

# THE RICHARD WAGNER SOCIETY OF WESTERN AUSTRALIA INC.

*Patron: Simone Young AM*



## THE RICHARD WAGNER SOCIETY OF WESTERN AUSTRALIA INC. ABN 33 614 392 495

### RULES OF ASSOCIATION<sup>1</sup>

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An association incorporated pursuant to the Associations Incorporation Act 2015 (WA)

1. Adoption of these Rules of Association was approved by Special Resolution of the members at a Special General Meeting held on 17 April 2019
2. DMIRS advise that these Rules may be used effective from 14 June 2019.

## PART 1 — PRELIMINARY

### 1. Name

The name of the association is The Richard Wagner Society of Western Australia Inc.

### 2. Type of entity

The association is a not-for-profit association incorporated under the *Associations Incorporation Act 2015* (WA).

### 3. Address

The address of the association is the address of the secretary for the time being.

### 4. Definitions

In these rules, unless the contrary intention appears, words and phrases have the following meaning:

**Act** means the *Associations Incorporation Act 2015* (WA).

**Annual general meeting** means a general meeting of members called under rule 34.

**Association** means the incorporated association to which these rules apply.

**Books of the association** means the association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in the Act, however compiled, stored or recorded.

**By-laws** means by-laws made by the association under rule 66.

**Committee** means the management committee of the association.

**Committee meeting** means a meeting of the committee.

**Committee member** means a member of the committee.

**Circular resolution** means a resolution that is passed without a face-to-face committee meeting being held. Separate copies of the circular resolution may be used for signing by committee members provided the wording of the circular resolution and statement is identical in each copy. The circular resolution is passed when the circular resolution has been signed by at least two thirds of the committee members entitled to vote on the resolution.

**Commissioner** means the person for the time being designated as the Commissioner under the Act.

**Financial Member** means:

- (a) an ordinary member whose annual membership fee for the current financial year has been paid; or
- (b) an honorary life member.

**Financial records** means:

- (a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers,
- (b) Documents of prime entry, and
- (c) Working papers and other documents needed to explain:
  - (i) The methods by which financial statements are prepared, and
  - (ii) Adjustments to be made in preparing financial statements.

**Financial report** of the association has the meaning given in the Act.

**Financial statements** of the association has the meaning given in the Act.

**Financial year** means a period of twelve (12) months commencing on 1 March each year.

**General meeting** means a meeting of the members of the association of which all members are entitled to receive notice and to attend, and is either:

- (a) an annual general meeting, or
- (b) a special general meeting.

**Member** means a person that is a member of the association.

**Minutes** means a permanent record of the deliberations of, and resolutions adopted at, general meetings and committee meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.

**Officeholder** means a committee member referred to in rule 19(1).

**Ordinary committee member** means a committee member who is not an officeholder.

**Ordinary resolution** means a resolution at a meeting that:

- (a) is not a special resolution, and
- (b) is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting.

**President** means the committee member holding office as the president of the association.

**Quorum** means the number of persons required to be present in order to conduct a meeting.

**Rules** means these rules of the association, as in force for the time being.

**Secretary** means the committee member holding office as the secretary of the association.

**Special general meeting** means any general meeting of members that is not an annual general meeting.

**Special resolution** means a resolution proposed at a general meeting of the association and passed by the votes of not less than 75% of the members who cast a vote at that meeting.

**Surplus property** means the property remaining when the association is wound up or cancelled after satisfying:

- (a) The debts and liabilities of the association, and
  - (b) The costs, charges and expenses of winding up the association,
- but does not include books relating to the management of the association.

**Treasurer** means the committee member holding office as the treasurer of the association.

## **5. Relationship between these rules and the Act**

The Act overrides any provision in these rules which is inconsistent with the Act.

