

U3A MANDURAH INCORPORATED

CONSTITUTION AND RULES

CONTENTS

CLAUSE

- 1. PRELIMINARY**
- 2. INTERPRETATION AND NOTICES**
- 3. POWERS OF THE ASSOCIATION**
- 4. BECOMING A MEMBER**
- 5. RIGHTS, LIABILITIES AND RULES PERTAINING TO MEMBERSHIP**
- 6. CEASING TO BE A MEMBER**
- 7. MEMBERSHIP REGISTER**
- 8. MEMBERSHIP FEES AND OTHER LEVIES AND FEES**
- 9. THE COMMITTEE – COMPOSITION AND POWERS**
- 10. ROLES AND RESPONSIBILITIES OF COMMITTEE MEMBERS**
- 11. COMMITTEE – ELECTIONS AND APPOINTMENTS**
- 12. VACANCIES ON THE COMMITTEE**
- 13. COMMITTEE MEETINGS**
- 14. REIMBURSEMENT OF COMMITTEE AND OTHER MEMBERS' EXPENSES**
- 15. GENERAL MEETINGS**
- 16. SPECIAL GENERAL MEETINGS**
- 17. MAKING DECISIONS AT GENERAL MEETINGS**
- 18. MINUTES OF MEETINGS**
- 19. FUNDS AND ACCOUNTS**
- 20. ANNUAL GENERAL MEETING**
- 21. RULES (CONSTITUTION) OF THE ASSOCIATION**
- 22. BY-LAWS OF THE ASSOCIATION**
- 23. AUTHORITY REQUIRED TO BIND ASSOCIATION**
- 24. BOOKS, RECORDS AND SECURITIES OF THE ASSOCIATION**
- 25. RESOLVING DISPUTES**
- 26. WINDING UP OR CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**

1. PRELIMINARY

1.1 Background

- (a) The Association is an existing incorporated association as defined in section 186 of the Act and has resolved to replace completely its former rules with those set out herein in order firstly, to comply with the requirements of the Act and secondly, to clarify and enhance the former rules.
- (b) The Association has also resolved to change its name to that shown in Rule 1.2.
- (c) These Rules replace entirely the Association's former rules and come into effect upon compliance with section 30 of the Act and the issue of a certificate of incorporation under section 31 of the Act.

1.2 Name of Association

The name of the Association is U3A MANDURAH INCORPORATED

1.3 Objects, Property and Income of Association

- (a) The objects of the Association are:
 - (i) to provide for Members a forum and programmes for presentations, talks, group discussion, training programmes or other discourse on topics of educational, informative, cultural or social interest; and, at the Association's discretion, to conduct such programmes for, and at the request of, other associations or entities at any suitable venue which those other associations or entities provide;
 - (ii) to provide an opportunity for its Members to further their intellectual and creative interests and abilities and for social interaction between Members;
 - (iii) to engage or interact from time to time with like organisations and with universities.
- (b) In carrying out any of its objects, the Association does not offer or promise any formal educational qualification or similar outcome. For the purpose only of explaining the origins of U3A, the Association derives from a concept that originated in France in or around 1972 whereby people, particularly those in retirement, might have the opportunity to pursue further learning; and the term "third" refers to the stage in life following, firstly, formal education and, secondly, formal working life.
- (c) The property and income of the Association must be applied solely towards promoting the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

1.4 Quorum for Committee Meetings

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

1.5 Quorum for General Meetings

Twenty-five percent of all Members will constitute a quorum for the conduct of business at a General Meeting.

1.6 Financial Year

The Association's Financial Year will be the period of 12 months commencing on the first day of March of each year and ending on the last day of the following February.

2. INTERPRETATION AND NOTICES

2.1 Definitions

In these Rules, unless a contrary intention appears or the context forbids:

“Act” means the *Associations Incorporation Act 2015* and, unless the context otherwise requires, includes any act passed in replacement or amendment of it ;

“Annual General Meeting” and **“AGM”** mean the annual General Meeting convened under Rule 20.1;

“Association” means the incorporated body named in Rule 1;

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

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

“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 Association;

“Committee Meeting” means a meeting referred to in Rule 13.1;

“Committee Term” means the term defined in Rule 11.4;

“Financial Records” has the meaning given to it in section 62 of the Act;

“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 1.6;

“General Committee Members” means those Members referred to by that designation in clause 9.2.

