



BOATING WESTERN AUSTRALIA INC.

CONSTITUTION

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Boating Western Australia Inc.

The Constitution

of

Boating Western Australia Inc.

(17th October 2019 amended Edition)

1. NAME

The name of the Association is Boating Western Australia Inc.

2. DEFINITIONS

In these rules, unless the contrary intention appears –

“BOOKS OF THE ASSOCIATION” means the Members Register; the Record of Office Holders; and the Association Constitution.

“BWA” means Boating Western Australia Inc.

“BY-LAWS” means the codes of rules made and adopted by the Association in accordance with Section 28.2(1).

“COMMISSIONER” means: the person for the time being designated as the Commissioner under section 153 of the Associations Incorporation Act.

“COMMITTEE” means the Management Committee for the Association, duly elected for the time being in accordance with these rules.

"COMMITTEE MEETING" means meeting referred to in rule 16.

"COMMITTEE MEMBER" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10.1.

“FINANCIAL RECORDS” Includes: invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; documents of prime entry; working papers and other documents needed to explain the methods by which financial statements are prepared; and adjustments to be made in preparing financial statements;

"FINANCIAL YEAR" means a period of 12 months from 1 July to 30 June each year." "GENERAL MEETING" means a meeting convened under rule 18.

"MEMBER" means

- (a) any individual person who is formally recognised and approved as a Member by the Committee, not being an Affiliate or Corporate member, and
- (b) who pays the agreed subscription fee, as determined by the Members

“AFFILIATE MEMBER” means any group (not corporate):

- (1) formally recognised and approved for Affiliate Membership by the Committee and
- (2) which pays an agreed affiliate subscription fee, as determined by the Committee and
- (3) where an agreed number of their members become subscription paying BWA members, as negotiated between the two entities”

“CORPORATE MEMBER” means any commercial entity:

- (a) formally recognised and approved for Corporate Membership by the Committee and
- (b) which pays an agreed corporate subscription fee, as determined by the Committee.

"LIFE MEMBER" means any person who is a MEMBER and formally recognised and approved as a LIFE MEMBER by the Committee, and who does not need to pay the agreed subscription fee because of their extraordinary service to the Association.

“HONORARY MEMBER” means any individual person who is formally recognised and approved by the committee, and who does not need to pay the agreed subscription fee.

"ORDINARY RESOLUTION" means a resolution other than a special resolution. "SPECIAL RESOLUTION" has the meaning given by section 51 of the Act.

"THE ACT” means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.

“THE ASSOCIATION” means Boating Western Australia Inc.

"THE PRESIDENT" means -

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11, or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10. 1 (a) or, if that person is unable to perform his or her functions, the Vice President.

"THE COMMITTEE" means the Management Committee of the Association referred to in rule 10.1

"THE EXECUTIVE OFFICER" means the officer referred to in rule 28.2(d).

"THE TREASURER" means the Treasurer referred to in rule 10.1(d).

"THE VICE PRESIDENT" means the Vice President referred to in rule 10.1(b).

3. OBJECTS OF ASSOCIATION

3.1 The objects of the Association are

- (a) the promotion of recreational boating in Western Australia; (b)the education of members and the community in respect to boating safety, skills and knowledge;
- (c) the affiliation between the Association and kindred organisations;
- (d) the social interaction between members of the Association as well as with members of kindred organisations;
- (e) to act as a representative body in matters of interest to members, and
- (f) to do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Association.

3.2 The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may

be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

4. POWERS OF ASSOCIATION

The powers conferred on an incorporated association by section 14 of the Act are adopted as the powers of the Association.

5. MEMBERSHIP

5.1 Eligibility - to be eligible for BWA membership the following criteria shall apply:

- a. MEMBER – may be any individual persons who owns a boat or enjoys boating for recreational purposes;
- b. AFFILIATE MEMBER – may be any special interest recreational boating or other water-related interest or activity group, club, organisation, school or association (not being a commercial entity);
- c. CORPORATE MEMBER – may be any commercial entity related to, having interest in or associated with recreational boating or other water-related interests or activities;
- d. LIFE MEMBER - may be any MEMBER who is nominated by the committee to this membership status;
- e. “HONORARY MEMBER” may be any individual persons who is nominated to this membership status.

