Wanneroo Repertory Inc.

Constitution

(Rules of Association)

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1. TERMS USED

. In these rules, unless the contrary intention appears –

. ***Act*** means the Associations Incorporations Act 2015.

. ***Associate member*** means a member with rights referred to in Section 4.4.

. ***Association*** means the incorporated association known as Wanneroo Repertory Inc. to which these rules apply.

. ***Books***, of the Association, includes the following –

(a) A register.

(b) Financial records, financial statements, or financial reports, however compiled, recorded, or stored.

(c) A document.

(d) Any other record of information.

. ***By laws*** means by-laws made by the Association under Section 9.1.

. ***President*** means the Committee member holding office as the President of the Association.

. ***Commissioner*** means the person for the time being designated as the Commissioner under Section 153 of the Act.

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

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

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

. ***Election materials*** means nomination forms, proxy forms, candidate profiles (max 250 words), ballots, voting slips and any other items used in the conduct and governance of any election for a management Committee position.

. ***Financial records*** includes –

(a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers; and

(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 statements*** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

. ***Financial year,*** of the Association, has the meaning given in Section 7.1.

. ***General meeting***, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend.

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

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

. ***Member*** means a person who is an ordinary member or an associate member of the Association.

. ***Ordinary committee member*** means a committee member who is not an office holder of the Association under rule 27(3).

. ***Ordinary member*** means a member with rights referred to in Section 4.4.

. ***Register of members*** means the register of members referred to in Section 53 of the Act.

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

. ***Special general meeting*** means a general meeting of the Association other than the annual general meeting.

. ***Special resolution*** means a resolution passed by the members at a general meeting in accordance with Section 51 of the Act.

. ***Subcommittee*** means a subcommittee appointed by the committee under Section 5.7.7.
. ***Vice President*** means the committee member holding office as the vice president of the Association.

2. ORGANISATION

(1) The name of the Association is Wanneroo Repertory Inc.
(2) The objects of the Association are to:
  (a) Provide quality live entertainment in our community; and
  (b) Promote interest in live theatre and encourage the development of skills within our theatre.
(3) Wanneroo Repertory Inc. is a tier 1 incorporated association to which Section 64(1) of the Act applies.

3. NOT FOR PROFIT BODY

(1) Wanneroo Repertory Inc. is registered by the Australian Charities and Not for Profits Commission (ACNC).
(2) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
(3) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (4).
(4) A payment to a member out of the funds of the Association is authorised if it is –
  (a) A payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business, or the
  (b) Payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  (c) Payment of reasonable rent to the member for premises leased by the member to the Association; or
  (d) Reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

4. MEMBERS

4.1 Eligibility for membership

(1) Membership in this organisation is voluntary and shall be open to any eligible person who supports the objects or purposes of the Association and is interested in furthering the purposes of the organisation.
(2) An individual who has not reached the age of 16 years is not eligible to apply for a class of membership that confers full voting rights.

4.2 Applying for membership

(1) A person who wants to become a member must formally apply to the Association.
(2) The applicant must specify the category of membership for which they are applying.

4.3 Becoming a member

(1) An applicant for membership of the Association becomes a member when the applicant pays any membership fees payable to the Association under Section 4.6.

4.4 Classes of membership

(1) The Association consists of ordinary members and any associate members provided for under subrule (2).

(2) The Association may have any class of membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership, and life membership.
(3) An individual who has not reached the age of 16 years is only eligible to be a junior member and has no voting rights.
(4) A person can only be an ordinary member or belong to one class of associate membership.
(5) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
(6) An Honorary member has the rights referred to in subrule (5) other than full voting rights.
(7) A Life Member shall have the same rights as an ordinary member and be exempt from membership fees as an acknowledgement of their service to the club.
(8) The committee may confer Life Membership or Honorary Membership on any person.

(9) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

4.5 Rights Not Transferable

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

4.6 Membership Fees

(1) The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
(2) The fees determined under subrule (1) may be different for different classes of membership.
(3) 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.
(4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
(5) Membership subscriptions are not refundable.
(6) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership after the period referred to in that subrule 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.

4.7 Register of Members

(1) The Secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under Section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
(2) In addition to the matters referred to in Section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
(3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the committee.
(4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
(5) If:
    (a) A member inspecting the register of members wishes to make a copy of, or take an extract from, the register under Section 54(2) of the Act; or

(b) A member makes a written request under Section 56(1) of the Act to be provided with a copy of the register of members,

The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

5. Management Committee

5.1 Committee Function

(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 the 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).

