

**CONSTITUTION
OF THE
EASTERN WHEATBELT BIOSECURITY GROUP INC.**

RULES OF ASSOCIATION

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Name of Association

- 1.1 The name of the Association is Eastern Wheatbelt Biosecurity Group Inc.

Definitions

- 2.1 In these rules, unless the contrary intention appears:

"**Annual General Meeting**" is the meeting convened under **paragraph (a)** of **rule 14.1**.

"**Convene**" means to call together for a formal meeting.

"**Declared Pest**" has the meaning given to that term in the *Biosecurity and Agriculture Management Act (2007)*.

"**Declared Pest Rate**" has the meaning given to that term in the *Biosecurity and Agriculture Management Act (2007)*.

"**Expert Member**" means a person considered by the Management Committee to have expertise in the area of pest control, particularly in wild dogs. A maximum of three Expert Members, excluding members of the Management Committee, can be appointed for a one year period by vote at an Annual General Meeting. Expert Members are considered to have Associate Members and do not have voting rights. Expert Members can have sequential one year appointments at the discretion of the Management Committee.

"**Financial Year**" means a period not exceeding 15 months fixed by the Management Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year.

"**General Meeting**" means a meeting to which all members are invited.

"**Management Committee Meeting**" means a meeting referred to in **rule 13**.

"**Management Committee Member**" means person referred to in **paragraph (a), (b), (c)** or **(d)** of **rule 10.1**.

"**Member**" means member of the Association.

"**Minister**" means the Minister administering the *Biosecurity and Agriculture Management Act (2007)*.

"**Ordinary Resolution**" means resolution other than a special resolution.

"**Poll**" means voting conducted in written form (as opposed to a show of hands).

"**Public Authority**" has the meaning given to that term in the *Biosecurity and Agriculture Management Act (2007)*.

"**Recognised Biosecurity Group (RBG)**" means a body recognised by the Minister as a Biosecurity Group for the purposes of Section 1698 of the *Biosecurity and Agriculture Management Act (2007)*.

"**Special General Meeting**" means a general meeting other than the annual general meeting.

"**Special Resolution**" has the meaning given to that term by section 24 of the *Associations Incorporation Act (1987)*, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths ($\frac{3}{4}$) of the members of the association who are entitled under the rules of the association to vote and vote in person at a general meeting of which notice

specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact.

"The Act" means the *Associations Incorporation Act* (1987).

"The Area" means the eleven municipal districts of Lake Grace, Kulin, Kondinin, Narembeen, Yilgarn, Westonia, Mukinbudin, Mount Marshall, Nungarin, Merredin and Trayning and adjoining municipal districts which the Association may from time to time agree to service for reasons of cost-efficiency. Also known as the Eastern Wheatbelt.

"The Association" means the Association referred to in **rule 1.1**.

"The Chairperson" means:

- (a) in relation to the proceedings at a Management Committee meeting or general meeting, the person presiding at the Management Committee meeting or general meeting in accordance with **rule 11.1**; or
- (b) otherwise than in relation to the proceedings referred to in **paragraph (a)**, the person referred to in **paragraph (a)** of **rule 10.1** or, if that person is unable to perform his or her functions, the Vice Chairperson

"The Commissioner" means the Commissioner for Fair Trading exercising powers under the *Associations Incorporation Act* (1987)

"The Committee" or "Management Committee" means the Committee of Management of the Association referred to in **rule 10.1** and is also referred to as the Executive Committee.

"The Secretary/Treasurer" means the Secretary/Treasurer referred to in **paragraph (c)** of **rule 10.1**

"The Vice-Chairperson" means the Vice-Chairperson referred to in **paragraph (b)** of **rule 10.1**

Objects of Association

- 3.1** The objects of the association are to limit the impacts of declared pest animals and pest plant species within Eastern Wheatbelt communities by:
- (a) Initiating, promoting and fostering the control of declared pests on all classes of land in the area, and encouraging landholders, land managers and other persons to adopt sound pest management practices on all classes of land throughout the area; and
 - (b) Attaining recognition by the Minister for the Association as a Recognised Biosecurity Group under the *Biosecurity and Agriculture Management Act* (2007); and
 - (c) Obtaining funds to enable sustainable operational control of declared pest activities and promotion of the group through donations, grants, member contributions and the Declared Pest Rate mechanism under the *Biosecurity and Management Act* (2007).
- 3.2** The property and income of the Association shall be applied solely 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.

