

# Constitution

Northam's Avon Descent Association (Inc)

## VERSION HISTORY

Version	Date	Revised By	Comments
0.8	11/11/2020	Executive Officer	Governance report presented outlining new Constitutional recommendations
0.9	14/11/2020	Executive Officer	New draft based upon Governance report
1.0	23/11/2020	Executive Officer	First final draft incorporating member feedback

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# 1 OBJECTS

## 1.1 NAME

- 1.1.1 The name of the association shall be the Northam's Avon Descent Association (Inc.) hereafter referred to as the Association.

## 1.2 DEFINITIONS

In these rules, unless the contrary intention appears —

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

**associate member** means a member with the rights referred to in **Rule 3.1.9**;

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

**Avon Descent** means the annual event conducted by the Association;

**Board** means the Board of Directors of the Association;

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

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

**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;

**Bylaws** means bylaws made by the Association under **Rule 8.1.1**;

**Code of Conduct** mean the Code of Conduct of the Association made, altered or rescinded by the Board, as appended to this Constitution.

**Constitution** is this document, as amended.

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

**chair** means the person chosen to preside over a meeting and its order of business

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

**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 7.1.1**;

**Freeman** is an individual member who has given exceptional service to the Association.

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

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

**Officer** is a person appointed to perform a specific task, duty, role or function, or fill a position including a Delegate position.

**ordinary member** means a member with the rights referred to in **Rule 3.1.8**;

**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 member holding office as the secretary of the Association or the person carrying out the functions ordinarily carried out by the secretary;

**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;

**sub-committee** means a sub-committee appointed by the Board under **Rule 5.4.3**

**treasurer** means the member holding office as the treasurer of the Association or the person carrying out the functions ordinarily carried out by the treasurer.

**Trusteeship** refers to the process described herein in which the Freeman are empowered as Trustees of the Association under **Rule 8.1.7**

## 1.3 PURPOSES

### 1.3.1 The Purposes of the Association are as follows:

- 1.3.1.1 To conduct an annual wildwater race for power dinghies, kayaks, canoes, skis and other craft on the Avon and Swan rivers, known as the Avon Descent.
- 1.3.1.2 To promote and foster the further development of the Avon Descent.
- 1.3.1.3 To promote, hold or enter into, either alone or jointly with any other club or association, any other river racing event or competition as deemed appropriate.
- 1.3.1.4 To become affiliated with any other association or body whose objects are similar to the objects of the Association, and if thought fit, to withdraw or retire from any such association or body.
- 1.3.1.5 To assist, in consultation with appropriate others, with the management of the Avon and Swan Rivers environment as affected by the Avon Descent and to promote a positive awareness of environmental and ecological matters as they affect the Avon River system.
- 1.3.1.6 To do all things that are incidental to or conducive of the attainment of the objects of the Association.
- 1.3.1.7 To solely apply the property and income of the Association towards the promotion of the objects of the Association and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of these objects.

## **2 POWERS OF THE ASSOCIATION**

**2.1.1 The powers of the Association shall be those as conferred by Section 14 of the Act that shall include:**

- 2.1.1.1 To acquire, hold, deal with, and dispose of any real or personal property;
- 2.1.1.2 To open and operate bank accounts;
- 2.1.1.3 To invest, borrow or receive money or an allocation of funds from a trust or benevolent organisation upon such terms as the Association thinks fit;
- 2.1.1.4 To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 2.1.1.5 To appoint agents to transact any business of the Association on its behalf;
- 2.1.1.6 To enter into any other contract the Association considers necessary or desirable;

## 3 MEMBERS

### 3.1 MEMBERSHIP

#### 3.1.1 Membership year

3.1.1.1 The membership year of the Association shall be **1 January to 31 December** in the following year.

#### 3.1.2 Eligibility for membership

3.1.2.1 Membership shall be open to any person or body corporate who wishes to further the interests of the Association.

3.1.2.2 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.

#### 3.1.3 Applying for membership

3.1.3.1 Persons/organisations seeking membership of the Association shall submit a written application to the Board, that:

- a) includes a written nomination by an existing member; and
- b) is signed by the applicant and the member nominating the applicant; and
- c) specifies the class of membership to which the application relates

3.1.3.2 If the Board has approved a specific form for membership applications, that form shall be used unless otherwise agreed.

#### 3.1.4 Dealing with membership applications

3.1.4.1 The Board must consider each application for membership of the Association and decide whether to accept or reject the application.

3.1.4.2 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.

3.1.4.3 The Board must not accept an application unless the applicant —

- a) is eligible under **Rule 3.1.2**; and
- b) has applied under **Rule 3.1.3**.

3.1.4.4 The Board may reject an application even if the applicant —

- c) is eligible under **Rule 3.1.2**; and
- d) has applied under **Rule 3.1.3**.

3.1.4.5 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.

3.1.4.6 If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

3.1.4.7 An application for membership cannot be rejected on the grounds of marital status, gender, pregnancy, impairment, sexual orientation, race, or political or religious conviction



- 3.1.4.8 There shall be no right of appeal against a refusal of membership.
- 3.1.4.9 Should a membership application be rejected, any fees paid with that application shall be refunded.