# **PART 2 — OBJECTS, AND POWERS**

## **6. Objects**

The objects of the Society are:

- (1). To encourage the presentation of the music of Richard Wagner in Australia;
- (2). To increase the knowledge and appreciation of the life and works of Richard Wagner and his contemporaries;
- (3). To encourage and assist singers and musicians who display interest in and ability or potential ability to perform the music of Richard Wagner;
- (4). To arrange lectures, concerts, social gatherings, film and record evenings and to engage in any other activities which may promote interest in and understanding of Richard Wagner and his works; and
- (5). To raise funds for or in connection with any of the foregoing.

## **7. Powers**

Subject to the Act and to these rules, the association may do all things necessary or convenient to lawfully pursue its objects.

## **8. Not-for-profit body**

- (1). The property and income of the association shall be applied solely towards the promotion of its objects 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 such objects.
- (2). Provided it is done in good faith, sub-rule (1) does not prevent the association from:
  - (a) Paying a member for goods or services they have provided, or reasonable expenses properly incurred by the member on behalf of the association, or
  - (b) Making payment to a member in carrying out the association's objects.

## **PART 3 — MEMBERS**

### **Division 1 - Membership**

#### **9. Eligibility for membership**

Any person of the age of 18 years or more who supports the objects of the association is eligible to apply to become a member.

#### **10. Applying for membership**

- (1) A person who wants to become a member must apply to the association using the prescribed form or in such other manner as the committee may from time to time determine.
- (2) The committee may decide in its discretion to refuse an application for membership.
- (3) The committee must cause the applicant to be notified of the committee's decision to reject an application for membership as soon as practicable after making the decision.
- (4) If the committee rejects an application, it is not required to give the applicant a reason for doing so.

#### **11. Becoming a member**

- (1) Subject to rule 10(2), an applicant for membership of the association becomes an ordinary member when they are entered into the register of members and the applicant has paid any joining and membership fees payable to the association under rule 16.
- (2) A new member is to receive a copy of the rules, which may be given in electronic form or may be viewed on the association's website.

#### **12. Classes of membership**

- (1). The association consists of ordinary members and honorary life members.
- (2). An honorary life member is a member who, having consented to such, has been appointed an honorary life member by resolution of the committee in recognition of having made an exceptional contribution to the association. Such appointment shall be notified to the members at the next annual general meeting.
- (3). Honorary life members have all the rights and obligations of ordinary members except that they are not required to pay annual membership fees.

#### **13. When membership ceases**

- (1). A person ceases to be a member when any of the following takes place:
  - (a) the person dies;
  - (b) the person resigns from the association under rule 14;
  - (c) the person is expelled from the association under rule 55;
  - (d) the person ceases to be a member under rule 16(6).

- (2). The secretary shall ensure that a record is kept, 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.

#### **14. Resignation**

- (1). A member may resign from membership of the association by giving written notice of the resignation to the secretary.
- (2). 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.
- (3). A person who has resigned from membership of the association remains liable for any fees that are owed to the association (the **owed amount**) at the time of resignation.
- (4). The owed amount may be recovered by the association as a debt due by the member to the association.

#### **15. Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **Division 2 – Membership Fees**

#### **16. Membership fees**

- (1). The committee will determine the joining fee (if any) and the annual membership fee (if any) to be paid for membership of the association.
- (2). The committee may determine concessional joining and membership fees for applicants for membership and members who meet specified criteria.
- (3). If an applicant or member wishes to be granted a concessional joining or membership fee, proof of eligibility as determined by the committee must be supplied if requested by the Treasurer.
- (4). A member must pay the annual membership fee to the treasurer or another person authorised by the committee to accept payments by the date (the **due date**) determined by the committee.
- (5). Only financial members may enrol in “member only” activities of the association or be enrolled in other activities at the members’ fee.
- (6). If an ordinary member has not paid the annual membership fee within the period of 3 months after the due date or 48 hours prior to the annual general meeting or a special general meeting, whichever comes first, the member ceases to be a member on the expiry of that period.

