

**PEEL REGIONAL LEADERS FORUM INC.**

**CONSTITUTION**

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## 1. NAME OF THE ASSOCIATION

The name of the Association is *Peel Regional Leaders Forum Inc.*

## 2. TERMS USED

In these rules, unless the contrary intention appears —

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

**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 by resolution at a general meeting;

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

**deputy chairperson** means the Committee member holding office as the deputy chairperson of the Association;

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

**committee** means the management committee of the Association, which shall comprise all of the members of the Association;

**committee meeting** as all members of the Association make up the committee, committee meetings shall mean general meetings and vice versa. Special general meetings and annual general meetings shall mean a meeting of the Committee to conduct particular business as described in these rules;

**committee member** means a member of the committee, which includes all members 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, has the meaning given in rule 28.2;

**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;

**member organisation** means any of the organisations referred to in rule 8.1;

**ordinary committee member** means a committee member who is not an office holder of the Association under rule 15, which shall comprise all members of the Association;

**PRLF** means Peel Regional Leaders Forum Inc.;

**Peel Region** means the geographic area covered by the local government areas of the City of Mandurah, Shire of Boddington, Shire of Serpentine-Jarrahdale, Shire of Murray and Shire of Waroona.

**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 committee 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 27;

**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 committee member holding office as the treasurer of the Association.

### **3. LOCATION**

3.1 The Association shall be centred on the Peel region which comprises the geographic Local Government areas of:

- Boddington;
- Mandurah;
- Murray;
- Serpentine-Jarrahdale; and
- Waroona.

3.2 The address for service of notices or correspondence to the Association is:

PO Box 625, Pinjarra WA 6201

Email: admin@prlf.org.au

### **4. VISION**

Communities working together for a thriving and prosperous region.

### **5. OBJECTS**

The objects of this association are to:

- Reinforce, promote and enhance the identity, regional boundary of Peel, ensuring its retention as a region
- Facilitate the economic development, ecological integrity and social wellbeing to benefit the people and environment of the Peel region
- Encourage collaboration internally and externally to develop and implement mutually and regionally beneficial projects.

### **6. POWERS**

In accordance with the provisions of Section 14 of the Act, the Association may do all things necessary or convenient for carrying out its objects and purposes, such as:

- i) Employ persons that the Association deems appropriate to pursue the objects of the Association;
- ii) Acquire, hold, deal with and dispose of any real or personal property;
- iii) Open and operate bank accounts;
- iv) Invest PRLF money:
  - a) as trust funds which may be invested under Part III of the Trustees Act 1962; or
  - b) in any other manner authorised by the Committee.
- v) Appoint agents to transact any business of the Association on its behalf;
- vi) Enter into any other contract deemed necessary or desirable by the Committee;
- vii) The Association may, unless this Constitution otherwise provides, act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Constitution.

## **7. NOT-FOR-PROFIT BODY**

7.1 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.

7.2 A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (7.3).

7.3 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.

## **8. MEMBERSHIP**

8.1 Membership shall consist of the persons holding the offices of:

- President of the Shire of Boddington;
- Chief Executive Officer of the Shire of Boddington;
- Mayor of the City of Mandurah;
- Chief Executive Officer of the City of Mandurah;
- President of the Shire of Murray;
- Chief Executive Officer of the Shire of Murray;
- President of the Shire of Serpentine-Jarrahdale;
- Chief Executive Officer of the Shire of Serpentine-Jarrahdale;
- President of the Shire of Waroona;
- Chief Executive Officer of the Shire of Waroona;
- Chair of Regional Development Australia Peel;
- Director of Regional Development of Regional Development Australia Peel;
- Chair of the Peel Community Development Group;
- Nominated Officer of the Peel Community Development Group;
- Chair of the Peel-Harvey Catchment Council;
- Executive Officer of the Peel-Harvey Catchment Council;
- Any membership approved under rule 9.

8.2 The Peel Development Commission, whilst not holding a formal membership role on the Association, will nonetheless actively support the Association in an advisory capacity. The Chief Executive Officer of the PDC may attend PRLF CEO Group Meetings as an observer.

8.3 Office holders referred to in 8.1 shall include those persons that have been officially nominated (by the relevant member organisation) in an acting or deputised role where the incumbent specified in 8.1 is unable to attend a meeting of the Association.