“General Meeting” means a meeting of the Association which all Members are entitled to attend and includes an AGM and SGM;

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

“Office Holders” means those Committee Members referred to by that designation in clause 9.2.

“Ordinary General Meeting” means a General Meeting other than an AGM or SGM;

“Ordinary Resolution” means a resolution to decide a question or matter 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);

“President” means the Office Holder so designated in clause 9.2(b);

“Register” means the Register of Members referred to in Rule 7;

“Rules” mean these Rules forming the constitution of the Association as amended from time to time under Rule 21;

“Secretary” means the Office Holder so designated in clause 9.2(b);

“Special General Meeting” and **“SGM”** mean the Special General Meeting provided for in Rule 16;

“Special Resolution” is a resolution of the Association passed in accordance with Rule 17;

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

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

“Treasurer” means the Office Holder so designated in clause 9.2(b);

“Writing” includes typescript by whatever means created.

2.2 Construction

Unless the context otherwise requires, words in singular form include the plural and vice versa; and words of one gender include any other.

Where a word or phrase is defined in Rule 2.1, other parts of speech or grammatical forms of that word or phrase have corresponding meanings.

2.3 Notices

- (a) Subject to Rule 2.3 (b), a notice or other communication required to be given to Members under these Rules must be delivered by hand or sent by post, e-mail, facsimile or other appropriate method to the contact addresses referred to in Rule 7.1(b)(ii).
- (b) In giving any notice to Members the Committee may determine that the notice may be given by advertisement in one or more newspapers circulating in the municipal area or areas in which the majority of its Members reside or in some other medium by which the notice can reasonably be expected to come to the attention of Members.

3. POWERS OF THE ASSOCIATION

3.1 Powers of the Association

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

4. BECOMING A MEMBER

4.1 Minimum Number of Members

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

4.2 Qualifications for Membership

- (a) Subject to the other provisions of this clause, any person who is at least fifty years of age is eligible for membership.
- (b) The spouse or partner of a member is eligible for membership provided that spouse or partner is at least forty-five years of age.
- (c) The Association shall not require any standard of educational, technical, professional or formal qualification for admission to membership.

Any persons not at least fifty years of age but who are considered by the Committee, in their absolute discretion, to have educational ability conducive to achieving the objects of the Association, are eligible for membership.

4.3 Applying for Membership

- (a) A person who wants to become a Member must:
 - (i) apply in writing, on the relevant form of the Association, to the Association; and
 - (ii) be nominated for membership by a Member.

- (b) All application forms must be signed by the Applicant and the nominating Member and accompanied by the amount of any joining fee under Rule 8 and the annual membership fee fixed under Rule 8; those amounts must be refunded if the application is rejected under Rule 4.4 or is withdrawn by the applicant.

4.4 Deciding Membership Applications

- (a) The Committee will consider and decide whether to approve or reject any membership application.
- (b) Subject to Rule 4.4(c) applications will be considered and decided in the order they are received by the Association.
- (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 meets all the eligibility requirements under Rule 4.2.
- (e) The Committee may, at its absolute discretion, refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under Rule 4.2.
- (f) As soon as is practicable after the Committee has made a decision under Rule 4.4(a), the Committee must notify the Applicant in writing of the outcome of the membership application but is not obliged to provide reasons for the decision.

4.5 Becoming a Member

- (a) An Applicant becomes a Member when the Committee approves the Applicant's application for membership.
- (b) Upon such approval the Applicant is entitled to exercise all the rights and privileges of membership, including the right to propose motions and vote and must comply with all of the obligations of Membership under these Rules.

4.6 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.

5. RIGHTS, LIABILITIES AND RULES PERTAINING TO MEMBERSHIP

5.1 Voting Rights

- (a) Each Member of the Association has the right to attend, and cast a vote on all matters arising at, General Meetings of the Association.

5.2 Liability of Members

- (a) Members are liable for their outstanding membership fees and other levies and fees payable under these Rules.

- (b) Members are not liable, by reason only of their membership, for the liabilities of the Association or the cost of winding up the Association.