- (7). If a person who has ceased to be a member under sub-rule (6) offers to pay the annual membership fee after the period referred to in that rule has expired:
- (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **Division 3 – Register of Members**

### **17. Members register**

- (1). Content of members register
- (a) The association shall maintain and keep updated a members register which shall contain:
    - (i) The name of each member, and
    - (ii) The contact postal, residential or email addresses of each member.
  - (b) Within twenty eight (28) days after a change in membership the secretary shall ensure that a membership change is recorded in the members register.
  - (c) The secretary shall ensure that the members register is kept and maintained at such place as the committee decides.
- (2). Inspection and copying of members register
- (a) A member shall be entitled to inspect the members register free of charge, at such time and place as is mutually convenient to the association and the member.
  - (b) A member shall contact the secretary in writing to request to inspect the members register.
  - (c) A member may make a copy of details from the members register but has no right to remove the members register.
  - (d) A member may make a request in writing to the secretary for a copy of the members register for which the association may charge a reasonable fee, which fee is to be determined by the committee from time to time.
  - (e) The committee may require a member who requests a copy of the members register under sub-rule (d) to provide a statutory declaration to the secretary setting out the purpose of the request and declaring that the purpose is connected with the association's affairs.
- (3). Prohibited use of information on members register
- A member shall not use or disclose information on the members register:
- (a) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
  - (b) To contact or send material to 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:
    - (i) is approved by the committee, and
    - (ii) is for a purpose directly connected:
      - (A) to the association's affairs, or
      - (B) to the provision of information to the Commissioner under the Act.

## **PART 4 — COMMITTEE**

### **Division 1 — Powers of Committee**

#### **18. Committee**

- (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.
- (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.
- (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).

### **Division 2 — Composition of Committee and Duties of Members**

#### **19. Committee members**

- (1) The officeholders are:
  - (a) The president;
  - (b) The treasurer; and
  - (c) The secretary.
- (2) The committee consists of the officeholders and at least four (4) ordinary committee members but not more than six (6) ordinary committee members. Subject to that maximum number, additional eligible members of the association may be co-opted by the committee at any time.

#### **20. Nomination of committee members**

- (1). A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least seven (7) days before the annual general meeting.
- (2). The secretary may accept a notice of nomination at a later date than specified in sub-rule (1) at his or her absolute discretion.
- (3). Each nomination must be submitted on the prescribed form and shall be signed by the candidate, a nominator and a seconder, all of whom shall be financial members at the time of nomination.
- (4). A member may nominate for one specified position of officeholder of the association or to be an ordinary committee member.
- (5).
  - (a) Subject to sub-rule (b), all retiring officeholders and ordinary committee members are eligible for re-election.
  - (b) The president may stand for re-election as president on completion of one three year term as president, but is ineligible to stand for re-election as president when completing a second consecutive term as president. A former president may, however, stand for election as president again at a later date.

- (6). If there is no nomination for an officeholder position or insufficient nominations for ordinary committee members, the chairman may call for nominations from the members at the meeting.
- (7). Casual vacancies on the committee may be filled by committee decision until the next annual general meeting, when vacancies shall be filled by election of the members.
- (8). A person is ineligible to be a committee member if within the last five (5) years they have been a bankrupt, or have been convicted of an offence involving fraud or dishonesty or are otherwise prevented from being a member of a management committee by the provisions of section 39 of the Act.

## **21. Term of Office**

- (1). Committee members elected at an annual general meeting are elected for a term of two years except for the president, who is elected for a term of three years. Subject to sub-rule (3), they will hold office until the annual general meeting in the relevant future year.
- (2). Committee members co-opted or appointed to fill a casual vacancy are appointed on a date determined by the committee and will, subject to sub-rule (3), hold office until the next annual general meeting:
- (3). Membership of the committee shall cease when a committee member:
  - (a) resigns by written notice given to the secretary, or if the resigning member is the secretary, to the president. The resignation takes effect:
    - (i) when the notice is received by the secretary or president; or
    - (ii) if a later time is stated in the notice, at the later time;
  - (b) is absent without notice for three (3) consecutive committee meetings;
  - (c) becomes permanently unable to act as a committee member because of a mental or physical disability;
  - (d) becomes ineligible to act as a committee member under section 39 of the Act; or
  - (e) ceases to be a member of the association.
- (4). A committee member who has been suspended as a member under rule 55 cannot act in the position of committee member until their period of suspension as member has expired.