(4) The committee is permitted to approach a person or persons from outside the Association in order to make him/her a Patron of the Association if so desired.

(5) Interpretation of the Rules shall be at the sole discretion of the committee whose decision shall, unless or until set aside by a general meeting, be binding on all members.

(6) The committee may appoint sub-committees and delegate them such power as it sees fit to prescribe. Such sub-committees may include persons who are not members of the Association, but each subcommittee shall include at least one member of the committee. A financial member of the Association will chair the meetings thereof.

5.2 Composition of Committee and Duties of Members

5.2.1 Committee Members

(1) The committee members consist of –
   (a) The office holders of the Association; and
   (b) At least one ordinary committee member

(2) The committee must determine the maximum number of members who may be ordinary committee members.

(3) The following are the office holders of the Association –
   (a) President
   (b) Vice President
   (c) Secretary
   (d) Treasurer

(4) A person may be a committee member if the person is –
   (a) An individual who has reached 18 years of age; and
   (b) An ordinary member.

(5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

5.2.2 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.

5.2.3 Secretary

(1) The Secretary has the following duties –

(a) Dealing with the Association's correspondence.

(b) Consulting with the President regarding the business to be conducted at each committee meeting and general meeting.

(c) Preparing the notices required for meetings and for the business to be conducted at meetings.

(d) Unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under Section 53(1) of the Act.

(e) Maintaining on behalf of the Association an up-to-date copy of these rules as required under Section 35(1) of the Act.

(f) Unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under Section 58(2) of the Act.

(g) Ensuring the safe custody of the books of the Association, other than financial records, financial statements, and financial reports, as applicable to the Association.

(h) Maintaining full and accurate minutes of committee meetings and general meetings.

(i) Carrying out any other duty given to the Secretary under these rules or by the committee.

5.2.4 Treasurer

(1) The Treasurer has the following duties -

(a) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.

(b) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee.

(c) Ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time.

(d) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act.

(e) Ensuring the safe custody of the Association's financial records, financial statements, and financial reports, as applicable to the Association.

(f) Coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting.

(g) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act.

(h) Carrying out any other duty given to the Treasurer under these rules or by the committee.

5.3 Election of committee members and tenure of office

5.3.1 How members become committee members

(1) A member becomes a committee member if the member –

(a) Is elected to the committee at a general meeting; or
(b) Is appointed to the committee by the committee to fill a casual vacancy under Rule 38.

5.3.2 Nomination of committee members

(1) At least 42 days before an annual general meeting, the Secretary must send written notice to all the members –
    (a) Calling for nominations to the committee; and
    (b) Stating the date by which nominations must be received by the Secretary to comply with subrule (2).
(2) 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 28 days before the annual general meeting.
(3) The written notice must include a statement by another member in support of the nomination.
(4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
(5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under Section 5.3.5(2) or 5.3.6(2)(b).
(6) A member is ineligible to nominate or accept a position as a committee or subcommittee member if, subject to Section 40 of the Act, they are –
    (a) A person who is, according to the Interpretation Act 1984 Section 13D, a bankrupt or person whose affairs are under insolvency laws; and/or
    (b) A person who has been convicted, within or outside Western Australia, of –
        (i) An indictable offence in relation to the promotion, formation, or management of a body corporate; or
        (ii) An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
        (iii) An offence under Division 3 or Section 127 of the Act.
(7) Should it be found that a member has contravened Subrule (6), they will immediately be removed from such committee position pending the outcome of processes allowable under Section 8 of these Rules – “Disciplinary Action, Disputes and Mediation”.

5.3.3 Electing the Committee

(1) At the General Meeting, financial members who are eligible to vote receive appropriate voting slips (and proxy voting slips if eligible) from the Secretary / Membership Secretary.
(2) Three volunteers are selected from the assembled membership to act as “scrutineers” for the process of election.
(3) The selected members must not be –
    (a) A current serving member of the committee; or
    (b) A member who has nominated for any Association position in the same election; or
    (c) Be a family member or otherwise close familial relation of any nominee.
(4) The scrutineers shall -
    (a) Elect from themselves a Returning Officer who will oversee the counting of the votes.
    (b) Collect and count the voting slips.

(5) The Returning Officer hands the results to the Secretary who announces the result.

5.3.4 Electioneering

(1) No funds or resources of the association may be used to support the election of any nominee for a committee position.