Powers of the Committee

- 4.1** The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- 4.2** Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 4.3** The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Qualifications for Membership of Association

5.1 Membership:

a) Full Members

Full membership of the Association is open to all local Government Authorities within the Area upon application to the Committee of Management. Each local Government Authority is considered as one full member, and the representative of the Shire is appointed by that Shire.

b) Associate Members

Subject to **sub-rule 5.2**, Associate membership of the Association is available to any natural person, public authority and other corporate bodies that are responsible for the care, control or management of land within the Area, or that are conducting significant activities on land in the Area, or are subject to a Declared Pest Rate in that financial year. Associate Members do not have voting rights. This category also includes Expert Members.

c) An individual who has not reached the age of 15 years is only eligible to be an associate member.

5.2 A natural person, public authority or other corporate body wishing to become an Associate Member must:

- (a) apply in writing to the Management Committee or in such form as the Management Committee from time to time directs; and
- (b) the application must include a member's nomination of the applicant for membership; and
- (c) the application must be signed by the applicant and the member nominating the applicant; and
- (d) be supportive of the Association implementing a Declared Pest Rate to fund declared pest control activities.

Dealing with Associate Membership Applications

- 6.1** The Management Committee must consider each application for Associate Membership and decide whether to accept or reject the application at the next Management Committee meeting
- 6.2** Subject to **sub-rule (3)** the committee must consider applications in the order in which they are received by the Association.
- 6.3** The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 6.4** The committee must not accept an application unless the applicant ;
- (a) is eligible under **rule 5.1**; and
 - (b) has applied under **rule 5.2**.
- 6.5** The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- 6.6** If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- 6.7** An applicant for membership of the Association becomes a member when the committee accepts the application.
- 6.8** A person ceases to be an Associate member when any of the following takes place;
- (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under **sub-rule 9**;
 - (d) the person is expelled from the Association under **rule 10**;
- 6.9** An Associate Member may resign from membership of the Association by giving written notice of the resignation to the secretary
- 6.10** The resignation takes effect;
- (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- 6.11** The secretary must keep a record, for at least one year after a person ceases to be a member, of;
- (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

Register of Members of Association

- 7.1** The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under **section 53** of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 7.2** In addition to the matters referred to in **section 53(2)** of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 7.3** The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- 7.4** A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements
- 7.5** The committee may require any member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association if;
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under **section 54(2)** of the Act; or
 - (b) a member makes a written request under **section 56(1)** of the Act to be provided with a copy of the register of members.

Subscriptions of Members of Association

- 8.1** From time to time the Management Committee may, at a general meeting, determine the amount of the subscription to be paid by each Full Member (if any) and the date by when this subscription is to be paid.
- 8.2** Subject to **sub-rule (3)**, a Full Member liable for subscription whose subscription is not paid within 3 months after the relevant date fixed by or under **sub-rule (1)** ceases on the expiry of that period to be a member, unless the Management Committee decides otherwise.
- 8.3** A person or entity liable for subscription exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or **under sub-rule (1)** or within 3 months thereafter, or such other time as the Management Committee allows.

Lapsing or Termination of Full Membership of the Association, and Casual Vacancy

- 9.1** In accordance with **sub-rule 8(1)**, full membership is granted for 12 months from the date of issue of the relevant subscription (if any). If the subscription has not been paid 3 months after its due date, the membership of that individual or entity temporarily lapses

until such time as the subscription is paid, and during this “in-between” period, that individual/entity temporarily forfeits their right to vote.

