

# Grandparents Rearing Grandchildren WA Inc.

## CONSTITUTION/RULES OF ASSOCIATION

### *Associations Incorporation Act (WA) 2015 Version: September 2022*

**(a) Name of the Association**

Grandparents Rearing Grandchildren WA Inc.

**(b) Trading Name of the Association**

Grandparents Raising Grandchildren WA, or, at times,  
Grandparents Raising Grandchildren Western Australia

**(c) The Objectives of the Association**

The dominant purpose of the association is the provision of relief for the benevolent needs of grandparents raising grandchildren to enable them to live full lives

**(d) The Management Committee of the Association**

The Board is the Management Committee of the Association

**(e) Quorum for a General Meeting**

The quorum for a General Meeting of Members of the Association is at least 10% of the Voting Members of the Association. This includes Annual General Meetings and Special General Meetings

**(f) Quorum for a Board Meeting**

The quorum for a Board Meeting of the Association is at least 3 of the Office Holders of the Association and at least 6 members of the Board in total

**(g) Financial Year of the Association**

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

**(h) Key Timelines for the Association**

Nominations for election to the Board	42 days before AGM*
Nominations for election to the Branch Committee	42 days before Branch AGM*
Notice for AGM* and Special General Meetings	21 days before meeting
Notice for General Meetings (excl AGM* and Special General Meetings)	14 days before meeting

\* AGM = Annual General Meeting

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## PART 1 — PRELIMINARY

### 1. Terms used

In these rules, unless the contrary intention appears —

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

**Associate Member** means a Member with the rights referred to in rule 8;

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

**Board** means the Management Committee of the Association. This includes the Office Holders and the Ordinary Board Members of the Association;

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

**Board Member** means a Member of the Board;

**Branch Committee** means the Management Committee of a Branch. This includes the Office Holders and the Ordinary Committee Members of the Branch;

**Branch Committee Meeting** means a meeting of the Branch Committee;

**Branch Committee Member** means a Member of the Branch Committee;

**Branch President** means the Member holding office as the President of a Branch;

**Branch Secretary** means the Member holding office as the Secretary of a Branch;

**Branch Treasurer** means the Member holding office as the Treasurer of a Branch;

**Branch Vice President** means the Member holding office as the Vice President of a Branch;

**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;

**Branch** is any branch of the Association;

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

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

**Code of Conduct** means the Code of Conduct Policy 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 2;

**General Meeting**, of the Association, means a meeting of the Association that all Members are entitled to receive notice of and to attend;

**Gold Member** means a Member with the rights referred to in rule 8;

**Head Office** is the head office of the Association;

**Honorary Member** means a Member with the rights referred to in rule 8;

**in writing** for the purposes of this entire document, the use of the term “in writing” can be either paper-based communication (typed or written) or electronic communication (email);

**Life Member** means a Member with the rights referred to in rule 8;

**Member** means a person (including a body corporate) who is an Ordinary Member, Life Member, Gold Member, Silver Member, Honorary Member or Associate Member of the Association;

**Office Holders** of the Association are:

- the President
- the Vice President
- the Secretary
- the Treasurer

**Office Holders** of a Branch are:

- the Branch President
- the Branch Vice President
- the Branch Secretary
- the Branch Treasurer

**Online Voting Platform** is a secure system set up by the Association to allow Voting Members to vote on Elections for Office Holders and to vote on elections for Ordinary Board Members of the Association;

**Ordinary Board Member** means a Board Member who is not an Office Holder of the Association;

**Ordinary Member** means a Member with the rights referred to in rule 8;

**President** means the Member holding office as the President of the Association;

**Register of Members** means the Register of Members referred to in section 53 of the Act;

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

**Secretary** means the Member holding office as the Secretary of the Association;

**Silver Member** means a Member with the rights referred to in rule 8;

**Special General Meeting** means a General Meeting of the Association as detailed in rule 51 and rule 52;

**Special Resolution** means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

**Sub-Committee** means a Sub-Committee appointed by the Board under rule 48;

**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;

**Trading Name** The Trading name of the Association is Grandparents Raising Grandchildren WA, or, at times, Grandparents Raising Grandchildren Western Australia;

**Treasurer** means the Member holding office as the Treasurer of the Association;

**Vice President** means the Member holding office as the Vice President of the Association.

**Voting Members** of the Association as those people who occupy the following classes of membership:

- Ordinary Members
- Life Members
- Gold Members
- Silver Members

## 2. Financial year

- (1) The association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.



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

### 3. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is —
  - (a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.
- (4) All payments made to a Member out of the funds of the Association are to be tabled in the Financial Reports that are presented to Members at each General Meeting of the Association.

## **PART 3 — MEMBERS**

### **PART 3 - DIVISION 1: MEMBERSHIP**

#### **4. Eligibility for Membership**

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a Member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of Membership.

#### **5. Applying for Membership**

- (1) A person who wants to become a Member must apply using the online application form for the Association.
- (2) The applicant must specify in the application the class of Membership to which the application relates.

#### **6. Dealing with Membership applications**

- (1) The Board may delegate the dealing of Membership applications to a delegated representative. With the exception of application rejections, the delegated representative will have the full delegated authority of the Board to deal with all Membership applications.
- (2) The Board, or its delegated representative, must consider each application for Membership of the Association and decide whether to accept or reject the application.
- (3) The Board, or its delegated representative, may delay its consideration of an application if the Board, or its delegated representative, considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board, or its delegated representative, must not accept an application unless the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (5) Only the Board has the authority to reject an application. A delegate representative appointed under 6(1) does not have the authority to reject an application.
- (6) The Board may reject an application even if the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (7) The Board, or its delegated representative, must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision. This notification may be provided in the form of an email sent to the email address provided by the applicant.
- (8) If the Board, or its delegated representative, rejects the application, the Board is not required to give the applicant its reasons for doing so.

#### **7. Becoming a Member**

- An applicant for Membership of the Association becomes a Member when —
- (a) the Board, or its delegated representative, accepts the application; and
  - (b) the applicant pays any Membership fees payable to the Association under rule 12.

## 8. Classes of Membership and Membership Definitions

- (1) The Association consists of Ordinary Members, Life Members, Gold Members, Silver Members, Honorary Members and Associate Members.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of Membership.
- (3) A person can only belong to one class of Membership.
- (4) The following classes of membership have full voting rights and any other rights conferred on Members by these rules or approved by resolution at a General Meeting or determined by the Board:
  - a. Ordinary Members
  - b. Life Members
  - c. Gold Members
  - d. Silver Members
- (5) Each member of the classes of Membership referred to in the above Rule 8(4) has one vote at any General Meeting of Members (including Special General Meetings and Annual General Meetings);
- (6) The following classes of membership have no voting rights but may have other rights conferred on Members by these rules or approved by resolution at a General Meeting or determined by the Board:
  - a. Associate Members
  - b. Honorary Members
- (7) The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting

## MEMBER DEFINITIONS

- (8) The Member definitions of the Association are as follows:
  - (a) **Ordinary Member** – a person who:
    - is a grandparent; and
    - has at least one grandchild who is under the age of 25; and
    - is responsible for the ongoing care of the grandchild or grandchildren; and
    - the grandchild or grandchildren live at their home address more than 50% of each week; and
    - supports the objects of the Association and complies with the Constitution of the Association.
  - (b) **Life Member** – a person who:
    - has been, or still is, an Ordinary Member or a has been, or still is, a Silver Member of the Association; and
    - has made a significant contribution to the Association; and
    - has been appointed as a Life Member at an Annual General Meeting of the Association as outlined in rule 50(3)(f) and;
    - supports the objects of the Association and complies with the Constitution of the Association; and
    - is not required to pay Membership Fees of the Association unless they cease to be a Member as outlined in Rule 9; and
    - remains a Life Member unless they cease to be a Member as outlined in Rule 9.
  - (c) **Honorary Member** – a person who:
    - does not meet the definition of an Ordinary Member; and
    - has been appointed as an Honorary Member at an Annual General Meeting of the Association as outlined in rule 50(3)(f) and;
    - supports the objects of the Association and complies with the Constitution of the Association; and
    - is not required to pay Membership Fees of the Association whilst they remain an Honorary Member; and
    - remains an Honorary Member until the next Annual General Meeting of the Association unless they cease to be a Member as outlined in Rule 9.

- (d) **Associate Member** – a person who:
  - does not meet the definition any of the other classes of Membership; and
  - supports the objects of the Association and complies with the Constitution of the Association.
- (e) **Gold Member** – a person who:
  - has previously been an Ordinary Member for at least 12 months; and
  - no longer meets the definition of an Ordinary Member; and
  - supports the objects of the Association and complies with the Constitution of the Association.
- (f) **Silver Member**
  - does not meet the definition of an Ordinary Member; and
  - is elected to a position on the Board of the Association or the Committee of a Branch of the Association; and
  - supports the objects of the Association and complies with the Constitution of the Association; and
  - if they are elected to a position on the Board of the Association, they remain a Silver Member until the next Annual General Meeting of the Association unless they cease to be a Silver Member as outlined in Rule 9; and
  - if they are elected to a position on the Committee of a Branch, they remain a Silver Member of that Branch Committee until the next Annual General Meeting of the Branch unless they cease to be a Silver Member as outlined in Rule 9.

## NOMINATION AND APPOINTMENT OF LIFE MEMBERS AND HONORARY MEMBERS

- (9) Life Members and Honorary Members can only be awarded to Members and Annual General Meetings of the Association.
- (10) The nomination process for Life Members and Honorary Members is as follows:
  - (a) nomination must be made in writing by a Voting Member of the Association
  - (b) the nomination must include a statement of the reasons for the nomination
  - (c) the nomination must be signed by the nominating Voting Member and signed by at least 3 other Voting Members
  - (d) the nomination must be received by the Secretary, or if the nominee is the Secretary, it must be received by the President, at least 7 days before the Annual General Meeting of the Association
  - (e) nominations are included in the Notice of Meeting of the Annual General Meeting as an agenda item but the names of the nominees, if any, are not included
  - (f) nominations are voted by secret ballot at the Annual General Meeting of the Association by those Members present and must pass the vote with a 75% majority
  - (g) As voting takes place by secret ballot as outlined in (f) above, only those members who are physically present may vote. Voting forms will be provided at the meeting and tallied by two members of the Board who are not being voted on for a Life Member or Honorary Member award
  - (h) The votes will be tallied, and the result announced, at the Annual General Meeting
  - (i) proxy forms cannot be used for voting on nominations

### 9. When Membership ceases

- (1) A person ceases to be a Member when any of the following takes place —
  - (a) the person dies;
  - (b) the person resigns from the Association under rule 10;
  - (c) the person is expelled from the Association under rule 15;
  - (d) the person ceases to be a Member under rule 12.
- (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. Resignation

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

## 11. Rights not transferable

The rights of a Member are not transferable and end when Membership ceases.

## PART 3 - DIVISION 2: MEMBERSHIP FEES

### 12. Membership fees

- (1) The Board must determine the Annual Membership Fee to be paid for Membership of the Association.
- (2) The fees determined under subrule 12(1) may be different for different classes of Membership.
- (3) A Member must pay the Annual Membership Fee to the Association by the date (the **due date**) determined by the Board.
- (4) If a Member has not paid the Annual Membership within the period of 3 months after the due date, the Member ceases to be a Member on the expiry of that period.
- (5) If a person who has ceased to be a Member under subrule 12(4) offers to pay the Annual Membership Fee after the period referred to in that subrule has expired —
  - (a) the Board may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's Membership is reinstated from the date the payment is accepted.

## PART 3 - DIVISION 3: REGISTER OF MEMBERS

### 13. Register of Members

- (1) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that register any change in the Membership of the Association.
- (2) Under section 53(2) of the Act the Register of Members must include each Member's name and a residential, postal or email address.
- (3) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of Membership to which each Member belongs and the date on which each Member became a Member.
- (4) The Register of Members must be kept online in a secure location. The Secretary must hold a secure back up copy of the Register of Members, both electronically and in hard copy and must be keep these back-up copies at the Secretary's place of residence, or at another place determined by the Board.
- (5) Under section 54 of the Act, a Member is entitled to inspect the register free of charge. The Member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.
- (6) Under section 56 of the Act, the Board is authorised by to determine a reasonable charge for providing a copy of the register
- (7) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- (8) If —
  - (a) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

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

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### PART 4 - DIVISION 1: TERM USED

#### 14. Term used: Member

In this Part —

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

### PART 4 - DIVISION 2: DISCIPLINARY ACTION

#### 15. Suspension or expulsion

- (1) The Board may decide to suspend a Member's membership or to expel a Member from the Association if —
  - (a) the Member contravenes any of these rules; or
  - (b) the Member acts detrimentally to the interests of the Association; or
  - (c) the Member breaches the Code of Conduct of the Association.
- (2) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board Meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the Member must state —
  - (a) when and where the Board Meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the Member may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (4) At the Board Meeting, the Board must —
  - (a) give the Member a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or
    - (ii) whether or not to expel the Member from the Association.
- (5) A decision of the Board to suspend the Member's Membership or to expel the Member from the Association takes immediate effect.
- (6) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board Meeting at which the decision is made.
- (7) A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the Member who gives the notice and the Board are the parties to the mediation.



## 16. 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.

## PART 4 - DIVISION 3: RESOLVING DISPUTES

### 17. Terms used

In this Division —

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

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

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

### 18. Application of Division

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

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

### 19. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### 20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Board Meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board Meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the Board Meeting is to be held; and
  - (b) that the party may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If —
  - (a) the dispute is between one or more Members and the Association; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 23,

the Board must not determine the dispute.

## 21. Determination of dispute by the Board

- (1) At the Board Meeting at which a dispute is to be considered and determined, the Board must —
  - (a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board Meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## PART 4 - DIVISION 4: MEDIATION

### 22. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
  - (a) by a Member under rule 15(7); or
  - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

### 23. 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 15(7) — by agreement between the Member and the Board; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a Member under rule 15(7); or
  - (b) a party to a dispute under rule 20(5)(b)(ii); or
  - (c) a party to a dispute under rule 21(3) and the dispute is between one or more Members and the Association.
- (4) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### 24. 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.

