

**THE LORD MAYOR'S DISTRESS RELIEF FUND INCORPORATED**  
**CONSTITUTION**

**PART 1— PRELIMINARY**

**1. Name of Association**

The name of the Association is The Lord Mayor's Distress Relief Fund Incorporated.

**2. Definitions**

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**annual general meeting** means the general meeting held pursuant to rule 42;

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

**Board** means the Board of Management of the Association referred to in rule 21;

**board meeting** means a meeting of the Board;

**board member** means a member of the Board;

**books**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document; and
- (d) any other record of information;

**by laws** means by-laws made by the Association under rule 54;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Deputy Presiding Person** means the board member holding office as the Deputy Presiding Person as appointed in accordance with rule 27(3);

**financial records** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

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

**financial year**, of the Association, has the meaning given in rule 5;

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

**Presiding Person** means the board member holding office as the Presiding Person in accordance with rule 27(1);

**register of members** means the register of members referred to in section 53 of the Act;

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

**secretary** means the board member holding office as the secretary of the Association;

**special general meeting** means a general meeting of the Association other than the annual general meeting;

**special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**subcommittee** means a subcommittee appointed by the Board under rule 40(1)(a);

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**treasurer** means the board member holding office as the treasurer of the Association.

### 3. **Objects of the Association**

The objects of the Association are –

- (1) to provide a permanent fund for the alleviation and relief of distress, suffering, hardship and misfortune brought about by any disaster or emergency of a general application which has been declared as such by the relevant West Australian Government agency or department of the time;
- (2) to provide relief and aid as determined by the Board of the Association from time to time to persons undergoing such distress, suffering, hardship or misfortune brought about by any event mentioned in rule 3(1) or as determined by the Board on a case-by-case basis;
- (3) to provide supplementary funds for the alleviation and relief of distress, suffering, hardship or misfortune to any major disaster whether within Western Australia or outside Western Australia where such a disaster has been so determined by any government or statutory authority.

#### **4. Powers of the Association**

The Association shall for any of the purposes set out in the objects under rule 3 have the powers set out in section 14 of the Act, including –

- (1) to acquire by purchase, gift or otherwise property of any kind and any rights and privileges in relation thereto and to hold, enjoy and maintain the same;
- (2) to promote, institute, organise and arrange any appeal, meeting, public or private gathering or other function for the purpose of obtaining money for any of the objects of the Association and, without limitation to collect and canvass generally or particularly for such money;
- (3) to solicit and receive any money or personal property by way of gifts, contributions, devises or bequests from any person, organisation, firm or corporation for the purpose of carrying out the objects of the Association;
- (4) to delegate its functions by special resolution to any committee, sub-committee or other body in any part of Western Australia and to cancel by ordinary resolution any delegation and control and supervise the operations of any committee, sub-committee or other body;
- (5) to invest and deal with the property and moneys of the Association not immediately required for the objects of the Association in any manner as may from time to time be determined by the Board;
- (6) to appoint, engage and pay employees and others and to dismiss or suspend them;
- (7) to do all other things as are incidental to or conducive to the attainment of the objects of the Association;
- (8) to enter into arrangements with any local government or statutory authority or any society or body that may seem conducive to the objects of the Association or any of them and to obtain from any such local government, authority, society or body any rights, privileges or concessions and to carry out, exercise and comply with those rights, privileges and concessions;
- (9) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.

#### **5. Financial year**

The financial year of the Association shall commence on 1 July of each year and end on 30 June in the following year.

#### **6. Office**

The office of the Association shall be at the principal municipal offices of the City of Perth but should the secretary have an office at some other address the office shall be at that other address or any other as may be determined by the Board.

## **PART 2— ASSOCIATION TO BE NOT-FOR-PROFIT BODY**

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

- (1) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is –
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association; and
  - (c) authorised by a resolution of the Board.
- (4) In carrying out its objects the Association will apply, where relevant, the principles set out in the Voluntary Code of Practice for Public Fundraising developed by the Western Australian Department of Commerce and comply with all relevant legislation and regulations, including the Australian Charities and Not-for-profits Commission Act 2012 and all subsequent amendments.

## **PART 3— MEMBERSHIP**

### ***Division 1 — Membership***

### **8. Membership**

The members of the Association shall be the board members appointed in accordance with rule 27.

### **9. Term of membership**

- (1) A person becomes a member of the Association when that person is appointed to the Board, or in the case of the Presiding Person when that person commences that person's term as Lord Mayor of Perth.
- (2) A person ceases to be a member of the Association when the person ceases to be a board member.
- (3) The secretary must keep a record, for at least one year after a person ceases to be a member, of –
  - (a) the date on which the person ceased to be a member; and

- (b) the reason why the person ceased to be a member.