- 9.2** The membership of a natural person is automatically terminated upon their death or certification by a recognised medical practitioner as to their incapacity to continue to manage their own affairs.
- 9.3** The membership of any entity not being a natural person is automatically terminated upon that entity's formal dissolution, or declaration of insolvency or the municipal district withdraws from the Eastern Wheatbelt Biosecurity Group.

Suspension or Expulsion of Full Members of Association

- 10.1** The committee may decide to suspend a member's membership or to expel a member from the Association if;
- (a) the member contravenes any of these rules;
 - (b) or the member acts detrimentally to the interests of the Association.
- 10.2** The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- 10.3** The notice given to the member must state:
- (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- 10.4** At the committee meeting, the committee must;
- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or whether or not to expel the member from the Association
- 10.5** A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 10.6** The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.

10.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under **sub-rule (6)**, give written notice to the secretary requesting the appointment of a mediator under **rule 24**

10.8 At the committee meeting, the committee must:

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) decide:
 - (ii) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (iii) whether or not to expel the member from the Association.

10.9 If notice is given under **sub-rule (7)**, the member who gives the notice and the committee are the parties to the mediation.

10.10 During the period a member is expelled or the 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.

10.11 When a member is expelled or a member's membership is suspended, the secretary must record in the register of members;

- (a) that the member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

10.12 When the period of the suspension ends or if the expulsion is reversed, the secretary must record in the register of members that the member is no longer expelled or the member's membership is no longer suspended.

Committee of Management

11.1 The Association will be managed exclusively by a Management Committee consisting of:

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary/Treasurer or equivalent (e.g. Executive Officer with similar functions). The Management Committee may decide to split the position of Secretary/Treasurer but to do so, must notify Members of this intention prior to receiving nominations for positions to be voted on at the Annual General Meeting; and
- (d) not less than two and not more than five other persons, the majority of whom must be full members of the Association.

- 11.2** Management Committee members must be elected to membership of the Committee at an annual general meeting or appointed under **sub-rule (11.8)**.
- 11.3** Subject to **sub-rule (11.8)**, the term of a management Committee member will be up to two years from his or her election at an annual general meeting. Because the EWBG comprises eleven shires, rotation of all management committee members is to occur on a rotational basis by alphabetical order of the shire name, excluding any position held by an associate member. In the first instance, initial positions on the management committee may be selected as per **sub-rule (11.2)** and then follow rotation, The terms of all full members serving on the Management Committee will be arranged so that, as near as possible, one-third of their number shall expire in each and every year.
- 11.4** Except for nominees under **sub-rule (11.7)**, a person is not eligible for election to membership of the Management Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary/Treasurer not less than 7 days before the day on which the annual general meeting concerned is to be held.
- 11.5** A person who is eligible for election or re-election under this rule may:
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 11.6** If the number of persons nominated in accordance with **sub-rule (11.4)** for election to membership of the Management Committee does not exceed the number of vacancies in that membership to be filled:
- (a) the Secretary/Treasurer must report accordingly to the Chairperson and/or Management Committee; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Management Committee at the annual general meeting concerned.
- 11.7** If vacancies remain on the Management Committee after the declaration under **sub-rule (11.6)**, additional nominations of Management Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Management Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Management Committee, elections for those positions must be conducted.
- 11.8** If a vacancy remains on the Management Committee after the application of **sub-rule (11.7)**, or when a casual vacancy within the meaning of **sub-rule (11.12)** occurs in the membership of the Management Committee:
- (a) the Management Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will:

- (i) hold office until the election referred to in **sub-rule (11.2)**; and
- (ii) be eligible for election to membership of the Management Committee, at the next following annual general meeting.

11.9 The Management Committee may delegate, in writing, to one or more sub-committees (consisting of such members of the association as the Management Committee thinks fit) the exercise of such functions of the Management Committee as are specified in the delegation other than:

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Management Committee by the *Associations Incorporation Act (1987)* or any other law.

11.10 Any delegation under **sub-rule (11.9)** may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Management Committee may continue to exercise any function delegated.

11.11 The Management Committee may at any time, in writing, revoke wholly or in part any delegation under **sub-rule (11.9)**.

