



# **CONSTITUTION OF THE BURMESE ASSOCIATION OF WESTERN AUSTRALIA INCORPORATED**

Effective from 12<sup>th</sup> November 2009

# TABLE OF CONTENTS

<b>1.</b>	<b>NAME OF ASSOCIATION .....</b>	<b>3</b>
<b>2.</b>	<b>DEFINITIONS .....</b>	<b>3</b>
<b>3.</b>	<b>AIMS AND OBJECTIVES OF THE ASSOCIATION.....</b>	<b>4</b>
<b>4.</b>	<b>CHARITABLE ACTIVITIES .....</b>	<b>4</b>
<b>5.</b>	<b>INCOME, ASSETS AND PROPERTY .....</b>	<b>5</b>
5.1.	APPOINTMENT OF AUDITOR .....	5
<b>6.</b>	<b>POWERS OF THE ASSOCIATION .....</b>	<b>5</b>
<b>7.</b>	<b>QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION .....</b>	<b>6</b>
7.1.	THE MEMBERSHIP TYPES ARE: .....	6
7.1.1.	<i>Ordinary Members:</i> .....	6
7.1.2.	<i>Social Members:</i> .....	7
7.1.3.	<i>Life Members:</i> .....	7
7.1.4.	<i>Honorary Members:</i> .....	7
7.1.5.	<i>Affiliate Members:</i> .....	7
7.1.6.	<i>Corporate Members:</i> .....	7
7.2.	MEMBERSHIP APPLICATION PROCESS.....	8
7.3.	CONDITION OF MEMBERSHIP .....	8
<b>8.</b>	<b>REGISTER OF MEMBERS OF THE ASSOCIATION .....</b>	<b>8</b>
8.1.	SUBSCRIPTIONS OF MEMBERS OF THE ASSOCIATION.....	8
8.2.	TERMINATION OF MEMBERSHIP OF THE ASSOCIATION.....	9
8.3.	EXPULSION OF MEMBERS OF THE ASSOCIATION .....	9
<b>9.</b>	<b>MANAGEMENT COMMITTEE .....</b>	<b>9</b>
9.1.	PRESIDENT .....	11
9.2.	SECRETARY .....	11
9.3.	TREASURER.....	12
9.4.	CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE.....	12
9.5.	PROCEEDINGS OF COMMITTEE .....	13
<b>10.</b>	<b>GENERAL MEETINGS .....</b>	<b>13</b>
10.1.	QUORUM AND PROCEEDINGS AT GENERAL MEETINGS.....	15
10.2.	MINUTES OF MEETINGS OF THE ASSOCIATION .....	15
<b>11.</b>	<b>VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION .....</b>	<b>16</b>
11.1.	VOTING METHODS .....	16
<b>12.</b>	<b>RULES OF ASSOCIATION .....</b>	<b>17</b>
<b>13.</b>	<b>COMMON SEAL OF THE ASSOCIATION.....</b>	<b>17</b>
<b>14.</b>	<b>INSPECTION OF RECORDS OF THE ASSOCIATION .....</b>	<b>18</b>
<b>15.</b>	<b>DISPUTES AND MEDIATION.....</b>	<b>18</b>
<b>16.</b>	<b>NON PROFIT MAKING CLAUSE .....</b>	<b>19</b>
<b>17.</b>	<b>POLITICAL AND RELIGIOUS AFFILIATIONS .....</b>	<b>19</b>
<b>18.</b>	<b>WINDING UP OF THE ASSOCIATION .....</b>	<b>19</b>

## 1. NAME OF ASSOCIATION

The name of the Association is:

The Association was firstly registered in Western Australia as (i) "The Burma Friends Association of Western Australia Incorporated", then amended to that of (ii) "The Westralian - Burma Association Incorporated", and currently registered as (iii) "**The Burmese Association of Western Australia Incorporated**"; hereinafter *referred* to in this Constitution as the "Association."

## 2. DEFINITIONS

In these rules, unless the contrary intention appears -

the term "Constitution" will bear the same meaning as the term "Rules", accordingly, this document serves both purposes.

"annual general meeting" is the meeting convened under rule 10.