**25. 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 15(7); and
- (b) as the result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked,

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

## PART 5 — BOARD

### PART 5 - DIVISION 1: POWERS OF THE BOARD

#### 26. Board

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

### PART 5 - DIVISION 2: COMPOSITION OF BOARD AND DUTIES OF BOARD MEMBERS

#### 27. Board Members

- (1) The Board Members consist of —
  - (a) the Office Holders of the Association; and
  - (b) at least two Ordinary Board Members.
- (2) The Board may determine the maximum number of Members who may be Ordinary Board Members.
- (3) The following are the Office Holders of the Association —
  - (a) the President
  - (b) the Vice President
  - (c) the Secretary
  - (d) the Treasurer
- (4) A person may only be a Board Member if the person is any of the following classes of membership:
  - (a) Ordinary Member
  - (b) Life Member
  - (c) Gold Member
  - (d) Silver Member
- (5) Associate Members and Honorary Members are not entitled to be a Board Member.
- (6) A person may only hold one of offices mentioned in subrule 27(3) and may not also occupy a position on a Branch Committee
- (7) The number of Silver Members on the Board must be less than 50% of the total number of persons on the Board unless a vacancy is created under Rule 36 or Rule 37 that causes the number of Silver Members to no longer be less than 50% of the total number of persons on the Board.
- (8) If a vacancy is created under Rule 36 or Rule 37 that causes the number of Silver Members to no longer be less than 50% of the total number of persons on the Board, the Board must :
  - (a) fill the vacancy created within 45 days of the date the vacancy was created; and
  - (b) fill the vacancy using the rules specified in Rule 38; and
  - (c) fill the vacancy with enough Ordinary Members, Life Members or Gold Members to ensure the total number of Silver Members is less than 50% of the total number of persons on the Board.

- (9) Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a Member of a Board of an association:
- (a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
  - (b) a person who has been convicted, within or outside the State of Western Australia of:
    - i. an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - iii. an offence under Part 4 Division 3 or section 127 of the Act
  - (c) Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.
- (10) Under section 44 of the Act, all Board Members must exercise their powers and discharge their duties with a degree of care and diligence
- (11) Under section 45 of the Act, all Board members must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.
- (12) Under section 46 of the Act, Board Members must not improperly use their position to gain an advantage for themselves or another
- (13) Under section 47 of the Act, a person who obtains information because the person is, or has been, a Board Member must not improperly use the information to gain an advantage for the person or another person or cause detriment to the Association.

## **28. Association President and Association Vice President**

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Board Meeting and General Meeting. In the absence of the President, the Vice President will fulfill this role.
- (2) The President has the powers and duties relating to convening and presiding at Board Meetings and presiding at General Meetings provided for in these rules. In the absence of the President, the Vice President will fulfill this role.

## **29. Association Secretary**

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Board 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 Board to do so, maintaining the Register of Members on behalf of the Association, and recording in the register any changes in the Membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board Meetings and General Meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the Board.

### 30. Association Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a General Meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements before submission to the Association's Annual General Meeting;
- (g) 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;
- (h) carrying out any other duty given to the Treasurer under these rules or by the Board.



## **PART 3 - DIVISION 3: ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE**

### **31. How Members become Board Members**

A Member becomes a Board Member if the Member —

- (a) is appointed to the Board at a General Meeting using the procedures outlined under rule 33 (and the rule 33 subrules) and rule 34 (and the rule 34 subrules); or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 38.

### **32. Nomination of Board Members**

- (1) At least 42 days before an Annual General Meeting, the Secretary must send written notice to all the Members —
  - (a) calling for nominations for election to the Board; and
  - (b) stating the date by which nominations must be received by the Association.
- (2) A Member who wishes to be considered for appointment to the Board at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the Annual General Meeting.
- (3) A person who wishes to be considered for appointment to the Board as a Silver Member at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the Annual General Meeting.
- (4) Persons specified under subrule 32(2) and 32(3) must nominate for one specified position of Office Holder of the Association or to be an Ordinary Board Member.
- (5) Persons specified under subrule 32(2) and 32(3) whose nomination does not comply with this rule are not eligible for appointment to the Board unless the person is nominated under rule 33 or rule 34.

### **33. Election and Appointment of Office Holders at Annual General Meetings or Special General Meetings**

- (1) A separate election must be held for each position of Office Holder of the Association.
- (2) Election and Appointment of Office Holders must take place at Annual General Meetings other than the circumstances outlined in rule 38.
- (3) For each position being voted on, each Voting Member may only vote for one person who has nominated for the position.
- (4) A Voting Member who has nominated for a position may vote for themself.
- (5) No later than 21 days before the date of the Annual General Meeting or Special General Meeting, the Association must provide written notice of the nominees for each position of Office Holder of the Association. This notice must include:
  - (a) the voting procedure
  - (b) the date and time at which the voting closes
  - (c) the summary of the details of the persons being nominated or where this information is located.
- (6) If only one Member has nominated for a position by the close date for nominations, the Member will be declared to be elected to the position and appointed at the Annual General Meeting or Special General Meeting.
- (7) If more than one person has nominated for a position, the Voting Members must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.

- (8) The voting procedures may include the use of the Association's Online Voting Platform.
- (9) The results of the votes are to be announced at the Annual General Meeting or Special General Meeting and must show the number of votes cast for each nominee and the winners of the voting for each position of Office Holder of the Association.

#### **34. Election and Appointment of Ordinary Board Members at Annual General Meetings**

- (1) A separate election must be held for the positions of Ordinary Board Members of the Association.
- (2) A Voting Member who has nominated for a position may vote for themself.
- (3) No later than 21 days before the date of the Annual General Meeting, the Association must provide written notice of the nominees for a position as an Ordinary Board Member of the Association. This notice must include:
  - (a) the voting procedure
  - (b) the date and time at which the voting closes
  - (c) the total number of positions available for appointment
  - (d) the summary of the details of the persons being nominated or where this information is located.
- (4) If, by the close date for nominations, the number of nominees is less than or equal to the number of available positions, the nominees will be declared to be elected to the positions and appointed at the Annual General Meeting.
- (5) If, by the close date for nominations, the number of nominees is more than the number of available positions, the Voting Members must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (6) The voting procedures may include the use of the Association's Online Voting Platform.
- (7) The results of the votes are to be announced at the Annual General Meeting and must show the number of votes cast for each nominee and the winners of the voting for the positions as Ordinary Board Members of the Association.

#### **35. Term of office for Office Holders and Ordinary Board Members of the Association**

- (1) The term of Office Holders and Ordinary Board Members of the Association begins when the person or Member —
  - (a) is elected at an Annual General Meeting or
  - (b) is appointed to fill a casual vacancy under rule 38.
- (2) Subject to rule 37, a Board Member holds office until the next Annual General Meeting.
- (3) Office Holders and Ordinary Board Members of the Association may be re-elected.

### 36. Resignation and removal from office

- (1) An Office Holder or an Ordinary Board Member may resign from the position by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the President.
- (2) The resignation takes effect —
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a Special General Meeting, the Association may by resolution –
  - (a) remove a Board Member from office; and
  - (b) elect a Board Member who is eligible under rule 27(4) to fill the vacant position.
- (4) An Office Holder or an Ordinary Board Member who is the subject of a proposed resolution under rule 36(3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be read out at the Special General Meeting at which the resolution is to be considered.

