

**RULES FOR
CAPE CONSERVATION GROUP INC.
February 2009**

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1. NAME, POWERS OBJECTS AND RULES OF THE ASSOCIATION

1.1 Name of Association

The name of the Association is: Cape Conservation Group Inc.

1.2 Objects of Association

(a) The objects and purposes of the Association are:

The charter of CCG is “to preserve and protect the North West Cape, now and for future generations”.

The objectives of Cape Conservation Group are to:

- (i) actively conserve the natural environment of the NW Cape and surrounding area;
- (ii) be informed about and contribute to development proposals to ensure they are sustainable and do not negatively impact the natural environment;
- (iii) generate public awareness about the value of the wilderness values of the NW Cape and surrounding area;
- (iv) develop and promote stewardship for the natural environment;
- (v) encourage research into environmental issues in the area
- (vi) develop working partnerships to meet our objectives
- (vii) encourage sustainability measures to minimise the local and global footprint of individuals, organisations and commerce on the NW Cape and surrounding area

(b) The property and income of the Association must be applied solely towards promoting 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 promoting those objects or purposes.

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

1.4 Rules of the Association

(a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules. **[Clause 56(1) of the Green Bill.]**

(b) The Association will provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 3.1 or rule 3.2. **[Clause 69(1)(b) of the Green Bill.]**

(c) The Association must keep a copy of the Rules in force from time to time. **[Clause 62 of the Green Bill.]**

1.5 Amendment of Rules, Name and Objects [Item 12 of Schedule 3.]

(a) The Association may alter, rescind or add to these Rules by Special Resolution and not otherwise in accordance with [Part 5, Division 4 of] the Act.

(b) When a Special Resolution amending the Rules is passed, the Public Officer must lodge the required documents with the Commissioner within:

- (i) 28 days after the Special Resolution is passed; or
- (ii) a longer period as the Commissioner may allow. **[Clause 64 of the Green Bill.]**

(c) Subject to rule 1.5(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 1.5(b).

(d) An amendment to the Rules that changes or has the effect of changing:

- (i) the name of the Association; or
- (ii) the objects or purposes of the Association,

does not take effect until the required documents are lodged with the Commissioner under rule 1.5(b) and the approval of the Commissioner is given. **[Clause 65 of the Green Bill.]**

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

Accounting Records. has the meaning given to it in [section 99 of] the Act and includes:

- (a) invoices and receipts;
- (b) promissory notes and vouchers;
- (c) other documents of prime entry; and
- (d) books, register and records (however compiled, recorded or stored) that record the documents and information necessary to explain the methods of calculations by which Financial Statements are made up;

Act. means the *Associations Incorporation Act 1987*;

AGM. means the annual general meeting Convened under rule 16.1;

Applicant. means a person that applies for Membership of the Association under rule 3.2;

Association. means the association named in rule 1.1;

Books of the Association. means all of the records, books, minute books, documents and securities of the Association;

Commissioner. means the person designated as the Commissioner from time to time under the Act;

Committee. means the body responsible for the management of the Association referred to in rule 9.1;

Committee Meeting. means a meeting referred to in rule 13.1;

Convene. means to call together for a formal meeting;

Corporations Act. means the *Corporations Act 2001* (Cth);

Dispute. means a dispute arising under or relating to the Rules, including any alleged breach of the Act;

Due Date. has the meaning given to it in rule 4.2(b);

Financial Statements. has the meaning given to it in [section 99 of] the Act and means:

(a) a combination of:

(i) a statement of the receipts and payments of the Association recording its total receipts and payments based on the cash method of accounting;

and

(ii) a statement of the assets and liabilities of the Association;

or

(b) a combination of:

(i) a statement of the income and expenditure of the Association recording its total income and expenditure based on the accrual method of accounting; and

(ii) a balance sheet,

together with the statements, reports and notes, other than an auditor.s report, attached to and intended to be read with the statement or balance sheet;

Financial Year. has the meaning given to it in rule 21.3;

General Meeting. means either an AGM or a Special General Meeting;

Member. means a person who becomes a member of the Association under rule 3.1 or rule 3.2;

Ordinary Resolution. means a resolution to decided a question, matter or resolution at a General Meeting that is not a Special Resolution;

Poll. means voting conducted in written form (as opposed to general agreement or a show of hands);

President means the person referred to in rule 9.2(b);

Public Officer. means the public officer of the Association referred to in rule 15.1;

Register. means a register of Members kept and maintained under rule 7.1;

Rules. mean these rules of the Association as amended from time to time under rule 1.5;

Secretary. means the person referred to in rule 9.2(b);

Solvency Statement. means the statement referred to in rule 10.1(d);

Special General Meeting. means a meeting of Members that is not the AGM;

Special Resolution. is a resolution of the Association passed in accordance with rule 19.1;

Statutory Provision. means a statute, regulation or provision of a statute or regulation;

Surplus Property. has the meaning given to it in [sections 134 and 155 of] the Act and means the property remaining after satisfying:

(a) the debts and liabilities of the Association; and

(b) the costs, charges and expenses of winding up the Association,

when the Association is wound up or incorporation is cancelled;

Treasurer. means the person referred to in rule 9.2(b);

Vice President means the person referred to in rule 9.2(b);

Working Day. means a day that is not a Saturday, Sunday or a public holiday in Western Australia.

2.2 Interpretation of these Rules

(a) In these Rules, unless the contrary intention appears:

- (i) one gender includes the others;
- (ii) the singular includes the plural and the plural includes the singular;
- (iii) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that words or expression have a corresponding meaning;
- (iv) terms defined in the Act have the same meaning when used in these Rules;
- (v) person. includes a body corporate;
- (vi) writing. includes typing, printing, lithography and any other mode representing or reproducing words or figures in a visible form including words or figures displayed on an electronic screen;
- (vii) a month. is a reference to a calendar month;
- (viii) a reference to a Statutory Provision includes:

- A. the Statutory Provision as amended or re-enacted;
- B. a statute, regulation or provision enacted in replacement of the Statutory Provision; and
- C. another regulation or other statutory instrument made or issued under the Statutory Provision;

- (ix) including and similar expressions are not words of limitation; and
- (x) all monetary amounts are in Australian dollars.