5.3 Payment to Members

- (a) Subject to Rule 5.3(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 5.3(a) does not prevent:
 - (i) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Association.
 - (ii) 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.

5.4 Membership Entitlements not Transferable

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

- (a) is not capable of being transferred to any other person; and
- (b) subject to Rule 6.2(b), ends when the person's membership ceases.

5.5 Recognition of Distinguished Service

- (a) The Association may acknowledge a Member's long and meritorious service to the Association.
- (b) Such acknowledgement may be expressed orally or in writing or in such other manner, not inconsistent with the Act and these Rules, as the Association determines to be suitable.

6. CEASING TO BE A MEMBER

6.1 Ending Membership

- (a) A person's membership ends, if the person:
 - (i) dies;
 - (ii) ceases to be a Member under Rule 8(e);
 - (iii) resigns as a Member under Rule 6.2; or
 - (iv) is expelled from the Association under Rule 6.3.
- (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 ceased to be a Member under Rule 6.1(a); and
 - (ii) the reason for the person ceasing to be a Member.

6.2 Resigning as a Member

- (a) A Member may resign from membership by giving written notice of resignation to the Secretary.
- (b) The Member's resignation takes effect at the time the Secretary receives the notice.
- (c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees or debts.

6.3 Expelling Members

- (a) The Committee may, by resolution expel a Member from membership if:
 - (i) the Member refuses or persistently neglects to comply with these Rules; or
 - (ii) the Member's conduct or behaviour is detrimental to the interests of the Association.
- (b) The Committee must hold a Committee Meeting to decide whether to expel a Member.
- (c) The Secretary must, not less than 28 days before the Committee Meeting referred to in Rule 6.3(b), give written notice to the Member:
 - (i) of the proposed expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the Committee Meeting;
 - (iii) that the Member may attend the Committee Meeting; and
 - (iv) that the Member may address the Committee at the meeting and will be given reasonable opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Committee Meeting referred to in Rule 6.3(b) the Committee must:
 - (i) give the Member reasonable 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 expelled from the Association.
- (e) Once the Committee has decided to expel a Member under Rule 6.3(d), the Member is immediately expelled from membership.
- (f) The Secretary must inform the Member in writing of the decision of the Committee within 7 days of the Committee Meeting referred to in Rule 6.3(b).

6.4 Right of Appeal against Expulsion

- (a) If a Member is expelled under Rule 6.3, 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 6.3(f) requesting the appointment of a mediator under Rule 25.2(c).

6.5 Reinstatement of a Member

If the Committee's decision to 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 expelled from Membership is deemed to be valid, notwithstanding the Member's inability to exercise the rights or privileges of Membership, including voting rights, during that period.

7. MEMBERSHIP REGISTER

7.1 Register of Members

- (a) The Secretary must maintain a register of Members and ensure that the Register is kept up to date.
- (b) The Register must contain:
 - (i) the full name of each Member;
 - (ii) each Member's contact address consisting of at least one of the following: the Member's postal or residential or email or facsimile address or other information as prescribed under section 53(2)(d) of the Act by means of which contact can be made with that Member; and
 - (iii) the date on which the person became a Member;
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

7.2 CURRENT MEMBERSHIP

The membership of the Association upon the coming into effect of these Rules pursuant to Rule 1.1(c) consists of all persons shown as Members in the Association's register of Members on 1 March 2015 together with persons who have become Members since that date but excluding persons who have ceased to be members since that date.

7.3 Inspecting the Register

- (a) Subject to the following provisions of this Rule 7.2, any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Secretary and the Member.
- (b) The Member must first contact the Secretary to request to inspect the Register. The request must be referred to the Committee for decision. The Committee may require the member to first provide a statutory

declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

- (c) When the requirements of Rule 7.2(b) have been met, the Member may make a copy of, or take an extract from, the Register but has no right to remove the Register for that purpose.

7.4 Copy of the Register

- (a) A Member may make a request in writing to the Secretary for a copy of the Register. The Secretary must refer the matter to the Committee for decision.
- (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 Association.
- (c) The Committee 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.
- (d) If the Committee denies a Member's request for a copy of the Register, a Member may appeal the decision under Rule 25.1(a).
- (e) When the foregoing requirements have been met and if the Committee has not denied the request, the Secretary must provide the member with a copy of the Register.

