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# **Wirlomin Noongar Language and Stories Inc.**

## **RULES OF ASSOCIATION / INCORPORATION**

**June 2019**

## Contents

<b>Part 1: Preliminary .....</b>	<b>2</b>
1. Terms used.....	2
2. Financial Year.....	2
3. Name of the Association.....	3
<b>Part 2: Association to be a not-for-profit body .....</b>	<b>3</b>
4. Not-for-profit body.....	3
5. Objectives and Powers of the Association.....	3
<b>Part 3: Members and the Committee.....</b>	<b>4</b>
6. Qualifications and applications for membership of the Association .....	4
7. Register of members of the Association .....	5
8. Resignation of members of the Association.....	6
9. Committee of management of the Association .....	6
10. Duties of Committee members .....	9
11. Meetings .....	10
12. Quorum in proceedings at General Meetings .....	12
13. Minutes of meetings of the Association .....	13
14. Voting rights of members of the Association.....	13
15. Technology at Committee meetings .....	14
<b>Part 4: Constitution of the Association.....</b>	<b>14</b>
16. Rules of the Association .....	14
17. Inspection of books of the Association.....	15
18. Common seal of the Association .....	15
<b>Part 5: Disciplinary action, disputes and mediation .....</b>	<b>15</b>
19. Disciplinary action – suspension of membership or expulsion.....	15
20. Consequences of suspension of membership .....	15
21. Dispute resolution .....	16
<b>Part 6: Dissolution of the Association .....</b>	<b>17</b>
22. Dissolution of the Association .....	17
<b>Part 7 – Gift Fund.....</b>	<b>18</b>
23. Establishment and operation of Gift Fund.....	18

## Part 1: Preliminary

### 1. TERMS USED

- 1.1 **Act** means the Associations Incorporation Act 2015.
- 1.2 **Association** means The Wirlomin Noongar Language and Stories Inc.
- 1.3 **AGM** means the annual general meeting of the Association.
- 1.4 **Books of the Association** includes, but is not limited to, the following:
- Register of Members;
  - Financial Records, financial statements or financial reports, however, compiled, recorded or stored;
  - a document of the Association; and
  - any other record of information pertinent to the business of the Committee.
- 1.5 **Chairperson** means the chairperson of the Association.
- 1.6 **Committee** means the management committee of Wirlomin as elected by the Members.
- 1.7 **Committee Meeting** means a meeting of the Committee.
- 1.8 **Cultural Sub-Committee** means the cultural group of the Association and which will comprise of members of the Wirlomin clan.
- 1.9 **Financial Records** includes, but is not limited to, the following:
- invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
  - documents of prime entry;
  - working papers and any other documents needed to explain:
  - the methods by which financial statements are prepared; and
  - adjustments to be made in preparing financial statements.
- 1.10 **Financial Year** means the financial year of the Association as stipulated in Rule 2.
- 1.11 **In Writing** means delivery of text by post or electronic means.
- 1.12 **Member(s)** means member(s) of the Association as defined in Rule 6.
- 1.13 **Register of Members** means the register of members referred to in section 53 of the Act.
- 1.14 **Rules** means these rules of the Association as set out in this constitution.
- 1.15 **Secretary** means the secretary of the Association.
- 1.16 **Special General Meeting** means a meeting of the Association other than the AGM.
- 1.17 **Special Resolution** means a resolution passed by the Members at a Special General Meeting in accordance with section 51 of the Act.
- 1.18 **Treasurer** means the treasurer of the Association.
- 1.19 **Vice-Chairperson** means the Vice-Chairperson of the Association.
- 1.20 **Wirlomin** means The Wirlomin Noongar Language and Stories Inc..

### 2. FINANCIAL YEAR

- 2.1 The Financial Year is from 1 July to 30 June.

### **3. NAME OF THE ASSOCIATION**

- 3.1 The name of the Association shall be THE WIRLOMIN NOONGAR LANGUAGE AND STORIES Inc. hereafter referred to as Wirlomin.
- 3.2 The letters WNLS shall be the recognised contraction for the name of the Association.