### 37. When Membership of the Board ceases

- (1) A person ceases to be a Board Member if the person —
  - (a) dies or otherwise ceases to be a Member; or
  - (b) resigns from the Board or is removed from office under rule 36; or
  - (c) becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act;
  - (d) breaches the Code of Conduct as determined under the Consequences of Policy Breach of the Code of Conduct for GRGWA Board members; or
  - (e) becomes permanently unable to act as a Board Member because of a mental or physical disability; or
  - (f) fails to attend 3 consecutive Board Meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.
- (2) When a person ceases to be a member of Board of the Association, section 41 of the Act requires that person to, as soon as practicable after their Board membership ceases, deliver to a Member of the Board all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

### 38. Filling casual vacancies

- (1) The Board may appoint an Ordinary Board Member who is eligible under rule 27 to fill a position on the Board that —
  - (a) has become vacant under rule 37; or
  - (b) was not filled by election at the most recent Annual General Meeting or under rule 36(3)(b).
- (2) If a position as an Office Holder of the Association becomes vacant, the Board may appoint a Member:
  - (a) who is eligible under rule 27 to fill the position
  - (b) to be in the role as an Acting Office Holder
  - (c) who will hold that position until a Special General Meeting or Annual General Meeting is called to fill the role as outlined in rules 38(3) and 38(4) below
- (3) If the position of Acting Office Holder is appointed further than 90 days from the next Annual General Meeting, within 30 days of the appointment of a person to fill the position of an Office Holder of the Association as outlined in rule 38(2), the Board must call a Special General Meeting to elect and appoint an Office Holder of the Association under the rules outlined under rule 33
- (4) If the position of Acting Office Holder is appointed within than 90 days from the next Annual General Meeting, the position will be up for election and appointment at that next Annual General Meeting.

- (5) Subject to the requirement for a quorum under rule 45, the Board may continue to act despite any vacancy in its Membership.
- (6) If there are fewer Board Members than required for a quorum under rule 45, the Board may act only for the purpose of —
  - (a) appointing Board Members under this rule; or
  - (b) convening a General Meeting.

### **39. Validity of acts**

The acts of a Board or Sub-Committee, or of a Board 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 Board Member or Member of a Sub-Committee.

### **40. Payments to Board Members**

- (1) A Board Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
  - (a) in attending a Board Meeting or
  - (b) in attending a General Meeting; or
  - (c) otherwise in connection with the Association's business.

## **PART 5 - DIVISION 4: BOARD MEETINGS**

### **41. Board Meetings**

- (1) The Board must meet at least 9 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board Meeting must be determined by the Board Members as soon as practicable after the Annual General Meeting, or a Special General Meeting, at which the Board Members are elected.
- (3) Special Board Meetings may be convened by the President or any 2 Board Members – one of which must be an Office Holder of the Association.

### **42. Notice of Board Meetings**

- (1) Notice of each Board Meeting must be given to each Board Member at least 7 days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting. It must also include details of any instantaneous communication system or method permitted for the meeting

### **43. Procedure and order of business of Board Meetings**

- (1) The President or, in the President's absence, the Vice President must preside at each Board Meeting.
- (2) If the President and Vice President are unwilling to act as Chairperson of a meeting, the Board Members at the meeting must choose one of them to act as Chairperson for that meeting.
- (3) The procedure to be followed at a Board Meeting must be determined from time to time by the Board.
- (4) The order of business at a Board Meeting may be determined by the Board Members at the meeting.
- (5) A Member or other person who is not a Board Member may attend a Board Meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board Meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.
- (7) Under section 42 of the Act, a Member of the Board who has a material personal interest in a matter being considered at a Board Meeting, as soon as they become aware of that interest, must disclose the nature and extent of their interest to the Board.
- (8) Under section 42(3) of the Act, this rule does not apply in respect of a material personal interest that exists only because the Member —
  - (a) is an employee of the Association; or
  - (b) is a Member of a class of persons for whose benefit the Association is established; or
  - (c) that the Member has in common with all, or a substantial proportion of, the Members of the Association.
- (9) Under section 43 of the Act a Member of the Board who has a material personal interest in a matter being considered at a meeting of the Board must not be present while the matter is being considered at the meeting or vote on the matter.
- (10) Under section 42(6) of the Act the Association must record every disclosure made by a Board Member of a material personal interest in the minutes of the Board Meeting at which the disclosure is made.

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

- (1) The presence of a Board Member at a Board Meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Board Meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

#### 45. Quorum for Board Meetings

- (1) The quorum for Board Meeting is:
  - a. at least 3 of the Office Holders of the Association; and
  - b. at least 6 members of the Board in total
- (2) Subject to rule 38(6), no business is to be conducted at a Board Meeting unless a quorum is present.

#### 46. Voting at Board Meetings

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

#### 47. Minutes of Board Meetings

- (1) The Board must ensure that minutes are taken and kept of each Board Meeting.
- (2) The minutes must record the following —
  - (a) the names of the Board Members present at the meeting;
  - (b) the name of any person attending the meeting;
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board Meeting must be filed with the Association's records within 30 days after the meeting is held.
- (4) The President, or in their absence the Vice President, must ensure that the minutes of a Board Meeting are reviewed and signed as correct by —
  - (a) the Chairperson of the Board Meeting, or
  - (b) the Chairperson of the next Board Meeting.
- (5) When the minutes of a Board Meeting have been signed as correct, they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## PART 5 - DIVISION 5: SUB-COMMITTEES AND SUBSIDIARY OFFICES

### 48. Sub-Committees and subsidiary offices

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
  - (a) appoint one or more Sub-Committees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A Sub-Committee may consist of the number of people, who may or may not be Members, that the Board considers appropriate.
- (3) Any Sub-Committee person who is not a Member of the Association is required to adhere to the Code of Conduct Policy of the Association.
- (4) A person may be appointed to a subsidiary office whether or not the person is a Member.
- (5) Subject to any directions given by the Board —
  - (a) a Sub-Committee 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.

### 49. Delegation to Sub-Committees and holders of subsidiary offices

- (1) In this rule —

***non-delegable duty*** means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a Sub-Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a Sub-Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Sub-Committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Sub-Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF THE ASSOCIATION

### 50. Annual General Meeting

- (1) The Board must determine the date, time and place of the Annual General Meeting.
- (2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the Annual General Meeting is as follows —
  - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Board 's annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) 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 and appoint the Office Holders of the Association and other Board Members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the Membership Fees, subscriptions and other amounts (if any) to be paid by Members;
  - (f) to award Life Membership or Honorary Membership of the Association as detailed in subrule 8(9) and subrule 8(10)
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.
- (5) The presence of a Member at an Annual General Meeting need not be by attendance in person but may be by that Member and each other Member present at the meeting being simultaneously in contact the means of instantaneous communication outlined in the notice of the meeting.
- (6) A Member who participates in a General Meeting as allowed under subrule (5) 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.

### 51. Special General Meetings

- (1) The Board may convene a Special General Meeting.
- (2) A Special General Meeting is to be called whenever a Special Resolution is to be proposed at the meeting;
- (3) The Board must convene a Special General Meeting if at least 10% of the Members require a Special General Meeting to be convened.
- (4) The Members requiring a Special General Meeting to be convened must —
  - (a) make the requirement by written notice given to the Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each print their name and sign the notice, or a copy of it.
- (5) The Special General Meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (6) If the Board does not convene a Special General Meeting within that 28-day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (7) A Special General Meeting convened by Members under subrule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.