7.5 COMMITTEE MEMBERS' ACCESS TO REGISTER

- (a) Rules 7.3 and 7.4 do not apply to Committee Members or to other Members appointed by the Committee to perform functions related to management of the Association. Such Committee Members and other Members shall be entitled to have access to, and a copy of, the Register to perform their duties and functions.
- (b) Rule 7.5(a) does not operate to limit or remove a Committee Member's or other Member's obligations under Rule 7.6 and sections 47 and 57 of the Act.

7.6 When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register where that use is in contravention of the Act and in particular section 57. Without limiting that prohibition, a member must not use or disclose information on the register:

- (a) to contact, or send material to, the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) for any other purpose unless the use of the information is approved by the Committee and for a purpose that is:
 - (i) directly connected with the affairs of the Association; or
 - (ii) related to administering the Act.

8. MEMBERSHIP FEES AND OTHER LEVIES AND FEES

- (a) Membership fees for each Financial Year shall be determined by the Committee prior to the start of each Financial Year. The fees so determined must be reported to Members prior to the start of the Financial Year.
- (b) Membership Fees set for a Financial Year under Rule 8 (a) shall be payable not later than three months after the start of that year or within such other time as the Committee may determine.
- (c) In the case of new members joining during any Financial Year, the Committee may determine what portion of the then current annual membership fee is payable for that year and the time by which it must be paid.
- (d) The Committee may also determine the amount and time for payment of any membership application joining fee and other fees or levies of any kind.
- (e) Subject to Rule 8(f), if a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member.
- (f) If a person ceases to be a Member under Rule 8(e), and subsequently pays to the Association all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- (g) All fees and levies payable under these Rules must be paid to the Treasurer or to such other Member as the Committee may specify.

9. POWERS AND COMPOSITION OF THE COMMITTEE

9.1 Powers of the Committee

- (a) The governing body of the Association is to be called the Committee and it has authority to manage the affairs of the Association.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Committee:
 - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

9.2 Committee Members

- (a) The Committee is to consist of the following Members:
 - (i) the Office Holders; and
 - (ii) the General Committee Members.

- (b) Members constituting Office Holders are each to be elected to one of the following offices:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Assistant Secretary;
 - (v) Treasurer;
 - (vi) Assistant Treasurer;
 - (vii) Programme Coordinator;
 - (viii) Assistant Programme Coordinator;
 - (ix) Editor
- (c) the General Committee Members are not to exceed three in number.
- (d) A Member may hold two (but not more than two) Committee positions at any one time. The two may consist of two Office Holder positions or one Office Holder and one General Committee Member position.

10. **ROLES AND RESPONSIBILITIES OF COMMITTEE MEMBERS**

10.1 **Compliance with Act and Rules**

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

10.2 **Care and Diligence**

- (a) Committee Members must exercise their powers and perform their duties and functions with reasonable care, diligence and promptness and in the best interests of the Association.

10.3 **Disclosure of interest**

- (a) Committee Members having any material personal interest in a matter being considered at a Committee Meeting must promptly disclose the nature and extent of their interest to the Committee and to members at the next General Meeting.
- (b) The Secretary must record every disclosure made by a Committee Member under Rule 10.3(a) in the minutes of the Committee Meeting at which the disclosure is made.

10.4 **Role and Functions of each Committee Member**

- (a) Without limiting the obligations of the whole Committee or any Committee Member under the Act or these Rules, each of the following members of the Committee shall have authority and responsibility for performing the following duties and functions:

(i) **President**

A: Prepare for and preside over Committee Meetings and General Meetings.

B: Represent the Association.

(ii) **Secretary**

A: Co-ordinate the correspondence of the Association.

B: Convene General Meetings and Committee Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the President.

C: Keep minutes of those Meetings.

D: Keep in an up to date condition the register of Members, record of Office Holders and the Rules of the Association and ensure safe custody of the Books of the Association other than the Financial Records, Statements and Reports.

(iii) **Treasurer**

A: Collect moneys due to the Association, deposit it with the Association's bank, issue receipts and, with Committee approval, pay Association debts from its funds.