5.2 Applying for Membership

- a. A person, group or commercial entity wishing to become a member shall apply for membership to the Committee in writing in such form as the Committee from time to time directs which shall be signed by the individual person applying or the authorised representative of the group or commercial entity. b. The Committee shall consider each application for membership at a Committee meeting and shall at that meeting or a subsequent Committee meeting accept or reject that application.
- c. The Committee may reject any application without explanation for that rejection.

5.3 Membership rights

- a. All membership classes are delegated one vote per membership, for attendance at general meetings and voting on any matter relating to BWA.
- b. The availability of Member Benefit Schemes to any class of membership shall be as determined by the Committee from time to time.

6. REGISTER OF MEMBERS

- 6.1 The Executive Officer or any assigned person shall on behalf of the Association keep and maintain the register of members in accordance with section 53 of the Act and that register shall be so kept and maintained at his or her place of residence or the office of the Association.
- 6.2 The Executive Officer shall cause the name of a person who dies or who ceases to be a member for any reason to be deleted from the register of members.

7. SUBSCRIPTIONS OF MEMBERS

- 7.1 The Members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.

7.2 Each member shall pay to the designated BWA officer on or before the 1st of July each year, or such other date as may be determined by the Committee, the amount appropriate to the class of membership approved for that member.

7.3 Subject to rule 7.4, any member whose subscription is not paid within three months after the due date ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

and

7.4 Any member is a financial member for the purposes of these rules when the member's subscription is paid.

8. RESIGNATION OF MEMBERS

8.1 A member who delivers a notice in writing of his or her resignation from the Association to the Executive Officer ceases on that delivery to be a member.

8.2 A person who ceases to be a member under rule 8.1 remains liable to pay to the Association the amount of any subscription due and payable by that person but unpaid at the date of that cessation.

9. EXPULSION AND SUSPENSION OF MEMBERSHIP

9.1 If the Committee considers that a member should be expelled or suspended from membership of the Association because of conduct detrimental to the interests of the Association, the Committee shall communicate, in writing, to the member –

(a) notice of the proposed expulsion or suspension and of the time, date and place of the Committee meeting at which the question of that

expulsion or suspension will be decided, and

(b) particulars of the alleged conduct,

(c) not less than 7 days before the date of that Committee meeting.

9.2 At that Committee meeting, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or suspend that member from membership of the Association and shall, forthwith after deciding whether or not so to expel or suspend that member, communicate that decision in writing to that member.

9.3 The Committee is required to exempt any member of that Committee from hearing a charge in which he or she has an interest. If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and determination will be made at the hearing.

9.4 A member who is expelled or suspended under rule 9.2 from membership of the Association ceases to be a member the day after the day on which the decision of expulsion or suspension is communicated to that member under rule 9.2.

9.5 If a Member is suspended or expelled under rule 9.2, the person may appeal the Committee's decision through a Special general meeting by giving written notice to the Executive Officer within fourteen (14) days of receiving notice of the Committee's decision under rule 9.2.

9.6 Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.

- 9.7 If a Member's membership is suspended under rule 9.2, the Executive Officer must record in the Register:
- (a) the name of the Member that has been suspended from membership;
 - (b) the date on which the suspension takes effect; and
 - (c) the length of the suspension as determined by the Committee under rule 9.2
- 9.8 During the period a member's membership is suspended, the member —
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 9.9 Upon the expiry of the period of a Member's suspension, the Executive Officer must record in the Register that the Member is no longer suspended.
- 9.10 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 a General Meeting during the period that the Member was suspended or expelled from Membership under rule 9.2, is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

