



**CONSTITUTION (RULES)  
DOWN SYNDROME ASSOCIATION  
OF WESTERN AUSTRALIA (INC)**

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**PART 1 — PRELIMINARY**

## 1. Terms used

In these rules, unless the contrary intention appears —

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

**affiliate member** means a member with the rights referred to in rule 8(6);

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

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

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

**by laws** means by-laws made by the Association under rule 64;

**chairperson** means the Board member holding office as the chairperson of the Association;

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

**Board** means the management Board of the Association;

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

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

**Deductible Contribution** means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the association.

**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, means the period of 12 months ending on 30 June;

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

**Gift** means a contribution of money or property as described in item 1 of the table in section 30-15 of the ITAA 97.

**ITAA 97** means the *Income Tax Assessment Act 1997* (Cth).

**member** means a person (including a body corporate) who is an ordinary member or an affiliate member of the Association;

**ordinary Board member** means a Board member who is not an office holder of the Association under rule 27(3);

**ordinary member** means a member as defined in rule 10(3)

**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 committee under rule 49(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.

**Voting member** means: (a) ordinary members, (b) current board members, (c) current staff who are not less than 18 years of age

## 2. Name of the Association

The name of the association is Down Syndrome Association of Western Australia Inc.

## 3. Objects of the Association

The objects of the Association are:

- (1) advocating for and enriching the lives of people with Down syndrome;
- (2) providing support to parents and other family members;
- (3) educating the community; and
- (4) marketing, promoting and advertising the services and functions of the Association.

## 4. The Financial Year of the Association

The association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

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

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

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (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 payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **PART 3 — MEMBERS**

### **Division 1 — Membership**

#### **6. Eligibility for membership**

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

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

- (1) A person who wants to become a member must apply in the form and manner decided by the Board.
- (2) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

#### **8. Dealing with membership applications**

- (1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Association.

- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
  - (a) is eligible under rule (6); and
  - (b) has applied under rule (7).
- (5) The Board may reject an application even if the applicant —
  - (a) is eligible under rule (6); and
  - (b) has applied under rule (7).
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

## 9. Becoming a member

- An applicant for membership of the Association becomes a member when —
- (a) the Board accepts the application; and
  - (b) the applicant pays any membership fees payable to the Association under rule(14).

## 10. Classes of membership

- (1) The Board may create eligibility criteria and categories of membership with the same or differing rights or privileges and may set those out in a membership policy or other document.
- (2) At the time of adopting these rules, the Association consists of Ordinary Members and Affiliate Members.
- (3) To be eligible to be an Ordinary Members, the person must be:
  - (a) a person who has Down syndrome; or
  - (b) a parent, grandparent, partner, sibling, partner of a sibling or other family member, guardian or, a full-time carer of a person with Down syndrome
- (4) Any person who is:
  - (a) not less than 18 years of age; and
  - (b) is not eligible to become an Ordinary Member

is eligible to become an Affiliate Member.
- (5) The Association at a general meeting, upon the recommendation of the Board may invite a prominent citizen who is in accord with the objects of the association and who is not at the time of the invitation either an Ordinary Member or an Affiliate Member to become an Honorary Member of the Association.
- (6) All members are entitled to receive notices of meeting and to attend and speak at general meetings.
- (7) Only Ordinary Members, current Board members and current staff members of the Association who are over the age of 18 are entitled to vote at general meetings. Every Ordinary Member, Board member or staff member is entitled to one vote.



## 11. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) the person resigns from the Association under rule (12);
  - (d) the person is expelled from the Association under rule (17);
  - (e) the person ceases to be a member under rule 14(4).
- (2) 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.

