 Record of Office Holders**

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

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

- (a) 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 Society and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

## 12. **APPOINTING COMMITTEE MEMBERS Schedule 1, Item 6(a)**

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

Committee Members are appointed to the Committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 13.1(b).

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

- (a) A Member who wishes to be a Committee Member must be nominated by one other Member as a candidate for election.
- (b) Nominations for election to the Committee shall close at least 14 days before the AGM.
- (c) 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.
- (d) The nomination for election must be:
  - (i) in writing; and
  - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (e) A Member may only be nominated for one position on the Committee prior to the AGM.
- (f) If a nomination for election to the Committee is not made in accordance with Rules 12.2(a)-(e) the nomination is to be deemed invalid and the Member will not be eligible for election unless rule 12.3(c) takes effect.

### 12.3 **Electing Committee Members**

- (a) If the number of valid nominations received under rule 12.2 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.
- (b) 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.
- (c) 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.

- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (e) 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 13.1(b) applies.
- (f) The elections for office holders or ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.
- ~~(g)~~ A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, will be provided at the AGM.

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

- (a) Subject to rule 19.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

#### 12.5 Term of Office of Committee Members Schedule 1, Item 6(b)

- (a) The Committee Members appointed on incorporation of the Society will hold office until the conclusion of the first AGM of the Society and will be eligible for re-election.
- (b) At each AGM of the Society, the appointment of the Committee Members at the AGM will be for a term of one year.
- (c) Subject to rule 12.5(a), a 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 13.1(b).
- (d) All retiring Committee Members are eligible, on nomination under rule 12.2, for re-election.

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

#### 13.1 Vacant Positions on the Committee Schedule 1, Items 6(c) and 6(d)

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

- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office under rule 13.2;
- (vi) is removed from office under rule 13.3; or
- (vii) is absent from more than:
  - A. three consecutive Committee Meetings without a good reason; or
  - B. 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.

- (b) If a position on the Committee is declared vacant under rule 12.3(e), or there is a casual vacancy within the meaning of rule 13.1(a), the continuing Committee Members may:
  - (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
  - (ii) subject to rule 0, act despite the vacant position on the Committee.
- (c) 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:
  - (i) increase the number of Members on the Committee to the number required for a quorum; or
  - (ii) convene a General Meeting of the Association.

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

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

### **13.3 Removal from Committee**

- (a) Subject to rule 13.1(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 Society if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) 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.

- (c) 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.

## 14. COMMITTEE MEETINGS

### 14.1 Meetings of the Committee

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

### 14.2 Notice of Committee Meetings

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

### 14.3 Chairing at Committee Meetings

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

### 14.4 Procedure of the Committee Meeting Schedule 1, Item 6(e) and (f)

- (a) The quorum for a Committee Meeting is specified at clause 1.3. The Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.

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

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

- (f) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.
- (g) All Committee Members have the right to attend and vote at Committee Meetings.
- (h) All Members, or other guests, may attend Committee Meetings if invited by the 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 Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

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

- (a) Each Committee Member present at a Committee Meeting has a deliberate vote.
- (b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Committee Meeting as set out in rule 14.3 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 Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

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

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

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

### **15. REMUNERATION OF COMMITTEE MEMBERS Schedule 1, item 6(g)**

- (a) The Society may pay a Committee Member's travelling and other expenses as properly incurred:
  - (i) in attending Committee Meetings or sub-committee meetings;
  - (ii) in attending any General Meetings of the Society; and
  - (iii) in connection with the Society's business.
- (b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at rule 15(a).

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

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

- (a) The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Society's operations.
- (b) Sub-committees may comprise (in such numbers as the 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.

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

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

### 16.3 Delegation to Subsidiary Offices

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

## 17. GENERAL MEETINGS

### 17.1 Procedure for General Meetings Schedule 1, Item 7

- (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 17.1(a)(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 Schedule 1, Item 7

- (a) The Quorum for General Meetings is specified in rule 1.4.
- (b) Subject to rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within 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 meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

#### **17.3 Notice of General Meetings and Motions Schedule 1, Items 8 & 9**

- (a) The Secretary 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; and
  - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 2.2.

#### **17.4 Presiding Member**

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

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

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 2.2 and 17.1 as if that General Meeting was a new General Meeting.

### **18. SPECIAL GENERAL MEETINGS**

#### **18.1 Special General Meeting Schedule 1 Item 10**

- (a) The Committee may at any time convene a Special General Meeting of the Society.