(b) The table of contents and any headings are for convenience only and do not affect interpretation of these Rules.

(c) Where information in these Rules is set out in braces (namely {. and .}), whether or not preceded by the expression .Note., .Outline. or .Example., the information:

- (i) is provided for information only and does not form part of these Rules;
- (ii) is to be disregarded in interpreting these Rules; and
- (iii) might not reflect amendments to these Rules.

2.3 Notices

(a) Subject to rule 2.3(c), a notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:

- (i) delivered by hand to the nominated address of the addressee;

- (ii) sent by post to the nominated postal address of the addressee;
- (iii) sent by facsimile to the nominated facsimile number of the addressee;
- or
- (iv) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.

(b) Any notice given to a Member under these Rules, should be sent to Member's address as set out in the Register.

(c) Any notice given under rules 2.3(a)(ii) to 2.3(a)(iv) will be deemed to have been received:

- (i) subject to rule 2.3(d), if transmitted by e-mail, facsimile or delivered by hand before 5.00 pm on a Working Day, at the time of transmission or on the day of delivery (as applicable), or otherwise, at 9.00 am on the next Working Day; or
- (ii) if sent by mail, on the second Working Day after posting.

(d) A facsimile or e-mail is not given and received if:

- (i) at the conclusion of the facsimile transmission the sender's facsimile machine issues an error transmission report which indicates that the relevant number of pages comprised in the notice has not been sent;
- or
- (ii) at the conclusion of the e-mail the sender receives an automated message stating that the e-mail was undeliverable.

3. BECOMING A MEMBER

3.1 Members on Incorporation [Item 1 of Schedule 3.]

If applicable, a member of the unincorporated association referred to in rule 1.3(b) becomes a Member and is entitled to exercise all the rights and privileges and comply with the obligations of Membership for the purposes of these Rules, including the right to vote on the day the Association is incorporated, if the person agrees in writing to become a Member, before the day of incorporation.

3.2 New Members [Item 1 of Schedule 3.]

(a) An Applicant becomes a Member after the Association is incorporated if:

- (i) the Applicant applies in writing to the Association under rule 3.4;
- (ii) the Applicant is eligible for Membership under rule 3.3;
- (iii) the Committee approves the Applicant's application for Membership;
- and
- (iv) the Applicant pays any fees due under rules 4.1 and 4.2.

(b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of Membership, including the right to vote, and must comply with all of the obligations of Membership under these Rules, when rule 3.2(a) has been fulfilled.

3.3 Who can apply to become a Member? [Item 1 of Schedule 3.]

Any person is eligible to apply for Membership, subject to any requirements that the Committee may decide from time to time.

3.4 Applying for Membership

(a) Subject to rule 3.1, a person who wants to become a Member must:

(i) apply in writing to the Association

(b) All application forms must be signed by the Applicant

3.5 Deciding Membership Applications

(a) The Committee will consider and decide whether to approve or reject any Membership application.

(b) Applications will be considered and decided in the order they are received by the Association.

(c) The Committee must not approve a Membership application unless the Applicant:

(i) meets all the eligibility requirements under rule 3.3; and

(ii) applies under rule 3.4.

(d) The Committee may refuse to accept a Membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under rule 3.3.

(e) As soon as is practicable after the Committee has made a decision under rule 3.5(a), the Committee must notify the Applicant of the outcome of their Membership application.

3.6 Recording Membership in the Register [Clause 89 of the Green Bill.]

The Secretary must enter a person's name in the Register within 28 days after the person becomes a Member under rule 3.1 or rule 3.2.

4. MEMBERSHIP FEES

4.1 Entrance Fee [Item 4 of Schedule 3.]

(a) The Committee may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of Member upon becoming a Member.

4.2 Annual Membership Fee [Item 4 of Schedule 3.]

(a) The Committee may from time to time determine the amount of the annual

Membership fee, if any, to be paid by each Member or each class of Members. If there is more than one class of Membership, it will be up to the Committee to determine the rights of the different classes of members.

(b) Each Member must pay the Member's annual Membership fee determined under rule 4.2(a) to the Treasurer, or a person authorised by the Committee to receive payments, as and when decided by the Committee.

(c) If a Member pays the annual Membership fee within 3 months after the Due Date, the Member may exercise all the rights and privileges of a Member for the purposes of these Rules, including the right to vote.

(d) Subject to rule 4.2(e), if a person fails to pay the annual Membership fee within 3 months after the Due Date, the person ceases to be a Member.

(e) If a person ceases to be a Member under rule 4.2(d), 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 including the right to vote.

5. LIABILITY AND ENTITLEMENTS OF MEMBERS

5.1 Classes of Members [Item 3 of Schedule 3.]

(a) The Membership of the Association consists of:

- (i) ordinary members;
- (ii) corporate members
- (iii) group members;
- (iv) life members; and
- (v) associate members.

(b) The Committee may from time to time decide the rights and benefits, including voting rights of Members, for each class of Membership under rule 5.1(a).

(c) The maximum number of ordinary members is unlimited unless the Association in General Meeting decides otherwise.

(d) If the Association has two or more classes of members, no Member can belong to more than one class of Membership.

5.2 Membership Voting Rights of Members [Item 3 of Schedule 3.]

(a) Each ordinary member of the Association has one vote at a General Meeting of the Association if they are eligible to vote under rule 4.2(c).

5.3 Voting by Body Corporate [Items 3 and 6 of Schedule 3.]

(a) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.

(b) An appointment made under rule 5.3(a) must be made by a resolution of the board or governing body of the body corporate concerned and must be authenticated by that body corporate in accordance with its constitution and the Corporations Act.