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

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

- 4.1 The property and income of the Association must be applied solely for 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 and always on an arm's length basis..
- 4.2 A payment may be made to a Member out of the funds of the Association only if it is authorised by Special Resolution under Rule 4.3.
- 4.3 A payment to a Member out of the funds of the Association is authorised if:
- (a) the payment is in good faith to the Member as a reasonable remuneration for any services provided to the Association or for goods supplied to the Association, in the ordinary course of business; or
  - (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.
- 4.4 WNLS is a Tier 1 association. This means:
- (a) the Association must prepare an annual financial statement;
  - (b) the financial statement undergoes an annual review; and
  - (c) the financial statement is presented at the AGM as per Rules 10.7 and 11.4(c).

### **5. OBJECTIVES AND POWERS OF THE ASSOCIATION**

- 5.1 The objects of the Wirlomin are -
- (a) to reclaim Wirlomin stories and dialect, in support of the maintenance of the Noongar language, and to share them with Noongar families and communities as part of a process to claim, control and enhance Wirlomin Noongar cultural heritage;
  - (b) to return and consolidate indigenous culture to its rightful community, create an awareness of its importance and the potential for an appropriate sharing of a Noongar cultural heritage with the wider community;
  - (c) to promote Noongar arts and culture through language, storytelling, illustration, music, song and dance to the Noongar community in Perth, Albany and other selected regional centres;
  - (d) to promote, foster and encourage indigenous authors and illustrators;
  - (e) to promote the Wirlomin books as literature/art in Perth, Albany and selected regional centres and also to the book buying public; and
  - (f) to provide an opportunity for people to participate in cross-cultural shared activities between indigenous and non-indigenous people whilst learning about indigenous

culture.

- 5.2 The powers conferred on the Association are the same as those conferred by section 14 of the Act.

### **Part 3: Members and the Committee**

#### **6. QUALIFICATIONS AND APPLICATIONS FOR MEMBERSHIP OF THE ASSOCIATION**

- 6.1 Membership of the Association is open to any person who -
- (a) has connections to the Wirlomin group (not the 'Wilman' of Norman Tindale's map of tribal boundaries); and
  - (b) is committed to furthering the objects of the Association and who can make a positive contribution to the Association's endeavours.
- 6.2 Members shall be persons supportive of the objectives and purposes of the Association.
- 6.3 A Member must satisfy section 39 of the Act to be eligible for membership of the Committee.
- 6.4 An individual who has not reached the age of fifteen (15) years is not eligible to apply for membership.
- 6.5 Categories of membership include:
- (a) Personal membership  
Each individual member shall have one vote at all Special General Meetings.
  - (b) Corporate membership  
Corporate members shall be admitted to membership under such conditions as the Committee shall determine. Each corporate member shall have one vote at all Special General Meetings.
- 6.6 Applying for membership
- (a) A person who wants to become a Member must apply In Writing to the Association using the appropriate subscription form.
  - (b) The application must include a nomination by at least two (2) Members in support of the applicant for membership.
  - (c) The application must be signed by the applicant and the Members nominating the applicant.
  - (d) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- 6.7 Dealing with membership applications
- (a) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
  - (b) Subject to subrule (g), the Committee must consider applications in the order in which they are received by the Association.
  - (c) The Members shall from time to time at an AGM determine the amount of the subscription fee to be paid by each Member, if any, for the subscription period.
  - (d) Each Member shall annually pay to the Treasurer by the 1 July, or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (c).
  - (e) Receipt of the annual subscription shall confer the rights and privileges of membership for the Financial Year.

- (f) For individual Members the rights and privileges of membership include access to the members' only resources on the Association website.
- (g) 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.
- (h) The Committee must not accept an application unless the applicant —
  - (i) is eligible under Rules 6.1, 6.2 and 6.4; and
  - (ii) has applied under Rule 6.6.
- (i) The Committee may reject an application even if the applicant —
  - (i) is eligible under Rules 6.1, 6.2 and 6.4; and
  - (ii) has applied under Rule 6.6.
- (j) 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.
- (k) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

#### 6.8 Becoming a member

- (a) An applicant for membership of the Association becomes a member when —
  - (i) the Committee accepts the application; and
  - (ii) the applicant pays any membership fees payable to the Association under Rule 6.7(d).

### 7. REGISTER OF MEMBERS OF THE ASSOCIATION

- 7.1 The Secretary or membership officer shall, on behalf of the Association, be responsible for the Register of Members in accordance with Section 27 of the Act.
- 7.2 The Secretary or membership officer shall ensure that the name of a person who dies or ceases to be a Member under Rules 8 and 19.1 be deleted from the Register of Members referred to in Rules 19 and 20.
- 7.3 The Secretary or membership officer shall be responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and to record any changes in the membership of the Association.
- 7.4 In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a member.
- 7.5 The Register of Members must be kept at the Secretary or membership officer's place of residence, or at another place determined by the Committee.
- 7.6 A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- 7.7 If —
  - (a) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the Register of Members 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.