"Burmese" means ALL persons of Burma (Myanmar). This also includes all ethnic groups and any other persons born in, or who has domiciled in Burma; his/her spouse, and their descendants.

"Committee meeting" means a meeting referred to in sub-rule 9.5.

"Committee member" means person referred to in sub-rule 9.1.

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*; of Western Australia.

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

"general meeting" means a meeting to which all members are invited.

"independent" means a person who does not have any interest in the outcome of any event for which that person has been selected to manage or officiate.

"member" means a member of the Association whose subscription payments are up to date.

"ordinary resolution" means resolution other than a special resolution.

"special general meeting" (SGM) means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least three members of the association present in person or, where proxies are allowed, by proxy.

A declaration by the person presiding as to the result of a poll taken under subsection (2) is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*; of Western Australia.

"the Association" means the Association referred to in rule 1.

"the Chairperson" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with sub-rule 9.1; or

(b) where the person referred to in paragraph (a) is unable to perform his or her functions, the Vice Chairperson.

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act.

"Committee" means the Management Committee of the Association referred to in rule 9.

"the Secretary" means the Secretary referred to in of sub-rule 9.2.

"the Treasurer" means the Treasurer referred to in sub-rule 9.3.

"minute book" within the context of sub-rule 10.2 (1) means an instrument used to record the proceedings and outcomes of meetings and may be physical or electronic.

"voting methods" refer to sub-rule 11.1

### 3. AIMS AND OBJECTIVES OF THE ASSOCIATION

(1) ***Mission Statement - To promote, facilitate and achieve better understanding, closer relationships and mutual appreciation, advancement and co-operation among the Burmese, and other Australian communities by Social, Cultural, Welfare, Charitable and Educational activities and programs.***

(2) In achieving its objects the Association will value:

- (a) Integrity through trust, keeping confidentiality and acting in a professional manner, treating others with respect, courtesy and fairness;
- (b) Innovation by promoting and accepting meaningful change, striving for excellence and improving skills;
- (c) Compassion by recognising and responding to the needs of our members and the community;
- (d) Partnership with others communicating in an open and honest manner with the community and other stakeholders, sharing ideas and resources;
- (e) Diversity by recognising, respecting and accepting individual differences, acknowledging and appreciating the contributions of others; and
- (f) Accountability by taking personal and professional responsibility for our actions and maintaining a high level of performance at all times.

### 4. CHARITABLE ACTIVITIES

**Charitable activities are to be limited to the following:**

1. To conduct charitable activities, primarily for the Burmese and Australian communities in Australia and Overseas.
2. The charitable activity is not to be for the benefit of individuals.

3. The charitable activity to be for humanitarian needs and/or natural disasters.

## 5. INCOME, ASSETS AND PROPERTY

- (1) The property, Assets and income of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in rule 3. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to members.
- (2) There shall be an account titled "the Building Fund", the sole purpose of which will be to fund the planning, acquisition and on-going operations of permanent premises for use by the Association and its members and guests. All funds held in that account and any ongoing bank interest accrued together with contributions shall be preserved for that purpose until such time that it is used for that purpose or other purposes in good faith for the promotion of the aims and objectives of the Association, subject to sub-rule 5(3) below.
- (3) The building fund account money shall not be used for other purposes referred to in sub-rule 5(1) above unless a three-quarter majority of the members attending a special general meeting convened for this purpose agree to the other purpose/s.
- (4) The Association may create and maintain other funds and accounts separate from the building fund for the general running of the organisation, any specific objective, program or project in accordance with the objectives in rule 3.
- (5) The disbursement of funds referred to in sub-rule 5(4) shall be at the discretion of the Management Committee in support of the general operations of the Association.

### 5.1. *Appointment of Auditor*

The accounts and financial records of the Association shall be audited by an Auditor prior to being presented to the Annual General Meeting. The retiring Management Committee will nominate a person(s) to be considered as Auditor(s) at the Annual General Meeting.