8.4 Where a member holds more than one office as specified in Clause 8.1 that person's primary role within the Association shall be as a representative of Local Government. The Deputy Chair (or equivalent) of the second or subsequent organisations represented by that member shall be appointed as a member of the Association.

8.5 The Deputy Chair of the second or subsequent organisation referred to in Clause 8.4 shall only be a member of the Association for such duration as the first mentioned member holds more than one office specified in Clause 8.1.

8.6 Members are not required to pay any membership fee or subscription.

8.7 The period of membership shall commence upon approval of membership and continue until it ceases under the provisions of rule 10.

8.8 The secretary, or another person authorised by the committee, 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.

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

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

8.11 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 committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

8.12 Under section 19 of the Act a member of the management committee, trustee or a member of the association is not liable in respect of the liabilities of the association. This does not apply to liabilities incurred by or on behalf of the association prior to incorporation.

## **9. APPLYING FOR MEMBERSHIP**

9.1 Any organisation that supports the objects or purposes of the Association is eligible to apply to become a member organisation and propose one or more members, providing they meet the following criteria:

- Not for profit, agency or incorporated association status;
- Located and operate within the Peel geographic region;
- Recognised as the peak body for the region within their area of expertise.

9.2 Applying for membership:

- An organisation that wants to become a membership organisation must apply in writing to the Association, outlining how they generally align with the vision and objects of the Association, and the proposed office/s that will be representative members.
- The application must include a member's nomination of the applicant for membership, and be signed by the applicant and nominating member

### 9.3 Dealing with membership applications:

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee 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 committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (5) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- (6) Should an application not meet the requirements of rule 9.1 or 9.2, or otherwise not be accepted by the Committee, the Committee may still consider the appointment of the applicant to a Sub-Committee or Subsidiary Office, in accordance with rule 27.

### 9.4 Becoming a member:

An applicant for membership of the Association becomes a member when the committee accepts the application and the applicant is notified of the outcome.

## 10 WHEN MEMBERSHIP CEASES

### 10.1 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 member or member organisation resigns from the Association under sub rule 10.3;
- (d) the member is expelled from the Association under rule 11.1;
- (e) the person no longer holds the office specified in Clause 8.1, in which case the membership is transferable to the next holder of that office;
- (f) the member is absent from more than -
  - i. 3 consecutive Committee meetings; or
  - ii. 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the terminate the membership.

### 10.2 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.

### 10.3 A member or member organisation may resign from membership of the Association by giving written notice of the resignation to the secretary.

### 10.4 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.

### 10.5 The rights of a member are not transferable however the member organisation may nominate an alternative representative position for consideration by the committee. In this case the process outlined in rule 9 must be followed for application.



## 11 DISCIPLINARY ACTION

Term used: member

In this Part —

**member**, in relation to a member who is expelled from the Association, refers to the individual holding the office outlined in rule 8.1.

11.1 Suspension or expulsion:

(1) The committee 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, including breaching any Policies or Procedures endorsed by the Association.

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

(3) The notice given to the member must state —

- (a) when and where the committee 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 committee about the proposed suspension or expulsion;

(4) At the committee meeting, the committee 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 committee 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 committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

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

(7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under sub rule (13.1).

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

11.2 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.

## 12 RESOLVING DISPUTES

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 6 months before the dispute has come to the attention of each party to the dispute.

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

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

12.1 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.

12.2 How the grievance procedure is started:

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub rule (12.1), 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 committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the committee 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 committee 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 committee; and
    - (ii) requests the appointment of a mediator under sub rule 13.1,
 the committee must not determine the dispute.

### 12.3 Determination of dispute by committee:

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee 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 committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under sub rule 13.1.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## 13 MEDIATION

- 13.1 a) This section applies if written notice has been given to the secretary requesting the appointment of a mediator —
- i) by a member under rule 11.1(7); or
  - ii) by a party to a dispute under rule 12.2(5)(b)(ii) or 12.3(3).
- b) If this Division applies, a mediator must be chosen or appointed under rule 13.2.

### 13.2 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 11.1(7) — by agreement between the Member and the committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 12.2(5)(b)(ii) or 12.3(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 committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 11.1(7); or
  - (b) a party to a dispute under rule 12.2(5)(b)(ii); or
  - (c) a party to a dispute under rule 12.3(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee 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.

### 13.3 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.
- (7) Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

13.4 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 11.1(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 committee meeting or general meeting during the period of suspension or expulsion.