7.8 Under section 56 of the Act, the Committee is authorised to determine a reasonable charge for providing a copy of the Register of Members.

7.9 Each Member, upon becoming a Member, will be provided with a copy of the Rules.

## **8. RESIGNATION OF MEMBERS OF THE ASSOCIATION**

8.1 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 corporate Member, the institution is wound up or dissolved;
- (c) the person is expelled from the Association under Rule 19;

8.2 A Member who delivers notice In Writing of his, her or its resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a Member.

8.3 Termination of membership may occur if a Member has not renewed membership by payment of subscription by 30 September of the current year.

8.4 Termination of membership may occur if three (3) consecutive notices In Writing to a Member is returned to the Committee as returned post or email.

## **9. COMMITTEE OF MANAGEMENT OF THE ASSOCIATION**

9.1 The affairs of the Association shall be managed by the Committee.

(a) The Committee shall be empowered to carry on the affairs of the Association and shall consist of the following:

- (i) a Chairperson;
- (ii) a Vice-Chairperson;
- (iii) not less than 5 other persons; and
- (iv) such other Members who are elected to serve on the Committee,

all of whom must be a Member and at least 50% of the Committee must be members of the Wirlomin clan.

(b) Unless otherwise determined by the Committee, there is no limit on the amount of years a Member of the Committee may hold a position.

(c) The Committee shall consist of a minimum of seven (7) Members elected to membership of the Committee at an AGM or appointed under subrules (h) and (i).

(d) All Committee Members must comply with section 39 of the Act and pursuant to Rule 6.3 comply with police checks and be able to produce evidence they do not have a criminal record upon request. A criminal record provided must not be older than six (6) months from date of issue.

(e) Nomination of Wirlomin representatives to other professional groups shall be determined by the Committee.

(f) The Committee shall be elected at each AGM.

(g) Members shall be elected to the Committee for a period of one (1) year. After one (1) year, a member of the Committee may be re-elected by the Members at the subsequent AGM.

(h) If a position on the Committee is not filled at the AGM, the Committee has the power to make an appointment for that position under the same terms as Rule 9.7.

- (i) The Committee may decide to form sub committees to be responsible for and report on special duties.
  - (i) The leader of a sub-committee must be a Member who reports back to the Committee.
- (j) The Chairperson shall have a casting vote at all meetings.

#### 9.2 How members become Committee members

- (a) A Member becomes a Committee member if the Member —
  - (i) is elected to the Committee at an AGM; or
  - (ii) is appointed to the Committee by the Committee to fill a casual vacancy under Rule 9.3(b).

#### 9.3 Nomination of Committee members

- (a) At least 21 days before an AGM, the Secretary must send notice In Writing to all the Members —
  - (i) calling for nominations for election to the Committee; and
  - (ii) stating the date by which nominations must be received by the Secretary.
- (b) A Member who wishes to be considered for election to the Committee at the AGM must nominate for election by sending written notice of the nomination to the Secretary at least 10 days before the AGM.
- (c) The written notice must include a statement by two (2) other Member in support of the nomination.
- (d) A Member whose nomination does not comply with this Rule is not eligible for election to the Committee unless the Member is appointed under subrule b.

#### 9.4 Office Holders of the Committee

- (a) The office holder positions of the Committee will be determined and filled at the election of the Committee members at the first Committee meeting after the relevant AGM.

#### 9.5 Resignation and removal from office

- (a) A Committee member may resign from the Committee by notice In Writing given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- (b) The resignation takes effect —
  - (i) when the notice is received by the Secretary or Chairperson; or
  - (ii) if a later time is stated in the notice, at the later time.
- (c) At an AGM or Special General Meeting, the Association may by resolution —
  - (i) remove a Committee member from office; and
  - (ii) elect a Member who is eligible under Rule 9.7 to fill the vacant position.
- (d) A Committee member who is the subject of a proposed resolution under subrule (c) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the Members.
- (e) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Committee member may require them to be read out at the AGM or Special General Meeting at which the resolution is to be considered.