### ***Division 2 — Subscription fees***

#### **10. Subscription fees**

The Board shall from time to time determine the amount of subscription (if any) to be paid by each member.

### ***Division 3 — Register of members***

#### **11. Register of members**

- (1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members, and record in that register any change in the membership of the Association.
- (2) The register of members must also record —
  - (a) where a member is an office holder;
  - (b) the name and address of any person authorised to use the common seal of the Association; and
  - (c) the name and address of any person who is appointed or acts as trustee on behalf of the Association.
- (3) The register of members must be kept at the office of the Association, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board 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 relates to the affairs of the Association.

## PART 4— DISCIPLINARY ACTION AND DISPUTES

### *Division 1 — Term used*

#### 12. Term used: board member

In this Part –

***board member***, in relation to a board member who is expelled from the Association, includes former board members.

### *Division 2 — Disciplinary action*

#### 13. Suspension or expulsion

- (1) The Board may decide to suspend or expel a board member, other than the Presiding Person, secretary or treasurer, from the Association if –
  - (a) the board member contravenes any of these rules; or
  - (b) the board member acts detrimentally to the interests of the Association.
- (2) The secretary must give the board member written notice of the proposed suspension or expulsion at least 7 days before the meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the board member must state –
  - (a) when and where the board meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the board member, or the board 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 Board about the proposed suspension or expulsion;
- (4) At the meeting, the Board must –
  - (a) give the board member, or the board member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide –
    - (i) whether or not to suspend the board member and, if the decision is to suspend, the period of suspension; or
    - (ii) whether or not to expel the board member from the Association.

- (5) The board member under consideration for suspension or expulsion must not be present (except to the extent required to make written or oral submissions) or vote at the board meeting held for the purposes of this rule 13.
- (6) A decision of the Board to suspend or to expel a board member from the Association takes immediate effect.
- (7) The Board must give the board member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

#### **14. Consequences of suspension**

- (1) During the period a board member is suspended, the board member –
  - (a) loses any rights (including voting rights) arising as a result of being a member of the Board; and
  - (b) loses any rights (including voting rights) arising as a result of being a member.
- (2) When a board member is suspended, the secretary must record in the register of members –
  - (a) that the board member is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the board member is no longer suspended.

### ***Division 3 — Resolving disputes***

#### **15. Terms used**

In this Division –

***dispute*** means a dispute under or relating to the rules.

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

***party to a dispute*** includes a person –

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

#### **16. Application of Division**

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

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

**17. 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.

**18. How grievance procedure is started**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17 any party to the dispute may start the grievance procedure by giving written notice to the secretary of –
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a board meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state –
  - (a) when and where the board meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

**19. Determination of dispute by the Board**

- (1) At the board meeting at which a dispute is to be considered and determined, the Board must –
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The board members who are a party to a dispute or have a material personal interest in the dispute must not be present or vote at the board meeting held for the purposes of this rule 19.
- (3) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.

**20. Determination of dispute by third party**

If all board members are a party to a dispute or have a material personal interest in the dispute, any party to a dispute may make an application to the State Administrative Tribunal in Western Australia to have the dispute determined by the Tribunal.



## **PART 5— BOARD OF MANAGEMENT**

### ***Division 1 — Powers of the Board***

#### **21. Board of Management**

- (1) The Board of Management has the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

### ***Division 2 — Composition of Board and duties of members***

#### **22. Board members**

- (1) The Board shall have a minimum number of 4 board members and a maximum of 11 board members (unless increased by the Board at the Board's discretion).
- (2) The Board shall consist of –
  - (a) the office holders of the Association mentioned in sub rule (3); and
  - (b) persons appointed under rule 27(3).
- (3) The following are the office holders of the Association –
  - (a) the Presiding Person;
  - (b) the Deputy Presiding Person;
  - (c) the secretary; and
  - (d) the treasurer.
- (4) A person may be a board member if the person is an individual who has reached 18 years of age.
- (5) A person must not hold 2 or more of the offices mentioned in sub rule (3) at the same time.

#### **23. Presiding Person**

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

**24. Deputy Presiding Person**

The Deputy Presiding Person shall assume the role of the Presiding Person if the Presiding Person is absent, subject to limitations or directions imposed by resolution of the Board.