10. MANAGEMENT COMMITTEE

- 10.1 The affairs of the Association shall be managed exclusively by a Management Committee consisting of -
- (a) Office Bearers:
 - 1. the President;
 - 2. the Vice-President;
 - 3. the Treasurer, and
 - (b) not less than four other persons or not more than ten other persons, members of the Association elected to membership of that Committee at an annual general meeting or appointed under rule 15.
- 10.2 Election of Management Committee
- (a) A minimum of three (3) Office Bearers and not less than four or not more than ten other persons described in sub – clause 10.1 shall be elected to serve two (2) year terms with staggered expiry dates to ensure continuity of experience on the Committee. Any additional Members shall be elected for 2 years.
 - (b) All elected officers may serve an unlimited number of consecutive terms.
 - (c) Nominations for election as a member of the Committee shall be proposed and seconded by members in writing and lodged with the Association not less than fourteen (14) days before the Annual General Meeting.
 - (d) The Executive Officer, or other assigned person, shall call for nomination from the membership at least 45 days in advance of the annual general meeting and not less than 21 days before the close of nominations.
 - (e) Nomination forms must be signed by the nominator and the nominee to signify the nominee's willingness to stand for election.
 - (f) Requirements for nominations in writing do not apply to re-standing members of the current Management Committee.

- (g) Each retiring member of the Management Committee shall be eligible for re – election.
- (h) A person must have been a member of the Association in the preceding financial year before being eligible to become an Office Bearer of the Association.
- (i) A person must be an elected member of the Committee before being eligible for election as President.
- (j) A separate election shall be held for each office bearer described in sub – clause 10.1, in that order.
- (k) A resigning Committee Member shall be deemed to have retired before the meeting for the purpose of the elections referred to in this sub – clause, but for all other purposes shall be deemed to hold office until the close of the Annual General Meeting, or until the new candidates are declared elected, whichever is the later.
- (l) If the number of nominations does not exceed the number of vacancies, the Chair of the Annual General Meeting shall declare the nominated candidates duly elected.
- (m) In the event that there are more candidates than vacancies, a vote shall be conducted by a show of hands or written ballot held at the Annual General Meeting.
- (n) Voting shall be by a simple majority for each Committee position.
- (o) The Committee shall appoint a member to act as the returning officer for the election, and s/he shall have an absolute discretion to adjudicate on any discrepancy in procedure. Upon completion of the election the results shall be conveyed to the membership.

11. PRESIDENT

- 11.1 Subject to this rule, the President or in his or her absence, the Vice-President shall preside over all general meetings and Committee meetings.
- 11.2 In the event that both the President and the Vice-President are absent from any given meeting or any meeting of the Committee then a chair who must be a committee member shall be appointed by those present at that meeting provided that a quorum shall be maintained.

12. EXECUTIVE OFFICER

- 12.1 The Executive Officer or other assigned person shall -
 - (a) co-ordinate the correspondence of the Association;
 - (b) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and 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 Association and any by-laws of the Association;
 - (d) keep full and correct minutes of the proceedings of the Committee and of the Association which will be stored electronically and distributed by email to all Committee members one week prior to the following Committee meeting.;
 - (e) comply on behalf of the Association with –
 - 1. the Act in respect of the register of members of Association;
 - 2. the Act in respect of the rules of the Association, and
 - 3. the Act in respect of the record of the office holders, and any trustees, of the Association;

- (f) have custody of all books, documents, records and registers of the Association including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer, and
- (g) perform such other secretarial duties as are imposed by these rules or the Association on the Executive Officer.

13. TREASURER

13.1 The Treasurer shall -

- (a) be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
- (b) pay all monies into such bank account of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by the Treasurer and the President or other officers of the Association duly authorised by the Committee from time to time so that each cheque bears two signatures;
- (d) comply on behalf of the Association with the Act in respect of the accounting records and financial statements of the Association;
- (e) whenever directed to do so by the President and prior to each Committee meeting, submit to the Committee financial report by email as at the balance date and produce the annual accounts of the Association in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and financial records of the Association, including those referred to in paragraphs (d) and (e), and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

14. AUDITOR

14.1 There shall be an Auditor, not a member of the Committee, who shall be appointed by resolution at the Annual General meeting or a general meeting called for that purpose.