(c) A copy of the resolution in rule 5.3(b) must be lodged with the Secretary.

(d) A person appointed under rule 5.3(a) has authority to represent the body corporate as a Member:

- (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
- (ii) otherwise, until the appointment is revoked by the body corporate and notice is given to the Secretary.

5.4 Liability of Members [Clauses 30 and 162 of the Green Bill.]

(a) A Member is only liable for their outstanding Membership fees payable under rules 4.1 and 4.2, if any.

(b) Subject to rule 5.4(a), a Member is not liable, by reason of the person's Membership, for the liabilities of the Association or the cost of winding up the Association.

(c) Rule 5.4(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation. **[As specified in clause 30(2) of the Green Bill.]**

5.5 Payment to Members

(a) Subject to rule 5.5(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 5.5(a) does not prevent:

- (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
- (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the Cash Rate Target from time to time on money borrowed from any Member;
- (iii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association;
- (iv) the reimbursement of expenses incurred by any Member on behalf of the Association; or
- (v) Committee Members being remunerated under rule 10.7.

5.6 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) ends when the person's Membership ceases.

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 4.2(d);
- (iii) resigns as a Member under rule 6.2; or
- (iv) is expelled from the Association under rule 6.3.

(b) The Secretary must record in the Register:

- (i) the date on which a person ceases to be a Member under rule 6.1(a); and
- (ii) the reason why the person ceases to be a Member.

6.2 Resigning as a Member

(a) A Member who has paid all amounts payable by the Member to the Association in respect of their Membership, may resign from Membership by giving written notice of their resignation to the Secretary.

(b) The Member resigns:

- (i) at the time the Secretary receives the notice; or
- (ii) if a later time is stated in the notice, at that later time.

(c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member.

6.3 Suspending or Expelling Members

(a) The Committee may, by resolution, suspend or expel a Member from Membership if:

- (i) the Member refuses or neglects to comply with these Rules; or
- (ii) the Member's conduct or behavior is detrimental to the interests of the Association; or
- (iii) the Member is convicted of a criminal offence involving fraud.

(b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.

(c) The Secretary must, not less than 28 days before the Committee Meeting referred to in rule 6.3(b), give written notice to the Member:

- (i) of the proposed suspension or expulsion and the grounds on which it is based;
- (ii) of the date, place and time of the Committee Meeting;
- (iii) that the Member, or the Member's representative, may attend the Committee Meeting; and
- (iv) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.

(d) At the Committee Meeting referred to in rule 6.3(b) the Committee must:

- (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
- (ii) give due consideration to any written statement submitted by the Member; and
- (iii) determine whether or not the Member should be:

- A. expelled from the Association; or
- B. suspended from Membership, and if so, the period that the Member should be suspended from Membership.

(e) Once the Committee has decided to suspend or expel a Member under rule 6.3(d), the Member is immediately suspended or expelled from Membership.

(f) The Secretary must inform the Member in writing of the decision of the Committee, within 7 days of the Committee Meeting referred to in rule 6.3(b).

6.4 Right of Appeal of against Suspension or Expulsion

(a) If a Member is suspended or expelled under rule 6.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 of receiving notice of the Committee's decision under rule 6.3(f).

(b) A statement of the reasons for the appeal must accompany the notice of appeal.

(c) Subject to rule 17.1(c), within 28 days after the Secretary receives notice of an appeal under rule 6.4(a), the Secretary must Convene a Special General Meeting of the Association under rule 17 to decide the appeal.

(d) At the General Meeting to decide the appeal, both:

- (i) the Member who is suspended or expelled; and
- (ii) the Committee Members who made the decision to suspend or expel, must be given a full and fair opportunity to state their respective cases orally, or in writing, or both.

(e) The Members present and eligible to vote at the General Meeting must decide to confirm or revoke the Committee's decision to suspend or expel by a majority vote.

(f) If the Members in General Meeting decide to revoke the Committee's decision to suspend or expel a Member, the person is to be reinstated as a Member at the close of the Special General Meeting.

6.5 Reinstatement of a Member

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under rule 6.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

6.6 When a Member is Suspended

(a) If a Member's Membership is suspended under rule 6.3(e), the Secretary must record in the Register:

- (i) the name of the Member that has been suspended from Membership;
- (ii) the date on which the suspension takes effect;
- (iii) the length of the suspension as determined by the Committee under 6.3(d)(iii)B; and
- (iv) the reason for suspension.

(b) A Member that has been suspended under rule 6.3(e) cannot exercise any rights or privileges of Membership, including voting rights, during the period they are suspended from Membership.

(c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

7. MEMBERSHIP REGISTER

7.1 Register of Members [Items 2 and 14 of Schedule 3.]

(a) The Secretary or a person authorised by the Committee from time to time must make sure that the Register is up to date in accordance with [section 89 of] the Act and the details of former members are kept for at least 7 years.

(b) The Register must contain:

- (i) the full name of each Member;
- (ii) the postal or residential addresses of each Member;
- (iii) the date on which the person became a Member;
- (iv) if applicable, the date and reason for the Membership ending under rule 6.1; and
- (v) any other details the Committee decides.

(c) Any change in Membership of the Association must be recorded in the Register within 28 days after the change occurs. **[Clause 89(b) of the Green Bill.]**

(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 Inspecting the Register [Items 2 and 15 of Schedule 3.]

(a) Any Member is able to inspect the Register 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 Register.

(c) The Member may copy by hand details from the Register but has no right to remove the Register for that purpose.

7.3 Copy of the Register [Clause 92 of the Green Bill. And Item 2 of Schedule 3.]

(a) A Member may request a copy of the Register in accordance with [section 92 of] the Act.

(b) If the Member satisfies the Committee that the purpose of obtaining a copy of the Register is directly connected with the affairs of the Association, then a copy of the Register must be given to the Member.