## 6. POWERS OF THE ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 13 of the Act<sup>1</sup>, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- a) acquire, hold, deal with, and dispose of any real or personal property of the Association;
- b) open and operate accounts with financial institutions;
- c) invest its money - in any security in which trust monies may lawfully be invested; or in any other manner authorised by the rules of the Association;
- d) borrow money upon such terms and conditions as the Association thinks fit;

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<sup>1</sup> *Associations Incorporation Act 1987*, of Western Australia

- e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- f) appoint agents to transact any business of the Association on its behalf;
- g) enter into any other contract it considers necessary or desirable;
- h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
- i) where adequately funded appoint and employ officers and servants and to dismiss or suspend an officer or servant, to fix salaries and other payment of officers and servants;
- j) enforce the observance by members of the Association of this constitution;
- k) create and adopt policies, practices, procedures, strategic and operational plans to carry out the aims and objectives of the Association in rule 3; and
- l) without limiting the generality of the foregoing, do all such lawful things as may be incidental to or conducive to the aims and objectives of the Association.

## 7. QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION

Membership of the Association is open to all individuals and organisations that support the aims, objectives and values of the Association.

### 7.1. *The membership types are:*

- a) Ordinary Members
- b) Social Members
- c) Life Members
- d) Honorary Members
- e) Affiliate Members
- f) Corporate Members

#### 7.1.1. *Ordinary Members:*

- (a) Any person born in, or who has domiciled in Burma; his/her spouse, and their descendants who are residents of Australia.
- (b) Supports the aims and objects of the Association.
- (c) Who makes application and pays the membership fees.
- (d) Whom the Management Committee decides may be admitted to membership

*In summary, Ordinary Members pay membership fees, can vote, and are eligible to serve on the Management Committee.*

7.1.2. *Social Members:*

- (a) Any adult person who is genuinely interested in or who wishes to be actively associated with the activities of the Association.
- (b) Supports the aims and objects of the Association.
- (c) Who makes application and pays the membership fees.
- (d) Whom the Management Committee decides may be admitted to membership.

*In summary, Social Members pay membership fees, can vote, but are not eligible to be on the Management Committee.*

7.1.3. *Life Members:*

A person who has shown distinctive merits, and been an active member in support of the Burmese Community for a period of not less than 10 years of service.

The Management Committee will be allowed the discretion to nominate individuals for Life Membership to the Annual General Meeting.

*In summary, Life Members, pay no membership fees, can vote, and are eligible to serve on the Management Committee.*

7.1.4. *Honorary Members:*

Notable/distinguished, political or philanthropic persons who are supportive of the Association can be nominated and approved by the Management Committee of the Association for Honorary Membership, for a specified period of time.

*In summary, Honorary Members shall enjoy all the privileges of the Association without the obligation to pay membership fees, but are not able to vote, nor serve on the Management Committee.*

7.1.5. *Affiliate Members:*

- a. Any cultural, ethnic or welfare association whose rules and application has been approved of by the Management Committee.
- b. Entitled to be represented at all General Meetings by one person nominated by the Affiliate Association and whose name has been notified to the Secretary.

*In summary, the Representative of the Affiliate Association; has membership fees paid by the Affiliate Association, can vote, but is not eligible to serve on the Management Committee*

Nothing here shall prevent a representative, from being an Ordinary Member and being elected to the Management Committee

7.1.6. *Corporate Members:*

- a. Any Corporate Body that is supportive of the Association, and is willing to become a member and whose application has been approved of by the Management Committee.
- b. Entitled to be represented at all General Meetings by one person whose name has been notified to the Secretary.

*In summary, the Representative of the corporation; has membership fees paid by the company, can vote, but is not eligible to serve on the Management Committee*

## **7.2. *Membership application process***

A person who wishes to become a member must-

- (a) Apply for membership to the Committee in writing-
  - (i) signed by that person and by both of the members referred to in paragraph (b); and
  - (ii) in such form as the Committee from time to time directs; and
- (b) Be proposed by one member and seconded by another member.
- (c) The Committee members must consider each application at a Committee meeting and accept or reject that application.
- (d) An applicant whose application for membership of the Association is rejected under sub-rule (c) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (e) When notice is given under sub-rule (d), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

## **7.3. *Condition of membership***

Prospective members must be aware of and consent to the requirements of Section 27 of the Act and rule 7 in relation to the membership register which states in part “the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose”.