### **3.1.5 Becoming a member**

- 3.1.5.1 An applicant for membership of the Association becomes a member when —
- a) the Board accepts the application; and
  - b) the applicant pays any fees payable to the Association under **Rule 3.2**.

### **3.1.6 Obligations of Members**

- 3.1.6.1 All Classes of membership shall:
- a) be bound at all times by the Constitution and Bylaws of the Association; and
  - b) become liable for such fees as determined by the Association; and
  - c) be entitled to all advantages and privileges as afforded by the respective Class of membership.

### **3.1.7 Classes of membership**

- 3.1.7.1 The Association consists of ordinary members, Freeman members and any associate members provided for under **Rule 3.1.7.2**
- 3.1.7.2 The Association may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- 3.1.7.3 A person can only be an ordinary member or belong to one class of membership.

### **3.1.8 Ordinary Member**

- 3.1.8.1 An ordinary member is any person, or body corporate, who/which seeks all the privileges of the Association.
- 3.1.8.2 An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.

### **3.1.9 Associate Member**

- 3.1.9.1 Associate members can attend any general meeting of the Association but they cannot move or second any motions or vote or hold any office other than on specific sub-committees they may be appointed to by the Board.

### **3.1.10 Freeman**

- 3.1.10.1 A Freeman shall be an individual member who has given exceptional service to the Association and shall be nominated by the Freeman committee for appointment by the Board.
- 3.1.10.2 A Freeman shall have life membership of the Association without fee.
- 3.1.10.3 A Freeman shall be entitled to all privileges and powers as outlined in the Constitution and Bylaws, including the right to vote at any annual general or special general of the Association but shall not be entitled to vote at Board meetings.

### **3.1.11 Honorary Member**

3.1.11.1 The Board shall have the power to elect any non-member as an honorary member of the Association providing such person is serving the Association in a specific manner over a period of time.

3.1.11.2 Honorary members shall enjoy the privileges as deemed appropriate by the Board.

### **3.1.12 When membership ceases**

3.1.12.1 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 3.1.13**;
- d) the person is expelled from the Association under **Rule 4.2.1**;
- e) the person ceases to be a member under **Rule 3.2.1.2**.

3.1.12.2 The secretary must keep a record, for at least one year after a person ceases to be a member, of the date on which the person ceased to be a member and the reason why the person ceased to be a member.

### **3.1.13 Resignation**

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

3.1.13.2 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.

3.1.13.3 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.

### **3.1.14 Rights not transferable**

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

## **3.2 MEMBERSHIP FEES**

### **3.2.1 Membership fees**

3.2.1.1 The entrance and annual membership fees for each class of membership shall be determined at each annual general meeting for the following membership year.

3.2.1.2 If a member has not paid the annual membership fee **within the period of one (1) month** after the due date, the member ceases to be a member on the expiry of that period.

3.2.1.3 If a person who has ceased to be a member under **Rule 3.2.1.2** offers to pay the annual membership fee after the period referred to in that rule has expired —

- a) the Board may, at its discretion, accept that payment; and
- b) if the payment is accepted, the person's membership is retroactively reinstated from the start of applicable membership year.

### **3.3 REGISTER OF MEMBERS**

#### **3.3.1 Register of members**

- 3.3.1.1 The secretary is responsible for maintaining the register of members and recording in that register any change in the membership of the Association.
- 3.3.1.2 The register of members shall include a means of contact for each member (postal, residential or email address), the class of membership (if applicable) to which each member belongs and the date on which each member became a member.
- 3.3.1.3 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- 3.3.1.4 If a member makes a written request to be provided with a copy of the register of members or take an extract from the register then the Board will 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.

## 4 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### 4.1 TERM USED

#### 4.1.1 Term used: member

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

### 4.2 DISCIPLINARY ACTION

#### 4.2.1 Suspension or expulsion

4.2.1.1 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; or
- c) The member is in breach of the Constitution, Bylaws or applicable Code of Conduct.

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

4.2.1.3 The Board must give the member written notice of the Board's decision, and the reasons for the decision, **within seven (7) days** after the Board meeting at which the decision is made.

4.2.1.4 A member whose membership is suspended or who is expelled from the Association may, **within seven (7) days** after receiving notice of the Board's decision under **Rule 4.2.1.3**, give written notice to the secretary requesting the appointment of a mediator under **Rule 4.4.2**.

4.2.1.5 If notice is given under **Rule 4.2.1.4**, the member who gives the notice and the Board are the parties to the mediation.

#### 4.2.2 Consequences of suspension

4.2.2.1 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.

4.2.2.2 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.

4.2.2.3 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.

## 4.3 RESOLVING DISPUTES

### 4.3.1 Terms used

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

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

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

### 4.3.2 Application of Division

4.3.2.1 The procedure set out in this grievance procedure applies to disputes —

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

### 4.3.3 Parties to attempt to resolve dispute

4.3.3.1 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.

### 4.3.4 How grievance procedure is started

4.3.4.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Rule 4.3.3**, 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.