## 12. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
  - (a) when the secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 13. Rights not transferable

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

## Division 2 — Membership fees

### 14. Membership fees

- (1) The Board must determine the joining fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - (a) the Board may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## Division 3 — Register of members

### 15. 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) Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.
- (3) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (4) The register of members must be kept at the secretary's place of residence, or at another place determined by the Board.
- (5) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (6) 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 is connected with the affairs of the Association.
- (7) The Board may —
  - (a) determine a reasonable charge for the cost of complying with a request under subrule (5); and
  - (b) require the person making the request to pay the charge to the Association.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term used

#### 16. Term used: member

In this Part —

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

## Division 2 — Disciplinary action

### 17. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the 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 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 Board about the proposed suspension or expulsion;
- (4) At the Board meeting, the Board must —
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the 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 member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the 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.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule (26).
- (8) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.

### 18. Consequences of suspension

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

## Division 3 — Resolving disputes

### 19. Terms used

In this Division —

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

***party to a dispute*** includes a person —

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

### 20. 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.

### 21. 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.

### 22. 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( 21), 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.
- (5) If —
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule (25),

the Board must not determine the dispute.

## 23. Determination of dispute by 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 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.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule (25).
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## Division 4 — Mediation

### 24. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
  - (a) by a member under rule 17(7); or
  - (b) by a party to a dispute under rule 22(5)(b)(ii) or 23(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule (25).

### 25. Appointment of mediator

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested by a member under rule 17(7) — by agreement between the Member and the Board; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 22(5)(b)(ii) or 23(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 17(7); or
  - (b) a party to a dispute under rule 22(5)(b)(ii); or
  - (c) a party to a dispute under rule 23(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## **26. Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

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

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 17(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — BOARD**

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

#### **28. Board**

- (1) The Board members are the persons who, as the management board of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has 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**

### **29. Board members**

- (1) The minimum number of board members is five (5). The maximum number of board members is to be fixed by the Board but may not be more than nine (9);
- (2) A person may be a Board member if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) a member of the association
- (3) At no time shall Affiliate Members exceed 50% of the board composition

### **30. Board Positions**

The Board Members may elect a Chairperson, a Deputy Chairperson, a Treasurer, Secretary, or other positions as and when the board members decide and may decide the period for which that board member is to hold that position

### **31. Use of information or position**

- (1) A Board member must not:
  - (a) while a board member; and
  - (b) after ceasing to be a board member,knowingly or recklessly make improper use of information acquired by virtue of her or his position in the association so as to:
  - (a) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (b) cause a detriment to the association.
- (2) A board member must not knowingly or recklessly make improper use of her or his position in the association so as to:
  - (a) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
  - (b) cause detriment to the association.

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

### **32. How members become Board members**

A member becomes a Board member if the member —

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 38.

### **33. Nomination of Board members**

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
  - (a) calling for nominations for election to the Board; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).

- (2) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting unless the board members agree to accept nominations after this time.
- (3) The written notice must include a statement by another member in support of the nomination and provide any information reasonably requested by the Board.
- (4) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 34(2)(b).

### **34. Election of Ordinary Board members**

- (1) All candidates for election to the Board must be members nominated to and approved as candidates for such position by the current Board before the relevant Annual General Meeting of the Association.
- (2) If the number of members nominating for the position of Board member (and approved in subrule (1)) is not greater than the number to be elected, the chairperson of the meeting —
  - (a) must declare each of those members to be elected to the position; and
  - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —
  - (a) the number of members nominating for the position of Board member (and approved in subrule (1)) is greater than the number to be elected; or
  - (b) the number of members nominating under subrule (2)(b) (and approved in subrule (1)) is greater than the number of positions remaining unfilled,

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

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

### **35. Term of office**

- (1) The term of office of a Board member begins when the member —
  - (a) is elected at an annual general meeting or under subrule 36(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule (38).
- (2) Subject to rule (37), a Board member holds office for a period of two (2) years, or until the second annual general meeting following election, whichever is greater.
- (3) A Board member may submit themselves for re-election. Subject to subrule (4), a person must not hold office as a Board member for more than four consecutive periods of two (2) years, provided that where the Board determines that there are exceptional circumstances, a person may be re-elected by the Association for a further period of up to two (2) years beyond the maximum term.
- (4) A person may not hold office as Chair of the Association for more than four (4) years
- (5) Any person who has held office as Chair for the maximum period stated in sub rule (4) is not eligible to be reappointed as Chair until two (2) years (or two (2) consecutive Annual General Meetings) have elapsed from the end of that period.