# **8. REGISTER OF MEMBERS OF THE ASSOCIATION**

The Secretary, on behalf of the Association, must comply with section 27 of the Act by causing to be kept and maintained in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

## **8.1. *Subscriptions of members of the Association***

- (1) Annual membership fees shall be reviewed from time to time by the Management Committee and presented for ratification by the members at the annual general meeting. .
- (2) Each member must pay to the Treasurer, annually on or before 1 July, the amount of the subscription determined under sub-rule 8(1).
- (3) A member whose subscription is not paid within 6 months after the relevant date under sub-rule 8(2) ceases to be a member, unless the Committee decides otherwise.

- (4) Where a new member applies to join the Association and is accepted partway through the year, the fee payable shall be at the full rate for periods in excess of six months and at half rate if the period remaining is equal to or less than six months.

### **8.2. *Termination of membership of the Association***

Membership of the Association may be terminated upon-

- (a) subject to sub-rule 8.1 receipt by the Secretary or another Committee member of a notice in writing from a member of their resignation from the Association. Such member remains liable to pay to the Association the amount of any subscription due and payable by that member to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of their subscription within 6 months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise; or
- (c) expulsion of a member in accordance with sub-rule 8.3; and
- (d) there will be no refund of any unexpired portion of subscriptions where a membership is terminated.

### **8.3. *Expulsion of members of the Association***

- (1) Where the Management Committee considers that a member should be expelled because their conduct is detrimental to the interests of the Association, the Management Committee must communicate this consideration in writing to the member, not less than 30 days prior to the Management Committee meeting to decide this action. The member is to be provided the opportunity to be heard, or provide written input to this Management Committee meeting.
- (2) At the meeting referred to in sub-rule 8.3 (1), If the Management Committee decision is to expel the member, this is to be communicated in writing to the member. The member may elect to appeal the decision in writing to the Secretary, within 14 days of the notice. If there is no appeal prior to this deadline, then the decision to expel the member becomes effective.
  - (a) The Management Committee may reserve the right to reverse that decision at their discretion.
- (3) If the member decides to appeal under sub-rule 8.3 (2), the expulsion decision may be confirmed, or set aside by a majority vote of the members present at the next Annual General Meeting of the Association. At this General Meeting the member shall be given the opportunity to state their case.

## **9. MANAGEMENT COMMITTEE**

- (1) The affairs of the Association shall be managed by a Management Committee consisting of:-
  - (a) President ;
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer;
  - (e) not more than seven other persons; and
  - (f) the total number of committee members shall not exceed 11
- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under rule (8).

- (2a) The positions of President, Vice President, Secretary and Treasurer will be known as “Office Bearers”, who will be elected from and by the new Committee members.
- (2b) The Management Committee shall have full powers to act on behalf of the Association.
- (2c) The Management Committee shall have full powers to frame, rescind and amend any additional Policies & Procedures that may exist in support of the Constitution, including the Strategic Plan providing that it does not contravene the Act or the Constitution
- (3) Subject to sub-rule 9(8), a committee member’s term will be from his or her election at an annual general meeting until the election referred to in sub-rule 9(2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- (4) Except for nominees under sub-rule 9(7), an Association member is not eligible for election to membership of the Committee unless another member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
  - (a) the nominator;
  - (b) seconded by another member; and
  - (c) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
  - (d) the said nominations in this sub-rule are to be on the prescribed form in accordance with sub-rule 10 (6) (d)
- (5) A person who is eligible for election or re-election under this sub-rule -
  - (a) shall be nominated and seconded by two other members;
  - (b) may vote for himself or herself at the AGM where required; and
  - (c) is not required to be present at the AGM providing that sub-rules (4) & (5) (a) have been satisfied
- (6) If the number of persons nominated in accordance with sub-rule 9(4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled under sub-rule 9.1 (f) and the minimum of 6 nominees for a Committee quorum is achieved:
  - (a) the Secretary must report accordingly to; and
  - (b) the Returning Officer (7a) must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- (6a) If the number of persons nominated in accordance with sub-rule 9(4) for election to membership of the Committee exceeds the number of vacancies in that membership to be filled under sub-rule 9.1 (f)
  - (a) the Secretary must report accordingly to; and
  - (b) the Returning Officer sub-rule 9(7a) must undertake a ballot election in accordance with sub-rule 11.1 (d), at the AGM
- (7) If vacancies remain on the Committee after the declaration under sub-rule 9(6), additional nominations and seconding of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Returning Officer must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those remaining positions only must be conducted.
- (7a) In accordance with sub-rule 9(7), an independent “Returning Officer” shall be, selected by the out-going Management Committee, from amongst those present at the annual general meeting or alternatively pre-arranged before the meeting. The Returning Officer need not be a member of the Association and is responsible for the management, counting of the votes and declaration of the results in accordance with sub-rule 9(7).