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

4.3.4.3 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 seven (7) days** before the meeting is held.

4.3.4.4 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.

4.3.4.5 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 4.4.2**,

the Board must not determine the dispute.

#### **4.3.5 Determination of dispute by Board**

- 4.3.5.1 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.
- 4.3.5.2 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, **within seven (7) days** after the Board meeting at which the determination is made.
- 4.3.5.3 A party to the dispute may, **within 14 days** after receiving notice of the Board's determination under **Rule 4.3.5.1**, give written notice to the secretary requesting the appointment of a mediator under **Rule 4.4.2**.
- 4.3.5.4 If notice is given under **Rule 4.3.5.3**, each party to the dispute is a party to the mediation.

## **4.4 MEDIATION & DISPUTE**

### **4.4.1 Application of Division**

- 4.4.1.1 This section applies if written notice has been given to the secretary requesting the appointment of a mediator —
- a) by a member under **Rule 4.2.1.4**; or
  - b) by a party to a dispute under **Rule 4.3.4.5** or **4.3.5.3**.

- 4.4.1.2 If this section applies, a mediator must be chosen or appointed under **Rule 4.4.2**.

### **4.4.2 Appointment of mediator**

- 4.4.2.1 The Freeman committee shall be approached as the preferred option for the appointment of a mediator.
- 4.4.2.2 The mediator must be a person chosen —
- a) if the appointment of a mediator was requested by a member under **Rule 4.2.1.4** — 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 4.3.4.5** or **4.3.5.3**.
  - c) — by agreement between the parties to the dispute.
- 4.4.2.3 If there is no agreement for the purposes of **Rule 4.4.2.2**, then, subject to **Rule 4.4.2.1** the Board must appoint the mediator.
- 4.4.2.4 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.

#### **4.4.3 Mediation process**

- 4.4.3.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 4.4.3.2 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.
- 4.4.3.3 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.
- 4.4.3.4 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.
- 4.4.3.5 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

#### **4.4.4 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 4.2.1.4**; 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.

## 5 MANAGEMENT OF THE ASSOCIATION

### 5.1 BOARD OF DIRECTORS

#### 5.1.1 Structure of the Board

5.1.1.1 The affairs of the Association shall be managed exclusively by an **eight (8) member** Board of Directors.

5.1.1.2 The Board of directors shall have the following Board positions:

- a) Chairperson
- b) Director, Finance
- c) Director, Sport
- d) Director, Logistics
- e) Director, Marketing

5.1.1.3 Additional portfolios shall be designated by the Board as per the Bylaws.

5.1.1.4 The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the Bylaws

#### 5.1.2 Powers of the Board

In addition to the powers contained in this Constitution, the Board shall have the power to:

- 5.1.2.1 Recommend to the annual general meeting the annual subscriptions payable for each Class of membership;
- 5.1.2.2 Set participation fees for any event conducted by the Association;
- 5.1.2.3 Determine honorariums and/or remunerations, for what purpose and for whom;
- 5.1.2.4 Delegate any of its powers as it deems appropriate;
- 5.1.2.5 Appoint and dissolve sub-committees;
- 5.1.2.6 Cause minutes to be made of proceedings of all meetings of the Board;
- 5.1.2.7 Appoint or otherwise assign secretarial duties as deemed necessary;
- 5.1.2.8 Make, amend or rescind any Bylaws, provided no Bylaw is in conflict with any section of the Constitution;
- 5.1.2.9 Make, amend or rescind a Code of Conduct, provided it is not in conflict with any clause of the Constitution;
- 5.1.2.10 Determine if a service is best performed or delivered by a sub-committee, an individual, or a community organisation, and then implement that determination;
- 5.1.2.11 Adjudicate on all matters that in any way can affect the Association.

#### 5.1.3 Eligibility of Board members

5.1.3.1 Eligibility for Board membership must at all times be in compliance with the Constitution.



- 5.1.3.2 To be elected or appointed to the Board a person shall be a member of the Association.
- 5.1.3.2.1 Board member positions shall be elected or appointed according to the procedures outlined in the Bylaws.
- 5.1.3.3 Board members shall be elected or appointed on the basis of appropriate demonstrated expertise in their role and not by affiliation or association.
- 5.1.3.4 No person may be elected to the Board of Directors who:
- a) is an undischarged bankrupt or their affairs are under insolvency laws;
  - b) has been convicted of an offence in connection with the promotion, formation or management of a body corporate;
  - c) has been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
  - d) has been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act.
- 5.1.3.5 Where a person is prohibited because they have been convicted of an offence they cannot be a committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a committee member for five years from their release from custody.
- 5.1.3.6 A board member must present a signed Code of Conduct to the secretary **within 30 days** of being elected or appointed to that position or that position shall become vacant.

#### **5.1.4 How members become Board members**

- 5.1.4.1 A member becomes a Board member if the member —
- a) is elected to the Board at a general meeting; or
  - b) is appointed by the Board to fill a casual vacancy under **Rule 5.1.10**.