#### 9.6 When membership of Committee ceases



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

- (a) dies or otherwise ceases to be a Member; or
- (b) resigns from the Committee or is removed from office under Rule 19; or
- (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee Meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

#### 9.7 Filling casual vacancies

- (a) A casual vacancy occurs in the office of a Member if that Member:
  - (i) dies;
  - (ii) resigns In Writing to the Secretary or Chairperson;
  - (iii) is permanently incapacitated by mental or physical ill-health;
  - (iv) is absent from three (3) Committee Meetings in the same Financial Year without an apology to the person presiding at each of those meetings; or
  - (v) ceases, voluntarily or pursuant to Rules 8 and 20 to be a Member.
- (b) If a Committee position becomes vacant the Committee has the power to appoint another Member to the position until the next AGM or Special General Meeting.
- (c) The Committee may appoint a Member who is eligible pursuant to Rule 6.
- (d) A Member appointed under Rule 9.3(b) shall hold office until the commencement of and be eligible for, election to membership of the Committee at the next AGM or Special General Meeting.
- (e) If the position of Secretary becomes vacant, the Committee must appoint a Member who is eligible to fill the position within 14 days after the vacancy arises.
- (f) Subject to the requirement for a quorum under Rule 12, the Committee may continue to act despite any vacancy in its membership.
- (g) If there are fewer Committee members than required for a quorum under Rule 12, the Committee may act only for the purpose of —
  - (i) appointing Committee members under this Rule; or
  - (ii) convening a meeting.

#### 9.8 Validity of acts

The acts of a Committee or sub-committee, or of a Committee member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a sub-committee.

#### 9.9 Payments to Committee members

- (a) A Committee 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 —
  - (i) in attending a Committee meeting; or
  - (ii) in attending an AGM or Special General Meeting; or
  - (iii) otherwise in connection with the Association's business.

## **10. DUTIES OF COMMITTEE MEMBERS**

- 10.1 All Committee members will represent the broad perspective of the Association and so consider the needs of all Members during their deliberations.
- 10.2 The Committee will:
- (a) consult with the Cultural Sub-Committee on all cultural matters;
  - (b) ensure that at least two (2) members of the Cultural Sub-Committee are present at Committee Meetings which involve planning in relation to workshops or significant cultural matters; and
  - (c) where reasonably practicable, follow the advice of the Cultural Sub-Committee on all cultural matters.
- 10.3 The Chairperson shall:
- (a) convene and preside at all Committee meetings, Special General Meetings and the AGM;
  - (b) represent and be the public spokesperson for Wirlomin;
  - (c) work with the incumbent Committee to plan events for the Members;
  - (d) perform any other duties as decided by the incumbent Committee; and
  - (e) consult with the Secretary regarding the business to be conducted at each Committee meeting and Special General Meeting.
- 10.4 The Vice-Chairperson shall:
- (a) assist the Chairperson, by taking on delegated duties and assume responsibilities of the Chairperson in their absence.
- 10.5 The Secretary shall be responsible for:
- (a) dealing with the Association's correspondence;
  - (b) consulting with the chairperson regarding the business to be conducted at each Committee Meeting and Special 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 of Members 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 Special General Meetings; this role may be undertaken by the minute secretary.
  - (i) carrying out any other duty given to the Secretary under these Rules or by the Committee; and
  - (j) custody of the common seal of the Association.
- 10.6 The Committee may split the role of Secretary between a secretary and a minute secretary.

- 10.7 The Treasurer role will be carried out by a suitably qualified professional person or organisation appointed by the Committee who shall:
- (a) ensure that any amounts payable to the Association are collected and issue receipts for those amounts in the Association's name;
  - (b) ensure that the Association complies with the relevant requirements of Part 5 of the Act;
  - (c) maintain and coordinate all Financial Records in accordance with accepted book-keeping practice;
  - (d) prepare financial statements for Committee Meetings and the AGM or as requested by the Committee;
  - (e) if the Association is a Tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's AGM;
  - (f) provide any assistance required by an auditor conducting an audit of the Association's financial statements or Financial Reports under Part 5 Division 5 of the Act; and
  - (g) prepare, and have reviewed, an annual statement for presentation to the AGM.