B: Ensure that the Association complies with the relevant requirements in Part 5 of the Act.

C: Ensure the safe custody of the Financial Records, Statements and Reports of the Association.

D: Coordinate the preparation of the Financial Statements of the Association prior to their submission to the Annual General Meeting of the Association.

E: Assist the reviewer or auditor (if any) in performing their functions.

(iv) **Other Committee members**

Committee Members other than President, Secretary and Treasurer shall perform such functions as the Committee, with their respective consents, decides.

10.5 **Deputising**

Where Committee Members are unable, through absence, illness, other commitments or duties or other reasonable cause, to perform all or part of their Committee functions, the Committee may appoint other Committee Members to perform, or assist in the performance of, those functions.

10.6 **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 Association 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.

11. **COMMITTEE MEMBERSHIP**

11.1 **Election or Appointment**

The Committee is established by election of Members to the Committee at an AGM or by appointment or election under Rule 12.1 to fill a casual vacancy.

11.2 **Nominations and Eligibility**

- (a) Candidates for the Committee must be nominated by a Member for a specified Office Holder position or as a General Committee Member and that nomination must be in writing and given to the Secretary before the closing date.
- (b) A Member may be nominated for more than one Committee position subject to Rule 9.2(d).
- (c) A Member may not occupy the office of President for a period of more than two consecutive Committee Terms but, after an interval of one subsequent Committee Term, that Member is again eligible for re-election to the office of President.
- (d) Committee offices other than that of President may be occupied by Members for consecutive terms without limitation.
- (e) No person is to accept nomination for, or is eligible for election or appointment to or membership of, the Committee where disqualified from that under section 39 of the Act.

11.3 **Elections**

- (a) The elections for Office Holders and General Committee Members are to be conducted at the AGM in a manner decided by the President.
- (b) A list of candidates, with names in alphabetical order, and with the names of the Members who nominated them must accompany the notice of the AGM.
- (c) Where there is only one nominee for a particular position, that nominee shall be deemed duly elected.
- (d) If there is more than one nominee for any particular position, elections for that position must be conducted at the AGM.
- (e) If there is no nominee for any such position, further nominations may be received from the floor of the AGM.

- (f) Where nominations from the floor equal or exceed one in number for any position, the relevant provisions of Rule 11.3(c) and (d) shall apply with any necessary modifications.
- (g) Any Committee position not filled at the AGM shall be deemed to be a casual vacancy under Rule 12.

11.4 **Committee Term**

The term of office of Committee Members commences at the conclusion of the AGM at which they are elected and runs until the conclusion of the following AGM.

12. **VACANCIES ON THE COMMITTEE**

12.1 **Casual Vacancies**

- (a) A casual vacancy occurs on the Committee if a Committee Member dies, resigns, ceases to be a Member, becomes incapacitated, is ineligible under the Act, is removed under Rule 12.3 or is deemed a casual vacancy under Rule 11.3(g).
- (b) Pending the next AGM, any casual vacancy may be filled either by the Committee or by the Members at an Ordinary General Meeting.
- (c) Until any such vacancy is filled, the Committee may, subject to Rule 12.1(d), continue to perform its functions.
- (d) 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.

12.2 **Resigning from the Committee**

- (a) A Committee Member may resign from the Committee by giving written notice effective when given to the Secretary or President.

12.3 **Removal from Committee**

- (a) A Committee Member may only be removed from the Committee by resolution at a General Meeting of the Association.
- (b) That Committee Member must first be given a full and fair opportunity at the General Meeting to state his or her case as to why the Member should not be so removed.

13. **COMMITTEE MEETINGS**

13.1 **Meetings of the Committee**

- (a) Committee Meetings are to be held at such time, place and date as the Committee determines. Pending any such determination, Committee Meetings will be held fourteen days prior to each General Meeting at 1:30 p.m. at Ac-cent, Mandurah.

13.2 Notice of Committee Meetings

- (a) The Secretary must give other Committee Members reasonable notice of all Committee Meetings.

13.3 Voting at Committee Meetings

- (a) Each Committee Member present at a Committee Meeting has a deliberative vote on every motion and issue arising for determination.