- (7b) The election required in accordance with sub-rule 9(7) shall be held and the results published prior to the conclusion of the annual general meeting.
- (8) If a vacancy remains on the Committee after the application of sub-rule 9(7), or when a casual vacancy within the meaning of rule 9.4 occurs in the membership of the Committee-
  - (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule will -
    - (i) hold office until the election referred to in sub-rule 9(2); and
    - (ii) be eligible for re-election to membership of the Committee, at the following annual general meeting.
- (9) The Committee may delegate, in writing, to subcommittees (consisting of such member or members of the association as the Committee\_thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
  - (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (10) Any delegation under sub-rule 9(9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (11) The Committee may in writing, revoke wholly or in part any delegation under sub-rule 9(9).

### **9.1. *President***

- (1) Subject to this rule, the President shall chair all general and Committee meetings.
- (2) In the absence of the President from a general meeting, the Vice President or in their absence a Committee member elected by the other members present at the general meeting shall chair the general meeting.
- (3) The Chairperson shall, consistent with rule 9 authorise the content and order of business for each Committee, Annual General and Special General Meeting held by the Association through publication of an Agenda.
- (4) Maintain the prestige and promote the good of the Association.
- (5) Delegate or represent the Association externally, in social and business affairs.
- (6) Preserve order so that business may be conducted effectively at meetings, and in the ongoing operations of the Association.
- (7) Sanction expenditure on behalf of the Association, not exceeding amounts as may be determined from time-to-time by the Management Committee.
- (8) Where it does not contravene any other rule in the Constitution, the chairperson shall not have a deliberative vote, but only a casting vote in a tied decision.

The Vice President shall assist the President in the satisfaction of these requirements and undertake the duties in his or her absence.

### **9.2. *Secretary***

- (1) The Secretary shall-
  - (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
  - (c) comply on behalf of the Association with-

- (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 8;
- (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- (iii) section 29 of the Act by maintaining a record of –
  - (a) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22;
  - (b) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association; and
  - (d) perform such other duties as are imposed by these rules on the Secretary.

### 9.3. *Treasurer*

- (1) The Treasurer shall -
  - (a) be responsible for the receipt of all moneys paid to or received by, him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
  - (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
  - (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
    - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
    - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
    - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
    - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
  - (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
  - (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d); and
  - (g) perform such other duties as are imposed by these rules on the Treasurer.

### 9.4. *Casual vacancies in membership of Committee*

- (1) A casual vacancy occurs in the Management Committee where a Committee member-
  - (a) dies;
  - (b) resigns by providing one month's notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;

- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
  - (i) three consecutive monthly Committee meetings; or
  - (ii) three committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;
- (f) is suspended or expelled from the Association in accordance with sub-rule 8.3 of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (g) ceases to be a member;
- (h) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member; or
- (i) is the subject of a unanimous vote by all the remaining members of the of the Management Committee to terminate his or her appointment as a Committee member.

### 9.5. *Proceedings of Committee*

- (1) The Committee must meet together for the dispatch of business on a monthly basis. The President, or at least six members of the Committee, may at any time convene a meeting of the Committee.
- (2) Each attending Committee member has a deliberative vote except the person presiding at the Committee meeting, usually the chairperson, who shall only vote in the event of a tie.
- (3) A question arising at a Committee meeting must be decided by a majority of votes of those present.
- (4) At a Committee meeting a quorum will be present when six members including two office bearers of the Committee are present.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting will be that contained in the Agenda authorised by the President as determined by the Committee members present at the Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), shall-
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
  - (c) The Secretary shall record in the minutes, every disclosure made under sub-rule 9.5 (6) by a member of the Committee.