## **22. General Duty of Committee Members**

Every committee member must discharge their duty with care and diligence, act in good faith in the best interests of the association and for a proper purpose, and must not improperly use their position or information gained for personal benefit or for the gain of another person or to the detriment of the association.

## **23. President**

- (1) It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

- (3) The president shall carry out other duties required of the president by these rules.

#### **24. Secretary**

The Secretary shall ensure the:

- (a) Co-ordination of correspondence of the association;
- (b) Calling and holding of general meetings and committee meetings in conjunction with the president;
- (c) In consultation with the president, preparation of notices of general meetings and committee meetings and the details of business to be conducted at each such meetings;
- (d) Maintenance of the members register;
- (e) Maintenance of the record of officeholders;
- (f) Maintenance of the minutes;
- (g) Safe custody of the association's books (with the exception of the accounting records);
- (h) Safe custody and management of the association's record-keeping systems in hardcopy form, electronic form or a combination of forms, taking into account:
  - (i) The nature of information to be stored and retrieved;
  - (ii) The security and access of files and information (particularly computer records);
  - (iii) The validity and reliability of the information collected and the system on which it is recorded;
  - (iv) The resources and training required; and
  - (v) The length of time that the records should be kept;
- (i) Recording and maintaining of full and correct minutes of committee meetings and general meetings;
- (j) Maintaining on behalf of the association an up-to-date copy of these rules, as required under the Act;
- (k) Compliance with all reporting obligations to the Department of Commerce as varied from time to time; and
- (l) Performance of any other duties required of the secretary by this constitution.

#### **25. Treasurer**

The treasurer shall ensure the:

- (a) Collection of all moneys payable to the association and the issuing of receipts in the name of the association for those monies;
- (b) Payment of all monies received by the association into the account or accounts of the association as the committee may direct from time to time;
- (c) Timely payment of the expenses of the association from the funds of the association with the authority of the committee or a general meeting;
- (d) Taking out by the association of insurances;
- (e) Maintenance by the association of financial records that comply with the requirements of rule 45;

- (f) Safe custody of financial records and any other relevant association records in hardcopy form, electronic form or a combination of forms, taking into account:
  - (i) The nature of information to be stored and retrieved;
  - (ii) The security and access of files and information (particularly computer records);
  - (iii) The validity and reliability of the information collected and the system on which it is recorded;
  - (iv) The resources and training required; and
  - (v) The length of time that the records should be kept;
- (g) Co-ordination of the preparation of the financial statements or the reviewed financial report (as applicable) for each financial year prior to their submission to the annual general meeting;
- (h) In each year in which the accounts are to be audited, co-ordination of the preparation of the auditor's report prior to its submission to the annual general meeting;
- (i) Assistance to the reviewer or auditor in performing their functions;
- (j) Ensuring that the association complies with the relevant requirements of Part 5 of the Act; and
- (k) Performance of any other duties required of the treasurer by these rules.

### **Division 3 - Proceedings of Committee**

#### **26. Committee meetings**

- (1) The committee will meet at least three (3) times each year on the dates and at the times and places determined by the committee.
- (2) Special committee meetings may be called by the president or by at least half the members of the committee.
- (3) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

#### **27. Procedure and order of business**

- (1) The president shall preside as chairman of each committee meeting.
- (2) If the president is absent or unwilling to act as chairman of a meeting, the committee members at the meeting must choose one of them to act as chairman of the meeting.
- (3) Subject to these rules, the procedure and order of business to be followed at a committee meeting must be determined by the committee members present at the committee meeting.
- (4) If there are fewer committee members than required for a quorum under sub-rule (5)(b), the committee may act only for the purpose of:
  - (a) appointing committee members; or
  - (b) convening a general meeting.