(2) The committee, or other body designated by the committee, will be the sole distributor(s) of all election materials for committee elected positions.

(3) No other types of electioneering or campaigning will be conducted by the Association on any nominee's behalf.

5.3.5 Election of office holders

(1) Only those who are current financial members and have served as a Committee Member of the Association, for a minimum period of 2 years, shall be eligible to be elected to the position of President, Vice President, Secretary or Treasurer.

(2) Exceptions may be granted if there is no suitable nomination for a position (office holder or otherwise) whereby the President of the meeting may call for nominations from the ordinary members at the meeting.

(3) At the annual general meeting, a separate election must be held for each position of office holder of the Association.

(4) If only one member has nominated for a position, the President of the meeting must declare the member elected to the position.

(5) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.

(6) Each ordinary member present at the meeting may vote for one member who has nominated for the position.

(7) A member who has nominated for the position may vote for himself or herself.

(8) Members who are elected to the committee shall take office immediately on close of the general meeting at which they were elected and shall hold office for the duration of their terms or until their successors have been elected.

5.3.6 Election of ordinary committee members

(1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members to hold office for the next year.

(2) If the number of members nominating for the position of ordinary committee member is not greater than the numbers to be elected, the President of the meeting –

(a) Must declare each of those members to be elected to the position; and

(b) May call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

(3) If –

(a) The number of members nominating for the position of ordinary committee member is greater than the numbers to be elected; or

(b) The number of members nominating under Subrule (2)(b) is greater than the number of positions remaining unfilled,

The ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

(4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

5.3.7 Term of Office

(1) The term of office of a committee member begins when the member –
   (a) Is elected at an annual general meeting or under Subrule 5.3.8(3)(b); or
   (b) Is appointed to fill a casual vacancy under Section 5.4.

(2) Members who are elected to the committee shall take office immediately on close of the general meeting at which they were elected and, subject to Rule 5.3.8, shall hold office for the duration of their terms or until their successors have been elected.

(3) Office holders shall serve a two (2) year term. Ordinary committee members shall serve a one (1) year term.

(4) From March 15th, 1989, the appointment of President and Secretary to be for a period of two (2) years. Initially those of Vice President and Treasurer shall be of one (1) year, and thereafter of two (2) years.

(5) The immediate past President, if not re-elected to a position on the committee, may be invited to participate on an ex-officio basis by the newly elected committee.

(6) All appointees shall be eligible for re-election.

5.3.8 Resignation and removal from office

(1) A committee member may resign from the committee by written notice given to the Secretary, or, if the resigning member is the Secretary, given to the President.

(2) The resignation takes effect –
   (a) When the notice is received by the Secretary or President; or
   (b) If a later time is stated in the notice, at the later time.

(3) At a general meeting, the Association may by resolution –
   (a) Remove a committee member from office; and
   (b) Elect a member who is eligible under Rule 5.2.1(4) to fill the vacant position.

(4) A committee member who is the subject of a proposed resolution under Subrule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

(5) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

5.3.9 When membership of committee ceases

(1) A person ceases to be a committee member if the person –
   (a) Dies or otherwise ceases to be a member; or
   (b) Resigns from the committee or is removed from office under Rule 5.3.8; or
   (c) Becomes ineligible to accept an appointment or act as a committee member under Section 39 of the Act; or
   (d) Becomes permanently unable to act as a committee member because of a mental or physical disability; or
   (e) Fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

5.4 Filling Casual Vacancies

(1) The committee may appoint a member who is eligible under Rule 5.2.1(4) to fill a position on the committee that –
   (a) Has become vacant under Rule 5.3.8; or
   (b) Was not filled by election at the most recent annual general meeting or under Rule 5.3.8(3)(b).

(2) If the position of Secretary becomes vacant, the committee must appoint a member who is eligible under Rule 5.2.1(4) to fill the position within 14 days after the vacancy arises.

(3) Subject to the requirement for a quorum under Rule 5.7.4, the committee may continue to act despite any vacancy in its membership.

(4) If there are fewer committee members than required for a quorum under Rule 5.7.4, the committee may act only for the purpose of –
   (a) Appointing committee members under this rule; or
   (b) Convening a general meeting.

5.5 Validity of Acts

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

5.6 Payments to Committee Members

(1) In this rule –
   (a) Committee member includes a member of a subcommittee.
   (b) Committee meeting includes a meeting of a subcommittee.

(2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred –
   (a) In attending a committee meeting; or
   (b) In attending a general meeting; or
   (c) Otherwise in connection with the Association's business.