### 36. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Board member from office; and
  - (b) elect a member who is eligible under rule 29(2) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

### 37. When membership of Board ceases

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

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule (36); or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

### 38. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 29(2) to fill a position on the Board that —
  - (a) has become vacant under rule (36); or
  - (b) was not filled by election at the most recent annual general meeting or under rule 34.
- (2) If the position of secretary becomes vacant, the Board must appoint a member who is eligible under rule 29(2) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule(46), the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule (46), the Board may act only for the purpose of —
  - (a) appointing Board members under this rule; or
  - (b) convening a general meeting.

### 39. Validity of acts

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

### 40. Payments to Board members

- (1) In this rule —  
**Board member** includes a member of a subcommittee of the Board;  
**Board meeting** includes a meeting of a subcommittee of **the** Board.
- (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

### 41. Board meetings

- (1) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- (3) Special Board meetings may be convened by the chairperson or any 2 Board members.

### 42. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

#### 43. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board meeting.
- (2) If the chairperson and deputy chairperson are absent or 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 subrule (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.

#### 44. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board 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.

#### 45. Board members' interests

- (1) A Board member who has a perceived or actual (direct or indirect) conflict of interest in a matter being considered by the Board must, as soon as he or she becomes aware of her or his interest, disclose to the board members the nature and extent of her or his interest and the relation of the interest to the activities of the Association.
- (2) A disclosure by a Board member at a Board meeting that the Board member:
  - (a) is a member, or is in the employment, of a specified company or other body; or
  - (b) is a partner, or is in the employment, of a specified person; or
  - (c) has some other specified interest relating to a specified company or other body or to a specified person,is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person that may arise after the date of the disclosure and that is required to be disclosed under subrule (1).
- (3) Particulars of any disclosure made under subrule(1) and subrule(2) must be recorded by the board in the minutes of the meetings at which the disclosure was made. This may be a standing notice of disclosure.
- (4) A board member who has a perceived or actual (direct or indirect) conflict of interest in a contract, or proposed contract, with the association, or who has a perceived or actual material conflict of interest in a matter being considered by the board members, must not:

- (a) be present while the matter is being considered; or
  - (b) take part in any decision of the board in relation to the matter; or
  - (c) vote on the matter.
- (5) A contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Board member and the Association and the Board member is not liable to account for profits derived from the contract, provided subrules (1) and (4) have been complied with (if applicable) by the board member.
- (6) If there are not enough Board members to form a quorum to consider a matter due to subrule (4), any board member (including a board member with a perceived or actual (direct or indirect) conflict of interest) may call a general meeting to consider the matter.
- (7) The Board members may make regulations or adopt a policy dealing with a conflict of interest, including requiring the disclosure of interests that a Board member, and any person considered by the Board members as related to or associated with the Board member, may have, or may be perceived to have, in any matter concerning or which may affect the Association, in any way.

#### **46. Quorum for Board meetings**

- (1) Subject to rule 38(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) The quorum consists of greater than 50% of the board members
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
- (d) in the case of a special meeting — the meeting lapses; or
  - (e) 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 committee meeting held under subrule (2)(b); and
  - (b) at least 2 committee members are present at the meeting,
- those members present are taken to constitute a quorum.

#### **47. 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.

#### 48. 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 43(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson 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

#### 49. Subcommittee 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 committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the 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.