- (5) Quorum at committee meetings
- (a) Subject to sub-rule (4), no business is to be conducted at a committee meeting unless a quorum is present.
  - (b) At a committee meeting, four (4) committee members present shall constitute a quorum.
  - (c) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
    - (i) in the case of a special meeting — the meeting lapses; or
    - (ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
  - (d) If:
    - (i) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under sub-rule (c)(ii); and
    - (ii) at least 3 committee members are present at the meeting,  
those members present are taken to constitute a quorum
- (6) 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. A member who participates in a committee meeting in this manner 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.
- (7) Each committee member present at a committee meeting has one deliberative vote on any question arising at the meeting.
- (8) A question arising at a committee meeting must be decided on by a majority of votes. However, if there is no majority, the person presiding at the committee meeting will have a casting vote in addition to his or her deliberative vote.
- (9) A resolution of the committee may be made by circular resolution.
- (10) Material Personal Interest
- (a) A committee member having a material personal interest in a matter being considered at a committee meeting must:
    - (i) as soon as she or he becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
    - (ii) not be present while the matter is being considered at the meeting or vote with respect to that matter.
  - (b) Sub-rule (a) does not apply with respect to a material personal interest:
    - (i) that exists only because the committee member:
      - (A) is an employee of the association; or
      - (B) is a member of a class of persons for whose benefit the association is established; or
    - (ii) that the committee member has in common with all, or a substantial proportion of, the members of the association.

- (c) The secretary must cause every disclosure made under sub-rule (a) by a member of the committee to be recorded in the minutes of the meeting of the committee at which it is made. The disclosure must also be made to members at the next general meeting of the association.

## **28. Attendance at committee meetings by non-committee members**

- (1) Invitation to committee meeting
  - (a) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
  - (b) A person invited under sub-rule (a) to attend a committee meeting:
    - (i) has no right to any agenda, minutes or other document circulated at the meeting;
    - (ii) must not comment about any matter discussed at the meeting unless invited by the committee to do so;
    - (iii) cannot vote on any matter that is to be decided at the meeting; and
    - (iv) may use information gained at the meeting only in the manner approved by the committee.
- (2) Any person who is not a committee member who attends a committee meeting must not use their position or information gained for personal benefit or for the gain of another person or to the detriment of the association.

## **29. Minutes of committee meetings**

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (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 rule 28(1);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote; and
  - (e) any committee members' material personal interest declaration.
- (3) The minutes of a committee meeting must be entered in the association's minute book within thirty (30) days after their acceptance.
- (4) The president must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
  - (a) the chairman of the meeting; or
  - (b) the chairman of the next committee meeting.
- (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;
  - (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.

### 30. Validity of acts

The acts of a committee or of a committee member are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member.

### 31. Payments to committee members

A committee member is not entitled to be paid out of the funds of the association for any out-of-pocket expenses for travel and accommodation incurred:

- (a) in attending a committee meeting; or
- (b) in attending a general meeting;

unless such payment has been authorised by a resolution of the association.

## Division 4 — Subcommittees and subsidiary offices

### 32. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following:
  - (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee:
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 33. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule:
  - non-delegable duty*** means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than:
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.

- (6) Any act or thing done by a subcommittee, or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
- (7) The committee may, in writing, amend or revoke the delegation.

## **PART 5 — GENERAL MEETINGS OF THE ASSOCIATION**

### **Division 1 - General Meetings**

#### **34. Annual General Meetings**

- (1) An annual general meeting of members of the association shall be held each year between 1 March and 28 August at a date, time and place to be determined by the committee.
- (2) An annual general meeting must be held no later than 15 months after the previous annual general meeting.

#### **35. Special General Meetings**

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must:
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within twenty eight (28) days after notice is given under sub-rule (3)(a).
- (5) If the committee does not convene a special general meeting within that twenty eight (28) day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub-rule (5):
  - (a) must be held within three (3) months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-rule (5).

#### **36. Notice of general meetings**

- (1) Notice of the annual general meeting, setting out the date, time and place of the meeting, must be sent to each member at least fourteen (14) days before the meeting by prepaid post or by electronic means to the postal or email address respectively recorded in the register of members. Nomination forms are to be sent with the said notice.