## **11. MEETINGS**

### 11.1 Committee Meetings

- (a) The Committee must meet at least three (3) times in a Financial Year on the dates and at the times and places determined by the Committee.
- (b) Notice of each Committee Meeting must be given to each Committee Member at least 48 hours before the time of the meeting.
- (c) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson must preside as chairperson of each Committee Meeting.
- (d) The quorum for a Committee Meeting shall be four(4). For the avoidance of doubt, quorum does include Committee members who are present via video conference or other technology.
- (e) The order of business at a Committee Meeting may be determined by the Committee Members at the meeting
- (f) Each Committee Member present at a Committee Meeting has one vote on any question arising at the meeting.
- (g) A question arising at a Committee Meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee Meeting will have a casting vote in addition to his or her deliberative vote.
- (h) The Committee members may pass a resolution without a Committee Meeting being held if all the Committee members entitled to vote on the resolution (except a Committee member absent from Australia who has not left a facsimile number, electronic mail address or other contact details acceptable to the Committee members, at which he or she may be given notice) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (i) Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy.
- (j) The resolution is passed when the last Committee members signs.
- (k) A facsimile or electronic mail addressed to or received by the Association and purporting to be signed or sent by a Committee member for the purpose of this Rule 11.1 must be treated as a document in writing signed by that Committee member.

## 11.2 Material Personal Interests of Members

- (a) Pursuant to section 42 of the Act, a Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - (ii) disclose the nature and extent of the interest at the next Special General Meeting;
- (b) Pursuant to section 42(3) of the Act, this Rule does not apply in respect of a material personal interest that exists only because the member-
  - (i) is an employee of the Association; or
  - (ii) is a Member of a class of persons for whose benefit the Association is established; or
  - (iii) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
- (c) Pursuant to section 43 of the Act a Member of the Committee who has a material personal interest in a matter being considered at a meeting of the Committee must not be present while the matter is being considered at the meeting or vote on the matter.
- (d) Pursuant to section 42(6) of the Act the Association must record every disclosure made by a Member of a material personal interest in the minutes of the Committee meeting at which the disclosure is made.

## 11.3 General Meetings

- (a) For the purpose of fulfilling the conditions relating to the frequency of such meetings as set out in this Rule, AGMs or Special General Meetings of which all Members have received notice, may be regarded as general meetings of the Association.
- (b) The Association is required to hold an AGM each year within 6 months after the end of the Financial Year. Special General Meetings may be convened:
  - (i) by the Committee at any time; or
  - (ii) if requested by at least 20% of the Members In Writing.
- (c) Special General Meetings are called by the Committee as per subrule (b). Items on the agenda are restricted to the reason for calling the Special General Meeting.
- (d) If the Committee does not convene a Special General Meeting under Rule 11.3(b)(ii) within 28 days after the notice is given, the Member making the requirement may convene the Special General Meeting.
- (e) The Secretary, or the Members under subrule (d), must give each Member:
  - (i) at least 21 days' notice of a Special General Meeting if a Special Resolution is to be proposed; or
  - (ii) at least 14 days' notice of a Special General Meeting in any other case; or
  - (iii) if a Special Resolution is proposed, notice of such a meeting must:
    - (A) set out the wording of the proposed resolution; and
    - (B) state that the resolution is intended to be proposed as a Special Resolution.
- (f) A notice of meeting is taken to be given:
  - (i) if sent by post, 2 business days after it is posted;

- (ii) if sent by email, the same day it was sent;
- (iii) if sent by email or fax, the next business day after it is sent; or
- (iv) if advertised as a special notice in the local newspaper, 2 business days after that advertisement is published.

- (g) A Special General Meeting must be convened within 28 days after notice is given.
- (h) The quorum for a Special General Meeting is set out in Rule 12.
- (i) Members eligible to vote at meetings of the Association may do so either in person or by proxy. Proxy votes must be lodged one full day before the meeting In Writing to the Secretary or a person nominated by the Committee. A person appointed to vote by proxy must be a Member.
- (j) An AGM will be held once a year, on a date to be determined by the Committee within six months after the end of the Financial Year.
- (k) Notification of the AGM must be given to Members In Writing, at least twenty-one (21) days, prior to the scheduled meeting date, stating the place, date and time of the AGM.
- (l) Any notice In Writing may be delivered to the addresses or email addresses contained in the Register of Members.