(c) The Association may charge a 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 8.1(a).

7.4 When Using the Information in the Register is Prohibited [Item 2 of Schedule 3.]

A Member must not use or disclose the information on the Register:

(a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);

(b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or

(c) for any other purpose unless the use of the information is approved by the Association and for a purpose that is:

- (i) directly connected with the affairs of the Association; or
- (ii) related to administering the Act.

8. RESOLVING DISPUTES

8.1 Disputes arising under the Rules [Item 16 of Schedule 3.]

(a) This rule applies to:

- (i) Disputes between Members; and
- (ii) Disputes between the Association and one or more Members.

(b) In this rule **Member** includes any person who was a member of the Association not more than six months before the Dispute occurred, even if they are no longer a Member.

(c) A person wishing to initiate the procedure under this rule must give written notice to the Secretary of the parties to, and the details of, the Dispute.

(d) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the Dispute under rule 8.1(c) for the Committee to determine the Dispute.

(e) At the Committee Meeting to determine the Dispute, all parties to the Dispute must be given a full and fair opportunity to state their respective cases orally, or in writing, or both.

(f) 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 8.1(d).

(g) If any party to the Dispute is dissatisfied with the Committee's decision they may elect to initiate further Dispute resolution procedures as set out in these Rules.

8.4 Mediation [Item 16 of Schedule 3.]

(a) This rule only applies if a person is dissatisfied with the decision made by the Committee under rule 8.1.

(b) A person wishing to initiate this appeal procedure must give written notice to the Secretary of the parties to, and the details of, the Dispute.

(c) The party seeking mediation is to pay the costs of the mediation.

(d) Upon receiving notice under rule 8.4(b), the Secretary must arrange the mediation.

(e) The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement a 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.

The mediator, in conducting the mediation, must:

- (i) give the parties to the mediation process every opportunity to be heard;
- (ii) allow all parties to consider any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties to the Dispute throughout the mediation process.

(j) The mediator must not determine the Dispute and the mediation must be confidential and conducted on a without prejudice basis.

8.5 Inability to Resolve Disputes [Item 16 of Schedule 3.]

If a Dispute cannot be resolved under the procedures set out in these Rules, any party to the Dispute may apply to the State Administrative Tribunal to determine the Dispute in accordance with [section 226 of] the Act or otherwise at law.

9. POWERS AND COMPOSITION OF THE COMMITTEE

9.1 Powers of the Committee [Item 5 of Schedule 3.]

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

(b) Subject to the Act, these Rules and to any 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;
- (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; and
- (iii) may make, amend and repeal by-laws for the management of the Association provided that the by-laws are not inconsistent with these Rules or the Act.

(c) The by-laws made under rule 9.1(b)(iii):

- (i) do not form part of these Rules; and
- (ii) may be set aside by a majority vote of Members at a General Meeting

of the Members.

9.2 Committee Members [Item 5 of Schedule 3.]

(a) The Committee is to consist of:

- (i) the office holders of the Association; and
- (ii) not less than three Members.

(b) The office holders of the Association are:

- (i) the President;
- (ii) the Vice President;
- (iii) the Secretary; and
- (iv) the Treasurer.

(c) A Committee Member must be:

- (i) a natural person;
- (ii) over 18 years in age; and
- (iii) a Member.

(d) No person shall be entitled to hold more than one of the positions set out in rule 9.2(b) at any time.

10. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

10.1 Obligations of the Committee

(a) The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules. **[Clause 71 of the Green Bill.]**

(b) The Committee must ensure that the Association has a Public Officer at all times as appointed under rule 15.1. **[Clause 77 of the Green Bill.]**

(c) The Committee must pass a Solvency Statement by resolution not more than 30 days before each AGM. **[Clause 104 of the Green Bill.]**

(d) The Solvency Statement must:

- (i) state that the Committee has examined the affairs of the Association; and
- (ii) show whether or not the Committee is of the opinion there are reasonable grounds for believing that the Association will be able to pay or meet its debts and liabilities as and when they become payable.

10.2 Responsibilities of Committee Members [Clauses 73 to 76 of the Green Bill and Item 5 of Schedule 3.]

(a) A Committee Member must not use or disclose information derived from his or

her position on the Committee except for a purpose that:

- (i) is directly connected with the affairs of the Association; or
- (ii) is related to the administering the Act.

(b) As required under [Part 6, Division 2 of] the Act, a Committee Member having any direct or indirect pecuniary interest in a contract or proposed contract, made or contemplated by the Committee must:

- (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- (ii) not take part in any deliberations or decisions of the Committee with respect to that contract.

(c) Rule 10.2(b) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Committee Member:

- (i) is an employee of the Association; or
- (ii) belongs to a class of persons for whose benefit the Association is established.

(d) The Secretary must record every disclosure made by a Committee Member under rule 10.2(b) in the minutes of the Committee Meeting at which the disclosure is made.

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

10.3 President [Item 5 of Schedule 3.]

The President:

(a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;

(b) may Convene special meetings of the Committee under rule 13.1(c);

(c) may preside over Committee Meetings under rule 13.3;

(d) may preside over General Meetings under rule 18.4; and

(e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 20.1(c).

10.4 Secretary [Items 5 and 14 of Schedule 3.]

The Secretary must:

(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) maintain the Register of the Association, referred to in rule 7.1;

(d) maintain the record of office holders of the Association, referred to in rule 10.6;

(e) ensure the safe custody of the Books of the Association under rule 23.1;

(f) keep and maintain in an up to date condition the Rules of the Association;

(g) keep full and correct minutes of Committee Meetings and General Meetings; and

(h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

10.5 Treasurer [Items 5, 9 and 14 of Schedule 3.]

The Treasurer must:

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

(b) ensure the payment of all moneys referred to in rule 10.5(a) into the account or accounts of the Association as the Committee may from time to time direct;

(c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;

(d) ensure the Association complies with the account keeping requirements in Part 7 of the Act;

(e) ensure the safe custody of the Accounting Records of the Association and any other relevant records of the Association;

(f) submit to the Committee a periodic report, balance sheet or financial statement in accordance with the Committee Meeting schedule;

(g) assist the examiner or auditor in performing their functions; and

(h) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

10.6 Record of Office Holders [Item 15 of Schedule 3.]

(a) The Secretary, or a person authorised by the Committee from time to time, must keep and maintain a record of the office holders of the Association in

accordance with [section 94 of] the Act.