14. REIMBURSEMENT OF COMMITTEE AND OTHER MEMBERS' EXPENSES

- (a) The Association may pay Committee or other Members' out-of-pocket expenses for travel and accommodation properly incurred in connection with the Association's business, PROVIDED THAT such expenses have been authorised beforehand or subsequently ratified by resolution of the Committee.
- (b) The Association may pay Committee or other Members' out-of-pocket expenses, other than for travel and accommodation, properly incurred in connection with the Association's business, PROVIDED THAT such payment has been authorised beforehand or subsequently ratified by resolution of the Association.

15. ORDINARY GENERAL MEETINGS – NOTICE AND INTERVALS

Ordinary General Meetings shall be held at such time, place and date as the Committee determines. Pending any such determination, Ordinary General Meetings shall be held at 1:30 pm on the fourth Tuesday of each month at Ac-cent, Mandurah. The Secretary must give Members at least 14 days' notice of same.

16. SPECIAL GENERAL MEETINGS

16.1 Special General Meeting

- (a) The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members. The notice to members convening the meeting must be accompanied by proposed motions and other matters to be discussed as referred to in Rule 16.2(a).
- (b) The matters to be dealt with at that meeting must be confined to the purpose, motions and matters referred to in Rule 16.2(a).

16.2 Request for Special General Meeting

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

- (a) state clearly the purpose of the meeting and give notice of any motions to be proposed, and specify any other matters to be discussed and resolved, at the meeting;
- (b) be signed by the required number of Members making the request as specified in Rule 16.1(a); and

- (c) be lodged with the Secretary.

16.3 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 16.1(a), the Members who made the request may convene a Special General Meeting within 3 months after the original request was lodged..
- (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.

17. MAKING DECISIONS AT GENERAL MEETINGS

17.1 Special Resolutions

- (a) A Special Resolution is required to amend the name of the Association or its Rules or as otherwise specified by the Act.
- (b) Notice of motion for a proposed Special Resolution must:
 - (i) be in writing and given at least 21 days prior to the meeting at which it is to be moved;
 - (ii) include the place, date and time of the meeting;
 - (iii) set out the wording of the proposed Special Resolution; and
 - (iv) be given in accordance with Rule 2.3.
- (c) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present and eligible to cast a vote at the meeting.

17.2 Ordinary Resolutions

Motions for Ordinary Resolutions are determined by a simple majority of votes.

17.3 Attendance and Voting at General Meetings

- (a) Each Member has the right to attend all General Meetings and, when present, has a deliberative vote on all motions and issues arising for determination.
- (b) Unless a Poll is demanded by majority vote at the meeting, a question arising at a General Meeting is determined by a show of hands.
- (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.

18. MINUTES OF MEETINGS

18.1 Minutes of Meetings

- (a) The Secretary must record minutes of the resolutions and proceedings of all General Meetings and Committee Meetings and the names of persons present at each meeting.
- (b) Such minutes must be reviewed and signed as correct by the chairperson of those meetings or by the chairperson of the next succeeding meeting.
- (c) The minutes of General Meetings may be inspected by a Member under Rule 24.2.
- (d) The minutes of Committee Meetings may be inspected by a Member under Rule 24.2 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.

19. FUNDS AND ACCOUNTS

19.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee; PROVIDED THAT, with the Committee's consent, a petty cash fund may be set aside and maintained for payment of minor amounts as defined or categorised by the Committee, such fund to be administered by the Treasurer.
- (b) All money received by the Association must be deposited promptly to the credit of the Association's bank account, without deduction.
- (c) Receipts must be issued for incoming funds.
- (d) The funds of the Association are to be used in pursuance of the objects of the Association and as authorised by the Committee.
- (e) All cheques and other negotiable instruments of the Association must be signed by such Committee Members as the Committee designates.

19.2 Financial Records

- (a) The Association must keep Financial Records that:
 - (i) correctly record and explain its transactions and financial position; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

19.3 **Financial Statements and Financial Reports**

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting Rule 19.3(a), those requirements include;
 - (i) the preparation of the Financial Statements;
 - (ii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
 - (iii) the presentation of the Financial Statements to the Annual General Meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);

19.4 **Review or Audit of Financial Statements or Financial Report**

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

- (a) the Members require a review or audit by resolution at a General Meeting; or
- (b) an audit or review is directed by the Commissioner.