11.4 The business to be conducted at the AGM shall be:

- (a) the confirmation of acceptance of the minutes of the previous AGM (which minutes will be available for viewing at the Secretary five (5) days before the AGM and at the AGM;
- (b) the acceptance of the annual reports of the Chairperson;
- (c) the acceptance of the annual statement of a review of the Association's finances provided to Members;
- (d) the election of Committee members for the ensuing year;
- (e) nomination of an auditor for the Association's finances;
- (f) any changes to the constitution as determined by the Committee or any Member (Rule 16.3); and
- (g) general business as outlined in the agenda for the AGM -
  - (i) general business items must be submitted to a person designated by the Committee In Writing at least five (5) working days before the AGM.

**12. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS**

12.1 The quorum for a Special General Meeting shall be a minimum of ten (10) Members including at least one member of the Cultural Sub-committee and four (4) Committee members comprising of at least (3) of the following persons: who can be present via video conference or other technology.

- (a) Chairperson;
- (b) Vice- Chairperson;
- (c) Secretary;
- (d) Treasurer;
- (e) Minute Secretary (if applicable).

12.2 The quorum for an AGM shall be a minimum of ten (10) Members including at least one member of the Cultural Sub-committee and four (4) Committee members comprising of at

least (3) of the following persons: who can be present via video conference or other technology.

- (a) Chairperson;
- (b) Vice- Chairperson;
- (c) Secretary;
- (d) Treasurer; or
- (e) Minute Secretary (if applicable).

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

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

- (a) in the case of a Special General Meeting, the meeting lapses; or
- (b) in the case of an AGM, the meeting is adjourned to —
  - (i) the same time and day in the following week; and
  - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment and notice In Writing of another place is given to the Members at least two (2) days before the adjourned date by way of email or fax.

### **13. MINUTES OF MEETINGS OF THE ASSOCIATION**

13.1 Minutes of all proceedings of all meetings will be available to all Members for inspection thirty (30) days after the holding of each meeting.

13.2 The Chairperson shall ensure that the minutes of every meeting are checked as correct and accepted by the Members present or the Committee. The Chairperson must ensure that the minutes of every meeting are reviewed and signed as correct by —

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next meeting:
  - (i) in the case of minutes of an AGM – at the next AGM; or
  - (ii) in the case of minutes of a Special General Meeting – at the next Special General Meeting.

13.3 The minutes must record the following —

- (a) the names of the Members present at the meeting;
- (b) the name of any person attending the meeting, who is not a Member and was invited to the meeting by the Committee;
- (c) the business considered at the meeting; and
- (d) any motion on which a vote is taken at the meeting and the result of the vote.

13.4 When minutes have been entered and signed as correct, they shall, until the contrary is proved, be evidence that:

- (a) the meeting to which they relate was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- (c) all appointments or elections purporting to have been made at the meeting are valid.

### **14. VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION**

14.1 Each Member shall be entitled to a single vote on any motion and in respect of any election.

- 14.2 Corporate Members shall be required to nominate one person who may cast a vote in respect of that corporate membership.
- 14.3 Where a personal Member is also the nominee of an institution, he or she shall be entitled to vote both as a personal Member and as a corporate representative.
- 14.4 Decisions shall be made by a simple majority of all those present and entitled to vote and by a form of communication agreed to by the Members.
- 14.5 The Chairperson shall have a casting vote at all meetings.

## **15. TECHNOLOGY AT COMMITTEE MEETINGS**

- 15.1 A Committee meeting may be held using telephone or, if consented to by all Committee members, other technology. The consent may be a standing one. A Committee member may only withdraw the consent within a reasonable period before the meeting.
- 15.2 If a Committee meeting is held using any technology and all the Committee members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 15.3 The following provisions apply to a technology meeting:
  - (a) each of the Committee members taking part in the meeting must be able to hear and be heard by each of the other Committee members taking part in the meeting; and
  - (b) at the commencement of the meeting each Committee member must announce his or her presence to all the other Committee members taking part in the meeting.
- 15.4 If the Secretary is not present at a technology meeting one (1) of the Committee members present or another person nominated by them present at the meeting must take minutes of the meeting.
- 15.5 A Committee member may not leave a technology meeting by disconnecting his or her link to the meeting unless that Committee member has previously notified the chair of the meeting.
- 15.6 A Committee member is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Committee member has previously obtained the express consent of the chair to leave the meeting.