(b) Any Member must be able to inspect and copy the record of office holders in accordance with the Act, at such time and place as is mutually convenient to the Association and the Member.

10.7 Remuneration of Committee Members [Item 5 of Schedule 3.]

(a) Committee Members may not receive any remuneration for their services in their capacity as Committee Members other than the maximum aggregate fixed amount which must be determined at the AGM, to be distributed among the Committee Members as the Committee sees fit.

(b) Despite rule 10.7(a) the Association may pay a Committee Member's travelling and other expenses as properly incurred:

- (i) in attending Committee Meetings or sub-committee meetings;
- (ii) in attending any General Meetings of the Association; and
- (iii) in connection with the Association's business.

10.8 Indemnity

(a) Subject to rule 10.8(b) and the extent permitted by the Act:

- (i) the Association must, to the extent the person is not otherwise indemnified, indemnify each Committee Member or employee of the Association against any loss, cost, expense or liability incurred by reason of any act or deed done in good faith as such a Committee Member or employee; and
- (ii) the Association may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a Committee Member or employee of the Association in defending an action for a liability referred to in rule 10.8(a)(i) or in resisting or responding to actions taken by a government agency.

(b) No payment under rule 10.8(a) may be made to indemnify any Committee Member or employee of the Association against any loss, cost, expense or liability incurred as a result of conduct that:

- (i) is adjudged by a court to be criminal or fraudulent; or
- (ii) involves a lack of good faith.

11. APPOINTING COMMITTEE MEMBERS

11.1 Appointment to the Committee [Item 5 of Schedule 3.]

Committee Members are appointed to the Committee by:

(a) election at an AGM; or

(b) appointment to fill a casual vacancy under rule 12.1(b).

11.2 Nominating for Membership of the Committee [Item 5 of Schedule 3.]

- (a) A Member who wishes to be a Committee Member must be nominated by a Member and seconded by Member as a candidate for election under this rule 11.2.
- (b) Nominations for election to the Committee shall close at least 28 days before the AGM.
- (c) The Secretary must send a notice calling for nominations for election to the Committee:
 - (i) in the form set out in rule 11.2(d), and
 - (ii) specifying the date for the close of nominations, to all Members at least 14 days before the date for the close of nominations.
- (d) The nomination for election must be:
 - (i) in writing in the form set out in Schedule 1; and
 - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (e) A Member may only be nominated for one position on the Committee prior to the AGM.
- (f) If a nomination for election to the Committee is not made in accordance with this rule 11.2, the nomination is to be deemed invalid and the Member will not be eligible for election unless rule 11.3(c) takes effect.

11.3 Electing Committee Members [Item 5 of Schedule 3.]

- (a) If the number of valid nominations received under rule 11.2 is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at the AGM.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on

the Committee is declared vacant by the person presiding at the AGM and rule 12.1(b) applies.

(f) The elections for office holders or ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.

(g) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

11.4 Voting in Elections for Membership of the Committee [Item 5 of Schedule 3.]

(a) Subject to rule 19.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.

(b) A Member who nominates for election or re-election may vote for himself or herself.

11.5 Term of Office of Committee Members [Item 5 of Schedule 3.]

(a) The Committee Members appointed on incorporation of the Association will hold office until the conclusion of the first AGM of the Association and will be eligible for re-election.

(b) At the first AGM of the Association:

- (i) one half of the Committee Members that are elected, who shall be chosen by ballot, will be appointed for a term of two years; and
- (ii) the other half of the Committee Members that are elected will be appointed for a term of one year.

(c) At subsequent AGMs of the Association, the appointment of the Committee Members at the AGM will be for a term of two years

(d) Subject to rule 11.5(a), a Committee Member's term will commence on the date of his or her:

- (i) election at an AGM; or
- (ii) appointment to fill a casual vacancy that arises under rule 12.1(b).

(e) All retiring Committee Members are eligible, on nomination under rule 11.2, for re-election.

12. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

12.1 Vacant Positions on the Committee [Item 5 of Schedule 3.]

(a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (i) dies;

- (ii) ceases to be a Member;
- (iii) becomes insolvent under administration within the meaning of the Corporations Act;
- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office under rule 12.2;
- (vi) is removed from office under rule 12.3; or
- (vii) is absent from more than:

- A. three consecutive Committee Meetings without a good reason; or
- B. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings, of which meetings the Member received notice, and the Committee has resolved to declare the office vacant.

(b) If a position on the Committee is declared vacant under rule 11.3(e), or there is a casual vacancy within the meaning of rule 12.1(a), the continuing Committee Members may:

- (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
- (ii) subject to rule 12.1(c), act despite the vacant position on the Committee.

(c) If the number of Committee Members is less than the number fixed under rule 13.4 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 [Item 5 of Schedule 3.]

(a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the President.

(b) The Committee Member resigns:

- (i) at the time the notice is received by the Secretary or President under rule 12.2(a); or
- (ii) if a later time is stated in the notice, at the later time.

12.3 Removal from Committee [Item 5 of Schedule 3.]

(a) Subject to rule 12.1(a)(vii), a Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.

(b) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution to state his or her case as to why the Member should not be removed from his or her position on the Committee.

13. COMMITTEE MEETINGS

13.1 Meetings of the Committee [Item 5 of Schedule 3.]

(a) The Committee is to determine the place and time of all Committee Meetings.