## 10. GENERAL MEETINGS

- (1) The Committee-
  - (a) may at any time convene a **Special General Meeting**;
  - (b) must convene **Annual General Meetings** within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, and

- (c) shall, within 30 days of-
    - receiving a request in writing to do so from not less than twenty-five members, convene a special general meeting for the purpose specified in that request and the 25 members may agree to an extension of time for the meeting; and
  - (d) shall, after receiving a notice under sub-rule 8.3, convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (2) The members making a request referred to in sub-rule 10 (1)(c) must-
  - (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request next to their full name and membership number.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to or unless otherwise agreed to an extension of time -
  - (a) in sub-rule 10(1)(c), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
  - (b) in sub-rule 10(1)(c), the member who gave the notice concerned may convene a special general meeting as if they were the Committee.
  - (c) Notwithstanding, sub-rule 10(3) above, the Association may extend the period of 30 days to convene the special general meeting if the members making the request by a simple majority agreeing to the extension, but it shall not be more than a further 30 days extension.
- (4) When a special general meeting is convened under sub-rule 10(3)(a) or 10(3)(b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule 10(7), the Secretary shall give to all members not less than 14 days notice of a special general meeting and that notice must specify-
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule 10 (7) the Secretary shall give to all members not less than 21 days notice of an annual general meeting and that notice shall specify-
  - (a) when and where the annual general meeting is to be held;
  - (b) confirmation of minutes from the previous general or special meeting/s;
  - (c) the particulars and order in which business is to be transacted, as follows-
    - (i) first, the consideration of the accounts and reports of the Committee;
    - (ii) second, any other business requiring consideration by the Association at the general meeting;
    - (iii) third, the election of Committee members to replace outgoing Committee members; and
  - (d) provide a copy of the prescribed Management Committee nomination form.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting. However, the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 17(5) or 17(6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule 10(5), 10(6) or 10(7) by-
  - (a) serving it on a member personally; or

- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 8.
- (9) When a notice is sent by post under sub-rule 10(8)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

### ***10.1. Quorum and proceedings at general meetings***

- (1) At a general meeting 25 members, present in person, constitute a quorum.
- (2) Where 30 minutes has elapsed after the time specified for the holding of a general meeting in a notice given under sub-rule 10(5)(a) or 10(6)(a) -
  - (a) as a result of a request or notice referred to in sub-rule 10(1)(c) or as a result of action taken under sub-rule 10(3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule 10(11) for the resumption of an adjourned general meeting, a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) Sub-rule 10.1(4) deleted
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under sub-rule 10(6) of the adjourned general meeting as if that general meeting is a fresh general meeting.
- (7) At a general meeting-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast in accordance with sub-rule 11.1 (a), subject to sub-rule 10.1(10); and
  - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 10.1(9).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a vote is demanded in accordance with sub-rule 10.1(9)
- (9) At a general meeting, a vote may be demanded by the Chairperson or by three or more members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a vote is demanded and taken under sub-rule 10.1(9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A vote demanded under sub-rule 10.1(9) must be taken immediately on that demand being made.

### ***10.2. Minutes of meetings of the Association***

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

- (2) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule 9.2(1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this sub-rule, they are, until the contrary is proved, evidence that-
  - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## 11. VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION

Subject to these rules, each financial member is entitled to a deliberative vote by being present in person at a general meeting. In some circumstances, the committee may exercise the option of using a prescribed form to enable members to vote through the post providing that it does not contravene other voting processes specified in the Constitution. Proxy votes are not permitted.

### 11.1. *Voting methods*

When a meeting wants to decide on a matter, it does so by voting. Each member is entitled to one vote to indicate whether they are in favour of, or against, a motion. There are various voting methods that can be used as described below: *Unless otherwise stated in these rules, the discretion on which method to use shall rest with the Chairperson:*