- (b) The Secretary must convene a Special General Meeting of the Society within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

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

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

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

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

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in rule 18.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the 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 19.1(c).
- (b) A Special Resolution of the Society is required to:
  - (i) amend the name of the Society;
  - (ii) amend the Rules, under rule 24.2;
  - (iii) affiliate the Society with another body;
  - (iv) transfer the incorporation of the Society;
  - (v) amalgamate the Society with one or more other incorporated associations;
  - (vi) voluntarily wind up the Society;
  - (vii) cancel incorporation; or
  - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
  - (i) be in writing;
  - (ii) include the place, date and time of the meeting;

- (iii) include the intention to propose a Special Resolution;
  - (iv) set out the wording of the proposed Special Resolution; and
  - (v) be given in accordance with rule 2.2.
- (d) If notice is not given in accordance with rule 19.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, 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 Society.
- (b) A person 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 17.1(a)(ii); or
  - (ii) by proxy.
- (c) 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.
- (d) A Member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or their proxy to the Society has been paid in accordance with rules 9.1 and 9.2.
- (e) 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 17.3.

## 19.4 Proxies

- (a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Society to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Society.
- (b) Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- (c) No Member may hold more than five proxies.

## 19.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under rule 19.6, if a question arising at a General Meeting of the Society 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 19.1(c), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under rule 19.5(a) must be entered into the minute book of the Society.
- (d) The entry in the minute book of the Society under rule 19.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## 19.6 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 Members present in person or by proxy.
- (b) 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.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
  - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
  - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
  - (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

## 20. MINUTES OF MEETINGS

### 20.1 Minutes of Meetings

- (a) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all

General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.

- (b) 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.
- (c) The Chairperson must ensure that the minutes of a General Meeting or Committee Meeting under rule 20.1(a) are reviewed and signed as correct by:
  - (i) the chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
  - (ii) the chairperson of the next succeeding General Meeting or Committee Meeting.
- (d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - (i) the General Meeting or Committee Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
  - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of General Meetings may be inspected by a Member under rule 27.2.
- (f) The minutes of Committee Meetings may be inspected by a Member under rule 27.2 unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting are not to be available for inspection.

## 21. FUNDS AND ACCOUNTS

### 21.1 Control of Funds Schedule 1, Item 11

- (a) The funds of the Society must be kept in an account in the name of the Society in a financial institution determined by the Committee.
- (b) The funds of the Society are to be used in pursuance of the objects of the Society.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Society must be signed by:
  - (i) any two Committee Members; or
  - (ii) one Committee Member and a person authorised by the Committee.
- (d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

## 21.2 Source of Society Funds

- (a) The funds of the Society may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Society must, as soon as practicable:
  - (i) deposit all money received by the Society, to the credit of the Society's bank account, without deduction; and
  - (ii) after receiving any money, issue an appropriate receipt.

## 21.3 Financial Records

- (a) The Society 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 Society 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 Society must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting subrule (a), those requirements include—
  - (i) if the Society is a Tier 1 Society, the preparation of the Financial Statements;
  - (ii) If the Society is a Tier 2 Society or Tier 3 Society, the preparation of the Financial Report;
  - (iii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
  - (iv) if the Society is a Tier 1 Society, the presentation of the Financial Statements to the annual general meeting of the Society (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
  - (v) if the Society is a Tier 2 Society or a Tier 3 Society, the presentation of the Financial Report to the annual general meeting of the Society (and a copy of the report of the review or auditor's report, whichever is applicable); and
  - (vi) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

### 21.5 **Review or Audit of Financial Statements or Financial Report**

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

- (a) the Society is a Tier 2 or Tier 3 Society;
- (b) the by-laws of the Society require a review or audit;
- (c) the Members require a review or audit by resolution at a General Meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

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

The financial year of the Society is at rule 1.5.

### 23. **ANNUAL GENERAL MEETINGS**

#### 23.1 **Annual General Meeting Schedule 1, Item 13**

- (a) Subject to rules 23.1(b) and 23.1(c), the Society must convene an AGM each calendar year:
  - (i) within 6 months after the end of the Society's Financial Year; or
  - (ii) within a longer period as the Commissioner may allow.
- (b) The Society may hold its first AGM at any time within the period of 18 months after incorporation under the Act.
- (c) If the Society requires the approval from the Commissioner to hold its AGM within a longer period under rule 23.1(a)(ii), the Secretary must apply to the Commissioner no later than four months after the end of the Society's Financial Year.

#### 23.2 **Notice of AGM**

The notice convening an AGM must specify that it is the AGM of the Society and otherwise must comply with rules 2.2 and 17.3 (as applicable).