#### **5.1.5 Nomination of Board members**

- 5.1.5.1 Prior to notice being given under **Rule 5.1.5.3**, the Board shall determine the positions and eligible nominations according to the procedure outlined in the Bylaws.
- 5.1.5.2 In its absolute discretion the Board may reject any nomination if it is considered that the candidate is unqualified, unsuitable, or may not meet the specific needs of the Board.
- 5.1.5.3 With reference to **Rule 6.1.3**, **at least 30 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 positions that have been opened for nominations per **Rule 5.1.5.1**
  - c) stating the date by which nominations must be received by the secretary to comply with **Rule 5.1.5.4**.
- 5.1.5.4 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.
- 5.1.5.5 The written notice of nomination must:
- a) Include the name of the member nominating; and
  - b) State the position that the member is nominating for; and

- c) include a statement by another member stating why they support the nomination; and
- d) Outline any expertise, experience or qualifications that make the member suited for the nominated position

5.1.5.6 A member wishing to nominate for more than one Board position must submit a separate nomination for each position.

5.1.5.7 If there is no suitable nomination for a position the Board will defer the election of that position and then appoint the position as a casual vacancy in accordance with **Rule 5.1.10**.

#### **5.1.6 Election of Board members**

5.1.6.1 A separate election shall be held for each position of Board member of the Association to be filled.

5.1.6.2 **No more than four (4)** Board positions shall be open for election at any given general meeting.

5.1.6.3 The members at the meeting must vote in accordance with procedures that have been determined in the Bylaws.

#### **5.1.7 Term of office**

5.1.7.1 The term of office of a Board member begins when the member —

- a) is elected at an annual general meeting or under **Rule 5.1.8.3**, or
- b) is appointed to fill a casual vacancy under **Rule 5.1.10**.

5.1.7.2 Subject to **Rule 3.1.12**, a Board member shall hold office for a two year term.

5.1.7.3 A Board member may be re-elected at the expiration of their term.

#### **5.1.8 Resignation and removal from office**

5.1.8.1 A Board member may resign from the Board by written notice given to the secretary and Chairperson or, if the resigning member is the secretary, given to the Chairperson.

5.1.8.2 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.

5.1.8.3 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 5.1.3** to fill the vacant position.

5.1.8.4 A Board member who is the subject of a proposed resolution under **Rule 5.1.8.3** may make written representations (of a reasonable length) to the secretary or Chairperson and may ask that the representations be provided to the members.

5.1.8.5 The Board may remove a Board member from office via disciplinary action subject to **Rule 4.2.1** or due to sudden ineligibility described in **Rule 5.1.3**

5.1.8.6 Board members may be removed from office at request of the Freeman Committee on trigger of Trusteeship described in **Rule 8.1.7**.

### 5.1.9 When membership of Board ceases

- 5.1.9.1 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 5.1.8**; 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
- 5.1.9.2 In the event that any member of the Board does not attend a meeting of the Board for a period in excess of 60 days without due notice and explanation to the Board, such member's position on the Board shall be declared vacant and the member shall be so notified.
- 5.1.9.3 A person who ceases to be a Board member must, as soon as practicable after their membership ceases, relinquish to a member of the Board all of the relevant documents, contacts, records and access credentials they hold pertaining to the management of the association's affairs.

### 5.1.10 Filling casual vacancies

- 5.1.10.1 The Board may appoint a member who is eligible under **Rule 5.1.3** to fill a position on the Board that —
- a) has become vacant under **Rule 5.1.9**; or
  - b) was not filled by election at the most recent annual general meeting or under **Rule 5.1.8.3**.
- 5.1.10.2 The Board shall appoint a person to fill a vacancy on the Board by majority decision and that person shall retain the position to which appointed until the next annual general meeting.
- 5.1.10.3 Subject to the requirement for a quorum under **Rule 5.2.5**, the Board may continue to act despite any vacancy in its membership.
- 5.1.10.4 If there are fewer Board members than required for a quorum under **Rule 5.2.5**, the Board may act only for the purpose of —
- a) appointing Board members under this rule; or
  - b) convening a general meeting.

## 5.2 BOARD MEETINGS

### 5.2.1 Board meetings

- 5.2.1.1 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.
- 5.2.1.2 Thereafter Board meetings shall be held at a frequency determined by the Board.
- 5.2.1.3 Special Board meetings may be convened by the Chairperson or **any three (3) Board members**.
- 5.2.1.4 The Chairperson may at any time convene additional meetings of the Board.

## **5.2.2 Notice of Board meetings**

- 5.2.2.1 Notice of each Board meeting must be given to each Board member **at least seven (7) days** before the time of the meeting.
- 5.2.2.2 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.

