



BROOME CIRCLE

**RULES OF
BROOME COMMUNITY INFORMATION, RESOURCE
CENTRE AND LEARNING EXCHANGE INCORPORATED
(BROOME CIRCLE)**

1. Name of the Association

- 1.1. The name of the Association is Broome Community Information, Resource Centre and Learning Exchange Incorporated

2. Objects of the Association

- 2.1. The objects of the Association are:
 - 2.1.1. To relieve poverty, misfortune and distress of individuals and families in the Shire of Broome. In pursuing this we aim to make a positive difference to the lives of individuals, families and the community through the provision of a range of practical and innovative services.
- 2.2. The property and income of the Association must only be applied towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. Powers of the Association

- 3.1. The powers conferred on the Association are the same as those conferred by section 13 of the Associations Incorporation Act 1987 (**Act**) and the Association may do all things necessary or convenient for carrying out its objects and purposes.

4. Membership qualifications and application process

- 4.1. Membership is open to any person or organisation interested in promoting the objects of the Association. An employee of the Association cannot be a member, and any membership ceases on the day the person commences employment.
- 4.2. A person or organisation seeking membership must:
 - 4.2.1. complete an application form
 - 4.2.2. agree to be bound by the rules of the Association
 - 4.2.3. pay the relevant membership fee.
- 4.3. An applicant becomes a member on the acceptance of the application by the Committee or the Committee's delegate.
- 4.4. A member can be either an ordinary member or an Honorary Member.
- 4.5. The Committee may resolve to appoint a person as an honorary member in recognition of service to the Association. Honorary membership is for the duration of the life of the person.
- 4.6. An Honorary Member is not required to pay membership fees and has a vote at general meetings.

5. Membership fees

- 5.1. *A member must pay the annual membership fee to a person authorised by the committee to accept payments, within one week*



of submission of their new application or within three months of the expiry of their membership

- 5.2. The Committee may resolve to set the membership fees as it sees fit.

6. Termination or suspension of membership

- 6.1. The Committee may terminate or suspend the membership of any member, including Honorary Members, at any time. The Committee may request that any member it is considering terminating or suspending to make representations in person or in writing but is not required to make such a request before making a decision.
- 6.2. An applicant or member that disagrees with the Committee's decision to reject an application or terminate membership may appeal the decision by giving notice to the Secretary within a period of 14 days from the date of notice of the rejection or termination. At the next general meeting, the Association must either confirm or set aside the decision of the Committee.

7. Register of Members

- 7.1. The Association must keep and maintain an up to date register of the members of the Association and their postal or residential addresses.
- 7.2. On request of a member of the Association, the register must be made available for inspection, and the member may make a copy of or take an extract from the register.
- 7.3. The Secretary must cause the name of any member who dies or who ceases to be a member of the Association to be deleted from the register.

8. Committee of Management

- 8.1. The affairs of the Association are managed by the Committee of Management (**Committee**). The Committee consists of a Chairperson, Secretary, Treasurer and up to five (5) other Committee members.
- 8.2. The Committee may delegate any of its powers to individual Committee members, members, employees or sub-committees as it thinks fit. Any such individual or sub-committee must conform to any direction given by the Committee. No power of delegation under this clause may be sub-delegated unless authorised by the Committee in writing.
- 8.3. At the first Committee meeting after an Annual General Meeting (**AGM**) the Committee must elect the Chairperson, Secretary and Treasurer.
- 8.4. If for any Committee meeting the Chairperson is not present or the position is vacant the Committee must appoint an acting Chairperson prior to considering any other matters.



9. Committee of Management Meetings

- 9.1. The Committee must meet not less than once every two (2) months. Committee meetings may be held at more than one place using technology that allows all members present at the meeting to clearly and simultaneously communicate with each other.
- 9.2. The quorum for a Committee meeting is three (3) Committee members, with at least one of the Chairperson, Secretary or Treasurer in attendance.
- 9.3. The Chairperson or three (3) members of the Committee may call a meeting of the Committee by giving written notice to all Committee members within a reasonable period prior to the meeting. The notice of the meeting must contain an agenda of items to be discussed at the meeting.
- 9.4. Resolutions of the Committee are decided by consensus. If after a reasonable effort consensus cannot be reached the resolution must be decided by majority vote. Each Committee member has one vote. The Chairperson also has a casting vote in the event of a tie.
- 9.5. Resolutions of the Committee can be passed without a meeting if all Committee members approve the resolution in writing. The resolution must be included in the minutes of the next Committee meeting.