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

- (a) Subject to rule 23.1, the AGM of the Society is to be convened on a date, time and place as the Committee decides.
- (b) At each AGM of the Society, the Society:
  - (i) must 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) if the Society is a Tier 1 Society, must receive the Financial Statements of the Society for the preceding Financial Year;
- (iii) if the Society is a Tier 2 Society or a Tier 3 Society, must receive the Financial Report of the Society for the preceding Financial Year;
- (iv) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
- (v) if applicable, must present a copy of the report of the review or the auditor's report to the Society; and
- (vi) must elect or appoint the office holders and ordinary Committee Members.

## 24. RULES OF THE SOCIETY

### 24.1 Rules of the Society

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

### 24.2 Amendment of Rules, Name and Objects Schedule 1, Item 14

- (a) The Society 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 24.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 24.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
  - (i) the name of the Society; or
  - (ii) the objects or purposes of the Society,

does not take effect until the required documents are lodged with the Commissioner under rule 24.2(b) and the approval of the Commissioner is given in writing.



## 25. BY-LAWS OF THE SOCIETY

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

25.2 The by-laws made under rule 25.1:

- (a) Do not form part of the Rules;
- (b) May make provision for:
  - (i) classes of Membership and the rights and obligations that apply to each class of Membership;
  - (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
  - (iii) restrictions on the powers of the Committee including the power to dispose of assets;
  - (iv) a requirement for members to hold a specified educational, trade or professional qualification; and
  - (v) any other matter that the Society considers necessary or appropriate; and
- (c) Must be available for inspection by Members.

## 26. AUTHORITY REQUIRED TO BIND SOCIETY

### 26.1 Executing Documents

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

### 26.2 Use of the Common Seal Schedule 1, Item 15

- (a) If the Society has a common seal on which its corporate name appears in legible characters:
  - (i) the Secretary or any other person as the Committee from time to time decides must provide for its safe custody; and
  - (ii) it must only be used under resolution of the Committee.
- (b) The Society executes a document with its common seal, if the fixing of the seal is witnessed by:
  - (i) any two Committee Members; or
  - (ii) one Committee Member and a person authorised by the Committee.

- (c) Every use of the common seal must be recorded in the Committee's minute book.

## 27. THE SOCIETY'S BOOKS AND RECORDS

### 27.1 Custody of the Books of the Society Schedule 1, Item 16

- (a) 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 Society with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.
- (b) The Books of the Society must be retained for at least 7 years.

### 27.2 Inspecting the Books of the Society Schedule 1, Item 17

- (a) Subject to these rules, and in particular rule 20.1(f), a Member is able to inspect the Books of the Society free of charge at such time and place as is mutually convenient to the Society and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Society.
- (c) The Member may copy details from the Books of the Society but has no right to remove the Books of the Society for that purpose.

### 27.3 Prohibition on Use of Information in the Books of the Society

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

### 27.4 Returning the Books of the Society

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

## 28. RESOLVING DISPUTES Schedule 1, item 18

### 28.1 Disputes Arising under the Rules

- (a) This rule applies to:
  - (i) Disputes between Members; and
  - (ii) Disputes between the Society and one or more Membersthat arise under the rules or relate to the rules of the Society.
- (b) In this rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.

- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 28.1(d) for the Committee to determine the dispute.
- (f) 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.
- (g) 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 28.1(e).
- (h) 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.

## 28.2 **Mediation**

- (a) This rule applies:
  - (i) where a person is dissatisfied with a decision made by the Committee under rule 28.1; or
  - (ii) where a dispute arises between a Member or more than one Member and the Society and any party to the dispute elects not to have the matter determined by the Committee.
- (b) 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 7.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 28.1(g) a party to a dispute may:
  - (i) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - (ii) Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:

- A. if the dispute is between a Member and another Member – a person appointed by the Committee; or
  - B. if the dispute is between a Member or more than one Member and the Society, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
  - (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - (h) 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.
  - (i) The mediator, in conducting the mediation, must:
    - (i) give the parties to the mediation process every opportunity to be heard;
    - (ii) allow all parties to consider any written statement submitted by any party; and
    - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (j) 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.

### 28.3 Inability to Resolve Disputes

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

## 29. **CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY** Schedule 1, item 19

- (a) The Society may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Society will:
  - (i) apply to the Commissioner for cancellation of its incorporation; or
  - (ii) appoint a liquidator to wind up its affairs.
- (b) The society must be wound up under rule 29(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of the Society, 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 Society; and
  - B. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- (vi) a trustee for a body corporate referred to in rule 29(c)(v); or
- (vii) a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.