- (2) Notice of any special general meeting or a special resolution to be put to any general meeting must be sent to each member at least twenty one (21) days before the relevant meeting by prepaid post or by electronic means to the postal or email address respectively recorded in the register of members.
- (3) The notice of a special general meeting or a special resolution sent to members must:
  - (a) specify the date, time and place of the general meeting at which it is proposed to move the resolution;
  - (b) set out the wording of the proposed resolution; and
  - (c) state that the resolution is intended to be proposed as a special resolution.

### **37. Entitlement of Members to Attend and Vote**

All members are entitled to attend any general meeting of the association and to vote.

## **Division 2 – Proceedings at General Meetings**

### **38. General Proceedings**

- (1) The president or, in the president's absence, the treasurer, must preside as chairman of each general meeting.
- (2) If the president and treasurer are absent or are unwilling to act as chairman of a general meeting, the committee members at the meeting must choose one of them to act as chairman of the meeting.
- (3) The quorum at an annual general meeting or a special general meeting is ten (10) members.
- (4) If a quorum is not present within thirty (30) minutes of the notified commencement time of a general meeting:
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to:
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If:
  - (a) a quorum is not present within thirty (30) minutes after the commencement time of an annual general meeting held under sub-rule (4)(b); and
  - (b) at least 8 members are present at the meeting,those members present are taken to constitute a quorum.
- (6) The chairman of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- (7) Without limiting sub-rule (6), a meeting may be adjourned:
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (8) No business may be conducted on the resumption of an adjourned meeting other than the business left unfinished at the time when the general meeting was adjourned.
- (9) When a general meeting is adjourned for a period of thirty (30) days or more, the secretary must give notice under rule 36 of the adjourned general meeting as if that meeting were a fresh general meeting.
- (10) The auditor is entitled to attend any annual general meeting or special general meeting and to be heard by the members on any part of the business of the general meeting that concerns the auditor in the capacity of auditor.

### **39. When special resolutions are required**

- (1) A special resolution is required if it is proposed at a general meeting:
  - (a) to affiliate the association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed. Examples of special resolution requirements include amending the rules, voluntary winding up, or cancelling the incorporation of the association.

### **40. Voting at general meeting**

- (1) On any question arising at a general meeting, subject to sub-rule (3), each member present has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairman of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) An officeholder shall have power to delay the passing of any motion put to a general meeting unless a three quarter majority of officeholders are present and vote for the motion. A subsequent motion similar in substance to a delayed motion shall be moved only following not less than two weeks' notice to the members, and such subsequent motion is not subject to further delay.
- (6) Resource persons with special interests or knowledge may be invited to attend any general meeting and to speak at the discretion of the chairman but such persons may not vote.

#### **41. Determining whether resolution carried**

(1) In this rule —

**poll** means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to sub-rule (4), the chairman of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
- (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution:
- (a) the declaration under sub-rule (2) must identify the resolution as a special resolution; and
  - (b) the resolution is passed if it is approved by 75% of the members who cast a vote at the meeting.
- (4)
- (a) Any contested election shall be decided by a poll.
  - (b) The chairman may determine that voting on any question will be by poll.
  - (c) The meeting may, by show of hands, require any other vote to be by poll.
- (5) If a poll is demanded on any question by the chairman of the meeting or by the majority of the members present:
- (a) the poll must be taken at the meeting in the manner determined by the chairman; and
  - (b) the chairman must declare the determination of the resolution on the basis of the poll.
- (6) If a poll is demanded on the election of the chairman or on a question of an adjournment, the poll must be taken immediately.
- (7) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairman.
- (8) A declaration under sub-rule (2) or (5) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

#### **42. Minutes of general meeting**

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the names of the members attending the meeting, the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) The minutes of a general meeting must be entered in the association's minute book within thirty (30) days after their acceptance.

