

# West Australian Young Readers' Book Award

## Rules

### Part 1 Preliminary

#### 1. Name of Association

The name of the Association is **West Australian Young Readers' Book Award (Incorporated)** hereafter referred to as WAYRBA or the Association.

#### 2. Terms

In these rules, unless the contrary intention appears:-

2.1 **Act** means the *Associations Incorporation Act 2015*.

2.2 **AGM** means the Annual General Meeting.

2.3 **Association** is the "West Australian Young Readers' Book Award Incorporated".

2.4 The **Financial year** of the Association is defined in Rule 3 and means the period ending on the 31<sup>st</sup> December in any year.

2.5 **General meeting of the Association** means a meeting of the Association.

2.6 In **writing** means delivery of text by post or electronic means.

2.7 **Member** means member of the Association

2.8 **Ordinary resolution** means resolution other than a special resolution;

2.9 **Special resolution** has the meaning given by section 51 of the Act.

#### 3. Financial year

The financial year of the Association is from January 1 to December 31 of the same year.

### Part 2: Association to be a not-for-profit body

#### 4. Not-for-profit body

4.1 The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association. 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.

4.2 A payment may be made to a member out of funds of the Association only if it authorised under Rule 4.3

4.3 A payment to a member out of the funds of the Association is authorised if:

4.3.1 the payment is in good faith to the member as a reasonable remuneration for any services provided to the Association, or for goods supplied to the Association in the ordinary course of business; or

4.3.2 the payment of reasonable rent to the member for premises leased by the member to the Association; or

4.3.3 the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

4.4 WAYRBA is a Tier 1 association. This means:

4.4.1 the Association must prepare an annual financial statement;

4.4.2 the financial statement undergoes an annual review; and

4.4.3 the financial statement is presented at the AGM as per rule 26.1.16

## **5. Objectives of the Association**

5.1 The objective of the Association is to encourage young people to read extensively.

## **Part 3: Members**

### **6. Eligibility for membership of Association**

6.1 Membership of the Association is open to anyone who has an active interest in young people and their literature.

6.2 An individual who has not reached the age of 15 years is not eligible to apply for membership of the Association.

### **7. Applying for membership**

7.1 A person who wishes to become an annual member of the Association shall register at the AGM of the Association.

7.2 The register must be signed by the applicant and an Executive Committee member

7.3 An applicant for membership of the Association becomes a member when the Executive Committee member signs the register.

### **8. When membership ceases**

8.1 A person ceases to be a member when any of the following takes place -

8.1.1 the person dies;

8.1.2 the person resigns from the Association under rule 9;

8.1.3 the person is expelled from the Association under rule 13;

8.1.4 the person fails to renew their annual membership.

### **9. Resignation of members of Association**

9.1 A member may resign from membership of the Association by giving written notice of the resignation to the secretary.

9.2 The resignation takes effect -

9.2.1 when the secretary receives the notice; or

9.2.2 if a later time is stated in the notice, at that later time.

### **10. Rights not transferable**

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

### **11. Membership fees**

The committee shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.

### **12. Register of members of the Association**

12.1 The Secretary 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.

12.2 In addition to the matters referred to in section 53(2) of the Act, the register must include the date on which each member becomes a member.

12.3 The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.

12.4 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

12.5 If -

12.5.1 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

12.5.2 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.

## **Part 4 Disciplinary Action, Disputes and Mediation**

### **13. Suspension or expulsion**

13.1 The committee may decide to suspend a member's membership or to expel a member from the Association if -

13.1.1 the member contravenes any of these rules; or

13.1.2 the member acts detrimentally to the interests of the Association.

13.2 The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.

13.3 The notice given to the member must state —

13.3.1 when and where the committee meeting is to be held; and

13.3.2 the grounds on which the proposed suspension or expulsion is based; and

13.3.3 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;

13.4 At the committee meeting, the committee must —

13.4.1 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

13.4.2 give due consideration to any submissions so made; and

13.4.3 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.

13.5 A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

13.6 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.

13.7 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 19.

13.8 If notice is given under subrule 7, the member who gives the notice and the committee are the parties to the mediation.

## **14. Consequences of suspension**

14.1 During the period a member's membership is suspended, the member —

14.1.1 loses any rights (including voting rights) arising as a result of membership; and

14.1.2 is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

14.2 When a member's membership is suspended, the secretary must record in the register of members

14.2.1 that the member's membership is suspended; and

14.2.2 the date on which the suspension takes effect; and

14.2.3 the period of the suspension.