(b) Special meetings of the Committee may be Convened under rule 13.2 by:

- (i) the Chairperson; or
- (ii) any two Committee Members.

(c) The Committee may meet using electronic means that allows the active and equal participation of all Committee Members.

13.2 Notice of Committee Meetings [Item 5 of Schedule 3.]

(a) The Secretary must give each Committee Member at least 48 hours notice of each Committee Meeting before the time appointed for holding the meeting.

(b) Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.

(c) Subject to rule 13.2(d), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.

(d) Urgent business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

13.3 Chairing at Committee Meetings [Item 5 of Schedule 3.]

(a) The President or, in the President's absence, the Vice President is to preside as chairperson of each Committee Meeting.

(b) If the President and the Vice President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the Committee Meeting.

13.4 Quorum for Committee Meetings [Item 5 of Schedule 3.]

(a) Any three Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

(b) The Committee cannot conduct business unless a quorum is present.

(c) If, within half an hour of the time appointed for the meeting, a quorum is not present:

- (i) in the case of a special meeting, the meeting lapses; or
- (ii) in any other case, the meeting is to stand adjourned to an agreed time, day and place.

(d) If at a meeting adjourned under rule 13.4(c)(ii), a quorum is not present within half an hour of the time appointed for the meeting, the meeting lapses.

13.5 Procedure of the Committee Meeting [Item 5 of Schedule 3.]

(a) Committee Meetings may take place:

- (i) where the Committee Members are physically present together; or
- (ii) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.

(b) A Committee Member who participates in a meeting as set out in rule 13.5(a)(ii):

- (i) is deemed to be present at the Committee Meeting; and
- (ii) continues to be present at the meeting for the purposes of establishing a quorum,

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

(c) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.

(d) All Committee Members have the right to attend and vote at Committee Meetings.

(e) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.

13.6 Voting at Committee Meetings [Item 5 of Schedule 3.]

(a) Each Committee Member present at a Committee Meeting has a deliberate vote.

(b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Committee

Meeting as set out in rule 13.3 is entitled to exercise a second or casting vote.

(c) Decisions may be made by general agreement or a show of hands.

(d) A secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

13.7 Acts not Affected by Defects or Disqualifications

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

(a) there was a defect in the appointment of a Committee Member, subcommittee or person holding a subsidiary office; or

(b) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

13.8 Resolutions without Committee Meetings

(a) A written resolution signed by all Committee Members is as valid and effective as if it had been passed at a duly convened Committee Meeting.

(b) Any such resolution may consist of one or more separate copies of a document used for signing by Committee Members if the wording of the resolution and statement is identical in each copy.

(c) The resolution is passed when the last Committee Member signs.

14. SUB-COMMITTEES AND DELEGATION

14.1 Appointment of Sub-Committee

(a) The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Association's operations.

(b) Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members.

(c) Subject to these Rules, the sub-committee members present at the subcommittee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

14.2 Delegation by Committee to Sub-Committee

(a) The Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.

(b) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

14.3 Delegation to Subsidiary Offices

(a) The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.

(b) The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.

(c) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

15. PUBLIC OFFICER

15.1 Appointment of Public Officer

(a) The Association must have a Public Officer at all times. **[Clause 77 of the Green Bill.]**

(b) The Public Officer must be:

- (i) a natural person;
- (ii) a Committee Member
- (iii) at least 18 years of age; and
- (iv) a resident of Western Australia.

(c) The first Public Officer of the Association will be the person named as the public officer in the application for incorporation. **[Clause 77(2) of the Green Bill.]**

(d) The person appointed as the Public Officer must consent to the appointment in the approved form. **[Clause 14(b) of the Green Bill.]**

(e) The Public Officer may also hold any office on the Committee.

(f) The Committee may appoint any person to be the Public Officer, including a senior employee of the Association, in accordance with the Act.

(g) Any act performed by the Public Officer is taken to have been validly performed even if the act was performed when:

- (i) there was a defect in the appointment of the Public Officer; or
- (ii) the Public Officer was disqualified from being a Member. **[Clause**

78(3) of the Green Bill.]

15.2 Vacancy in the office of Public Officer [Clause 79(2) of the Green Bill.]

(a) A vacancy occurs in the position of public officer if the Public Officer:

- (i) dies;
- (ii) resigns from office under rule 15.4;
- (iii) is removed from office under rule 15.5;
- (iv) ceases to be a resident of the Western Australia; or
- (v) is an insolvent under administration as that term is defined in the Corporations Act.

(b) The Committee must appoint a person that is eligible under rule 15.1(b) to fill the position of Public Officer within 28 days after the vacancy occurs. **[Clause 79(1) of the Green Bill.]**

15.3 Notices to be given by the Public Officer or the Association [Clause 80 of the Green Bill.]

(a) The Association must give the Commissioner written notice of the:

- (i) appointment of a Public Officer under rule 15.2; and
- (ii) any change in the Public Officer's postal or residential address, in accordance with [section 80 of] the Act.

(b) The Public Officer must give the Commissioner written notice of any change in the address of the Association in accordance with [section 17 of] the Act.

15.4 Public Officer may resign from Office

(a) The Public Officer may resign from office by giving written notice to the Secretary.

(b) The Public Officer resigns:

- (i) at the time the notice is received by the Secretary; or
- (ii) if a later time is stated in the notice, at the later time.

15.5 Removal of Public Officer may be removed from Office [Clause 79(3) of the Green Bill and Item 18 of Schedule 3.]

(a) The Public Officer may be removed from office by resolution of the Committee.

(b) At the Committee Meeting to decide the proposed resolution, the Public Officer who faces removal from office must be given a full and fair opportunity to state his or her case against removal.

16. ANNUAL GENERAL MEETINGS

16.1 Annual General Meeting [Clause 84 of the Green Bill and Item 11 of Schedule 3.]

(a) Subject to rules 16.1(b) and 16.1(c), the Association must Convene an AGM each calendar year:

- (i) within 5 months after the end of the Association's Financial Year; or
- (ii) within a longer period as the Commissioner may allow. **[Clause 84 of the Green Bill.]**

(b) The Association may hold its first AGM at any time within the period of 18 months after incorporation under the Act.