5.7 Committee Meetings

5.7.1 Scheduling Committee Meetings

(1) The committee must meet at least every 2 months on the dates and at the times and places determined by the committee.

(2) The date, time, and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.

(3) Special committee meetings may be convened by the President or any 2 committee members.

5.7.2 Notice of committee meetings

(1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.

(2) 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.

(3) Unless Subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.

(4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

5.7.3 Procedure and order of business

(1) The President, or in the President's absence, the Vice President, must preside as chair of each committee meeting.

(2) If the President and Vice President are absent or are unwilling to act as chair of a meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.

(3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.

(4) The order of business at a committee meeting may be determined by the committee members at the meeting.

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

(6) A person invited under Subrule (5) to attend a committee meeting –

(a) Has no right to any agenda, minutes or other document circulated at the meeting; and

(b) Must not comment about any matter discussed at the meeting unless invited by the committee to do so; and

(c) Cannot vote on any matter that is to be decided at the meeting.

5.7.4 Quorum for committee meetings

(1) A quorum shall be a meeting of more than 50% of the committee.

(2) Subject to Rule 5.4(4), no business is to be conducted at a committee meeting unless a quorum is present.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting –

(a) In the case of a special meeting – the meeting lapses; or

(b) Otherwise, the meeting is adjourned to the same time, day, and place in the following week.

(4) If:

(a) A quorum is not present within 30 minutes after the commencement time of committee meeting held under Subrule (3)(b); and

(b) At least 2 committee members are present at the meeting,

Those members present are taken to constitute a quorum.

(5) 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 as allowed under Subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

5.7.5 Voting at committee meetings

(1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
(2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
(3) If the votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
(4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
(5) If a secret ballot is needed, the Chair of the meeting must decide how the ballot is to be conducted.

5.7.6 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 5.7.3(5).
    (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.
(3) The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
(4) The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by –
    (a) The Chair of the meeting; or
    (b) The Chair 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; and
    (b) The matters recorded as having taken place at the meeting took place as recorded; and
    (c) Any appointment purportedly made at the meeting was validly made.

5.7.7 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 to 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.

5.7.8 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.

6. GENERAL MEETINGS OF ASSOCIATION

6.1 Quorum

A quorum for general meetings shall be 25 financial members.

6.2 Annual General Meetings

(1) The committee must determine the date, time and place of the annual general meeting.
(2) The annual general meeting shall be held within four months after the end of the Association's financial year.
(3) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under Section 50(3)(b) of the Act within 4 months after the end of the financial year.
(4) The ordinary business of the annual general meeting is as follows –
    (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed.
    (b) To receive and consider –
        (i) The committee's annual report on the Association's activities during the preceding financial year; and
        (ii) The financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
        (iii) If required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report.
    (c) To elect the office holders of the Association and other committee members.
    (d) If applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.

(e) To confirm or vary the entrance fees, subscriptions, and other amounts (if any) to be paid by members.

(5) Any other business of which notice has been given in accordance with these rules may conducted at the annual general meeting.

6.3 Special General Meetings

(1) A special general meeting may be called by either:
   (a) The President; or
   (b) The Secretary, in an emergency; or
   (c) Any two members of the committee; or
   (d) At least 20% of the Association members.

(2) 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.

(3) The special general meeting must be convened within 28 days after notice is given under Subrule (2)(a).

(4) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.

(5) A special general meeting convened by members under Subrule (2) –
   (a) Must be held within 3 months after the original requirement was made; and
   (b) May only consider the business stated in the notice by which the requirement was made.

(6) In the event of a quorum not being reached, a subsequent meeting is to be held seven (7) days from the date of the original meeting. If no quorum is reached at the subsequent meeting the motion will be voted on by those members present at that meeting plus a quorum of the Executive Committee and thus decided by a simple majority.

(7) The chair at any meeting may, with the consent of that meeting, adjourn the meeting to a time and place specified by those present at the meeting.

(8) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under Subrule (4).

6.4 Notice of General Meetings

(1) The Secretary or, in the case of a special general meeting convened under Rule 6.3(5), the members convening the meeting, must give to each member –
   (a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
   (b) At least 14 days' notice of a general meeting in any other case.

(2) The notice must –
   (a) Specify the date, time, and place of the meeting; and
   (b) Indicate the general nature of each item of business to be considered at the meeting; and
   (c) If the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under Rule 5.3.2(2); and
   (d) If a special resolution is proposed –

(i) Set out the wording of the proposed resolution as required by Section 51(4) of the Act; and
(ii) State that the resolution is intended to be proposed as a special resolution; and
(iii) Comply with Rule 6.5(7).