14.3 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.

## **15. Application of Division**

15.1 The procedure set out in this Division (the grievance procedure) applies to disputes—

15.1.1 between members; or

15.1.2 between one or more members and the Association.

## **16. 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.

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

17.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 16, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —

17.1.1 the parties to the dispute; and

17.1.2 the matters that are the subject of the dispute.

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

17.3 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.

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

17.4.1 when and where the committee meeting is to be held; and

17.4.2 that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

17.5 If —

17.5.1 the dispute is between one or more members and the Association; and

17.5.2 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 19, the committee must not determine the dispute.

## **18 Determination of dispute by committee**

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

- 18.1.1 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
- 18.1.2 give due consideration to any submissions so made; and
- 18.1.3 determine the dispute.

18.2 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.

18.3 A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule 18.1.3, give written notice to the secretary requesting the appointment of a mediator under rule 21.

18.4 If notice is given under subrule 18.3, each party to the dispute is a party to the mediation.

## **19 Appointment of mediator**

19.1 The mediator must be a person chosen —

19.1.1 if the appointment of a mediator was requested by a member under rule 13.7 — by agreement between the Member and the committee; or

19.1.2 if the appointment of a mediator was requested by a party to a dispute under rule 17.5.2 (ii) or 18.3 — by agreement between the parties to the dispute.

19.2 If there is no agreement for the purposes of subrule 19.1.1 or 19.1.2, then, subject to subrules 19.3 and 19.4, the committee must appoint the mediator.

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

19.3.1 a member under rule 13.7 or

19.3.2 a party to a dispute under rule 17.5.2 (ii); or

19.3.3 a party to a dispute under rule 18.3 and the dispute is between one or more members and the Association.

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

19.4.1 have a personal interest in the matter that is the subject of the mediation; or

19.4.2 be biased in favour of or against any party to the mediation.

## **20 Mediation process**

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

20.2 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.

20.3 In conducting the mediation, the mediator must —

20.3.1 give each party to the mediation every opportunity to be heard; and

20.3.2 allow each party to the mediation to give due consideration to any written statement given by another party; and

20.3.3 ensure that natural justice is given to the parties to the mediation throughout the mediation process.

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

20.5 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.

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

## **21 If mediation results in decision to suspend or expel being revoked**

If —

21.1 mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 13.7; and

21.2 as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## **Part 5 Committee**

### **22. Committee**

22.1 The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.

22.2 Subject to the Act, these rules, the by-laws ( if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.

22.3 The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

### **23. Committee members**

23.1 The committee members consist of -

23.1.1 the office holders of the Association; and

23.1.2 at least one ordinary member.

23.2 The committee must determine the maximum number of members who may be ordinary committee members.

23.3 The following are the office holders of the Association -

(a) A Chairperson;

(b) A Vice-Chairperson;

(c) A Secretary;

(d) A Treasurer; and

(e) Such other officers as the annual general meeting shall determine all of whom shall be members of the Association elected as officers of the Association at the annual general meeting or appointed under this rule to fill a casual vacancy.

23.4 A person may be a committee member if the person is an individual who has reached 18 years of age.

23.5 A person must not hold 2 or more of the offices mentioned in subrule 23.3 at the same time.

## **24. Chairperson**

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

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

24.3 If the Chairperson is absent from a general meeting the Vice-Chairperson shall preside at the general meeting.

24.4 If neither the Chairperson nor the Vice-Chairperson is present at the general meeting the members present shall elect an acting Chairperson to preside over the general meeting.

## **25. Secretary**

25.1 The Secretary shall:

25.1.1. deal with the correspondence of the Association;

25.1.2 consult with the chairperson regarding the business to be conducted at each committee meeting and general meeting;

25.1.3 prepare the notices required for meetings and for the business to be conducted at meetings;

25.1.4. unless another member is authorised by the committee to do so, maintain on behalf of the Association the register of members, and recording in the register any changes to the membership, as required under section 53(1) of the Act;

25.1.5 maintain on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;

25.1.6. unless another member is authorized by the committee to do so, maintain 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;

25.1.7 maintain full and accurate minutes of committee meetings and general meetings;

25.1.8 carry out any other duties given to the secretary under these rules or by the committee.