11.12 A casual vacancy occurs in the office of a Management Committee member and that office becomes vacant if the Management Committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Management Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Management Committee;
- (c) is convicted of an offence under the *Associations Incorporation Act (1987)*;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from 3 consecutive Management Committee meetings without first obtaining the Committee's leave;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Management Committee member.

Chairperson and Vice-Chairperson

12.1 The Chairperson must normally preside at all general, special and Management Committee meetings but the Vice-Chairperson may deputise in the Chairperson's absence.

12.2 In the event that both the Chairperson and Vice-Chairperson are simultaneously absent from a general, special or Management Committee meeting, a member elected by the other members present at the meeting must preside.

12.3 It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.

12.4 The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

Secretarial Responsibilities

13.1 The secretarial component of the Secretary/Treasurer's responsibilities require this Office-bearer to:

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

13.2 If the role of Secretary/Treasurer should be split in accordance with sub-rule **11 (1) (c)**, both the Secretary and the Treasurer may be paid such remuneration and allowances as determined by the Management Committee. Alternatively, if the role remains combined, the Secretary/Treasurer may also be paid such remuneration and allowances as the Management Committee thinks fit.

Treasurer Responsibilities

14.1 The treasurer's component of the Secretary/Treasurer's responsibilities require this Office-bearer to:

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) As EWBG Inc. is a **tier 2** association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under **Part 5 Division 5** of the Act;
- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

Proceedings of Management Committee Meeting

- 15.1** The Management Committee must meet together for the dispatch of business not less than twice in each year and the Chairperson, or at least half the instantaneous members of the Management Committee may, at any time, convene a meeting of the Management Committee.
- 15.2** Each Management Committee member has a deliberative vote.
- 15.3** A question arising at a Management Committee meeting must be decided by a simple majority of votes (half plus 1) among those present but, if there is no majority, the person presiding at the Management Committee meeting will have an additional casting vote in addition to his or her deliberative vote.
- 15.4** The Management Committee may only conduct the business of the Association when it has a quorum (half of the total number of members comprising the full Management Committee at that point in time, plus one). If there is no quorum, the Management Committee must reschedule its meeting for another time.
- 15.5** Subject to these rules, the procedure and order of business to be followed at a Management Committee meeting must be determined by the Management Committee members present at the Management Committee meeting.
- 15.6** As required under **sections 21 and 22** of the *Associations Incorporation Act (1987)* a Management Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Management Committee is a member of a class of persons for whose benefit the Association is established), 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 Management Committee; and
 - (b) not take part in any deliberations or decision of the Management Committee with respect to that contract.

15.7 Sub-rule 15 (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Management Committee is an employee of the Association.

15.8 The Secretary/Treasurer must cause every disclosure made under **sub-rule 15 (6) (a)** by a member of the Management Committee to be recorded in the minutes of the meeting of the Management Committee at which it is made.

General Meetings

16.1 The Management Committee:

- (a) must convene annual general meetings within the time limits provided for the holding of such meetings by **section 23** of the *Associations Incorporation Act* (1987), that is, in every calendar year within 5 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner (subject to the Commissioner's endorsement), except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (b) may at any time convene a special general meeting;
- (c) must, within 30 days of receiving a request in writing to do so from not less than five members, convene a special general meeting for the purpose specified in that request.

16.2 The members making a request referred to in **sub-rule (1) (c)** must:

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

16.3 If a special general meeting is not convened within the relevant period of 30 days referred to in **sub-rule (1) (c)**, the members who made the request concerned may themselves convene a special general meeting as if they were the Management Committee

16.4 When a special general meeting is convened under **sub-rule (3)** (the Association will meet associated costs of convening and holding the special general meeting up to the limit of \$1000. Additional costs beyond this limit are to be met by the convening member(s).

16.5 Subject to **sub-rule (7)**, the Secretary/Treasurer must give to all members not less than 21 days' notice of a special general meeting and that notice must specify:

- (a) when and where 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.

16.6 Subject to **sub-rule (7)**, the Secretary/Treasurer must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify:

- (a) when and where the annual general meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Management Committee;
 - (ii) second, the election of Management Committee members to replace outgoing Management Committee members; and
 - (iii) third, any other business requiring consideration by the Association at the annual general meeting.