## **5.2.3 Procedure and order of business of Board meetings**

- 5.2.3.1 The Chairperson or, in the Chairperson's absence, the deputy-Chairperson may preside as chair of each Board meeting, or the Board may assign the duty to another Board member as it sees fit.
- 5.2.3.2 The procedure to be followed at a Board meeting shall be determined from time to time by the Board.
- 5.2.3.3 The order of business at a Board meeting may be determined by the Board members at the meeting.
- 5.2.3.4 No person other than a Board member shall attend Board meetings unless invited by the Chairperson.
- 5.2.3.5 A person invited under **Rule 5.2.3.4** 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 Chairperson to do so; and
  - c) cannot vote on any matter that is to be decided at the meeting.
- 5.2.3.6 Board members who have a material personal interest in a matter being considered at a Board meeting must:
  - d) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
  - e) must not be present while the matter is being considered at the meeting or vote on the matter.
- 5.2.3.7 Unless **Rule 5.2.3.8** applies, the only business that may be conducted at the meeting is the business described in the notice.
- 5.2.3.8 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.

## **5.2.4 Use of technology to be present at Board meetings**

- 5.2.4.1 A member may attend a Board meeting of the Association via video link, teleconferencing, audible mobile telephone call or other such means that allows them to hear the proceedings of the meetings and allows all those at the meetings to hear the member when they speak, only if they have made prior arrangements to do so.
- 5.2.4.2 A member who participates in a Board meeting as allowed under **Rule 5.2.4.1** is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### **5.2.5 Quorum for Board meetings**

- 5.2.5.1 A quorum for any meeting of the Board shall be **50% plus one (1) of current voting Board members**.
- 5.2.5.2 Subject to **Rule 5.2.5.4**, no business is to be conducted at a Board meeting unless a quorum is present.
- 5.2.5.3 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.
- 5.2.5.4 If —
- a) a quorum is not present **within 30 minutes** after the commencement time of a Board meeting held under **Rule 5.2.5.3**; and
  - b) at least 2 Board members are present at the meeting,
- those members present are taken to constitute a quorum.

### **5.2.6 Voting at Board meetings**

- 5.2.6.1 Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- 5.2.6.2 A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- 5.2.6.3 If the votes are divided equally on a question, the Chairperson of the Association has a second or casting vote.
- 5.2.6.4 The method of voting shall be stated in the Bylaws.

### **5.2.7 Minutes of Board meetings**

- 5.2.7.1 The Board must ensure that minutes are taken and kept of each Board meeting.
- 5.2.7.2 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 5.2.3.4**;
  - 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.
- 5.2.7.3 The minutes of a Board meeting must be entered in the Association's records **within 30 days** after the meeting is held.
- 5.2.7.4 The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
- a) the chair of the meeting; or
  - b) the chair of the next Board meeting.

- 5.2.7.5 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.
- 5.2.7.6 Any material personal interest of a Board member in a matter being considered at a Board meeting shall be recorded in the minutes of the meeting.

## 5.3 FREEMAN COMMITTEE

### 5.3.1 Freeman Committee Structure

- 5.3.1.1 The Freeman members together shall form an independent, permanent standing committee of the Association.
- 5.3.1.2 The Freeman committee shall ensure that the Board acts consistent with the Constitution and in the best interests of the Association at all times.

### 5.3.2 Powers of the Freeman Committee

- 5.3.2.1 The Freeman Committee shall be responsible for overseeing the process of Trusteeship described in **Rule 8.1.7**Error! Reference source not found.
- 5.3.2.2 The Freeman committee shall make recommendation on initiatives for the preservation of history and heritage in relation to the Avon Descent and on the allocation of funds for this purpose in the same manner as a member of the Board.
- 5.3.2.3 Freeman members shall hold further powers as designated in the Bylaws from time to time.

## 5.4 MANAGEMENT, OFFICERS & SUB-COMMITTEES

### 5.4.1 Management Panel

- 5.4.1.1 The Board of Directors shall be supported by a Management Panel of the structure outlined in the Bylaws.

### 5.4.2 Officers of the Association

- 5.4.2.1 The Board may appoint a person to perform a specific task, duty, role or function or fill a position and may, as deemed appropriate, appoint that person as an Officer of the Association.
- 5.4.2.2 To be eligible to be appointed or elected as an Officer of the Association, a person shall demonstrate expertise by either qualification or experience in the area or areas for which they will have responsibility.
- 5.4.2.3 An Officer of the Association does need to be a member of the Association however they shall be entitled to vote only if they are a financial member.
- 5.4.2.4 The Board may appoint a non-voting Secretary as an officer of the Association.

### **5.4.3 Subcommittees and subsidiary offices**

- 5.4.3.1 The Chairperson is, ex officio, a member of every sub-committee and as such is entitled to vote at such meetings when a vote is required.
- 5.4.3.2 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.
- 5.4.3.3 A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- 5.4.3.4 A person may be appointed to a subsidiary office whether or not the person is a member.
- 5.4.3.5 Subject to any directions given by the Board (or Chairperson) —
- a) a subcommittee may meet and conduct business as it considers appropriate; and
  - b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### **5.4.4 Delegation to subcommittees and holders of subsidiary offices**

- 5.4.4.1 In this Rule — **non-delegable duty** means a duty imposed on the Board by the Act or another written law.
- 5.4.4.2 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.
- 5.4.4.3 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.
- 5.4.4.4 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.
- 5.4.4.5 The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 5.4.4.6 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.
- 5.4.4.7 The Board may, in writing, amend or revoke the delegation.