- (4) The president must ensure that the minutes of a general meeting are reviewed and signed as correct by:
  - (a) the chairman of the meeting; or
  - (b) the chairman of the next general meeting.
- (5) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
  - (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## **PART 6 — FINANCIAL MATTERS**

### **43. Source of funds**

The funds of the association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

### **44. Control of funds**

- (1) The association must open an account or accounts in the name of the association with a financial institution or financial institutions from which all expenditure of the association is made and into which all funds received by the association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the association.
- (3) The Committee may employ and remunerate such staff (whether members or not) as it may require from time to time to assist it in managing the affairs of the association.
- (4) The Committee may remunerate the lawyers, accountants and other advisers of the association whether they be members or not.
- (5) The committee may authorise the treasurer to expend funds on behalf of the association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (6)
  - (a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the association must be signed; and
  - (b) all electronic funds transfers to be made from a bank account of the association to the account of a different organisation or person must be approved;by two (2) committee member authorised by the committee.
- (7) All funds of the association must be deposited into an appropriate account of the association as soon as practicable after their receipt.

#### **45. Financial records and reporting**

- (1). For each financial year, the committee must ensure that the requirements imposed on the association under Part 5 of the Act relating to the financial statements or financial report of the association (as applicable) are met.
- (2). Financial records must correctly record and explain the association's transactions and financial position and performance; and enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- (3). Financial statements or a financial report of the association (as applicable) for each financial year shall be prepared and presented to the members of the association at the annual general meeting each year, together with an auditor's report or a review report (as applicable).

<h2><b>PART 7 — GENERAL MATTERS</b></h2>
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#### **46. Common seal**

- (1) The association shall have a common seal which shall be in the custody of the treasurer.
- (2) The common seal shall not be used except with the authority of a resolution of the committee.
- (3) The use of the seal shall be witnessed by two (2) of the officebearers.
- (4) The secretary shall ensure that a written record is made of each use of the common seal.

#### **47. Custody of books and securities**

- (1) Except as otherwise decided by the committee from time to time:
  - (a) The secretary shall be responsible for ensuring the maintenance and control of the association's books (except for the association's financial records and securities).
  - (b) The treasurer is responsible for ensuring the custody and maintenance of the association's financial records and securities.
- (2) The association's books shall be retained for at least seven (7) years or such longer period as is required by any legislation applicable to the association.

#### **48. Record of office holders**

The association shall maintain 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. The secretary is responsible for ensuring the maintenance and custody of that record.

#### **49. Inspection of records and documents**

- (1) Subject to rule 17(2), rule 49 applies to a member who wants to inspect:
  - (a) the register of members; 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.
- (2) The member must contact the secretary in writing to make the necessary arrangements for the inspection.
- (3) The right of members to inspect a record or document under sub-rule (1)(c) is subject to any decision the committee has made about that class of records or documents generally or that specific record or document (including minutes of committee meetings generally, or the minutes of a specific committee meeting), being available for inspection by members.
- (4) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1) but does not have a right to remove the record or document for that purpose.
- (5) The member must not use or disclose information in a record or document referred to in sub-rule (1) except:
  - (a) for a purpose:
    - (i) that is directly connected with the affairs of the association; or
    - (ii) that is related to complying with a requirement of the Act; and
  - (b) in the case of information in the register of members, in compliance with rule 17(3).
- (6) A copy of the rules or any part of the rules then in force will be given to a member free of charge upon request.

#### **50. Publication by committee members of statements about association business prohibited**

No committee member other than the president or a committee member nominated by the president may 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.

#### **51. Liability**

A committee member or a member of the association is not, by reason only of being such a committee member or member, liable in respect of the liabilities of the association.

#### **52. Indemnity**

- (1) The association shall indemnify each committee member out of the assets of the association against all losses and liabilities (including costs, expenses and charges) incurred by that person as a committee member:
  - (a) When the association is not prevented by law from doing so, and
  - (b) For an amount for which the committee member is not entitled to indemnity from another party (including an insurer under an insurance policy).
- (2) The indemnity in sub-rule (1) is a continuing obligation and is enforceable by a committee member even though that person is no longer a committee member of the association.

### 53. Insurance

- (1) The association shall ensure that appropriate insurance is obtained to cover public liability insurance.
- (2) The association may take out such other insurance policies as the committee decides is appropriate from time to time.