- (8) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under subrule (5).

## 52. Notice of General Meetings

- (1) The Secretary or, in the case of a Special General Meeting convened under rule 51(5), the Members convening the meeting, must give to each Member —
  - (a) at least 21 days' notice of an Annual General Meeting; or
  - (b) at least 21 days' notice of a Special General Meeting; or
  - (c) at least 14 days' notice of a General Meeting.
- (2) The notice must —
  - (d) specify the date, time and place of the meeting; and
  - (e) indicate the general nature of each item of business to be considered at the meeting; and
  - (f) a proxy form allowing Voting Members to appoint a Proxy as outlined in rule 53; and
  - (g) include details of any instantaneous communication system or method permitted for the meeting; and
  - (h) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board under rule 32(2); and
  - (i) 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; and
    - (iii) comply with rule 53(7).
- (3) Section 51(1) of the Act states that a resolution is a Special Resolution if it is passed -
  - (j) at a General Meeting of an incorporated association; and
  - (k) by the votes of not less than three-fourths of the Voting Members of the association who cast a vote at the meeting, and, with the exception of voting on Life Member and Honorary Member nominations, including any proxy votes as outlined in rule 53

## 53. Proxies

- (1) Subject to subrule (2), a Voting Member may appoint an individual who is a Voting Member as their proxy to vote and/or speak on their behalf at a General Meeting.
- (2) A Voting Member may be appointed the proxy for not more than 4 other Voting Members.
- (3) The appointment of a proxy must be in writing and signed by the Voting Member making the appointment.
- (4) The Voting Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Voting Member in any matter as the proxy sees fit.
- (6) The Board must approve a form for the appointment of a proxy. The Member may use that form or any other form —
  - (a) that clearly identifies the person appointed as the Member's proxy; and
  - (b) that has been signed by the Member.
- (7) Notice of a General Meeting given to a Voting Member under rule 52 must —
  - (a) state that the Voting Member may appoint an individual who is a Voting Member as a proxy for the meeting; and
  - (b) include a copy of the form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Chairperson of the meeting before the commencement of the General Meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

#### 54. Use of technology to be present at General Meetings

- (1) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a General Meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

#### 55. Presiding Member and Quorum for General Meetings

- (1) The President or, in the President's absence the Vice President, must preside as the Chairperson of each General Meeting.
- (2) If the President and Vice President are absent or are unwilling to act as the Chairperson of a General Meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The Quorum for a General Meeting of the Association including Annual General Meetings and Special General Meetings, is at least 10% of the Voting Members of the Association.
- (4) No business is to be conducted at a General Meeting unless a quorum is present.

#### 56. Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Voting Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Voting Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

#### 57. Voting at General Meetings

- (1) On any question arising at a General Meeting —
  - (a) subject to subrule (6), each Voting Member has one vote); and
  - (b) Voting Members may vote personally or by proxy.
- (2) Except in the case of a Special Resolution, a motion is carried if a majority of the Voting Members present at a General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous General Meeting, only Voting Members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a General Meeting as a Voting Member, the Voting Member —
  - (a) must have been a Voting Member at the time and date of the meeting; and
  - (b) must have paid any fee or other money payable to the Association by the Voting Member.

## 58. When Special Resolutions are required

- (1) A Special Resolution is required if it is proposed at a General Meeting —
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Under the Act, a Special Resolution is required if the Association proposes to do any of the following-
  - (a) to adopt these model rules (section 29(1));
  - (b) to alter its rules, including changing the name of the association (section 30(1));
  - (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
  - (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
  - (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
  - (f) to cancel its incorporation (section 129).
- (3) Subrule (1) and Subrule (2) do not limit the matters in relation to which a Special Resolution may be proposed.

## 59. Determining whether a resolution is carried

- (1) In this rule —

**poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a Special Resolution, the declaration under subrule (2) must identify the resolution as a Special Resolution.
- (4) If a poll is demanded on any question by the Chairperson of the meeting or by at least 5 other Voting Members present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting;
  - (b) the Chairperson of the meeting must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the President, or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson of the meeting.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 60. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record —
  - (a) the names of the Voting Members attending the meeting; and
  - (b) any proxy forms given to the Chairperson of the meeting under rule 53(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(iv).
- (4) The minutes of a General Meeting must be filed with the Association's records within 30 days after the meeting is held.
- (5) The Chairperson of the meeting, must ensure that the minutes of a General Meeting are reviewed and signed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson at the next General Meeting.
- (6) When the minutes of a General Meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 61. Source of funds

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

### 62. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Office Holders to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 Board Members, one of which must be an Office Holder of the Association
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### 63. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
  - (a) the preparation of the financial statements; and
  - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (c) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
  - (d) 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.
- (3) Under section 66 of the Act, the Association must keep financial records that —
  - (a) the correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- (4) Under section 67 of the Act, the Association must retain its financial records for at least 7 years after the transactions covered by the records are completed

## PART 8 — GENERAL MATTERS

### 64. By-laws

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

### 65. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
  - (a) 2 Board Members; or
  - (b) one Board Member and a person authorised by the Board.
- (2) If the Association has a common seal —
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of 2 Board Members, one of which must be an Office Holder of the Association and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary, or another Board Member authorised by the Board.

### 66. Giving notices to Members

- (1) In this rule —

**recorded** means recorded in the Register of Members.
- (2) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the Member; or
  - (b) sent by prepaid post to the recorded postal address of the Member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

## 67. Custody of books and securities

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

## 68. Record of Office Holders

- (1) The record of Board Members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.
- (2) Under section 58 of the Act an association must maintain a record of -
  - (a) the names and addresses of the persons who are Members of its Board; or hold other offices of the association provided for by its rules;
  - (b) 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
  - (c) the name and address of any person who is appointed or acts as trustee on behalf of the association.
- (3) Under section 58 of the Act, the Association must, upon the request of a Voting Member of the association, make available the record for the inspection of the Voting Member. The Voting 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.
- (4) Section 58 of the Act -
  - (a) sets out the details of the record that an incorporated association must maintain of the Board Members and certain others; and
  - (b) provides for Members to inspect, make a copy of or take an extract from the record; and
  - (c) prohibits a person from disclosing information in the record except for authorised purposes.

## 69. Inspection of records and documents

- (1) Subrule (2) applies to a Voting Member who wants to inspect —
  - (a) the Register of Members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Board Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the association.
- (2) The Voting Member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the Voting Member wants to inspect a document that records the minutes of a Board Meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board Meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Voting Members.
- (5) The Voting Member may make a copy of or take an extract from a record or document but does not have a right to remove the record or document for that purpose.
- (6) The Voting Member must not use or disclose information in a record or document except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.
- (7) Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

## 70. Publication by Board Members of statements about Association business prohibited

A Board Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Board Meeting unless —

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

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

- (1) Under section 24(1) of the Act surplus property can only be distributed to one or more of the following -
  - (a) an incorporated association;
  - (b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
  - (c) a company holding a licence that continues in force under the Corporations Act section 151;
  - (d) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
  - (e) a body corporate that -
    - i. is a Member or former Member of the incorporated association; and
    - ii. at the time of the distribution of surplus property, has rules that prevent the distribution of property to its Members;
  - (f) a trustee for a body corporate referred to in paragraph (e);
  - (g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

(2) In this rule —

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

- (a) the debts and liabilities of the Association; and
  - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
- but does not include books relating to the management of the Association.