## **5.5 VALIDITY OF ACTS**

### **5.5.1 Validity of acts**

- 5.5.1.1 The acts of a 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 election, appointment or qualification of a Board member or member of a subcommittee.

## 6 GENERAL MEETINGS OF ASSOCIATION

### 6.1.1 Annual general meeting

- 6.1.1.1 The Board must determine the date, time and place of the annual general meeting.
- 6.1.1.2 The Annual general meeting will be held **no later than 3 months** after the end of the Association's financial year.
- 6.1.1.3 Subject to **Rule 6.1.1.4** and **6.1.1.5**, the Chairperson of the Board shall chair the annual general meeting and the order of business shall be:
- 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. the financial report of the Association for the preceding financial year.
    - iii. a copy of the report of the review or auditor's report on the financial statements or financial report
  - c) To decide on such business as shall be brought forward by the Board or any financial member of which due notice has been given;
  - d) to elect the office holders of the Association and other Board members;
  - e) to confirm the annual membership fees
  - f) to appoint the auditor of the Association for the following year
- 6.1.1.4 Before the election of positions to the Board, the Chairperson, if retiring, shall vacate the chair and the proceedings shall be controlled by a Freeman, providing that person is not standing for election or re-election, or in the absence of a Freeman the proceedings shall be controlled by a Board member who is not retiring.
- 6.1.1.5 On the member's election, the new Chairperson of the Association shall take over as the chair of the general meeting.
- 6.1.1.6 If the Chairperson has not yet been elected, the Freeman (or Board member) who chaired the annual general meeting during the election of positions to the Board shall chair the first meeting of the Board held after the annual general meeting and shall vacate the chair when a Chairperson is appointed.

### 6.1.2 Special general meetings

- 6.1.2.1 Special general meetings of the Association may be called at any time, either at the discretion of the Board, following receipt of a request signed by **at least ten (10) members or 20% of the membership**, whichever is the lesser.
- 6.1.2.2 Notices for any special general meeting shall indicate the time/date/place for any such meeting and the business for which the meeting has been called and no other business shall be on the agenda for that meeting.
- 6.1.2.3 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.

6.1.2.4 The special general meeting must be convened **within 28 days** after notice is given under **Rule 6.1.2.3**.

6.1.2.5 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.

6.1.2.6 A special general meeting convened by members under **Rule 6.1.2.5** —

- 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.

6.1.2.7 The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under **Rule 6.1.2.5**

### **6.1.3 Notice of general meetings**

6.1.3.1 The secretary or, in the case of a special general meeting convened under **Rule 6.1.2.5**, the members convening the meeting, must give to each member **at least 14 days'** notice of a general meeting.

6.1.3.2 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) include notice of any motion brought forward by the Board or any financial member; and
- d) if the meeting is an annual general meeting —
  - i. list the Board positions that have been designated as open for nominations per **Rule 5.1.5.2**; and
  - ii. list the recommended annual subscriptions for the following year.
- e) if a special resolution is proposed —
  - i. set out the wording of the proposed resolution and state that the resolution is intended to be proposed as a special resolution; and

### **6.1.4 Proxies**

6.1.4.1 Subject to **Rules 6.1.4.2 to 6.1.4.9**, an ordinary member may appoint an individual who is a member as his or her proxy to vote, and speak on his or her behalf at a general meeting.

6.1.4.2 An ordinary member who is a body corporate is not eligible to proxy vote.

6.1.4.3 A member may be appointed as proxy for **not more than one (1)** other member at a given general meeting.

6.1.4.4 The appointment of a proxy must be in writing and be signed by the member making the appointment.

6.1.4.5 The member appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf.

6.1.4.6 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; and
- c) clearly states the voting position of that member on any special resolutions proposed.

6.1.4.7 A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.

6.1.4.8 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association **not later than 24 hours** before the commencement of the meeting.

6.1.4.9 Proxy votes are valid only for special resolutions proposed and circulated with the notice of the meeting as per **Rule 6.1.3** and are not valid for any other polls or resolutions proposed during a general meeting or for the election of Board members.

### **6.1.5 Use of technology to be present at general meetings**

6.1.5.1 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.

6.1.5.2 A member who participates in a general meeting under **Rule 6.1.5.1** 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.

### **6.1.6 Quorum for general meetings and presiding member**

6.1.6.1 The Chairperson or, in the Chairperson's absence, the deputy Chairperson shall preside as chair of each general meeting.

6.1.6.2 If the Chairperson and deputy Chairperson are absent or are unwilling to act as chair of a general meeting, the Board members at the meeting must choose one of them to act as chair of the meeting.

6.1.6.3 The quorum of any annual general meeting shall require a minimum of **twenty (20) members or 25% of the membership**, whichever is the lesser.

6.1.6.4 The quorum of any special general meeting shall require a minimum of **twenty (20) members or 25% of the membership**, whichever is the lesser.

6.1.6.5 No business is to be conducted at a general meeting unless a quorum is present.

6.1.6.6 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 chair 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.