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

- (1) In this rule —

**non-delegable duty** means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.

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

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

### **51. Annual general meeting**

- (1) The Board must 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 6 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;
    - (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;
  - (c) to elect the office holders of the Association and other Board members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

## 52. 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 subrule (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 subrule (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 subrule (5).

## 53. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 52(5), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 33(2); and
  - (d) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 52(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 54(6).

## 54. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 53 must —
  - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary 24 hours before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

## 55. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general 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.



## 56. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. A quorum consists of at least six ordinary members
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
  - (b) at least 4 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

## 57. 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 ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 53.

## 58. Voting at general meeting

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
  - (b) ordinary members may vote personally or by proxy.
- (2) A member of the Board or Staff has one vote for the duration of their time as a board or staff member.
- (3) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (4) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (5) The appointment has effect until —
  - (a) the end of any general meeting to which the appointment applies; or
  - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (6) 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.
- (7) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (8) 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.
- (9) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule (2), the ordinary member —
  - (a) must have been an ordinary member at the time notice of the meeting was given under rule 53; and
  - (b) must have paid any fee or other money payable to the Association by the member.

## 59. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 60. Determining whether resolution carried

- (1) In this rule —

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

- (2) Subject to 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 —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (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 —
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (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.
- (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.
- (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.

## 61. 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 ordinary members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 51(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 51(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 chairperson 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 election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 62. Source of funds

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

### 63. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the treasurer to expend 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.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
  - (a) 2 Board members; or
  - (b) By two persons authorised by the Board to be signatories to the DSWA Bank Account.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### 64. 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 subrule (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.

## 65. Deductible Gift Recipient status

- (1) This rule only applies if the association is a deductible gift recipient under ITAA 97.
- (2) The association must maintain for its principal purpose a management account (**Gift Account**):
  - (a) to identify and record Gifts and Deductible Contributions;
  - (b) to identify and record any money received by the association because of those Gifts and Deductible Contributions; and
  - (c) that does not record any other money or property.
- (3) Receipts for Gifts or Deductible Contributions must state the:
  - (a) name and ABN of the association;
  - (b) the date and amount (or value, if property) of the Gift or Deductible Contribution;
  - (c) the name of the donor or contributors;
  - (d) the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).
- (4) Upon:
  - (a) the winding up of the association; or
  - (b) the association ceasing to be endorsed as a deductible gift recipient under the ITAA 97,whichever is earlier, any surplus funds in the Gift Account must be transferred to an entity:
  - (c) which is charitable at law; and
  - (d) gifts to which are deductible under the ITAA 97 on the basis that it is characterised as a public benevolent institution as described in item 4.1.1 of the table in section 30-45.
  - (e) The institution referred to in rule (65.4(d)) must be decided by the members of the association by special resolution and, if the members cannot decide, by the Supreme Court of WA.

## PART 8 — GENERAL MATTERS

### 66. By-laws

- (1) The Board may, by resolution at a Board meeting, make, amend or revoke by-laws.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
  - (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
  - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

## 67. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
  - (a) 2 Board members; or
  - (b) one Board member and a person authorised by the Board.
- (2) If the Association has a common seal —
  - (a) 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.
- (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.

## 68. 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.

## 69. Custody of books and securities

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

## 70. Record of office holders

The record of Board 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.

## 71. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 72. Publication by Board members of statements about Association business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- (a) the Board member has been authorised to do so at a Board meeting; and
- (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

## 73. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule —

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

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

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

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

#### **74. Indemnity and insurance**

- (1) Any person who is or has been a Board member shall be indemnified by the Association against any loss, expense or liability incurred by reason of, or in connection with, any act or deed performed in their capacity as a member of the Board in good faith on behalf of the Association but only to the extent that such liability is not covered by a contract of insurance taken out by any person for the benefit of such current or former Board Member.
- (2) The Association may, to the full extent permitted by law, pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been a Board Member against a loss, expense or liability incurred by that person whilst acting in such capacity in good faith on behalf of the Association.

#### **75. 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.