- (3) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.
- (4) Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated association may be distributed on the cancellation of the incorporation or the winding up of the association. Part 9 of the Act deals with the winding up of incorporated associations, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated associations.
- (5) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made.

## 72. Alteration of rules

- (1) 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.
- (2) 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.
- (3) 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
- (4) 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.
- (5) The required documents must be lodged within one month after the Special Resolution is passed.



## **PART 9 — BRANCHES**

### **PART 9 - DIVISION 1: POWERS OF THE BRANCH COMMITTEE**

#### **73. Definition of a Branch of the Association**

- (1) A Branch of the Association may only be established by the approval of the Board of the Association.
- (2) In establishing a Branch of the Association, the Board will determine:
  - a. the broad geographic coverage of the Branch
  - b. the venue for Branch Meetings to take place
- (3) The Board of the Association will work with the Association Members allocated to the Association Branch to establish a Branch Committee for the Branch.
- (4) The minimum members required to form a branch will be determined by the Board of the Association but must be at no less than 5 members.

#### **74. Responsibility and Power of the Branch Committee**

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

## PART 9 - DIVISION 2: COMPOSITION OF BRANCH COMMITTEE AND DUTIES OF BRANCH COMMITTEE MEMBERS

### 75. Branch Committee Members

- (1) The Branch Committee Members consist of —
  - (a) the Office Holders of the Branch; and
  - (b) at least one Branch Committee Member.
- (2) The following are the Office Holders of the Branch —
  - (a) the Branch President
  - (b) the Branch Vice President
  - (c) the Branch Secretary
  - (d) the Branch Treasurer.
- (3) A person may only be a Branch Committee Member if the person is any of the following classes of membership:
  - (a) Ordinary Member
  - (b) Life Member
  - (c) Gold Member
  - (d) Silver Member
- (4) Associate Members and Honorary Members are not entitled to be a Branch Committee Member.
- (5) On approval from the Board of the Association, a person may hold more than one position as an Office Holder of the Branch mentioned in subrule 75(2).
- (6) The number of Silver Members on the Branch Committee must be less than 50% of the total number of persons on the Branch Committee unless a vacancy is created under Rule 84 or Rule 85 that causes the number of Silver Members to no longer be less than 50% of the total number of persons on the Branch Committee
- (7) If a vacancy is created under Rule 84 or Rule 85 that causes the number of Silver Members on the Branch Committee to no longer be less than 50% of the total number of persons on the Branch Committee, the Branch Committee must :
  - (a) fill the vacancy created within 45 days of the date the vacancy was created; and
  - (b) fill the vacancy using the rules specified in Rule 86; and
  - (c) fill the vacancy with enough Ordinary Members, Life Members or Gold Members to ensure the total number of Branch Silver Members is less than 50% of the total number of persons on the Branch Committee
- (8) Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a Member of a Branch Committee of an association:
  - (a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
  - (b) a person who has been convicted, within or outside the State of Western Australia of:
    - i. an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - iii. an offence under Part 4 Division 3 or section 127 of the Act
  - (c) Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.
- (9) Under section 44 of the Act, all Branch Committee Members must exercise their powers and discharge their duties with a degree of care and diligence

## 76. Duties – Branch President and Branch Vice President

- (1) It is the duty of the Branch President to consult with the Branch Secretary regarding the business to be conducted at each Branch Committee Meeting and Branch General Meeting. In the absence of the Branch President, the Branch Vice President will fulfill this role.
- (2) The Branch President has the powers and duties relating to convening and presiding at Branch Committee Meetings and presiding at Branch General Meetings provided for in these rules. In the absence of the Branch President, the Branch Vice President will fulfill this role.

## 77. Duties – Branch Secretary

The Branch Secretary has the following duties —

- (a) dealing with the Branch's correspondence;
- (b) consulting with the Branch President regarding the business to be conducted at each Branch Committee Meeting and Branch General Meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) maintaining full and accurate minutes of Branch Committee Meetings and Branch General Meetings and forwarding a copy of those minutes to the Association Secretary;
- (e) carrying out any other duty given to the Branch Secretary under these rules or by the Branch Committee or the Association Board.

## 78. Duties – Branch Treasurer

The Branch Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Branch are collected and issuing receipts for those amounts in the Branch's name;
- (b) ensuring that any amounts paid to the Branch are credited to the appropriate account of the Branch, as directed by the Branch Committee, the Association Board including directly by the Association Treasurer;
- (c) ensuring that any payments to be made by the Branch that have been authorised by the Branch Committee or at a Branch General Meeting are made on time;
- (d) ensuring that the Branch complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Branch's financial records, financial statements and financial reports, as applicable to the Branch;
- (f) coordinating the preparation of the Branch's financial statements before submission to the Branch's Annual General Meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Branch's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the Branch Treasurer under these rules or by the Branch Committee or by the Association Board including directly by the Association Treasurer.

## 79. How Members become Branch Committee Members

A Member becomes a Branch Committee Member if the Member —

- (a) is appointed to the Branch Committee at a Branch General Meeting using the procedures outlined under rule 81 (and the rule 81 subrules) and rule 82 (and the rule 82 subrules); or
- (b) is appointed to the Branch Committee by the Branch Committee to fill a casual vacancy under rule 86.

## 80. Nomination of Branch Committee Members

- (1) At least 42 days before a Branch Annual General Meeting, the Branch Secretary must send written notice to all the Branch Members —
  - (a) calling for nominations for election to the Branch Committee; and
  - (b) stating the date by which nominations must be received by the Branch.
- (2) A Member who wishes to be considered for appointment to the Branch Committee at the Branch Annual General Meeting must nominate for election by sending written notice of the nomination to the Branch Secretary at least 28 days before the Branch Annual General Meeting.
- (3) A person who wishes to be considered for appointment to the Branch Committee as a Branch Silver Member at the Branch Annual General Meeting must nominate for election by sending written notice of the nomination to the Branch Secretary at least 28 days before the Branch Annual General Meeting.
- (4) Persons specified under subrule 80(2) and 80(3) must nominate for one specified position of Branch Office Holder of the Association or to be a Branch Committee Member.
- (5) Persons specified under subrule 80(2) and 80(3) whose nomination does not comply with this rule are not eligible for appointment to the Branch Committee.

## 81. Election and Appointment of Branch Office Holders at Branch Annual General Meetings or Branch Special General Meetings

- (1) A separate election must be held for each position of Branch Office Holder of the Association.
- (2) Election and Appointment of Branch Office Holders must take place at Branch Annual General Meetings other than the circumstances outlined in rule 86.
- (3) For each position being voted on, each Branch Voting Member may only vote for one person who has nominated for the position.
- (4) A Branch Voting Member who has nominated for a position may vote for themselves.
- (5) No later than 21 days before the date of the Branch Annual General Meeting or Branch Special General Meeting, the Branch must provide written notice of the nominees for each position of Branch Office Holder of the Association. This notice must include:
  - (a) the voting procedure
  - (b) the date and time at which the voting closes
  - (c) the summary of the details of the persons being nominated or where this information is located.
- (6) If only one Member has nominated for a position by the close date for nominations, the Member will be declared to be elected to the position and appointed at the Branch Annual General Meeting or Branch Special General Meeting.
- (7) If more than one person has nominated for a position, the Branch Voting Members must vote in accordance with procedures that have been determined by the Association Board to decide who is to be elected to the position.
- (8) The voting procedures may include the use of the Association's Online Voting Platform.