6.1.6.7 If a quorum is not present **within 30 minutes** after the commencement time of an annual general meeting held under **Rule 6.1.6.6**; and **at least five (5) members** with the right to vote are present at the meeting, those members present are taken to constitute a quorum.

#### **6.1.7 Adjournment of general meeting**

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

6.1.7.2 Without limiting **Rule 6.1.7.1** 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.

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

6.1.7.4 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned **for 14 days or more**, in which case notice of the meeting must be given in accordance with **Rule 6.1.3**.

#### **6.1.8 Voting at General Meeting**

6.1.8.1 Only current financial members and Freemen shall have voting rights at a general meeting of the Association.

6.1.8.2 Except for elections, decisions shall be made by way of consensus, and in the absence of consensus voting by a show of hands. Any member may however call for a ballot or division.

6.1.8.3 On any question arising at a general meeting —

- a) subject to **Rule 6.1.8.9**, each ordinary member and Freeman has one vote only as consistent with **Rule 6.1.8.4** and **6.1.8.5**; and
- b) ordinary members may vote personally or by proxy subject to **Rule 6.1.4**

6.1.8.4 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.

6.1.8.5 An individual appointed to vote on behalf of a body corporate who is also an individual member entitled to vote, cannot lodge more than one vote.

6.1.8.6 A copy of the document by which the appointment is made must be given to the secretary **at least 24 hours** before any general meeting to which the appointment applies.

6.1.8.7 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.

6.1.8.8 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.

- 6.1.8.9 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 6.1.8.10 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.
- 6.1.8.11 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 **Rule 6.1.8.4**, they —
- a) must have been a member at the time notice of the meeting was given under **Rule 6.1.3**; and
  - b) must have paid any fee or other money payable to the Association by the member.

### **6.1.9 When special resolutions are required**

- 6.1.9.1 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.
- 6.1.9.2 **Rule 6.1.9.1** does not limit the matters in relation to which a special resolution may be proposed.

### **6.1.10 Determining whether resolution carried**

- 6.1.10.1 In this Rule — **vote** means the process of voting in relation to a matter that is conducted in writing.
- 6.1.10.2 Subject to **Rule 6.1.10.4**, 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.
- 6.1.10.3 If the resolution is a special resolution, the declaration under **Rule 6.1.10.4** must identify the resolution as a special resolution.
- 6.1.10.4 If a vote is demanded on any question by the Chairperson of the meeting or by **at least five (5)** other ordinary or Freeman member present in person or by proxy —
- a) the vote 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 vote.
- 6.1.10.5 If a vote is demanded on the election of the Chairperson or on a question of an adjournment, the vote must be taken immediately.
- 6.1.10.6 If a vote is demanded on any other question, the vote must be taken before the close of the meeting at a time determined by the Chairperson.
- 6.1.10.7 A declaration under **Rule 6.1.10.2** or **6.1.10.4** 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.

### **6.1.11 Minutes of general meeting**

- 6.1.11.1 The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- 6.1.11.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 6.1.11.3 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 6.1.4.7**; and
  - (c) the financial statements or financial report presented at the meeting, as referred to in **Rule 6.1.1.3**; and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in **Rule 6.1.1.3**.
- 6.1.11.4 The minutes of a general meeting must be entered in the Association's minute book **within 30 days** after the meeting is held.
- 6.1.11.5 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.
- 6.1.11.6 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
- (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## 7 FINANCIAL MATTERS

### 7.1.1 Financial year

7.1.1.1 The financial year of the Association shall be **1 November to 31 October** in the following year.

### 7.1.2 Source of funds

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

### 7.1.3 Control of funds

7.1.3.1 The Board is responsible for management of the financial affairs of the Association.

7.1.3.2 The funds of the Association shall be managed on the basis of a prior developed budget, and the applicable Bylaws.

7.1.3.3 A payment may be made to a member out of the funds of the Association only if it is authorised under **Rule 7.1.3.4**.

7.1.3.4 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.

7.1.3.5 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.

7.1.3.6 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.

### 7.1.4 Financial statements and financial reports

7.1.4.1 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 reports of the Association are met.

7.1.4.2 The Association shall keep proper books of accounts and cause the preparation of financial reports that give a true and fair view of its financial position in accordance with Australian Accounting Standards.

- 7.1.4.3 The Treasurer shall present a current financial report to each meeting of the Board and to any general meeting of the Association.
- 7.1.4.4 Following acceptance by the Board, the financial reports shall be made immediately available to members of the Association but in any case **not more than one (1) month** from the completion of the annual general meeting.

#### **7.1.5 Financial Auditor**

- 7.1.5.1 The financial reports shall be audited by a professional accounting body holding a public practicing certificate, to be appointed at the annual general meeting.
- 7.1.5.2 An auditor cannot be a member of the Board.
- 7.1.5.3 The appointed auditor shall have the power to call for the production of all books and documents relative to the affairs of the Association at any reasonable time.

#### **7.1.6 Payments to Board members**

- 7.1.6.1 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.

## 8 GENERAL MATTERS

### 8.1.1 Bylaws

- 8.1.1.1 The Bylaws of the Association may be amended by a simple majority of the Board.
- 8.1.1.2 A bylaw is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 8.1.1.3 At the request of a member, the Association must make a copy of the bylaws available for inspection by the member.