## 14 POWERS OF COMMITTEE

14.1 Committee:

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

14.2 Committee Members:

- (1) The committee members consist of —
  - (a) the office holders of the Association; and
  - (b) all other members.
- (2) The following are the office bearers of the Association —
  - (a) the Chairperson;
  - (b) the Deputy Chairperson;
  - (c) the Secretary;
  - (d) the Treasurer.
- (3) A person must not hold 2 or more of the offices mentioned in subrule (2) at the same time.

## 15 OFFICE BEARERS OF THE COMMITTEE

15.1 The office bearers will be elected at an annual general meeting, by ballot, or appointed under rule 15.4.

15.2 Subject to rule 15.5, an office bearer's term will be from his or her election at an annual general meeting until the following annual general meeting, but he or she is eligible for re-election to any office bearer position.

15.3 Process for nomination:

(1) At least 21 days before an annual general meeting, the Executive Officer, or in his/her absence, Secretary must send written notice to all the members —

- (a) calling for nominations for election to office bearer; 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 as an office bearer at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.

(3) The written notice must include a statement by another member in support of the nomination.

(4) A member may nominate for one specified position of office bearer of the Association.

(5) A member whose nomination does not comply with this rule is not eligible for election to a position unless the member is nominated under rule 15.4 or 15.6(2).

15.4 When a casual vacancy occurs in a position of an office bearer, the Committee may appoint a member to fill that vacancy until the next annual general meeting.

15.5 A casual vacancy occurs in the position of an office bearer and that office becomes vacant if the Committee member -

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Deputy-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than -
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as an office bearer

15.6 Election of office bearers:

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

- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote by ballot to decide who is to be elected to the position.
- (5) Each member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.
- (8) The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

### 15.7 Chair

The Chair shall:

- (a) convene and preside at committee meetings and preside at general meetings provided for in these Rules;
- (b) sign documents on behalf of the association;
- (c) ensure all relevant information is made available to committee members;
- (d) ensure the association is run according to its rules and any other strategic plan that has been agreed to;
- (e) resolve disputes and grievances;
- (f) represent the association at external meetings and events; and
- (g) perform such other duties as are imposed by the Rules on the Chair.

### 15.8 Deputy Chair

The Deputy Chair shall, in the absence of the Chair:

- (a) chair meetings;
- (b) sign documents on behalf of the association;
- (c) ensure all relevant information is made available to committee members;
- (d) ensure the association is run according to its rules and any other strategic plan that has been agreed to;
- (e) resolve disputes and grievances;
- (f) represent the association at external meetings and events; and
- (g) perform such other duties as are imposed by the Rules on the Deputy Chair.

### 15.9 Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons

- authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
  - (h) maintaining full and accurate minutes of committee meetings and general meetings;
  - (i) carrying out any other duty given to the secretary under these rules or by the committee.

#### 15.10 Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.

#### 15.11 Executive Director or Secretariat

Should the association appoint an Executive Director or Secretariat, that person will liaise with the Chair, Deputy Chair, Secretary and Treasurer in performing their functions.

## 16 PROCEDURE OF MEETINGS

- (a) Subject to this Constitution, the members present at a meeting shall determine the procedure and order of business to be followed at a meeting.
- (b) The Association will pay for all reasonable Committee meeting expenses.
- (c) The quorum for all meetings shall be 50% of members plus one.

### 16.1 COMMITTEE MEETINGS

- (a) The Committee shall meet together for the dispatch of business not less than two meetings per year. The Executive Officer/Secretariat, or in his/her absence, the Secretary will issue a notice of these Committee meetings not less than 5 working days before the date of the meeting.

(b) The Chair may at any time convene a Committee meeting. A written notice, specifying the business to be transacted and the date, time and place of the meeting will be issued by the Executive Officer/Secretariat, or in his/her absence, the Secretary not less than 5 working days before the date of the meeting.

## **16.2 MATERIAL PERSONAL INTERESTS OF COMMITTEE MEMBERS**

Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:

- as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
- disclose the nature and extent of the interest at the next general meeting of the association

Under section 42(3) of the Act this rule does not apply in respect of a material personal interest

- (a) that exists only because the member-
- is an employee of the incorporated association; or
  - is a member of a class of persons for whose benefit the association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.

Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

## **17 DECISIONS TO BE REFERRED TO MEMBER ORGANISATIONS**

17.1 The Committee shall, when making decisions which materially alters its objects, refer such matters to the subsequent meeting of any relevant or affected member organisation for consideration of their support or any other decision of the member organisation in relation to that decision.