- (a) Show of hands: members vote by raising their hand. The chairperson calls for those in favour of the motion to raise their hand and a count is taken. The process is repeated for those voting against. The method is suitable for small meetings, as counting can become difficult with large groups;
- (b) Voice vote: this is a simple method by which members indicate their vote by saying 'yes' or 'no' (historically, 'aye' or 'nay'.) The decision is based on the volume of sound. A disadvantage of this method is that there is no clear count of those in favour and those against;
- (c) Rising method: members exercise their vote by standing up. The chairperson calls for those in favour of the motion to stand and a count is taken. The process is repeated for those voting against. For large groups, this method can make counting easier than a show of hands;
- (d) Ballot: members indicate their vote in writing. This is generally used for very important matters (e.g. it is commonly used for the election of committee members), and when secrecy or confidentiality is required. The ballot is of course, familiar to us as the means of electing our parliamentarians to office; the process of distributing parliamentary ballot papers is indicative of the care required to ensure that only eligible members get to cast a vote;
- (e) Once the vote has been taken, the chairperson or returning officer (an independent person) collects and counts the papers. The meeting may be adjourned while the counting is taking place;
- (f) Poll: similar to a ballot in that the vote is written, but is technically the only form of voting that allows all proxy votes to be counted. Under common law, a poll is usually "demanded". Many rules of association don't deal with polls, but the Act provides that in

the case of a special resolution, a poll may be demanded by at least 3 members, present either in person or by proxy;

- (g) Proxy and/or postal votes: the rules of association may make provision for proxy and/or postal votes. A proxy vote is where someone else votes on behalf of another member who is unable to attend the meeting; or
- (h) Chairperson's casting vote: subject to sub-rule 9.1 (8) if the votes are equal or tied the chairperson shall have a casting vote to decide on the motion.

The above comments apply primarily to general meetings of members. Management committee decisions will often be made by consensus, but where voting is required, it will usually be by voices or show of hands.

## 12. RULES OF ASSOCIATION

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
  - (a) Subject to sub-rules 12(1)(d) and 12(1)(e), the Association may alter its rules by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Association does not take effect until sub-rule 12(1)(b) is complied with;
  - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 12(1)(a) to 12(1)(c) are complied with and the approval of the Commissioner is given to the change of name; and
  - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 12(1)(a) to 12(1)(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## 13. COMMON SEAL OF THE ASSOCIATION

- (1) The Association must have a common seal on which its corporate name appears in legible characters as affixed at the end of this document
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in sub-rule 10.2.
- (3) Any two of the President, the Secretary or the Treasurer must witness the affixing of the common seal of the Association.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## 14. INSPECTION OF RECORDS OF THE ASSOCIATION

- (1) A member may at any reasonable time and with reasonable notice inspect without charge the books, documents, records and securities of the Association.
- (2) In accordance with Section 27 of the *Associations Incorporation Act 1987*, a member may copy or take an extract of these records but will not have the right to remove the records for that purpose or for the purpose of sub-rule 14(1).
- (3) A member shall use such information responsibly and not distribute the information to any third party or person who is not a member of the Association without the consent of the Association, in breach of any privacy laws that may apply or unless it is to a relevant government agency.

## 15. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
  - (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
  - (d) If the Association employs staff then between staff and the Association except in the case where a dispute mechanism forms part of the Industrial award under which staff are employed.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
  - (4) The mediator must be-
    - (a) a person chosen by agreement between the parties; or
    - (b) in the absence of agreement-
      - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
      - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule 15(1)(c) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation; and
      - (iii) in the case of a dispute between a staff member or members and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation
  - (5) A member of the Association can be a mediator.
  - (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard;

- (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 16. NON PROFIT MAKING CLAUSE

The Income and Property of the Association shall be applied solely towards achieving the Aims and Objects of the Association.

The Association shall not operate for the purpose of, making income or profit divisible amongst members. No portion shall be distributed directly or indirectly to members of the Association, except as bon-fide compensation for services rendered, or expenses incurred on behalf of the Association.

## 17. POLITICAL AND RELIGIOUS AFFILIATIONS

The Association shall not be affiliated with any political party, and shall be non-sectarian.

## 18. WINDING UP OF THE ASSOCIATION

- (a) The Association shall be dissolved when three-quarters (3/4) of attending members, vote to do so at a Special General Meeting, called for this purpose.
- (b) In the event the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another association incorporated under the Act with similar purposes which is not carried on for the profit or gain of its individual members.
- (c) The Government Public Trustee of W.A., or other Liquidator' nominated by the Special General Meeting, shall be appointed to administer the disposal of the assets as passed by the Special General Meeting.
- (d) Distribution of the Association's assets amongst its members is prohibited.