## **26. Treasurer**

26.1 The Treasurer shall:

26.1.1 ensure that any amounts payable to the Association are collected and issue receipts for those amounts in the Association's name;

26.1.2 ensure that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;

26.1.3. ensure 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;

26.1.4. ensure that the Association complies with the relevant requirements of Part 5 of the Act;

26.1.5 ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;

26.1.6. coordinate the preparation of the Association's financial statements before their submission to the Association's annual general meeting;

26.1.7 provide 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;

26.1.8 carry out any other duty given to the treasurer under these rules by the committee.

## **27. How members become Committee members**

27.1 A member becomes a committee member if the member

27.1.1 is elected to the committee at a general meeting; or

27.1.2 is appointed to the committee by the committee to fill a casual vacancy under rule 34

## **28. Nomination of committee members**

28.1 At least 28 days before an annual general meeting, the secretary must send written notice to all the members -

28.1.1 calling for nominations for election to the committee; and

28.1.2 stating the date by which nominations must be received by the secretary to comply with subrule 2.

28.2 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 1 day before the AGM.

28.3 a member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

28.4 A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 29.2 or 30.2.2

28.4 An officer of the Association shall hold office until the conclusion of the annual general meeting of the Association immediately following the general meeting at which he or she was elected or appointed to that office.

28.5 An officer of the Association shall be eligible for re-election.

28.6 .1 any member of the Association may nominate another member of the Association as a candidate for an office in the Association.

28.6.2 A person who is an officer of the Association may nominate himself or herself as a candidate for re-election to that office.

28.6.3 No nomination of a candidate is valid unless the candidate signifies to the Association his or her willingness to be a candidate.

28.7 The Secretary shall notify the member of the Association of all persons who are candidate for office in the Association when the Secretary gives notice to those members of the annual general meeting at which the election is to be held.

28.8 If a casual vacancy within the meaning of Rule 34 occurs in an office, the Association may appoint a member to fill that office and a member so appointed shall hold office until the conclusion of the annual general meeting next following his or her appointment but shall be eligible for re-election.

## **29. Election of office bearers**

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

29.2 If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members of the meeting.

29.3 If only one member has nominated for a position, the chairperson shall declare that person to be duly elected to the position.

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

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

29.6 A member who has nominated may vote for himself or herself.

29.7 On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

### **30 Election of ordinary committee members**

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

30.2 If the number of members nominated for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting-

30.2.1 must declare each of those members to be elected to the position: and

30.2.2 may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the the election under subrule 30.2.1

30.3 If -

30.3.1 the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or

30.3.2 the number of members nominating under subrule 30.2.2 is greater than the number of positions remaining unfilled,

the ordinary members of 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 member.

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

### **31 Term of office**

31.1 The term of office of a committee member begins when the member —

31.1.1 is elected at an annual general meeting or under subrule 32.3.2; or

31.1.2 is appointed to fill a casual vacancy under rule 34.

31.2 Subject to rule 33, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.

31.3 A committee member may be re-elected.

### **32. Resignation and removal from office**

32.1 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 chairperson.

32.2 The resignation takes effect —

32.2.1 when the notice is received by the secretary or chairperson; or

32.2.2 if a later time is stated in the notice, at the later time.

32.3 At a general meeting, the Association may by resolution —

32.3.1 remove a committee member from office; and

32.3.2 elect a member who is eligible under rule 23.4 to fill the vacant position.

32.4 A committee member who is the subject of a proposed resolution under rule 32.3.1 may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.

32.5 The secretary or chairperson 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.

### **33. When membership of committee ceases**

A person ceases to be a committee member if the person —

33.1 dies or otherwise ceases to be a member; or

33.2 resigns from the committee or is removed from office under rule 32; or

33.3 becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;

33.4 becomes permanently unable to act as a committee member because of a mental or physical disability; or

33.5 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.

### **34. Filling casual vacancies**

34.1 The committee may appoint a member who is eligible under rule 23.4 to fill a position on the committee that —

34.1.1 has become vacant under rule 33; or

34.1.2 was not filled by election at the most recent annual general meeting or under rule 32.3.2.

34.2 If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 23.4 to fill the position within 14 days after the vacancy arises.

34.3 Subject to the requirement for a quorum under rule 41, the committee may continue to act despite any vacancy in its membership.