## **Part 4: Constitution of the Association**

### **16. RULES OF THE ASSOCIATION**

- 16.1 The Association may make additional rules, alter or rescind the Rules in accordance with the procedure set out in the Act.
- 16.2 These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- 16.3 The Rules may be altered by Special Resolution at the Special General Meeting. In addition to Rule 11.4(f), notice of motion to amend the rules of the Constitution may be given by any Member.
  - (a) Such notice shall be In Writing and shall be lodged with the Secretary.
  - (b) The motion should be discussed at the Special General Meeting.
  - (c) Notice of the motion shall be sent to the members at least twenty-one (21) days before the date of the Special General Meeting and shall give precise details of the proposed amendment including:
    - (i) the date, time and place of the meeting;

- (ii) the full proposed resolution; and
  - (iii) a statement of the intention that the motion be proposed as a Special Resolution.
- (d) Proxy voting In Writing shall be available to those Members requesting this facility. The nominated proxy needs to be a Member.

## **17. INSPECTION OF BOOKS OF THE ASSOCIATION**

- 17.1 An up-to-date copy of the constitution of the Association is available to Members upon request In Writing to the Secretary.
- 17.2 An up-to-date copy of the Register of Members is available to Members upon request In Writing to the Secretary, in accordance with Rule 7.7.
- 17.3 An up-to-date copy of the securities, books and documents of a financial nature and accounting records of the Association is available to Members upon request to the Treasurer, so long as the inspection of the books is directly connected with the affairs of the Association in accordance with the Act and the *Commonwealth Privacy Act 2014*.
- 17.4 The books of the Association must be retained for at least 7 years.

## **18. COMMON SEAL OF THE ASSOCIATION**

- 18.1 The common seal of the Association shall be held by the Secretary.
- 18.2 The name of the Association must appear in legible characters on the common seal; and a document may only be sealed with the common seal by the authority of the Committee and in the presence of two (2) Committee members.

## **Part 5: Disciplinary action, disputes and mediation**

### **19. DISCIPLINARY ACTION – SUSPENSION OF MEMBERSHIP OR EXPULSION**

- 19.1 The Committee may decide to suspend a Member's membership or exclude a Member from the Association if the Member:
- (a) contravenes any of the Rules contained in this constitution; or
  - (b) acts detrimentally to the interests or objectives of the Association (Rule 5).

### **20. CONSEQUENCES OF SUSPENSION OF MEMBERSHIP**

- 20.1 During the period a Member's membership is suspended, the Member:
- (a) loses any rights (including voting rights) arising as a result of membership of the Association; and
  - (b) is not entitled to a refund, rebate or credit for membership fees paid or payable to the Association.
- 20.2 When a Member's membership is suspended, the Secretary or membership officer must record in the Register of Members that:
- (a) the Member's membership has been suspended;
  - (b) the date on which suspension takes place; and
  - (c) the period of suspension.
- 20.3 When the period of suspension ends, the Secretary or membership officer must record in the Register of Members that the Member's membership is no longer suspended and inform the Member.



## **21. DISPUTE RESOLUTION**

- 21.1 Any Member may apply to the Committee for a dispute resolution. Disputes may be between Members or between one or more Members and the Association.
- 21.2 The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the notice of each party.
- 21.3 During the resolution negotiations, parties must keep a record of their activities and conclusions.
- 21.4 Once a dispute is resolved, a resolution report, signed by both parties, must be sent to the Secretary or person designated by the Committee within fourteen (14) days after the dispute has come to the notice of each party.
- 21.5 In the event that a dispute cannot be resolved amicably between the parties within fourteen (14) days after the dispute has come to the notice of each party, any party to the dispute may start the grievance procedure by giving notice In Writing to the Secretary of:
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 21.6 Within 28 days after the Secretary is given the notice, a Committee Meeting must be convened to consider and determine the dispute.
- 21.7 The Secretary must give each party to the dispute notice In Writing of the Committee's meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
- 21.8 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 a 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.
- 21.9 The Committee must not determine the dispute, if:
- (a) the dispute is between one or more Members and the Association; or
  - (b) any party to the dispute gives notice In Writing to the Secretary that the dispute should not be determined by the Committee and that a mediator should be appointed in terms of Rule 21.12.
- 21.10 At the Committee Meeting at which the 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;
  - (b) give due consideration to any submissions so made; and
  - (c) determined the dispute.
- 21.11 The Committee must give each party to the dispute notice In Writing of the Committee's determination, and reasons for the determination, within 7 days after the Committee Meeting at which the determination is made.
- 21.12 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under Rule 21.11, give notice In Writing to the Secretary requesting the appointment of a mediator under Rule 21.9.
- 21.13 If notice is given under Rule 21.12, each party to the dispute is a party to the mediation.