16.7 A special resolution may be moved either at a special general meeting or at an annual general meeting; however the Secretary/Treasurer must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in **sub-rule (5) or (6)**, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

16.8 The Secretary/Treasurer must give a notice under **sub-rules (5), (6) or (7)** by:

- (a) serving it on a member personally; or
- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under **rule 6**; or
- (c) causing it to be despatched by email to the email address of the member appearing in the register of members kept and maintained under **rule 6**.

16.9 When a notice is sent by post under **sub-rule (8) (b)**, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

16.10 When a notice is sent by email under **sub-rule (8) (c)**, sending of the notice will be deemed to be properly effected if the notice is accurately addressed and recorded as having been sent within the email software instantaneously in use by the Secretary/Treasurer.

16.11 A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.

16.12 A person invited **under sub-rule (11)** to attend a committee meeting;

- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
- (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting.

16.13 The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee

member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication

16.14 A member who participates in a committee meeting as allowed under **sub-rule (1)** is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

Quorum and Proceedings at General Meetings

17.1 At a general meeting, five members present in person constitute a quorum.

17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under **sub-rule 16 (5)** or **(6)**:

- (a) as a result of a request or notice referred to in **rule 16 (1) (c)** or as a result of action taken under **sub-rule 16 (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 the same time on the same day in the following week and to the same venue.

17.3 If within 30 minutes of the time appointed by **sub-rule (2) (b)** for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

17.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting to a future time and place from time to time and from place to place.

17.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

17.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary/Treasurer must give notice under **rule 14** of the adjourned general meeting as if that general meeting were a fresh general meeting.

17.7 At a general meeting:

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to **sub-rule (9)**; and
- (b) Each committee member present at a committee meeting has one vote on any question arising at the meeting; and
- (c) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion; and

- (d) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote; and
 - (e) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question; and
 - (f) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted; and
 - (g) Associate Members are not entitled to vote on any issue to be decided at a general or special meeting
 - (h) a special resolution put to the vote will be decided in accordance with **section 24** of the *Associations Incorporation Act* (1987) as defined in **rule 2**, and, if a poll is demanded, in accordance with **sub-rules (9)** and **(11)**.
- 17.8** A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with **sub-rule (9)**.
- 17.9** At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 17.10** If a poll is demanded and taken under **sub-rule (9)** in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 17.11** A poll demanded under **sub-rule (9)** must be taken immediately on that demand being made.

Minutes of Meetings of Association

- 18.1** The committee must ensure that minutes are taken and kept of each committee meeting
- 18.2** The minutes must record the following;
- (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under **sub-rule 16 (11)**;
 - (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote
- 18.3** The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 18.4** The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by;
- (a) the chairperson of the meeting; or

(b) the chairperson of the next committee meeting.

18.5 When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that;

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made

Proxies of Members of Association

19.1 A Full Member (in this rule called "the appointing member") may appoint in writing another natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member, at any general meeting.

19.2 The proxy so appointed does not necessarily have to be a member of the Association, but to be accepted, before the commencement of the meeting concerned, all proxies must have first presented written evidence of their appointment to the presiding Chairperson, using the form approved by the Management Committee for this purpose.

19.3 A given proxy may represent any number of absent members simultaneously. Proxies may only vote in accordance with their appointing member(s) instructions, as documented on their official instrument of appointment.

19.4 The Secretary/Treasurer shall cause all instruments of proxy appointments lodged with the presiding Chairperson to be affixed to, and filed with, the official Minutes of the meeting concerned.

Rules of Association

20.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in **sections 17, 18 and 19** of the Act, which is as follows:

- (a) Subject to **sub-rule (1) (d)** and **(1) (e)**, the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Management 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 *Associations Incorporation Act (1987)*;
- (c) An alteration of the rules of the Association does not take effect until **sub-rule (1) (b)** is complied with;

- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until **sub-rules (1) (a) to (1) (c)** are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until **sub-rules (1) (a) to (1) (d)** are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

20.2 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.