(c) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 16.1(a)(ii), the Public Officer must apply to the Commissioner no later than 90 days after the end of the Association's Financial Year.

16.2 Notice of AGM [Items 7 and 11 of Schedule 3.]

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rules 11.3(g) and 18.1 (as applicable).

16.3 Business to be Conducted at AGM [Items 5 and 6 of Schedule 3.]

(a) Subject to rule 16.1, the AGM of the Association is to be Convened on a date, time and place as the Committee decides.

(b) At each AGM of the Association, the Association:

- (i) must receive the Association's Financial Statements for the last Financial Year of the Association; **[Clause 104 of the Green Bill.]**
- (ii) if applicable, must appoint an examiner or an auditor in accordance with the Act;
- (iii) if applicable, must present a copy of the auditor's report to the Association in relation to the Financial Statements for that Financial Year; **[Clause 104 of the Green Bill.]**
- (iv) must present the Solvency Statement; **[Clause 104 of the Green Bill.]**
- (v) if applicable, must present the annual return as required under [section 105 of] the Act;
- (vi) must elect or appoint the office holders and ordinary Committee Members; and
- (vii) may fix the Committee Member's remuneration for the purposes of rule 10.7(a).

17. SPECIAL GENERAL MEETINGS

17.1 Special General Meeting [Item 11 of Schedule 3]

(a) The Committee may at any time Convene a Special General Meeting of the Association.

(b) Subject to rule 17.1(c), 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 25% of the total number of Members. **[Item 8 of Schedule 3]**

(c) If the Secretary receives a written request to Convene a Special General Meeting under these Rules within the 60 day period before the AGM of that Financial Year, the Association may deal with the matters set out in the request or the notice of appeal at the AGM.

17.2 Request for Special General Meeting [Item 11 of Schedule 3.]

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

(a) state the purpose of the meeting;

(b) be signed by the required number of Members making the request as specified in rule 17.1(b); and

(c) be lodged with the Secretary.

17.3 Failure to Convene Special General Meeting [Item 11 of Schedule 3.]

(a) If the Secretary fails to Convene a Special General Meeting within the 28 days referred to:

(i) in rule 17.1(b), the Members who made the request; or

(ii) in rule 6.4(c), the Member who gave the written notice of the appeal, may Convene a Special General Meeting as if the Member, or Members, were the Committee within 3 months after the original request or notice was given.

(b) A Special General Meeting Convened under rule 17.3(a) must be Convened in the same or substantially the same manner as General Meetings are Convened by the Committee

18. PROCEDURE FOR GENERAL MEETINGS

18.1 Notice of General Meetings [Item 7 of Schedule 3.]

(a) The Secretary must give at least:

(i) 7 days notice of a General Meeting to each Member, or

(ii) 21 days notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.

(b) The notice convening a General Meeting must specify:

(i) the place, date and time of the meeting; and

(ii) the particulars and order of the business to be conducted at the meeting.

18.2 Procedure for General Meetings [Item 6 of Schedule 3.]

(a) General Meetings may take place:

- (i) where the Members are physically present together; or
- (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.

(b) A Member who participates in a meeting as set out in rule 18.2(a)(ii):

- (i) is deemed to be present at the General Meeting; and
- (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

18.3 Quorum for General Meetings [Item 6 of Schedule 3.]

(a) No business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.

(b) 10% of members including 2 committee members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

(c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:

- (i) in the case of a Special General Meeting, the meeting lapses; or
- (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the President at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.

(d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members personally present (being at least three) is to constitute a quorum.

18.4 Presiding Member [Item 6 of Schedule 3.]

(a) The President or, in the President's absence, the Vice President is

to preside as chairperson of each General Meeting.

(b) If the President and the Vice President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the General Meeting.

18.5 Adjournment of General Meetings [Item 6 of Schedule 3.]

(a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.

(b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 16.2 and 18.1 as if that General Meeting was a new General Meeting.

19. MAKING DECISIONS AT GENERAL MEETINGS

19.1 Special Resolutions [Part 6, Division 5 of the Green Bill & Item 6 of Schedule 3.]

(a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 19.1(c). **[Clause 85(1)(a) of the Green Bill.]**

(b) A Special Resolution of the Association is required to:

- (i) amend the name of the Association;¹
- (ii) amend the Rules, under rule 1.5;²
- (iii) affiliate the Association with another body;
- (iv) amalgamate the Association with one or more other incorporated associations;³
- (v) voluntary wind up the association;⁴
- (vi) cancel incorporation;⁵ and
- (vii) request for a statutory manager to be appointed.⁶

¹ See sections 37 and 63 of the Act.

² See section 63 of the Act.

³ See section 129 of the Act.

⁴ See section 137 of the Act.

⁵ See section 158 of the Act.

⁶ See section 183 of the Act.

(c) Notice of a Special Resolution must: **[Clause 86 of the Green Bill and Item 7 of Schedule 3.]**

- (i) be in writing;
- (ii) include the place, date and time of the meeting;
- (iii) set out the wording of the proposed Special Resolution;

- (iv) include an explanation of the proposed Special Resolution; and
- (v) include the intention to propose the resolution as a Special Resolution.

(d) If notice is not given in accordance with rule 19.1(c), the Special Resolution will have no effect.

(e) A Special Resolution must be passed at a General Meeting and be supported by the votes of not less than three-fourths of the Members who are eligible to cast a vote at the meeting, whether in person or by proxy..

[Clause 85(1)(b) of the Green Bill.]

19.2 Ordinary Resolutions [Item 6 of Schedule 3.]

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

19.3 Voting at meetings [Items 3 and 6 of Schedule 3.]

(a) Subject to these Rules, each Member has only one vote at a General Meeting of the Association.