- (a) The Auditor shall be independent to the Association.
- (b) Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc. relating to the affairs of the Association.
- (c) The Auditor shall be entitled to receive such remuneration as the Committee may determine from time to time.
- (d) If any casual vacancy occurs in the office of any Auditor appointed by the Association, the Committee will fill the appointment until the next Annual General Meeting.

15. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

15.1 A casual vacancy occurs in the office of a Committee member and that position becomes vacant if the Committee member -

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;

- (d) becomes disqualified from holding a position under the Act as a result of bankruptcy or conviction of a relevant criminal offence;
- (e) is permanently incapacitated by mental or physical ill-health;
- (f) is absent from more than three consecutive Committee meetings or three Committee meetings in the same financial year of which that Committee has received notice, without tendering an apology to the person presiding at each of those Committee meetings, (g) ceases to be a member of the Association or is suspended from the Association.
- (h) Is removed from office by resolution at a General Meeting of the Association if a majority of the Members present and with voting rights at the meeting vote in favour of the removal.
 1. 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.
 2. If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee.
 3. The interim Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Committee.

15.2 When a casual vacancy occurs in the membership of the Committee, the Committee may appoint a member to fill that vacancy until the next election provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.

- (a) In the vacancy of the President then the Vice President shall become President.
- (b) A casual vacancy of Vice President shall be filled by the Committee from a Member of the Management Committee.
- (c) If vacancies in the Management Committee result in the number of Committee Members being less than the number fixed under Section 16.4, the continuing Committee Members may act to only increase the number of Members on the Committee to the number required for a quorum.

16. PROCEEDINGS OF MANAGEMENT COMMITTEE

- 16.1 The Committee shall meet together for the dispatch of business not less than nine in each financial year and the President may at any time convene a meeting of the Committee.
- 16.2 Each Committee member has a deliberative vote.
- 16.3 A question arising at a Committee meeting shall be decided by a majority of votes if there is an equality of votes, the person presiding at the Committee meeting have a casting vote in addition to his or her deliberative vote.
- 16.4 At a Committee meeting, half the Committee plus one other member shall constitute a quorum.
- 16.5 Subject to these rules, the procedure and order of business to be followed at the Committee meeting shall be determined by the Committee members present at that Committee meeting.
- 16.6 Meeting minutes will be recorded and transcribed by the Executive Officer and those minutes will be ratified by the presiding officer at the following Committee meeting.

- 16.6 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, subcommittee 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 Committee/sub-committee Member as per the Act as a result of bankruptcy or conviction of a relevant criminal offence.
- 16.7 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 vote on any matter, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.

17. DELEGATION OF POWERS AND DUTIES

- 17.1 The Committee may appoint sub-committees of members, a group of members or a member for specific purposes and may delegate any of its delegable powers to act. Such sub-committees must report to and be responsible to the Committee.
- 17.2 The President shall be an ex-officio member of any sub-committee or group appointed by the Committee.
- 17.3 The chair of any sub-committee or group who is not a member of the Committee may be invited to attend meetings of the Committee as an observer.
- 17.4 No act of any Sub-Committee shall be binding on the Committee or Association until ratified by the Committee.

18. GENERAL MEETINGS

- 18.1 The Committee -
- (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within 6 months after the end of the financial year;
 - (c) shall, within 30 days of receiving a request in writing to do so from not less than 5% of members, convene a special general meeting for the purpose specified in that request.
- 18.2 The members making a request referred to in rule 18.1(c), shall state in that request the purpose for which the special general meeting concerned is required and sign that request.
- 18.3 If a special general meeting is not convened within the relevant period of 30 days referred to in rule 18.1(c), the members who made the request may themselves convene a special general meeting as if they were the Committee.
- 18.4 When a special general meeting is convened under rule 18.3-
- (a) the Committee shall ensure that the members convening the special general meeting are allowed free access to the particulars of all members, and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- 18.5 Subject to rule 18.8, the Executive Officer shall give to all members not less than 14 days' notice of a general meeting and of any motions to be proposed at the general meeting.
- 18.6 A notice given under rule 18.5 shall specify -