6.5 Proxies

(1) Subject to Subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
(2) An ordinary member may be appointed the proxy for not more than 5 other members.
(3) The appointment of a proxy must be in writing and signed by the member making the appointment.
(4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
(5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
(6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form –
    (a) That clearly identifies the person appointed as the member's proxy; and
    (b) That has been signed by the member.
(7) Notice of a general meeting given to an ordinary member under Rule 6.2 or 6.3 must –
    (a) State that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
    (b) Include a copy of any form that the committee has approved for the appointment of a proxy.
(8) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
(9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

6.6 Presiding member and quorum for general meetings

(1) The President or, in the President's absence, the Vice President must preside as president of each general meeting.
(2) If the President and Vice President are absent or unwilling to act as President of a general meeting, the committee members at the meeting must choose one of them to act as President of the meeting.
(3) No business is to be conducted at a general meeting unless a quorum is present.
(4) If a quorum is not present within 30 minutes after 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 President 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 with 30 minutes after the commencement time of an annual general meeting held under Subrule (4)(b); and
(b) At least 2 ordinary members are present at the meeting,

Those members present are taken to constitute a quorum.

6.7 Adjournment of general meetings

(1) The President of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
(2) Without limiting Subrule (1), 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.
(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 6.3

6.8 Voting at a general meeting

(1) On any question arising at a general meeting –
    (a) Subject to Subrule (5), each ordinary member has one vote; and
    (b) Ordinary members may vote personally, or by proxy.
(2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
(3) If votes are divided equally on a question, the President 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) For a person to be eligible to vote at a general meeting as an ordinary member, the member –
    (a) Must have been an ordinary member at the time notice was given under rule 6.4; and
    (b) Must have paid any fee or other money payable to the Association.

6.9 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) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

6.10 Determining whether resolution carried

In this rule – poll means the process of voting in relation to a matter that is conducted in writing.

(1) Subject to Subrule (4), the President 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.

(2) If the resolution is a special resolution, the declaration under Subrule (2) must identify the resolution as a special resolution.

(3) If a poll is demanded on any question by the President of the meeting or by at least 3 other ordinary members present in person or by proxy –
(a) The poll must be taken at the meeting in the manner determined by the President.
(b) The President must declare the determination of the resolution on the basis of the poll.

(4) If a poll is demanded on the election of the President or on a question of adjournment, the poll must be taken immediately.

(5) 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 President.

(6) A declaration under Subrule (2) or (4) must be entered in the minutes of the meeting, and entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

6.11 Minutes of general meetings

(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 business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must record –
(a) The names of the ordinary members attending the meeting; and
(b) Any proxy forms given to the President of the meeting under Rule 6.5(8); and
(c) The financial statements or financial report presented at the meeting, as referred to in Rule 6.2(3)(b)(ii) or (iii); and
(d) Any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in Rule 6.2(3)(b)(iv).

(4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.

(5) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by –
(a) The President of the meeting; or
(b) The President of the next general meeting.

(6) 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; and
(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.

7. FINANCIAL MATTERS

7.1 Financial Year

(1) The financial year of the Association shall be 1st January to 31st December.

(2) A Balance Sheet and Statement of Income and Expenditure for the previous financial year shall be prepared, audited by the Auditor, and presented to the Annual General Meeting.

7.2 Source of Funds

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

7.3 Control of Funds

(1) The Association must open an account in the name of the Association with a financial institution 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 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.

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

(a) 2 committee members; or

(b) One committee member and a person authorised by the committee.

(5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

(6) All monies and properties shall be applied solely towards promotion of the objects of the Association, as set forth in this constitution, and no part thereof shall be paid or transferred directly or indirectly to the members, except in respect of interest on money loaned to the Association.

7.4 Financial statements and financial reports

(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 are met.

(2) Without limiting Subrule (1), those requirements include –

(a) The preparation of the financial statements; and

(b) If required, the review or auditing of the financial statements or financial report, as applicable; and

(c) The presentation to the annual general meeting of the financial statements or financial report, as applicable; and

(d) If required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

8. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

In this section:

Member, in relation to a member who is expelled from the Association, includes former member.

8.1 Disciplinary action

8.1.1 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 of at least 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 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 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 14 days after receiving notice of the Committee's decision under Subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 8.3.1.
(8) If notice is given under Subrule (7), the member who gives the notice and the committee are the parties to the mediation.