**25. Secretary**

The secretary has the following duties –

- (a) dealing with the Association's correspondence;
- (b) consulting with the Presiding Person regarding the business to be conducted at each general meeting and board meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of general meetings and board meetings; and
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

**26. Treasurer**

The treasurer has the following duties –

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

### ***Division 3 — Appointment of Board members and tenure of office***

#### **27. Appointment of office holders and board members**

- (1) The Presiding Person shall be ex officio the Lord Mayor of Perth for the time being.
- (2) The treasurer and secretary shall be ex officio City of Perth officers as nominated by the City of Perth and appointed by a majority of the Board.
- (3) The Board may at any time appoint a person eligible under rule 22(4) as a board member by majority vote.
- (4) The Board must appoint a board member who is not the Presiding Person, secretary or treasurer to be the Deputy Presiding Person by majority vote.

#### **28. Term of office**

- (1) The term of office of the Presiding Person begins when that person commences that person's term as Lord Mayor of Perth and continues for as long as the person is the Lord Mayor of Perth.
- (2) The term of office of a board member (other than the Presiding Person) begins when the person is appointed at a meeting of the Board by majority vote.
- (3) The secretary and treasurer hold office until replaced by notice from the City of Perth. The replacement secretary or treasurer nominated by the City of Perth must be appointed by a majority of the Board.
- (4) Any board member other than the Presiding Person, secretary or treasurer who is a board member as at 24 June 2019 holds office until the board member —
  - (a) dies; or
  - (b) resigns under rule 29(1); or

- (c) is adjudicated as bankrupt; or
  - (d) makes a composition with his or her creditors; or
  - (e) is convicted of an indictable offence; or
  - (f) becomes incapable by reason of mental or physical infirmity; or
  - (g) is superseded by other appointments; or
  - (h) is expelled from the Association under rule 13.
- (5) Any board member other than the Presiding Person, secretary or treasurer who is appointed after 24 June 2019 hold office from the date of that board member's appointment until the earlier of –
- (a) 5 years from the date of the board member's appointment; and
  - (b) the occurrence of one of the events set out in sub rule (4)(a) to (h).
- (6) Any board member whose term expires may be re-appointed by the Board for a further 5 year term without needing to give any prior notice of an intention to be re-nominated.

**29. Resignation and removal from office**

- (1) A board member (other than the Presiding Person, secretary or treasurer) may resign from the Board by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect –
- (a) when the secretary receives the notice; or
  - (b) if a later time is stated in the notice, at the later time.

**30. Vacancies on the Board**

- (1) Subject to the requirement for a quorum under rule 37(2), the Board may continue to act despite any vacancy in its membership.
- (2) If there are fewer board members than required for a quorum under rule 37(2), the Board may act only for the purpose of –
- (a) appointing board members under this rule; or
  - (b) convening a general meeting.

**31. Validity of acts**

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

**32. Payments to board members**

- (1) In this rule –

***board member*** includes a member of a subcommittee;  
***board meeting*** includes a meeting of a subcommittee.

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

#### ***Division 4 – Board Meetings***

### **33. Board meetings**

- (1) The Board shall meet as and when occasion shall require but at least twice yearly.
- (2) Special board meetings may be convened by the Presiding Person or any 2 board members.
- (3) The Presiding Person shall cause a special meeting of the Board to be held within 7 days after receiving a request in writing signed by any 2 members of the Board stating the matter to be discussed.

### **34. Notice of board meetings**

- (1) Reasonable notice of board meetings shall be given by the secretary to the members of the Board.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the board members at the meeting unanimously agree to treat that business as urgent.

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

- (1) The Presiding Person or, in the Presiding Person's absence, the Deputy Presiding Person must preside as chairperson of each board meeting.
- (2) If the Presiding Person and Deputy Presiding Person are unwilling to act as chairperson of a meeting, the board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a board meeting must be determined from time to time by the Board.
- (4) The order of business at a board meeting may be determined by the board members at the meeting.
- (5) A member or other person who is not a board member may attend a board meeting if invited to do so by the Board.
- (6) A person invited under sub rule (5) to attend a board meeting –

- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
- (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting

**36. Use of technology to be present at board meetings**

- (1) A meeting of the Board may be held by the members of the Board communicating with each other by any technological means by which they are able to hear each other and to participate in discussion by means of instantaneous communication.
- (2) The members of the Board need not all be physically present in the same place for a meeting of the Board to be held.
- (3) A member of the Board who participates in a meeting held in accordance with sub rule (1) is taken to be present and entitled to vote at the meeting.
- (4) The number of members of the Board participating in a meeting in the manner described in sub rule (1) must not be less than in the quorum set out in rule 37(2) and the members of the Board present at the meeting must at the commencement of the meeting acknowledge their presence for the purpose of the meeting to all other members of the Board taking part.
- (5) A meeting held in the manner described in sub rule (1) is to be treated as held at the place at which at least one member of the Board present at the meeting is physically located as is agreed by the other members of the Board present at the meeting.
- (6) In cases of emergency, the Presiding Person (or the Deputy Presiding Person if the Presiding Person is not available) or secretary may seek the approval of members of the Board individually to any business satisfying the objects of the Association contained in rule 3 by any technological means and provided that at least 4 board members (including the Presiding Person or Deputy Presiding Person and secretary) agrees to the proposal, any resolution so obtained shall be considered as valid and effectual as if it had been passed at a board meeting duly convened and held.
- (7) If a resolution is passed under sub rule (6) the secretary must record in writing to form part of the Association's minutes of meetings –
  - (a) the nature of the proposal; and
  - (b) the names of the board members who voted in favour of the proposal, and this record must be placed before the next board meeting for noting.

**37. Quorum for board meetings**

- (1) Subject to rule 30(2), no business is to be conducted at a board meeting unless a quorum is present.

- (2) Any 4 board members present inclusive of the Presiding Person or Deputy Presiding Person and secretary will constitute a quorum for the conduct of business at a board meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting –
  - (a) in the case of a special meeting – the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If –
  - (a) a quorum is not present within 30 minutes after the commencement time of a board meeting held under sub rule (3)(b); and
  - (b) at least 2 board members are present at the meeting,those members present are taken to constitute a quorum.

### **38. Voting at board meetings**

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

### **39. Minutes of board meetings**

- (1) The Board must ensure that minutes are taken and kept of each board meeting.
- (2) The minutes must record the following –
  - (a) the names of the board members present at the meeting;
  - (b) the name of any person attending the meeting under rule 35(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote; and
  - (e) the details of any material personal interest disclosed by any board member required under s 42(5) of the Act.
- (3) The minutes of a board meeting must be recorded and distributed to the board members in draft within 30 days after the meeting is held.

- (4) The secretary must ensure that the minutes of a board meeting are reviewed and signed as correct by –
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next board meeting.
- (5) When the minutes of a board meeting have been signed as correct they are, until the contrary is proved, evidence that –
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

#### ***Division 5 — Subcommittees and subsidiary offices***

#### **40. Subcommittees and subsidiary offices**

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

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

- (1) In this rule –

***non-delegable duty*** means a duty imposed on the Board by the Act or another written law.
- (2) The Board 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 Board other than –
  - (a) the power to delegate; and
  - (b) a non-delegable duty.



- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

## **PART 6— GENERAL MEETINGS OF ASSOCIATION**

### **42. Annual general meeting**

- (1) The Presiding Person and secretary will determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows –
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider –
    - (i) the Board's annual report on the Association's activities during the preceding financial year; and
    - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

**43. Special general meetings**

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

**44. Notice of general meetings**

- (1) The secretary or, in the case of a special general meeting convened under rule 43(5), the members convening the meeting, must give to each member –
  - (a) at least 14 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 7 days' notice of a general meeting in any other case.
- (2) The notice must –
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is proposed –
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution.

**45. Use of technology to be present at general meetings**

- (1) A general meeting may be held by the members communicating with each other by any technological means by which they are able to hear each other and to participate in discussion by means of instantaneous communication.
- (2) The members need not all be physically present in the same place for a general meeting to be held.
- (3) A member who participates in a meeting held in accordance with sub rule (1) is taken to be present and entitled to vote at the meeting.
- (4) The number of members participating in a meeting in the manner described in sub rule (1) must not be less than in the quorum set out in rule 46(4) and the members present at the meeting must at the commencement of the meeting acknowledge their presence for the purpose of the meeting to all other members taking part.
- (5) A meeting held in the manner described in sub rule (1) is to be treated as held at the place at which at least one member present at the meeting is physically located as is agreed by the other members present at the meeting.

**46. Presiding member and quorum for general meetings**

- (1) The Presiding Person or, in the Presiding Person's absence, the Deputy-Presiding Person must preside as chairperson of each general meeting.
- (2) If the Presiding Person and Deputy Presiding Person are unwilling to act as chairperson of a meeting, the members at the meeting must choose one of them to act as chairperson of the general meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) Any 4 members present inclusive of the Presiding Person or Deputy Presiding Person and secretary (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –
  - (a) in the case of a special general meeting – the meeting lapses; or
  - (b) in the case of the annual general meeting – the meeting is adjourned to –
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the 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.

- (6) If –
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (5)(b); and
  - (b) at least 2 members are present at the meeting,those members present are taken to constitute a quorum.