10. Conflict of interest

- 10.1. If a Committee member has a direct or indirect pecuniary interest or material personal interest in a contract or any other matter to be considered by the Committee, the Committee member must as soon as becoming aware of the interest disclose the nature and extent of the interest to the Committee.
- 10.2. All disclosures must be recorded in the minutes of the Committee meeting. The Committee member must disclose the nature and extent of the interest at the next general meeting of the Association.
- 10.3. The Committee member who has made the declaration must not take part in any deliberations or decisions of the Committee about the contract or matter.

11. Roles of Committee of Management Members

- 11.1. The Committee members must always act in the best interests of the Association and perform such duties as set out in these rules unless otherwise resolved by the Committee.
- 11.2. The Chairperson must preside at all general meetings and Committee meetings, assist in preparing the agenda, decide matters of order and encourage full participation.
- 11.3. The Chairperson may act as the spokesperson for the Association, but must make statements in accordance with agreed policy.
- 11.4. The Secretary must prepare the agenda and must record the minutes of meetings.

- 11.5. The Secretary must make sure that all required records of business of the Association are kept and these records are accessible to members as required by these rules.
- 11.6. The Treasurer must ensure that proper books and accounting records are kept that:
 - 11.6.1. account for all monies received and disbursed by the Association
 - 11.6.2. correctly record and explain the financial transactions and financial position of the Association
 - 11.6.3. enable true and fair accounts of the Association to be prepared from time to time; and
 - 11.6.4. enable true and fair accounts of the Association to be conveniently and properly audited.
- 11.7. The Treasurer must ensure the safekeeping of all of the Association's books and documents of a financial nature.

12. Election of members of Committee of Management

- 12.1. Committee members must be elected by the membership of the Association at the Annual General Meeting and must be members of the Association at the time of the Annual General Meeting.
- 12.2. Committee members are elected for a term of two years, with one half of the Committee positions becoming vacant at each Annual General Meeting. At the first Annual General Meeting after the adoption of these rules the four candidates that receive the most votes are elected for a term of two years with the remaining candidates elected for a term of one year.
- 12.3. Committee members must not serve more than two consecutive terms. This does not include any term served as a casual vacancy or prior to the adoption of these rules.
- 12.4. If at any time before the Annual General Meeting a Committee position becomes vacant the Committee may appoint a replacement as a casual vacancy. The term of any Committee member appointed this way ends at the next Annual General Meeting.
- 12.5. Nominations for Committee positions must be in writing and signed by the applicant and one other member of the Association. The application must be delivered to the Association at least seven (7) days prior to the Annual General Meeting. If the total number of nominations received is less than the total number of Committee vacancies then nominations may be received at the Annual General Meeting.
- 12.6. If at the Annual General Meeting the total number of nominations is less than the number of vacant positions then the nominated persons must be declared elected.
- 12.7. The Committee may resolve to declare a Committee position vacant if a Committee member:
 - 12.7.1. is absent from three (3) Committee meetings within twelve (12) months without prior notification
 - 12.7.2. fails to attend three (3) consecutive Committee meetings

- 12.7.3. is permanently incapacitated or dies
 - 12.7.4. ceases to be a member of the Association
 - 12.7.5. is convicted of an offence involving dishonesty;
 - 12.7.6. is convicted of an offence under the Act; or
 - 12.7.7. brings the reputation of the Association in disrepute.
- 12.8. A Committee member must inform the Committee of an intention to resign in writing, and the resignation takes effect from the date of the next Committee meeting.
- 12.9. Members may remove a Committee member by resolution at a general meeting providing that details of the resolution are included in the notice of the meeting provided to members.

13. General Meetings including Annual General Meetings

- 13.1. The Committee may at any time call a general meeting of members.
- 13.2. The Committee must:
- 13.2.1. call a general meeting within six (6) months after the end of each of the Association's financial year (**Annual General Meeting**)
 - 13.2.2. call a general meeting within thirty (30) days of receiving a request in writing signed by the lower of at least ten (10) members or the minimum percentage as set out in the regulations to the Act. The request must include details of any business to be discussed and any proposed resolutions.
- 13.3. The Association must give written notice to all members of a general meeting not less than fourteen (14) days prior to the meeting. The notice must include the date, time and place of the meeting, a list of items to be discussed and the wording of any resolutions to be considered. The notice may be delivered in person, by post or electronic means to the member's details as included in the register of members.
- 13.4. The quorum for a general meeting is ten (10) members. If a quorum is not present within one hour of the time specified for holding the meeting, the Chairperson may adjourn the meeting for a period of up to fourteen (14) days.
- 13.5. At every Annual General Meeting the Association must provide to the members accounts showing the financial position of the Association as at the end of the immediately preceding financial year.
- 13.6. Subject to these rules, each member is entitled to one vote at a general meeting.
- 13.7. A member which is a body corporate or other organisation may appoint in writing a natural person, whether or not he or she is also a member of the Association, to represent it at a particular general meeting or at all general meetings.
- 13.8. Members who are unable to attend a general meeting may vote at the meeting by appointing a proxy by completing a proxy nomination form and delivering that form to the Association no less than three (3) days prior to the meeting.
- 13.9. At a general meeting resolutions are decided by consensus. If after a reasonable effort consensus cannot be reached the resolution must be decided by majority vote of the members present. A special resolution must



be approved by at least seventy five percent (75%) of the members present.