(b) A person casts a vote at a meeting either by:

- (i) voting at the meeting either in person or through the use of technology as under rule 18.2(a)(ii); or
- (ii) proxy, if allowed under the Rules.

(c) In the case of an equality of votes at a General Meeting, the president is entitled to exercise a second or casting vote.

(d) A Member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or their proxy to the Association has been paid in accordance with rules 4.1 and 4.2.

(e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 18.1.

19.4 Proxies [Item 6 of Schedule 3.]

(a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.

(b) Written notice of the proxy must be:

- (i) given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed; and
- (ii) in the form set out in Schedule 1.

19.5 Manner of Determining Whether Resolution Carried [Clause 88 of the Green Bill and [Item 6 of Schedule 3.]

(a) Unless a Poll is demanded under rule 19.6, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the president of the General Meeting that the resolution has been:

- (i) carried unanimously;
- (ii) carried by a particular majority; or
- (iii) lost.

(b) If the declaration relates to a Special Resolution, then subject to rule 1.5, the declaration should state that a Special Resolution has been determined.

(c) The declaration made under rule 19.5(a) must be entered into the minute book of the Association.

(d) The entry in the minute book of the Association under rule 19.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19.6 Poll at General Meetings [Item 6 of Schedule 3.]

(a) At a General Meeting, a Poll on any question may be demanded by:

- (i) the chairperson of the meeting; or
- (ii) at least three Members present in person or by proxy, if allowed under the Rules.

(b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.

(c) If a Poll is demanded at a General Meeting, the Poll must be taken:

- (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
- (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
- (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

20. MINUTES OF MEETINGS

20.1 Minutes of Meetings [Item 14 of Schedule 3.]

(a) The Secretary must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.

(b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.

(c) The President must ensure that the minutes of a General Meeting or Committee Meeting under rule 20.1(a) are reviewed and signed as correct by:

- (i) the chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
- (ii) the chairperson of the next succeeding General Meeting or Committee Meeting.

(d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:

- (i) the General Meeting or Committee Meeting to which they relate was duly Convened and held;
- (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
- (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

(e) The minute book may be inspected by a Member under rules 23.2 and 23.3.
[Item 5 of Schedule 3.]

21. FUNDS AND ACCOUNTS

21.1 Control of Funds [Item 9 of Schedule 3.]

(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.

(b) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in a manner determined by the Committee.

(c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:

- (i) any two Committee Members; or
- (ii) one Committee Member and a person authorised by the Committee.

(d) All expenditure must be approved or ratified at a Committee Meeting.

21.2 Source of Association Funds [Item 9 of Schedule 3.]

(a) The funds of the Association are to be derived from:

- (i) entrance fees of Members;
- (ii) annual Membership fees of Members;
- (iii) donations; and

(iv) subject to any resolution passed by the Association in General Meeting, any other source as the Committee determines.

(b) The Association must, as soon as practicable:

- (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
- (ii) after receiving any money, issue an appropriate receipt.

21.3 Financial Year [Item 10 of Schedule 3.]

(a) Subject to rule 21.3(b), the Association's Financial Year, will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

(b) The first Financial Year of the Association shall be the period ending on the next 30 June following incorporation.

21.4 Accounting Records and Financial Statements [Part 7 of the Green Bill.]

(a) The Association must keep Accounting Records for at least 7 years in accordance with the Act for the purposes of:

- (i) preparing true and fair Financial Statements of the Association; and
- (ii) conveniently and properly auditing the Financial Statements of the Association.

(b) The Association must prepare the annual Financial Statements of the Association before the AGM each year in accordance with the Act.

(c) The Financial Statements of the Association must be audited in compliance with the Act.

22. AUTHORITY REQUIRED TO BIND ASSOCIATION

22.1 Executing Documents

(a) The Association may execute a document without using a common seal if the document is signed by:

- (i) any two Committee Members; or
- (ii) one Committee Member and a person authorised by the Committee.

22.2 Use of the Common Seal [Item 13 of Schedule 3.]

(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 by:

- (i) any two Committee Members; or
- (ii) one Committee Member and a person authorised by the Committee.

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

23. THE ASSOCIATION'S BOOKS AND RECORDS

23.1 Custody of the Books of the Association [Item 14 of Schedule 3.]

Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association.

23.2 Inspecting the Books of the Association [Items 5 and 15 of Schedule 3.]

(a) Subject to these Rules, a Member is able 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) A request to inspect the Books of the Association under rule 23.2(b) must be:

- (i) in writing; and
- (ii) accompanied by a statutory declaration that sets out the purpose of inspecting the Books of the Association.

(d) If the Member satisfies the Committee that the purpose of inspecting the Books of the Association is directly connected with the affairs of the Association, then the Member will be able to inspect the Books of the Association.

(e) The Member may copy by hand details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

23.3 Prohibition on Use of Information in the Books of the Association [Items 5 and 15 of Schedule 3.]

(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.

23.4 Returning the Books of the Association [Clauses 72 and 83 of the Green Bill

and Item 14 of Schedule 3.]

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

(b) Outgoing Public Officers are responsible for returning all relevant Books of the Association to the Association within 14 days of ceasing to be the Public Officer.

24. WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY [ITEM 17 OF SCHEDULE 3.]

(a) The Association may be wound up and its incorporation cancelled in accordance with the Act.

(b) Upon winding up of the Association, the Surplus Property must only be distributed to:

- (i) an association under the Act;
- (ii) a charity licensed in Western Australia or a charitable purpose as approved by the Commissioner;
- (iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act;
- (iv) a company holding a licence that continues in force under section 151 of the Corporations Act;
- (v) a body corporate that:

- A. is a Member or former member of the Association; and
- B. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;

- (vi) a trustee for a body corporate referred to in rule 24(b)(v); or
- (vii) any other body corporate as approved by the Commissioner.