- (a) date, time and place the general meeting concerned is to be held, and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 18.7 In the case of an annual general meeting, the order in which business is to be transacted is -
- (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, notices of motion;
 - (c) third, the election of the Office Bearers, Auditor and Committee members to replace the outgoing Committee at the conclusion of the annual general meeting, and
 - (d) fourth, any other business requiring consideration by the Association in an annual general meeting.
- 18.8 The Executive Officer shall give to all members not less than 14 days' notice of a general meeting at which a special resolution is to be proposed and of any other motions to be proposed at that general meeting.
- 18.9 The Executive Officer may give a notice under rule 18.5 or 18.8 by -
- (a) serving it on a member personally, or
 - (b) sending it by post or electronically to a member at the address of the member appearing in the register of members
- 18.10 A notice sent by post under rule 18.9(b) shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 18.11 A member who wishes to submit any matter for consideration at an annual general meeting must do so in writing to the Executive Officer 21 days before the meeting and such matter is to be set out in the form of a notice of motion and signed by the proposer and seconder.
- 18.12 If a resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.
- 18.13 Only business of which notice shall have been given as outlined in these rules, or in accordance with these rules, shall be transacted at a Special General Meeting.

19. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- 19.1 At a general meeting, 5 per cent of the financial members or 10 financial members, whichever is the greater, present in person constitute a quorum.
- 19.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 18.5 or 18.8 -
- (a) as a result of a request or notice referred to in rule 18.1(c) or as a result of action taken under rule 18.3 a quorum is not present, the general meeting lapses, or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to a date, time and place nominated by the President.
- 19.3 If within 30 minutes of the time appointed by rule 19.2(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in

person may nevertheless proceed with the business of that meeting as if a quorum were present.

- 19.4 The chair may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 19.5 There shall not be transacted at a reconvened general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 19.6 When a general meeting is adjourned for a period of 30 days or more, the Executive Officer shall give notice under rule 18 and a fresh general meeting shall be called.
- 19.7 At a general meeting -
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands, and
 - (b) a special resolution put to the vote shall be decided by a majority of not less than $\frac{3}{4}$ of the members entitled to vote in person.
- 19.8 A declaration by the chair at a general meeting that a resolution has been passed as an ordinary resolution at that meeting shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 19.9.
- 19.9 At a general meeting, a poll may be demanded by the chair or by three or more members present in person and, if so demanded, shall be taken in such manner as the chair directs.
- 19.10 If a poll is demanded and taken under rule 19.9 in respect of any resolution, a declaration by the chair of the result of the poll is evidence of the matter so declared.
- 19.11 A poll demanded under rule 19.9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

20. MINUTES OF MEETINGS

- 20.1 The Executive Officer shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book and electronically, kept for that purpose.
- 20.2 The President shall ensure that the minutes taken of a general meeting or Committee meeting are checked and signed as correct by the chair of the meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- 20.3 When minutes have been entered and signed as correct they shall, until the contrary is proved, be evidence that -
 - (a) the meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting, and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

21. VOTING RIGHTS OF MEMBERS

- 21.1 Subject to these rules, each member present in person at a general meeting is entitled to a deliberative vote.
- 21.2 Only members with voting rights, as per the Constitution will be permitted to vote on matters at a General Meeting.

22. PROXIES OF MEMBERS NOT ALLOWED

A member may not appoint a proxy to vote on his or her behalf.

23. ABSENTEE VOTES

A member who will be absent from an annual general meeting may obtain a ballot form from the Executive Officer by a personal application and record their vote in a special sealed envelope, which must be received by the Executive Officer not later than 5:00pm on the day before the meeting.

24. ALTERATION OF THE RULES

- 24.1 The Association may alter or rescind these rules or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act.
- 24.2 Notices of motions to repeal, alter or suspend any rule shall be given to the Executive Officer at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Executive Officer shall distribute the notice electronically to all members at least fourteen (14) days prior to such meeting.
- 24.3 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

25. COMMON SEAL OF ASSOCIATION

- 25.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 25.2 The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book.
- 25.3 The affixing of the common seal of the Association shall be witnessed by any two of the President, the Vice-President, the Executive Officer and the Treasurer.
- 25.4 The common seal of the Association shall be kept in the custody of the Executive Officer or of such other person as the Committee from time to time decides.