- 21.14 The process of mediation commences by way of notice In Writing as set out in Rule 21.12.
- 21.15 The mediator must be a person chosen -
- (a) if the appointment of a mediator was requested by a Member under Rule 21.9(b), by agreement between the Member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to the dispute under Rule 21.12, by agreement between the parties to the dispute.
  - (c) if there is not agreement for the purposes of Rules 21.15(a) and (b), then, subject to Rules 21.17 and 21.20, the Committee must appoint the mediator.
- 21.16 The person appointed as the mediator by the Committee must be a person who acts as a mediator for another not-for-profit body.
- 21.17 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.
- 21.18 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 21.19 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.
- 21.20 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard;
  - (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.
- 21.21 The mediator cannot determine the matter that is the subject of the mediation.
- 21.22 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.
- 21.23 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 21.24 Each party to a dispute, that has not been resolved pursuant to this Rule 21, may lodge an application with the State Administrative Tribunal to have the dispute adjudicated.

## **Part 6: Dissolution of the Association**

### **22. DISSOLUTION OF THE ASSOCIATION**

- 22.1 The Association shall not be dissolved except at a Special General Meeting specially convened for the purpose and by Special Resolution.
- 22.2 The process for such a meeting shall be the same as for an AGM, as per Rule 11.3.
- 22.3 If the Association is wound up, dissolved or if the endorsement (if any) of the Association as a deductible gift recipient for the operation of the Association is revoked, any surplus assets of the Association remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax-deductible gifts can be made, including any one of the following:
- (a) another incorporated association under the Act; or

- (b) for charitable purposes; or
- (c) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001* (Cth); or
- (d) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001* (Cth); or
- (e) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946*; or
- (f) a body corporate that is a Member or former member of the Association and at the time of the distribution of the surplus property, has rules that prevent the distribution of property to its members; or
- (g) a trustee for a body corporate referred to in subrule f.
- (h) a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution of the surplus property, is a non-distributing co-operative as defined the *Co-operatives Act 2009*.

22.4 The decision for the transference of any funds shall be determined by a Special Resolution of the Members attending the meeting.

22.5 In the event of the winding up or dissolution of the Association, notification of the date of dissolution shall be provided within thirty (30) days of the dissolution to:

- (a) the Commissioner of Taxation; and
- (b) the relevant department responsible for the incorporation of associations in the Western Australian Government.

## Part 7 – Gift Fund

### 23. ESTABLISHMENT AND OPERATION OF GIFT FUND

23.1 The Association must maintain for its principal purposes a fund (**Gift Fund**):

- (a) to which members of the public are invited to contribute;
- (b) to which gifts of money or property for that purpose are to be made;
- (c) to which any money received by the Association because of those gifts is to be credited; and
- (d) that does not receive any other money or property.

23.2 Receipts for gifts received by the Gift Fund must be issued in the name of the Gift Fund.

23.3 The Gift Fund must be managed by the Committee or by a specifically appointed sub-committee, which at all times must have a majority of Members that have a degree of responsibility to the general community.

23.4 The Association must use the following only for the principal purposes of the Association:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

23.5 The Treasurer must maintain a separate bank account for the Gift Fund.

23.6 For the avoidance of doubt, the Gift Fund forms part of the assets of the Association.

23.7 The money or assets of the Gift Fund shall only be used for the objects and purposes of the Association, and shall not be distributed to Members or Committee members or members of the managing sub-committee except as reimbursement for proper administrative expenses or in furtherance of the objects.

- 23.8 If, upon the winding-up or dissolution of the Gift Fund or the Gift Fund's endorsement as a deductible gift recipient being revoked, there remains after satisfaction of all its debts and liabilities any property, the property must not be paid to or distributed among the Members, but must be given or transferred to some other fund, authority or institution having objects similar to the objects of the Association, and whose rules shall prohibit the distribution of its or their income among its or their members, and such fund, authority or institution must be endorsed as a tax exempt body and a deductible gift recipient under Subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997 (Cth) and be listed on the Register of Cultural Organisations maintained under the Act.