- (9) The results of the votes are to be announced at the Branch Annual General Meeting or Branch Special General Meeting and must show the number of votes cast for each nominee and the winners of the voting for each position of Office Holder of the Branch.

## **82. Election and Appointment of Branch Ordinary Committee Members at Branch Annual General Meetings**

- (1) A separate election must be held for the positions of Branch Ordinary Committee Members of the Association.
- (2) A Branch Voting Member who has nominated for a position may vote for themself.
- (3) No later than 21 days before the date of the Branch Annual General Meeting, the Branch must provide written notice of the nominees for a position as a Branch Ordinary Committee Member of the Association. This notice must include:
  - (a) the voting procedure
  - (b) the date and time at which the voting closes
  - (c) the total number of positions available for appointment
  - (d) the summary of the details of the persons being nominated or where this information is located.
- (4) If, by the close date for nominations, the number of nominees is less than or equal to the number of available positions, the nominees will be declared to be elected to the positions and appointed at the Branch Annual General Meeting.
- (5) If, by the close date for nominations, the number of nominees is more than the number of available positions, the Branch Voting Members must vote in accordance with procedures that have been determined by the Association Board to decide who is to be elected to the position.
- (6) The voting procedures may include the use of the Association's Online Voting Platform.
- (7) The results of the votes are to be announced at the Branch Annual General Meeting and must show the number of votes cast for each nominee and the winners of the voting for the positions as Ordinary Committee Members of the Branch.

## **83. Term of office for Branch Office Holders and Branch Ordinary Committee Members of the Association**

- (1) The term of Branch Office Holders and Branch Ordinary Committee Members of the Association begins when the person or Member —
  - (a) is elected at a Branch Annual General Meeting or
  - (b) is appointed to fill a casual vacancy under rule 86.
- (2) Subject to rule 85, a Branch Committee Member holds office until the next Branch Annual General Meeting.
- (3) Branch Office Holders and Branch Ordinary Committee Members of the Association may be re-elected.

## **84. Resignation and removal from office**

- (1) A Branch Office Holder or a Branch Ordinary Committee Member may resign from the position by written notice given to the Branch Secretary or, if the resigning Member is the Branch Secretary, given to the Branch President.
- (2) The resignation takes effect —
  - (a) when the notice is received by the Branch Secretary or Branch President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a Branch Special General Meeting, the Branch may by resolution —
  - (a) remove a Branch Committee Member from office; and
  - (b) elect a Member who is eligible under rule 27(4) to fill the vacant position.

- (4) A Branch Office Holder or a Branch Ordinary Committee Member who is the subject of a proposed resolution under rule 84(3)(7) may make written representations (of a reasonable length) to the Branch Secretary or Branch President and may ask that the representations be read out at the Branch Special General Meeting at which the resolution is to be considered.

## 85. When Membership of Branch Committee ceases

- (1) A person ceases to be a Branch Committee Member if the person —
  - (a) dies or ceases to be a Member of the Branch or otherwise ceases to be a Member of the Association; or
  - (b) resigns from the Branch Committee or is removed from office under rule 84; or
  - (c) becomes ineligible to accept an appointment or act as a Branch Committee Member under section 39 of the Act;
  - (d) becomes permanently unable to act as a Branch Committee Member because of a mental or physical disability; or
  - (e) fails to attend 3 consecutive Branch Committee Meetings, of which the person has been given notice, without having notified the Branch Committee that the person will be unable to attend.
- (2) When a person ceases to be a member of Branch Committee of the Branch, section 41 of the Act requires that person to, as soon as practicable after their Branch Committee membership ceases, deliver to a Member of the Branch Committee all of the relevant documents and records they hold pertaining to the management of the Branch's affairs.

## 86. Filling casual vacancies

- (1) The Branch Committee may appoint a Branch Ordinary Committee Member who is eligible under rule 75 to fill a position on the Branch Committee that —
  - (a) has become vacant under rule 85; or
  - (b) was not filled by election at the most recent Branch Annual General Meeting or under rule 84.
- (2) If a position as a Branch Office Holder of the Association becomes vacant, the Branch Committee may appoint a Member:
  - (a) who is eligible under rule 75 to fill the position
  - (b) to be in the role as a Branch Acting Office Holder
  - (c) who will hold that position until a Branch Special General Meeting or Branch Annual General Meeting is called to fill the role
- (3) If the position of Branch Acting Office Holder is appointed further than 60 days from the next Branch Annual General Meeting, within 30 days of the appointment of a person to fill the position of a Branch Office Holder of the Association, the Branch Committee must call a Special General Meeting to elect and appoint an Office Holder of the Association under the rules outlined under rule 81.
- (4) If the position of Branch Acting Office Holder is appointed within than 60 days from the next Branch Annual General Meeting, the position will be up for election and appointment at that next Branch Annual General Meeting.
- (5) Subject to the requirement for a quorum, the Branch Committee may continue to act despite any vacancy in its Membership.
- (6) If there are fewer Branch Committee Members than required for a quorum, the Branch Committee may act only for the purpose of —
  - (a) appointing Branch Committee Members under this rule; or
  - (b) convening a Branch General Meeting.

## 87. Validity of acts

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

## 88. Payments to Branch Committee Members

(1) In this rule —

**Branch Committee Member** includes a Member of a Branch Sub-Committee;

**Branch Committee Meeting** includes a meeting of a Branch Sub-Committee.

- (2) A Branch Committee Member is entitled to be paid out of the funds of the Branch for any out-of-pocket expenses for travel and accommodation properly incurred —
- (a) in attending a Branch Committee Meeting or
  - (b) in attending a Branch General Meeting; or
  - (c) otherwise in connection with the Branch's business.

## **PART 9 - DIVISION 3: BRANCH COMMITTEE MEETINGS**

### **89. Branch Committee Meetings**

- (1) The Branch Committee must meet at least 9 times in each year on the dates and at the times and places determined by the Branch Committee.
- (2) The date, time and place of the first Branch Committee Meeting must be determined by the Branch Committee Members as soon as practicable after the Branch Annual General Meeting, or a Special General Meeting, at which the Branch Committee Members are elected.
- (3) Branch Special Committee Meetings may be convened by the Branch President or any 2 Branch Committee Members – one of which must be an Office Holder of the Branch.