- 13.10. A poll may be requested by any member present, and the vote must then be taken in the manner the Chairperson directs. A declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

14.Minutes of meetings of Committee and Association

- 14.1. The Association must ensure that minutes of all proceedings of general meetings and Committee meetings are taken and kept in a minute book. The Chairperson must sign the minutes once approved by the next general meeting or Committee meeting.
- 14.2. When minutes have been entered and signed as correct under this rule, they are until the contrary is proved evidence that:
- 14.2.1. the meeting was duly convened and held
 - 14.2.2. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - 14.2.3. all appointments or elections purporting to have been made at the meeting have been validly made.

15.Rules and Committee Members' details available to members

- 15.1. The Association must keep and maintain an up to date register of the Committee members or any trustees of the Association and their postal or residential addresses and the rules of the Association. The register must be kept in the custody of such person as the Committee resolves.
- 15.2. The Association must on request of a member of the Association, make available for inspection the register and these rules and the member may make a copy of or take an extract from the register or rules.

16.Procedure for amending rules

- 16.1. The Association may alter or rescind these rules only by special resolution and in accordance with the requirements of the Act.
- 16.2. Within one month of the passing of a special resolution altering its rules the Association must lodge with the Commissioner for Consumer Protection exercising powers under the Act notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of the Act.

17.Dispute resolution



- 17.1. The procedures set out in this rule apply to disputes between members or between members and the Association (**Dispute**).
- 17.2. No party to a Dispute may take any action under these rules or the Act unless the party has made an invitation in writing to the other party describing the matters in dispute and a date, time and place to meet to discuss the matters in dispute.
- 17.3. If after fourteen (14) days of providing such a notice the Dispute has not been resolved either party may request that the Committee appoint an independent person to mediate the Dispute. The Committee may elect to appoint a mediator, decline to appoint a mediator or request that an independent person or body appoint a mediator to the satisfaction of the parties in dispute.
- 17.4. If the mediation process does not result in the Dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

18. Common seal of Association

- 18.1. The Association must have a common seal on which its corporate name appears in legible characters, and must be kept in the custody of such person as the Committee resolves.
- 18.2. The common seal must only be used when expressly authorised by a resolution of the Committee, and must be witnessed by at least two members of the Committee.
- 18.3. The Association may execute contracts without the use of the common seal, provided that the contract is signed by either the Chairperson, Secretary or Treasurer and at least one other Committee member.

19. Distribution of surplus property on winding up of Association

- 19.1. If upon the winding up or dissolution of the Association there remains any surplus property, the surplus property must be given to another association that has similar objects and which is a registered public benevolent institution. The association must be chosen by resolution of members at a general meeting of the Association.
- 19.2. If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organization with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - 19.2.1. gifts of money or property for the principal purpose of the organisation
 - 19.2.2. principal purpose of the organisation
 - 19.2.3. money received by the organisation because of such gifts and contributions.

19 Natural Justice does not apply

19.1 Nothing in these rules affords any member any rights to natural justice.

20 Financial year

20.1 The financial year for the Association is the period of twelve (12) months commencing on 1 July and finishing on 30 June, or any such period as resolved by the Committee.

21 Payments to committee members

21.1 A committee member or subcommittee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred in connection with the Association's business.

21.2 A committee member or subcommittee member is entitled to be paid out of the funds of the Association in relation to a contract of services if:

21.2.1 The contract has been publicly advertised; and

21.2.2 The Committee has approved the awarding of the contract; and

21.2.3 The payments under the contract of services are authorised by resolution of the Association.

22 Inspection of records and documents of the association

22.1 Every member is entitled to inspect and make a copy of any record or document of the Association. The member must contact the Secretary of the association to make the necessary arrangements for the inspection and copying.

22.2 The member must contact the Secretary to make the necessary arrangements for the inspection. The member does not have a right to remove the record or document for any purpose.

22.3 The inspection must be free of charge.

22.4 The member must not use or disclose information in a record or document except for a purpose

22.4.1 that is directly connect with the affairs of the Association; or

22.4.2 that is related to complying with a requirement of the Act.