Common Seal of Association

21.1 If the Association has a common seal;

- (a) the name of the Association must appear in legible characters on the common seal; and
- (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of;
 - (i) 2 committee members; or
 - (ii) one committee member and a person authorised by the committee, and each of them is to sign the document to attest that the document was sealed in their presence.

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

- a. 2 committee members; or
- b. one committee member and a person authorised by the committee

21.3 The common seal of the Association must not be used without the express authority of the Management Committee and every use of that common seal must be recorded in the minute book referred to in **sub-rule 18 (3)** by the Secretary/Treasurer.

21.4 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, Vice-Chairperson, and the Secretary/Treasurer.

21.5 The common seal of the Association must be kept in the custody of the Secretary/Treasurer or of such other person as the Management Committee from time to time decides.

Inspection of Records of Association and Publishing

22.1 **Sub-rule (2)** applies to a member who wants to inspect;

- (a) the register of members under section 54(1) of the Act; or

- (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the association.

22.2 The member must contact the secretary to make the necessary arrangements for the inspection

22.3 The inspection must be free of charge.

22.4 If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

22.5 The member may make a copy of or take an extract from a record or document referred to in **sub-rule (1)(c)** but does not have a right to remove the record or document for that purpose.

22.6 The member must not use or disclose information in a record or document referred to in **sub-rule (1)(c)** except for a purpose;

- (a) that is directly connected with the affairs of the Association; or
- (b) that is related to complying with a requirement of the Act.

22.7 A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless;

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

Determination of Disputes by Committee

23.1 Disputes and Mediation applies to disputes between;

- (a) two or more members; or
- (b) one or more members and the Association.

23.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

23.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **sub-rule 23 (2)**, any party to the dispute may start the grievance procedure by giving written notice to the secretary of;

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute

23.4 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

23.5 The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held

23.6 The notice given to each party to the dispute must state —

- (a) when and where the committee meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

23.7 The committee must not determine the dispute if;

- (a) the dispute is between one or more members and the Association; and
- (b) any party to the dispute gives written notice to the secretary stating that the party;
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under **rule 24**

23.8 At the committee meeting at which a dispute is to be considered and determined, the committee must —

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

23.9 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

23.10 A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub-rule **23 (8) (c)**, give written notice to the secretary requesting the appointment of a mediator under **rule 24**.

23.11 If notice is given under **sub-rule 23 (10)**, each party to the dispute is a party to the mediation.

Determination of Disputes by Mediation

24.1 The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under **sub-rule 10(7)** — by agreement between the Member and the committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute under **sub-rules 23 (7) (b) (ii) or 23 (10)** — by agreement between the parties to the dispute.

24.2 If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to **sub-rules (3) and (4)**, the committee must appoint the mediator.

24.3 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by;

- (a) a member under **sub-rule 10(7)**; or
- (b) a party to a dispute under rule **23 (7) (b) (ii)**; or
- (c) a party to a dispute under **sub-rule 23(10)** and the dispute is between one or more members and the Association.

24.4 The person appointed as mediator by the committee may be a member or former member of the Association but must not —

- (a) have a personal interest in the matter that is the subject of the mediation; or
- (b) be biased in favour of or against any party to the mediation.

24.5 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

24.6 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

24.7 In conducting the mediation, the mediator must —

- (a) give each party to the mediation every opportunity to be heard; and
- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

24.8 The mediator cannot determine the matter that is the subject of the mediation.

24.9 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

24.10 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

24.11 If mediation results in decision to suspend or expel being revoked if;

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

Distribution of Surplus Property on Winding Up of Association

- 25.1** If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the *Associations Incorporation Act* (1987) which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

Non Profit Association

- 26.1** The property and income of the Association must 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 any member, except in good faith in the promotion of those objects or purposes.
- 26.2** A payment may be made to a member out of the funds of the Association only if it is authorised under **sub-rule (3)**.
- 26.3** A payment to a member out of the funds of the Association is authorised if it is —
- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.