20. **ANNUAL GENERAL MEETINGS**

20.1 **Annual General Meeting**

- (a) The Annual General Meeting will be held at such time, place and date as the Committee determines. The Secretary must give Members at least fourteen days' notice of same. Pending any such determination Annual General Meetings shall be held at Ac-cent centre, Mandurah on the fourth Wednesday in March of each year at 1:30 p.m. In any event, the AGM must be held:
 - (i) within 6 months after the end of the Association's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.

20.2 **Business to be Conducted at AGM**

- (a) Each AGM:
 - (i) must confirm the minutes of the last preceding AGM and of any then unconfirmed Special General Meeting's minutes;
 - (ii) must receive the Financial Statements for the preceding Financial Year;
 - (iii) must be presented with a copy of the report of the review or the auditor's report to the Association; and

- (iv) must elect the Office Holders and General Committee Members.
- (v) may discuss and determine any other items of business.

21. **RULES OF THE ASSOCIATION**

21.1 **Rules of the Association**

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- (b) The Association must provide, free of charge, a copy of the Rules to each person who becomes a Member and to any existing member who has not previously been provided with a copy of the Rules.
- (c) The Association must keep a current copy of the Rules.

21.2 **Amendment of Rules, Name and Objects**

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 17.1 and not otherwise.

22. **BY-LAWS OF THE ASSOCIATION**

- 22.1 By-laws for the management of the Association may be made by Ordinary Resolution at a General Meeting provided that they are not inconsistent with these Rules or the Act.
- 22.2 The Association's Standing Orders in force at the time this constitution comes into effect are to continue in force as by-laws.
- 22.3 New or existing by-laws do not form part of these Rules.

23. **AUTHORITY REQUIRED TO BIND ASSOCIATION – SIGNING OR SEALING**

23.1 **Executing Documents**

- (a) The Association may execute a document without using a common seal if the document is approved by the Committee and signed by any two Committee Members.

23.2 **Use of the Common Seal**

- (a) If the Association 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 Association executes a document with its common seal if the fixing of the seal is witnessed and signed by any two Committee Members.
- (c) Every use of the common seal must be recorded in the Committee's minute book.

24. THE ASSOCIATION'S BOOKS, RECORDS AND SECURITIES

24.1 Custody and retention

- (a) Except as otherwise decided by the Committee from time to time, the Secretary must maintain custody or control of all of the Books and securities of the Association 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 Association must be retained for at least 7 years.

24.2 Inspecting the Books of the Association

- (a) Subject to these Rules, and in particular Rule 18.1(d), a Member is entitled to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

24.3 Prohibition on Use of Information in the Books of the Association

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

24.4 Handover of the Books of the Association and assets

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

25. RESOLVING DISPUTES

25.1 Disputes Arising under the Rules

- (a) This Rule applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between the Association and one or more Membersthat arise under the Rules or relate to the Rules of the Association.
- (b) In this Rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (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 25.1(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 within 7 days after the Committee Meeting referred to in Rule 25.1(e).
- (h) Any party to the dispute who is dissatisfied with the decision of the Committee may elect to initiate further dispute resolution procedures as set out in the Rules.

25.2 **Mediation**

- (a) This Rule applies:
 - (i) where a person is dissatisfied with a decision made by the Committee under Rule 25.1; or
 - (ii) where a dispute arises between any Member or Members and the Association, 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 expulsion of a Member this Rule does not apply until the procedure under Rule 6.3 in respect of the proposed 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 25.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 25.1(g) or Rule 6.4(a) 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 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.
- (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 reasonable 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.

25.3 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.

26. WINDING UP OR CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Committee and the Members so resolve by passing the Special Resolutions required by Part 10 of the Act
- (b) Upon cancellation of the Association, the Surplus Property must be distributed only to one or more associations incorporated under the Act or another entity selected by the Association provided that such other entity is one to which the distribution is permitted by the Act. The handing over or custody of the Books of the Association after cancellation must be addressed as part of the distribution process.
- (c) All other requirements of that Act relating to cancellation of incorporation and distribution of Surplus Property must be met.