26. INSPECTION OF RECORDS OF ASSOCIATION

- 26.1 A member may at any reasonable time inspect without charge the records and documents of the Association.
- 26.2 Information recorded by the Association about members' personal details and the Association minute books, documents, records and securities or any other matters pertaining to the functioning of the Association remain confidential to the Association and the property of the Association, and it is not permitted for any such information from the records to be used for canvassing, mail order or direct marketing of goods or services to Association members except by the Association or with the written consent of the Committee for such goods or services which may be of benefit or interest to the members.

- 26.3 Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to the Association and the Member.
- (a) A Member must contact the Executive Officer to request to inspect the Register.
 - (b) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.
 - (c) A Member may make a request in writing for a copy of the Register.
 - (d) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.
 - (e) A Member must not use or disclose the information on the Register:
 - 1. 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);
 - 2. To contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - 3. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
 - a. That is directly connected with the affairs of the Association; or
 - b. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
 - (f) 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.

27. DISSOLUTION

- 27.1 The Association may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:
- (a) after the committee has determined the Association is able to pay or meet its debts and liabilities; and
 - (b) the Members 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
- 27.2 The Association shall be wound up in accordance with Part 9 of the Act if:
- (a) the committee has determined the Association is unable to pay or meet its debts and liabilities; or
 - (b) the committee or members determine by special resolution to wind up the Association as a result of financial difficulty resulting in or from:
 - 1. being party to any current legal proceedings; or
 - 2. any other outstanding legal obligations
- 27.3 Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:
- (a) an incorporated association under the Act;
 - (b) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - (c) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);

- (d) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
- (e) a body corporate that:
 - 1. is a member or former member of the Association; and
 - 2. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- (f) a trustee for a body corporate referred to in Section 27.3(e) or
- (g) 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.

28. POWERS OF THE COMMITTEE

- 28.1 The business of the Association shall be managed by the Committee who may exercise all powers of the Association, except those required to be exercised by the Association at a General Meeting.
- 28.2 Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the by-laws, have power to do the following things:
- (a) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
 - (b) To determine from time to time the conditions on which and time when, members may use the property of the Association or any part or parts thereof, and when and under what conditions the premises of the Association or any part or parts thereof, shall be used by members.
 - (c) To determine what person, if any, not being members of the Association shall be permitted to use the premises of the Association or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
 - (d) To appoint a salaried Executive Officer and to dismiss him or her and appoint another person to the position.
 - (e) To appoint any other officials or servants of the Association and to remove them as occasions may require at their discretion and to define their respective duties.
 - (f) To delegate, subject to such conditions as it thinks fit any of its powers to sub committees consisting of such members of the Committee and other members of the Association co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub committees as may be thought desirable.
 - (g) To regulate and control their own meeting and the transaction of business.
 - (h) To reimburse expenses of any servant of the Association for faithful and diligent service as deemed fit.
 - (i) In accordance with the rules, to suspend, or expel any member.
 - (j) To enter into or accept any lease or tenancy of the premises where on the Association shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of the Association on such terms and on such conditions as the Association, may deem expedient.
 - (k) To take and defend all legal proceedings by or on behalf of the Association and to appoint all necessary Attorneys for any such purpose.

- (l) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Association.
- (m) To make, alter and repeal by-laws not inconsistent with these rules regulating the use and management of the Association premises, the admission of members and the conduct of the Association and its affairs generally.
- (n) To do and perform any other act, matters and things in connection with or relative to the management of the Association as shall not by these rules require to be done by the Association in General Meetings.
- (o) To appoint such number of delegates to associations with which the Association may from time to time be affiliated as may be required by the rules thereof and such delegates shall hold office in accordance with the rules of such associations.
- (p) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of the Association for any such purpose required, together with any reasonable expenses incidental to Committee activities.

29. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

29.1 Obligations of the Committee

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

29.2 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 Association 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:
 1. gain an advantage for himself or herself or another person; or
 2. cause detriment to the Association.
- (d) A Committee Member or former Committee member must not improperly use his or her position to:
 1. gain an advantage for himself or herself or another person; or
 2. cause detriment to the Association.

29.3 A Committee Member having any material personal interest, i.e.: financial or non-financial interests, in a matter being considered at a Committee Meeting must:

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
- (b) disclose the nature and extent of the interest at the next General Meeting of the Association; and
- (c) not be present while the matter is being considered at the Committee Meeting or vote on the matter.

29.4 Section 29.3 does not apply in respect of a material personal interest that:

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

- (b) the Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- 29.5 The Executive Officer must record every disclosure made by a Committee Member under Section 29.3 in the minutes of the Committee Meeting at which the disclosure is made.
- 29.6 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.
- 29.7 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:
 - (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (c) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.
- 29.8 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.
- 29.9 As soon as is practicable after a person has ceased to be a member of the management committee of the Association, all relevant documents, records and security items (including passwords and keys) must be delivered to a member of the management committee of the Association.

30. RESOLVING DISPUTES

30.1 Disputes Arising under the Rules

- (a) Section 30.1 applies to:
 - 1. Disputes between Members; and
 - 2. Disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association. This does not include disciplinary matters undertaken with Association members, which are covered only under rule 9 of the Association Constitution.
- (b) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (c) 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 Executive Officer of the parties to, and details of, the dispute.
- (d) The Executive Officer must convene a Committee Meeting within twenty-eight (28) days after the Executive Officer receives notice of the dispute under rule 30.1(c) for the Committee to determine the dispute.
- (e) 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.
- (f) The Executive Officer must inform the parties to the dispute of the Committee's decision and the reasons for the decision within seven (7) days after the Committee Meeting referred to in rule 30.1(e).

- (g) 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.

30.2 Mediation

- (a) Section 30.2 applies:
 - 1. where a person is dissatisfied with a decision made by the Committee under rule 30.1 or
 - 2. 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.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 30.1(b) or a party to the dispute is dissatisfied with a decision made by the Committee under rule 30.1(g) a party to a dispute may:
 - 1. provide written notice to the Executive Officer of the parties to, and the details of, the dispute;
 - 2. agree to, or request the appointment of, a mediator.
- (c) Party, or parties requesting the mediation must pay the costs of the mediation.
- (d) The mediator must be:
 - 1. a person chosen by agreement between the parties; or
 - 2. in the absence of agreement:
 - ii. if the dispute is between a Member and another Member – a person appointed by the Committee; or
 - iii. 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.
- (e) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- (h) The mediator, in conducting the mediation, must:
 - 1. give the parties to the mediation process every opportunity to be heard;
 - 2. allow all parties to consider any written statement submitted by any party; and
 - 3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) 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.

30.3 Inability to Resolve Disputes

- (a) 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.

31. GENERAL PROVISION

- 31.1 No member shall be entitled to take any legal action against the Association, other than a claim for goods sold and delivered and services rendered, and must conform to the decisions of the Committee and in the case of an appeal, to the decision of the General Meeting to which he or she may appeal.
- 31.2 These rules shall be the rules of the Association and shall be binding on members.
- 31.3 Correct accounts and books shall be kept showing the financial affairs of the Association and the particulars usually shown in books of accounts of a like nature.
- 31.4 Any Association facilities are to be provided and maintained from the joint funds of the Association and no person shall be entitled under these rules to derive any benefit or advantage from the Association which is not shared equally by every member thereof.
- 31.5 Section 31.4 does not prevent:
- (a) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - (b) 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;
 - (c) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or
 - (d) the reimbursement of a Committee Member’s travelling and other expenses as properly incurred:
 - 1. in attending Committee Meetings or sub-committee meetings;
 - 2. in attending any General Meetings of the Association; and
 - 3. in connection with the Association’s business.
 - (e) The payment of an honorarium to Committee Members as determined by members by special resolution at an Annual General or Special General meeting.

END OF CONSTITUTION