34.4 If there are fewer committee members than required for a quorum under rule 41, the committee may act only for the purpose of —

34.4.1 appointing committee members under this rule; or

34.4.2 convening a general meeting.

### **35. 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.

### **36. Committee meetings**

36.1 The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.

36.2 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.

36.3 Special committee meetings may be convened by the chairperson or any 2 committee members.

### **37. Notice of committee meetings**

37.1 Notice of each committee meeting must be given to each committee member at least 24 hours before the time of the meeting.

37.2 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.

37.3 Unless subrule 4 applies, the only business that may be conducted at the meeting is the business described in the notice.

37.4 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.

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

38.1 The chairperson or, in the chairperson's absence, the vice chairperson must preside as chairperson of each committee meeting.

38.2 If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

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

38.4 The order of business at a committee meeting may be determined by the committee members at the meeting.

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

38.6 A person invited under subrule 5 to attend a committee meeting —

38.6.1 has no right to any agenda, minutes or other document circulated at the meeting; and

38.6.2 must not comment about any matter discussed at the meeting unless invited by the committee to do so; and

38.6.3 cannot vote on any matter that is to be decided at the meeting.

### **39. General Meetings and Proceedings thereat**

39.1 The Association shall meet together in general meeting for the dispatch of business as necessary and not less than 4 times per year. The Chairperson may at any time convene a general meeting.

39.2 Each member has a deliberative vote.

39.3 A question arising at a general meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the general meeting shall have a casting vote in addition to his or her deliberative vote.

39.4 At a general meeting 3 members constitute a quorum.

39.5 Subject to these rules, the procedure and order of business to be followed at a general meeting shall be determined by the members present.

39.6 A member having any direct or indirect pecuniary interest in a contract or proposed contract, made by, or in the contemplation of, the Association shall, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Association.

39.7 The Secretary shall record every disclosure made under subrule 6 in the Minutes of the meeting at which it is made.

39.8 A member of the Association who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Association, shall not take part in any deliberations of decision of the Association with respect to that contract.

## **40. Use of technology to be present at committee meetings**

40.1 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.

40.2 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.

## **41. Quorum for committee meetings**

41.1 Subject to rule 34.4, no business is to be conducted at a committee meeting unless a quorum is present.

41.2 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —

41.2.1 in the case of a special meeting — the meeting lapses; or

41.2.2 otherwise, the meeting is adjourned to the same time, day and place in the following week.

41.2.3 If —

(a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule 2.2; and

(b) at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

## **42. Voting at committee meetings**

42.1 Each committee member present at a committee meeting has one vote on any question arising at the meeting.

42.2 A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.

42.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

42.4 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.

42.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

## **43. Minutes of committee meetings**

43.1 The committee must ensure that minutes are taken and kept of each committee meeting.

43.2 The minutes must record the following —

43.2.1 the names of the committee members present at the meeting;

43.2.2 the name of any person attending the meeting under rule 38.5;

43.2.3 the business considered at the meeting;

43.2.4 any motion on which a vote is taken at the meeting and the result of the vote.

43.3 The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.

43.4 The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —

43.4.1 the chairperson of the meeting; or

43.4.2 the chairperson of the next committee meeting.

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

43.5.1 the meeting to which the minutes relate was duly convened and held; and

43.5.2 the matters recorded as having taken place at the meeting took place as recorded; and

43.5.3 any appointment purportedly made at the meeting was validly made.

#### **44. Subcommittees and subsidiary offices**

44.1 To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —

44.1.1 appoint one or more subcommittees;

44.1.2 create one or more subsidiary offices and appoint people to those offices.

44.2 A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.

44.3 A person may be appointed to a subsidiary office whether or not the person is a member.

44.4 Subject to any directions given by the committee —

44.4.1 a subcommittee may meet and conduct business as it considers appropriate; and

44.4.2 the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

#### **45. Delegation to subcommittees and holders of subsidiary offices**

45.1 *In this rule —*

*non-delegable duty means a duty imposed on the committee by the Act or another written law.*

45.2 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.

45.3 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.

45.4 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.

45.5 The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.

45.6 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.