## PART 8 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term Used

#### 54. Term used: member

In this part:

**member**, in relation to a member who is expelled from the association, includes former member.

### Division 2 — Disciplinary Action

#### 55. Suspension or expulsion

- (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; or
  - (b) the member acts detrimentally to the interests of the association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least twenty eight (28) days before the committee meeting at which the proposal is to be considered by the committee.
- (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.
- (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
    - (ii) whether or not to expel the member from the association.

- (5) A decision of the committee to suspend the member's membership or to expel the member from the association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within seven (7) days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the association may, within fourteen (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 63.
- (8) If notice is given under sub-rule (7), the member who gives the notice and the committee are the parties to the mediation.

## **56. Consequences of suspension**

- (1) During the period a member's membership is suspended, the member:
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the association.
- (2) When a member's membership is suspended, the secretary must ensure that a record is made in the register of members:
  - (a) that the member's membership is suspended;
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must ensure that a record is made in the register of members that the member's membership is no longer suspended.

## **Division 3 — Resolving Disputes**

### **57. Terms used**

In this division:

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person:

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within six (6) months before the dispute has come to the attention of each party to the dispute.

### **58. Application of Division**

The procedure set out in this division (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the association.

### **59. Parties to attempt to resolve dispute**

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

## **60. How grievance procedure is started**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 59, 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.
- (2) Within twenty eight (28) days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) 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 seven (7) days before the meeting is held.
- (4) 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.
- (5) 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 63,the committee must not determine the dispute.

## **61. Determination of dispute by committee**

- (1) 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.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven (7) days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within fourteen (14) days after receiving notice of the committee's determination under sub-rule 1(c), give written notice to the secretary requesting the appointment of a mediator under rule 63.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

## **Division 4 — Mediation**

### **62. Application of Division**

- (1) This division applies if written notice has been given to the secretary requesting the appointment of a mediator:
  - (a) by a member under rule 55(7); or
  - (b) by a party to a dispute under rule 60(5)(b)(ii) or 61(3).
- (2) If this division applies, a mediator must be chosen or appointed under rule 63.

### **63. Appointment of mediator**

- (1) The mediator must be a person chosen:
  - (a) if the appointment of a mediator was requested by a member under rule 55(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 rule 60(5)(b)(ii) or 61(3) — by agreement between the parties to the dispute.
- (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.
- (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 rule 55(7); or
  - (b) a party to a dispute under rule 60(5)(b)(ii); or
  - (c) a party to a dispute under rule 61(3) and the dispute is between one or more members and the association.
- (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.

### **64. Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) 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 five (5) days before the mediation takes place.
- (3) 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.

- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) 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.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

#### **65. 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 55(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.

## **PART 9 — BY-LAWS, AMENDING THE RULES AND WINDING UP**

#### **66. By-laws**

- (1) A by-law is a governing rule of the association and members must abide by it.
- (2) A by-law is of no effect to the extent that it is inconsistent with the Act or these rules.
- (3) By-laws or any of them may be made, added to, amended, revoked or replaced by resolution of the committee from time to time.
- (4) At the request of a member, the association must make a copy of the by-laws available for inspection by the member.

#### **67. Amendments to the Rules**

- (1) These rules or any of them may be added to, amended, repealed or replaced by special resolution at an annual general meeting or special general meeting.
- (2) The association must lodge with the Commissioner the required documents within 28 days of the passing of a special resolution altering its rules.
- (3) The alteration of the rules does not take effect until sub-rule (2) and any other requirements of the Act are complied with.

## **68. Dissolution and Winding Up**

- (1) The association may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by special resolution that the association is to:
  - (a) apply to the Commissioner seeking the cancellation of the association's incorporation; or
  - (b) appoint a liquidator to wind up the association's affairs.
  
- (2) On the cancellation of the incorporation or the winding up of the association, its surplus property must be distributed as determined by special resolution to one or more organisations:
  - (a) permitted under section 24(1) of the Act; and
  - (b) which have an object or purposes similar to, or inclusive of, the objects of the association as set out in rule 6.