17.2 Member organisations consulted in accordance with Clause 17.1 shall indicate their support or otherwise of a decision made by the committee to the next meeting of the committee.

17.3 Support of a majority of member organisations shall be necessary for the committee to proceed with further action in relation to that decision.

## **18 ANNUAL GENERAL MEETING (AGM)**

18.1 The committee must determine the date, time and place of the annual general meeting, to take place within 6 months of the end of the Association's financial year.

18.2 The Executive Officer, or in his/her absence, the Secretary shall ensure written notice



of the meeting is sent to all members, not less than 14 days before the meeting. The notice shall include the names of members who have nominated for election to Officer Bearer positions.

18.3 If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.

18.4 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 committee'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 committee 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 subscriptions and other amounts (if any) to be paid by members;
- (f) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

18.5 The reports of the Chair, Treasurer and Executive Officer/Secretariat together providing, but not limited to, a summary of the financial and other activities of the Association for the preceding year, the annual report and audited financial statements shall be sent to the members together with the notice of meeting.

## **19 SPECIAL GENERAL MEETING**

- a) The Committee may convene a special general meeting.
- b) The Committee shall convene a special general meeting within 28 days of receiving a request in writing to do so from not less than 20% of members, all of whom have signed the request, for the purpose specified in that request.

19.1 The Executive Officer/Secretariat, or in his/her absence, the Secretary shall give to all members not less than 21 days notice of a special general meeting and of any motions to be moved at the special general meeting. This notice shall specify:

- (a) when and where the meeting will be held;
- (b) the particulars of the business to be transacted at the meeting and of the order in which that business is to be transacted;
- (c) if a special resolution is proposed —
  - i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - ii. state that the resolution is intended to be proposed as a special resolution.

19.2 If a special general meeting is not convened within 21 days after the date on which

a requisition of members for the meeting is lodged with the Executive Officer/Secretariat, or in his/her absence, the Secretary, any one or more of the members who made the requisition may convene a meeting to be held not later than 3 months after that date, as if they were the Committee. This meeting shall be convened as nearly as is practicable in the same manner as Committee meetings are convened, and shall only deal with the business prescribed in the request.

## **20 PRESIDING AT MEETINGS**

(a) The Chair, or in his or her absence the Deputy Chair, shall preside at each meeting of the Association.

(b) If the Chair and the Deputy Chair are not present or are unable to preside at the meeting, the members present shall select one of their numbers to preside at the meeting. If no decision is reached in this regard the meeting shall be adjourned.

## **21 VOTING**

(a) Each member organisation has one deliberative vote. Where the member organisation has more than one representative member, it shall nominate one member as proxy to vote on its behalf.

(b) Subject to rules 24 and 25, to cast a vote a member must be present in person when the vote is taken.

## **22 RESOLUTIONS**

### **22.1 Ordinary Resolutions**

(a) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands. If there is an equality of votes the person presiding at the meeting (the chair of the meeting) shall have a casting vote in addition to his or her deliberative vote

(b) A declaration by the chair presiding at a meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the meeting at which the resolution is submitted, a poll is demanded.

### **22.2 Special Resolutions**

(a) A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members who vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution is given.

(b) A special resolution is required if it is proposed at a general meeting —

- (i) to affiliate the Association with another body; or
- (ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (iii) to alter its rules, including changing the name of the association (section 30(1));
- (iv) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (v) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));

- (vi) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (vii) to cancel its incorporation (section 129).

22.3 Rule 22.2(b) does not limit the matters in relation to which a special resolution may be proposed.

22.4 At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded by at least 3 members of the Association present in person.

22.5 A declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

## **23 ADJOURNMENT OF MEETINGS**

23.1 If a quorum is not present within 30 minutes after the time appointed for holding the meeting the meeting will be adjourned to the same time on the same day in the following week at the same venue.

23.2 If a quorum is not present within 30 minutes of the time appointed for the resumption of an adjourned meeting, the members who are present may proceed with the business of that meeting as if a quorum were present.

23.3 The meeting chair may, with the consent of a meeting at which a quorum is present, and shall, if so directed by such a meeting, adjourn that meeting from time to time and from place to place.