**47. Adjournment of general meeting**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned –
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 44.

**48. Voting at general meeting**

- (1) On any question arising at a general meeting, subject to sub rule (3), each member has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

**49. When special resolutions are required**

- (1) A special resolution is required if it is proposed at a general meeting –
  - (a) to affiliate the Association with another body; or
  - (b) to amend the rules of the Association; or
  - (c) to apply for voluntary cancellation; or
  - (d) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
  - (e) any other matter as required within the Act.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

## **50. Minutes of general meeting**

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record –
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements or financial report presented at the meeting, as referred to in rule 42(3)(b)(iv) or (iii); and
  - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 42(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The secretary must ensure that the minutes of a general meeting are reviewed and signed as correct by –
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that –
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## **PART 7— FINANCIAL MATTERS**

### **51. Source of funds**

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

### **52. Control of funds**

- (1) The Association must open an account in the name of the Association with a financial institution from which all general expenditure of the Association is made and into which all general funds received by the Association are deposited.
- (2) The Association may open an account in the name of an appeal with a financial institution from which all donations received by the Association for the

purposes of an appeal are made and for the distribution of donations received as determined by the Board.

- (3) Any two of the Presiding Person, Deputy Presiding Person, secretary, treasurer and another board member authorised by the Board are authorised to operate the banking accounts of the Association.
- (4) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (5) The Board may authorise the treasurer to expend and invest funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended or disbursed.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any two of the Presiding Person, Deputy Presiding Person, secretary, treasurer and another board member authorised by the Board to operate the banking accounts of the Association.
- (7) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

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

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting sub rule (1), those requirements include –
  - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
  - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

## **PART 8— GENERAL MATTERS**

### **54. By-laws**

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

- (a) impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
  - (b) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the Association's accounts; and
  - (c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

**55. Executing documents and common seal**

- (1) The Association shall have a common seal –
- (a) on which the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of –
    - (i) 2 board members; or
    - (ii) one board member and a person authorised by the Board, and each of them is to sign the document to attest that the document was sealed in their presence.
- (2) The common seal of the Association shall not be used without the express authority of the Board.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another board member authorised by the Board.

**56. Giving notices to members**

- (1) In this rule –
- recorded** means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and –
- (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or

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

**57. Custody of books and securities**

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association must be retained for at least 7 years.

**58. Inspection of the Association's books, etc.**

- (1) A member may at any reasonable time inspect without charge the books, of the Association.
- (2) A member who wishes to inspect the books must contact the secretary to advise which books the member wishes to inspect and to make the necessary arrangements to inspect those books.
- (3) If –
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,the Board 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 relates to the affairs of the Association.
- (4) The member must not use or disclose information in a record or document of the Association except for a purpose –
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

**59. Pecuniary Interest**

- (1) Subject to sub rule (2) a member of the Board who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or on the contemplation of the Board shall, as soon as that member becomes aware of the interest, disclose the nature of the interest to the Board.
- (2) Sub rule (1) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that –
  - (a) the member of the Board is an employee of the Association; or
  - (b) the member of the Board is a member of a class of persons for whose benefits the Association is established.



- (3) A member of the Board to whom sub rule (1) applies shall not take part in any deliberations or decision of the Board in respect to that contract unless that member comes within the exceptions set out in sub rule (2).

**60. Indemnity**

The members of the Board and every sub-committee and all other officers of the Association shall be indemnified out of the funds of the Association from and against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of their respective offices except as may be occasioned by or through their own wilful default and none of them shall be answerable for the acts of the other of them.

**61. Distribution of surplus property on cancellation of incorporation or winding up**

- (1) In this rule –

*surplus property*, in relation to the Association, means property remaining after satisfaction of –

- (a) all debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (2) If the Association is insolvent, the Association may be dissolved or wound up by a special resolution at a special meeting for that purpose.
- (3) On the dissolution or winding up of the Association, its surplus property must be transferred to another incorporated association –
  - (a) having objects similar wholly or in part to the objects of the Association; or
  - (b) with charitable or benevolent purposes, which incorporated association or purposes as the case requires shall be determined by the members of the Association at or before the time of dissolution or winding up.
- (4) In default of a determination by the members or where effect cannot be given to the determination, then the payment or distribution shall be determined by a Judge of the Supreme Court.

**62. Alteration of the rules of the Association**

The Association may alter or rescind these rules or make rules additional to these rules by special resolution passed at a duly convened meeting of which notice has been given in the manner provided and otherwise complying with Part 3 Division 2 of the Act.

**63. Governing law**

These rules will be governed by and construed in accordance with the laws of Western Australia.