45.7 The committee may, in writing, amend or revoke the delegation.

### **Part 6 General Meetings of Association**

#### **46. Annual general meeting**

46.1. The committee must determine the date, time and place of the annual general meeting.

46.2. If it is proposed to hold the annual general meeting more than 6 months after the end of the Associations financial year, the secretary must apply to the Commissioner for permission under section 43.3.2 of the Act within 4 months of the end of the financial year.

46.3. The ordinary business of the annual general meeting is as follows -

46.3.1 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;

46.3.2 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;

46.3.3 to elect the office holders of the Association and other committee members;

46.3.4 if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;

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

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

## **47. Special general meetings**

47.1. The committee may convene a special general meeting.

47.2. The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

47.3. The members requiring a special general meeting to be convened must -

47.3.1 make the requirement by written notice given to the secretary; and

47.3.2 state in that request notice the business to be considered at the meeting; and

47.3.3 each sign the notice.

47.4. The special general meeting must be convened within 28 days after notice is given under rule 47.3.1.

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

47.6. A special general meeting convened by members under rule 47.5 -

47.6.1 must be held within 3 months after the date the original requirement was made; and

47.6.2 may only consider the business stated in the notice by which the requirement was made.

47.7. The Association shall pay the reasonable expenses of convening and holding the special general meeting.

## **48. Notice of general meetings**

48.1. The secretary or, in the case of a special general meeting convened under rule 47, or the members convening the meeting, must give to each all 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.

48.2. the notice must -

- 48.2.1. specify the date, time and place of the meeting; and
- 48.2.2. indicate the general nature of each item of business to be considered at the meeting; and
- 48.2.3. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 28.2; and
- 48.2.4. if a special resolution is proposed -
  - i. set out the wording of the proposed resolution as requires 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 49.7.

## **49. Proxies**

- 49.1. 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.
- 49.2. An ordinary member may be appointed the proxy for not more than 5 other members.
- 49.3. The appointment of a proxy must be in writing, and signed by the member making the appointment.
- 49.4. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 49.5. 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.
- 49.6. 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.
- 49.7. Notice of a general meeting to an ordinary member under rule 45 must:
  - 49.7.1. state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - 49.7.2. include a copy of any form that the committee has approved for the appointment of a proxy.
- 49.8. A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- 49.9. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

## **50. Presiding members and quorum for general meetings**

- 50.1. The chairperson or, in the chairperson's absence, the vice chairperson must preside as chairperson of each general meeting.
- 50.2. If the chairperson and the vice chairperson are absent, or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 50.3. No business is to be conducted at a general meeting unless a quorum is present.
- 50.4. If a quorum is not present within 30 minutes after the time specified for the commencement of a general meeting -
  - 50.4.1 in the case of a special general meeting - the meeting lapses; or
  - 50.4.2 in the case of the annual general meeting - the meeting is adjourned to-
    - i. the same time and day in the following week; and

ii. the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

50.5 If -

50.5.1. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under rule 50.4.2; and

50.5.2 at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

## **51. Adjournment of general meeting**

51.1. The chairperson at a general meeting at which a quorum is present, may with the consent of the majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or another place.

51.2. Without limiting rule 51.1, a meeting may be adjourned -

51.2.1 if there is insufficient time to deal with the business at hand; or

51.2.2 to give the members more time to consider an item of business.

51.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

51.4. Notice of an 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 48.1.

## **52. Voting at general meeting**

52.1. On any question arising at a general meeting -

52.1.1 subject to rule 52.3, each ordinary member has one vote; and

52.1.2 ordinary members may also vote personally or by proxy.

52.2 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.

52.3 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

52.4 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.

52.5. For a person to be eligible to vote at a general meeting as an ordinary member under rule 49.2, the ordinary member —

52.5.1 must have been an ordinary member at the time notice of the meeting was given under rule 52; and

52.5.2. must have paid any fee or other money payable to the Association by the member.

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

53.1 A special resolution is required if it is proposed at a general meeting —

53.1.1 to affiliate the Association with another body; or

53.1.2 to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

53.2 Rule 53.1 does not limit the matters in relation to which a special resolution may be proposed.

## **54. Determining whether resolution carried**

54.1 In this rule —

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

54.2 Subject to subrule 4, the chairperson 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 —

54.2.1 carried; or

54.2.2 carried unanimously; or

54.2.3 carried by a particular majority; or

54.2.4 lost.

54.3 If the resolution is a special resolution, the declaration under rule 51.2 must identify the resolution as a special resolution.