23.4 There shall not be transacted at an adjourned meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.

23.5 When a meeting is adjourned for a period of 30 days or more, the Secretary, or with the authority of the Secretary, the Executive Officer shall give notice under rule 16.6, 19.1 or 20.1 (as appropriate) of the adjourned meeting as if that meeting was a fresh meeting.

## **24 USE OF TECHNOLOGY TO BE PRESENT AT COMMITTEE MEETINGS**

(a) Subject to prior approval of the Chair person, the presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

(b) A member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

## **25 RESOLUTIONS WITHOUT MEETINGS**

Any ordinary resolution initiated by the Chair in writing and delivered to members, and agreed to in writing by a majority of the members, shall have the same effect as if passed at a Committee meeting. Every such resolution shall be recorded in writing and delivered

to each member and shall be recorded in the minutes of the next Committee meeting. Agreement in writing to any such resolution may be transmitted by email or delivered by pre-paid post or pre-paid courier.

## **26 MINUTES OF MEETINGS**

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each committee and 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 meeting must record —
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements or financial report presented at the meeting, as referred to in rule 18.4(b)(ii) or (iii); and
  - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 18.4(b)(iv).
- (4) The minutes of a committee or general meeting must be entered in the Association's minute register within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a committee or 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 committee or 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.

## **27 SUBCOMMITTEES AND SUBSIDIARY OFFICES**

### **27.1 Appointment of Subcommittees and subsidiary offices:**

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —
  - (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 committee —
  - (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.

## 27.2 Delegation to subcommittee or subsidiary office:

- (1) 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.
- (2) 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.
- (3) 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.
- (4) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (5) 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.
- (6) The committee may, in writing, amend or revoke the delegation.

## 28 FINANCE

28.1 The Association may accept monies by any lawful means for the purpose of fulfilling the objects of the Association.

28.2 The financial year of the Association shall be from 1 July to 30 June in the following year.

28.3 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.

- (1) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (2) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (3) All payments including cheques, electronic transfer, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be approved by —
  - (a) 2 office bearers; or
  - (b) one office bearer and a person authorised by the committee.
- (4) Notwithstanding these provisions the Association may authorise debit or credit card facilities for staff use, the transactions of which may be authorised by the relevant staff member.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

28.4 The financial operations of the Association shall be conducted in accordance with this Constitution and the Act.

## 29 FINANCIAL REPORTS AND AUDIT

29.1 For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.

29.2 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.

29.3 Despite any allowance made under Part 5 of the Act, the Association shall require the annual financial statements to be audited and a copy of the report of the review or the auditor's report to be presented at each annual general meeting.

29.4 At each annual general meeting an auditor is to be appointed for the next financial year.

## GENERAL MATTERS

### 30 SERVICE OF NOTICES

(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.

### 31 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 committee.

(4) The books of the Association must be retained for at least 7 years.

## **32 RECORD OF OFFICE HOLDERS**

32.1 Under section 58 of the Act an association must maintain a record of —

- the names and addresses of the persons who are members of its management committee; or hold other offices of the association provided for by its rules;
- the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and
- the name and address of any person who is appointed or acts as trustee on behalf of the association.

32.2 Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

32.3 The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

## **33 INSPECTION OF RECORDS AND REGISTERS OF THE ASSOCIATION**

33.1 A member may at any reasonable time inspect without charge the minute books, documents, records and securities of the Association, by prior arrangement with the secretary.

## **34 COMMON SEAL OF ASSOCIATION**

34.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.

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

- a) 2 office bearers; or
  - b) one office bearer and a person authorised by the committee,
- and each of them is to sign the document to attest that the document was sealed in their presence.

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

34.4 The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

## **35 CHANGES TO THE CONSTITUTION**

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.

Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33. The required documents must be lodged within one month after the special resolution is passed. The Executive Officer, or in his/her absence, secretary will give notice to members when documents have been lodged and/or approved as required under this section.

### **36 WINDING UP/DISSOLUTION OF THE ASSOCIATION**

36.1 The Association will be dissolved by special resolutions passed at a meeting convened for that purpose to:

- i) Cancel the incorporation under Part 10, Division 1 of the Act; and
- ii) Approve a distribution plan that complies with section 24(1) of the Act.

36.2 The mover or the Chair shall give not less than 28 days' notice of motion of such dissolution to each member.

36.3 In the event of the Association passing the special resolutions outlined in rule 36.1, application to the Commissioner must be submitted by a committee member within 28 days seeking approval of the distribution plan and cancellation of incorporation.