### 8.1.2 Giving notices to members

- 8.1.2.1 A notice or other document that is to be given to a member under these rules is taken to have been given to the member if sent to the applicable contact address recorded for that member in the register of members.
- 8.1.2.2 It is the sole responsibility of the member to notify the secretary of a change of contact details.

### 8.1.3 Custody of books and securities

- 8.1.3.1 Subject to **Rule 8.1.3.2**, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- 8.1.3.2 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.
- 8.1.3.3 **Rule 8.1.3.1** and **8.1.3.2** have effect except as otherwise decided by the Board.
- 8.1.3.4 The Association must retain its financial records for **at least seven (7) years** after the transactions covered by the records are completed.

### 8.1.4 Record of office holders

- 8.1.4.1 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.

### 8.1.5 Inspection of records and documents

- 8.1.5.1 **Rule 8.1.5.2** 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.
- 8.1.5.2 The member must contact the secretary to make the necessary arrangements for the inspection.
- 8.1.5.3 The inspection must be free of charge.



- 8.1.5.4 The right to inspect a document that records the minutes of a Board meeting or documentation relating to decisions out of a Board meeting is not permitted without prior written approval from the Board.
- 8.1.5.5 The member may make a copy of or take an extract from a record or document referred to in **Rule 8.1.5.1** but does not have a right to remove the record or document for that purpose.
- 8.1.5.6 The member must not use or disclose information in a record or document referred to in **Rule 8.1.5.1** 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.

#### **8.1.6 Publication by Board members of statements about Association business prohibited**

- 8.1.6.1 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.
- 8.1.6.2 For the purpose of **Rule 8.1.6.1**, publishing is deemed to be the act of putting to press, putting to social media, word of mouth, words, knowledge, reprint, issue, reissue, distributing, or bringing out and bringing into the open.

#### **8.1.7 Trusteeship**

- 8.1.7.1 Trusteeship may be triggered in the event that the Board is unable to carry out its duties or unable to take action over significant financial irregularities.
- 8.1.7.2 The process of Trusteeship shall be overseen by the Freeman committee.
- 8.1.7.3 For Trusteeship to be triggered, it shall require a **75% majority vote of the Freeman** membership, in **addition to at least one (1)** of the following conditions:
  - a) require a **75% majority vote of members** present and entitled to vote at a special general meeting called for the purpose; or
  - b) a request of Trusteeship signed by **at least three (3)** current members of the Board and presented to the Freeman committee; or
  - c) a request of Trusteeship signed by the Chairperson and presented to the Freeman committee
- 8.1.7.4 Once triggered, the process of Trusteeship shall be as follows:
  - a) A Freeman appointed by the Freeman committee shall be appointed as spokesperson of the Association for all official correspondence and public communications.
  - b) At the request of the Freeman committee, the current Chairperson of the Association shall vacate their position and a new interim Chairperson shall be appointed.
    - i. The interim Chairperson shall hold this position until the next annual general meeting.
  - c) At request of the Freeman committee, other Board members may be required to vacate their position per **Rule 5.1.8.6**.
- 8.1.7.5 Once the Trusteeship process has triggered, under no circumstance:

- a) shall funds be expended by the Board without approval from the Freeman Committee or, if appointed already, the interim Chairperson
- b) shall public statements be made without approval from the Freeman Committee or, if appointed already, the interim Chairperson

8.1.7.6 Trusteeship and all associated powers and responsibilities shall remain active until the next annual general meeting.

#### **8.1.8 Dissolution**

8.1.8.1 The Association may at any time, by a **75% majority** of its members present at a special general meeting called for the purpose be voluntarily dissolved provided it is solvent.

8.1.8.2 If upon the dissolution of the Association there remains, after the settlement of all its debts and liabilities and any costs or charges incurred as a consequence of dissolution, any property whatsoever, that property shall not be paid to or distributed among the members or previous members of the Association but shall be given or transferred to another incorporated Association having objects similar, wholly or in part, to the objects of this Association.

8.1.8.3 If as a consequence of a special resolution to dissolve the Association, a distribution plan for any property remaining has not been decided upon, the property remaining is to be entrusted to the Shire of Northam for its subsequent distribution according to **Rule 8.1.8.2**.

#### **8.1.9 Alteration of rules**

8.1.9.1 Amendments to the Constitution may be made only via special resolution at an annual general meeting or special general meeting called for such a purpose and by otherwise complying with Part 3 Division 2 of the Act.

8.1.9.2 Amendments **require a 75% majority** of those present and entitled to vote.

8.1.9.3 The wording of any proposed alteration to the Constitution shall be stated in the notice advising of the meeting at which the amendment is to be voted upon.

8.1.9.4 Any alterations to these rules must be lodged with the Commissioner within one month of the special resolution being passed.

#### **8.1.10 Change of Address**

8.1.10.1 Should the Association change its address it will comply with the requirements of the Association Incorporation Act 2015 that requires a change of address be notified to the Commissioner **within 28 days**.