8.1.2 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 record in the register of members –
    (a) That the member's membership is suspended; and
    (b) The date on which the suspension takes effect; and
    (c) The period of the suspension.

(3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

8.2 Resolving Disputes

8.2.1 Terms Used

(1) Grievance procedure means the procedures set out in this division.

(2) Party to a dispute includes a person –

(a) Who is a party to the dispute; and

(b) Who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

8.2.2 Application

(1) The grievance procedure applies to disputes –

(a) Between members; or

(b) Between one or more members and the Association

8.2.2.1 Parties to attempt to resolve dispute

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

8.2.2.2 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 8.2.2.1, 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 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 7 days before the meeting is held.

(4) The notice given to each party must state –

(a) When and where the committee meeting is to be held; and

(b) That the party, or 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 8.3.1,

the committee must not determine the dispute.

8.2.2.3 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 7 days after the committee meeting at which the determination is made.

(3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under Subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under Rule 8.3.1.

(4) If notice is given under Subrule (3), each party to the dispute is a party to the mediation.

8.3 Mediation

(1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator –
(a) By a member under Rule 8.1.1(7); or
(b) By a party to a dispute under Rule 8.2.2.2(5)(b)(ii) or 8.2.2.3(3).

(2) If this section applies, a mediator must be chosen or appointed under Rule 23.

8.3.1 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 8.1.1(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 8.2.2.2(5)(b)(ii) or 8.2.2.3(3) – by agreement between the parties to the dispute.

(2) If there is no agreement for the purposes of Subrule (1)(a) or (b) then, subject to Subrules (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 the mediator was requested by –
(a) A member under Rule 8.1.1(7); or
(b) A party to a dispute under Rule 8.2.2.2(5)(b)(ii); or
(c) A party to a dispute under Rule 8.2.2.3(3) and the dispute is between one or 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.

8.3.2 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 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.

8.3.3 If mediation results in decision to suspend or expel being revoked

(1) If –

(a) Mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under Rule 8.1.1(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.

9. GENERAL MATTERS

9.1 By Laws

(1) The Association may, by resolution at a general meeting, make, amend, or revoke by-laws.

(2) By-laws may –

(a) Provide for the rights and obligations that apply to any classes of associate membership approved under Rule 4.2(2); and

(b) Impose restrictions on the committee's powers, including the power to dispose of the association's assets; and

(c) Impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and

(d) Provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

(3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

(4) Without limiting Subrule (3), a by-law made for the purposes of Subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.

(5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

9.2 Executing documents and common seal

(1) Under the provisions of the Company Law Review Act 1988 (Cth), the Association will not maintain a common seal.

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

(a) 2 committee members; or

(b) One committee member and a person authorised by the committee.

(3) The Secretary must make a written record of each executed document.

9.3 Giving notice to members

(1) In this rule –

(a) Recorded means recorded in the register of members.

(2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and –

(a) Delivered by hand to the recorded address of the member; or

(b) Sent by prepaid post to the recorded postal address of the member; or

(c) Sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

9.4 Custody of books and securities

(1) Subject to Subrule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

(2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.

(3) Subrules (1) and (2) have effect except as otherwise decided by the committee.

(4) The books of the Association must be retained for at least 7 years.

9.5 Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under Section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

9.6 Inspection of records and documents

(1) Subrule (2) applies to a member who wants to inspect –

(a) The register of members under Section 54(1) of the Act; or

(b) The record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under Section 58(3) of the Act; or

(c) Any other record or document of the Association.

(2) The member must contact the Secretary to make the necessary arrangements for the inspection.

(3) The inspection must be free of charge.

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

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

(6) The member must not use or disclose information in a record or document referred to in Subrule (1)(c) except for a purpose –

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

9.7 Publication by committee members of statements about Association

(1) A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless –
   (a) The committee member has been authorised to do so at a committee meeting; and
   (b) The authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

9.8 Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule – Surplus property, in relation to the Association, means property remaining after satisfaction of –
   (a) The debts and liabilities of the Association, and
   (b) The costs, charges, and expenses of winding up or cancelling the incorporation of the Association,

   But does not include books relating to the management of the Association.
(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 by reference to the persons mentioned in Section 24(1) of the Act.

9.9 Alteration of Rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution carried by the consent of 75% of members voting at a General Meeting and by otherwise complying with Part 3 Division2 of the Act.