54.4 If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —

54.4.1 the poll must be taken at the meeting in the manner determined by the chairperson;

54.4.2 the chairperson must declare the determination of the resolution on the basis of the poll.

54.5 If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.

54.6 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 chairperson.

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

## **55. Minutes of general meeting**

55.1 The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.

55.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

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

55.4. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by -

55.4.1. the chairperson of the meeting; or

55.4.2. the chairperson of the next general meeting.

55.5. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that -

55.5.1 the meeting to which the minutes relate was duly convened and held; and

55.5.2 the matters recorded as having taken place at the meeting took place as recorded; and

55.5.3 any appointments or elections purportedly made at the meeting was validly made.

## **Part 7 Financial Matters**

### **56. 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.

### **57 Control of funds**

57.1. 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.

57.2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.

57.3. 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.

57.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by -

57.4.1. 2 committee members; or

57.4.2 one committee member and a person authorised by the committee.

57.5. All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

### **58. Financial statements and financial reports**

58.1 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.

58.2. Without limiting subrule 1 those requirements include -

58.2.1 the preparation of the financial statements; and

58.2.2 if required, the review or auditing of the financial statements; and

58.2.3 the presentation to the AGM of the financial statements; and

58.2.4 if required, their presentation to the AGM of the copy of the report of the review or auditor's report on the financial statements

## **Part 8 General Matters**

### **59. By-laws**

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

59.2. By-laws may -

59.2.1 provide for the rights and obligations that apply to any classes of associate membership approved under rule 7.2; and

59.2.2 impose restrictions on the committee's powers, including the power to dispose of the Association's assets; and

59.2.3 impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and

59.2.4 provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

59.3. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or those rules.

59.4. Without limiting rule 59.3, a by-law made for the purpose of rule 59.2.3 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.

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

## **60. Executing documents and Common seal of Association**

60.1. The Association may execute a document without using a common seal if the document is signed by -

60.1.1 two committee members; or

60.1.2 one committee member and a person authorised by the committee.

60.2. If the Association has a common seal -

60.2.1 the name of the Association must appear in legible characters on the common seal; and

60.2.2 a document may only be sealed with the common seal by the authority of the committee and in the presence of -

i. 2 committee members; or

ii. one committee member and a person authorised by the committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

60.3. The secretary must make a written record of each use of the common seal.

60.4. The common seal of the Association must be kept in the custody of the Secretary or another committee member authorised by the committee.

## **61. Giving notice to members**

61.1. In this rule -

*recorded means recorded in the register of members.*

61.2. 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 -

61.2.1 delivered by hand to the recorded address of the member; or

61.2.2 sent by prepaid post to the recorded postal address of the member; or

61.2.3 sent by facsimile or electronic transmission to the appropriate recorded number or recorded electronic address of the member.

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

62.1. 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.

62.2. The financial records, and as applicable, the financial report of the Association must be kept in the treasurer's custody or under the treasurer's control.

62.3. Subrules 1 and 2 have effect except as otherwise decided by the committee.

62.4. The books of the Association must be retained for at least 7 years.

## **63. 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.

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

64.1. Rule 61.2 applies to a member who wants to inspect -

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

64.1.2. 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

64.1.3 any other record or document of the Association.

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

64.3. The inspection must be free of charge.

64.4. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect the documents 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.

64.5. The member may make a copy of or take an extract from a record or document referred to in rule 61.1.3 but does not have a right to remove the record or document for that purpose.

64.6 the member must not use or disclose information in a record or document referred to in subrule 61.1.3 except for the purpose -

64.6.1. that is directly connected with the affairs of the Association; or

64.6.2. that is related to complying with the requirements of the Act.

## **65. Publication by committee members of statements about Association business prohibited**

65.1 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 -

65.1.1 the committee member has been authorized to do so at a committee meeting; and

65.1.2 the authority given by the committee member has been recorded in the minutes of the committee meeting at which it was given.

## **66. Distribution of surplus property on cancellation of incorporation or winding up of Association**

66.1. Surplus property, in relation to the Association, means property remaining after satisfaction of -

66.1.1 the debts and liabilities of the Association; and

66.1.2 the costs, charges and expenses of winding up or cancelling the incorporation on the Association, but does not include books relating to the management of the Association.

66.2 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.

## **67. 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 and by otherwise complying with Part 3 Division 2 of the Act.