### **90. Notice of Branch Committee Meetings**

- (1) Notice of each Branch Committee Meeting must be given to each Branch Committee Member at least 7 days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting. It must also include details of any instantaneous communication system or method permitted for the meeting

### **91. Procedure and order of business of Branch Committee Meetings**

- (1) The Branch President or, in the Branch President's absence, the Branch Vice President must preside at each Committee Meeting.
- (2) If the Branch President and Branch Vice President are unwilling to act as Chairperson of a meeting, the Branch Committee Members at the meeting must choose one of them to act as Chairperson for that meeting.
- (3) The procedure to be followed at a Branch Committee Meeting must be determined from time to time by the Branch Committee.
- (4) The order of business at a Branch Committee Meeting may be determined by the Branch Committee Members at the meeting.
- (5) A Member or other person who is not a Branch Committee Member may attend a Branch Committee Meeting if invited to do so by the Branch Committee.
- (6) A person invited under subrule (5) to attend a Branch Committee Meeting —
  - (d) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (e) must not comment about any matter discussed at the meeting unless invited by the Branch Committee to do so; and
  - (f) cannot vote on any matter that is to be decided at the meeting.
- (7) Under section 42 of the Act, a Member of the Branch Committee who has a material personal interest in a matter being considered at a Branch Committee Meeting, as soon as they become aware of that interest, must disclose the nature and extent of their interest to the Branch Committee.
- (8) Under section 42(3) of the Act, this rule does not apply in respect of a material personal interest that exists only because the Member —
  - (a) is an employee of the Association; or
  - (b) is a Member of a class of persons for whose benefit the Association is established; or
  - (c) that the Member has in common with all, or a substantial proportion of, the Members of the Association.



- (9) Under section 43 of the Act a Member of the Branch Committee who has a material personal interest in a matter being considered at a meeting of the Branch Committee must not be present while the matter is being considered at the meeting or vote on the matter.
- (10) Under section 42(6) of the Act the Association must record every disclosure made by a Branch Committee Member of a material personal interest in the minutes of the Branch Committee Meeting at which the disclosure is made.

## **92. Use of technology to be present at Branch Committee Meetings**

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

## **93. Quorum for Branch Committee Meetings**

- (1) The quorum for Branch Committee Meeting is:
  - a. At least 2 members of the Office Holders of the Branch, one of which must be either the Branch President or Branch Vice President
  - b. At least 4 members of the Branch Committee in total
- (2) Subject to rule 38(6), no business is to be conducted at a Branch Committee Meeting unless a quorum is present.

## **94. Voting at Branch Committee Meetings**

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

## 95. Minutes of Branch Committee Meetings

- (1) The Branch Committee must ensure that minutes are taken and kept of each Branch Committee Meeting.
- (2) The minutes must record the following —
  - (a) the names of the Branch Committee Members present at the meeting;
  - (b) the name of any person attending the meeting;
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Branch Committee Meeting must be filed with the Association's records within 30 days after the meeting is held.
- (4) The Branch President, or in their absence the Branch Vice President, must ensure that the minutes of a Branch Committee Meeting are reviewed and signed as correct by —
  - (c) the Chairperson of the Branch Committee Meeting, or
  - (d) the Chairperson of the next Branch Committee Meeting.
- (5) When the minutes of a Branch Committee Meeting have been signed as correct, they are, until the contrary is proved, evidence that —
  - (d) the meeting to which the minutes relate was duly convened and held; and
  - (e) the matters recorded as having taken place at the meeting took place as recorded; and
  - (f) any appointment purportedly made at the meeting was validly made.

## PART 9 - DIVISION 4: BRANCH SUB-COMMITTEES AND SUBSIDIARY OFFICES

### 96. Branch Sub-Committees and subsidiary offices

- (1) To help the Branch Committee in the conduct of the Branch's business, the Branch Committee may, in writing, do either or both of the following —
  - (a) appoint one or more Branch Sub-Committees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A Branch Sub-Committee may consist of the number of people, who may or may not be Members, that the Branch 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 Branch Committee —
  - (a) a Branch Sub-Committee 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.

### 97. Delegation to Branch Sub-Committees and holders of subsidiary offices

- (1) In this rule —

***non-delegable duty*** means a duty imposed on the Branch Committee by the Act or another written law.
- (2) The Branch Committee may, in writing, delegate to a Branch Sub-Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Branch Committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a Branch Sub-Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Branch Sub-Committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Branch Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Branch Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Branch Sub-Committee 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 Branch Committee.
- (7) The Branch Committee may, in writing, amend or revoke the delegation.

## PART 9 - DIVISION 3: GENERAL MEETINGS OF THE BRANCH

### 98. Branch Annual General Meeting

- (1) The Branch Committee must determine the date, time and place of the Branch Annual General Meeting.
- (2) If it is proposed to hold the Branch Annual General Meeting more than 6 months after the end of the Branch's financial year, the Branch Secretary must apply to the Association President within 4 months after the end of the financial year.
- (3) The ordinary business of the Branch Annual General Meeting is as follows —
  - (a) to confirm the minutes of the previous Branch Annual General Meeting and of any Branch Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Branch Committee's annual report on the Branch's activities during the preceding financial year; and
    - (ii) the financial statements of the Branch for the preceding financial year presented under Part 5 of the Act;
  - (c) to elect and appoint the Office Holders of the Branch and other Branch Committee Members;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the Branch Annual General Meeting.
- (5) The presence of a Member at a Branch Annual General Meeting need not be by attendance in person but may be by that Member and each other Member present at the meeting being simultaneously in contact the means of instantaneous communication outlined in the notice of the meeting.
- (6) A Member who participates in a Branch General Meeting as allowed under subrule (5) 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.

### 99. Branch Special General Meetings

- (1) The Branch Committee may convene a Branch Special General Meeting.
- (2) The Branch Committee must convene a Branch Special General Meeting if at least 10% of the Branch Members require a Branch Special General Meeting to be convened.
- (3) The Branch Members requiring a Branch Special General Meeting to be convened must —
  - (a) make the requirement by written notice given to the Branch Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each print their name and sign the notice, or a copy of it.
- (4) The Branch Special General Meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Branch Committee does not convene a Branch Special General Meeting within that 28-day period, the Branch Members making the requirement (or any of them) may convene the Branch Special General Meeting.
- (6) A Branch Special General Meeting convened by Members under subrule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association or the Branch must reimburse any reasonable expenses incurred by the Members convening a Branch Special General Meeting under subrule (5).

## 100. Notice of Branch General Meetings

- (1) The Branch Secretary or, in the case of a Special General Meeting, the Members convening the meeting, must give to each Member —
  - (a) at least 21 days' notice of a Branch General Meeting if a Special Resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a Branch General Meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) a proxy form allowing Branch Voting Members to appoint a Proxy as outlined in rule 53; and
  - (d) include details of any instantaneous communication system or method permitted for the meeting; and
  - (e) if the meeting is the Branch Annual General Meeting, include the names of the Members who have nominated for election to the Branch Committee under rule 32(2); and
  - (f) 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; and
    - (iii) comply with rule 53(7).
- (3) Section 51(1) of the Act states that a resolution is a Special Resolution if it is passed -
  - (a) at a General Meeting of an incorporated association; and
  - (b) by the votes of not less than three-fourths of the Voting Members of the association who cast a vote at the meeting including any proxy votes as detailed in rule 101.

## 101. Proxies

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

### **102. Use of technology to be present at Branch General Meetings**

- (1) The presence of a Member at a Branch General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Branch General Meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

### **103. Presiding Member and Quorum for Branch General Meetings**

- (1) The Branch President or, in the Branch President's absence the Branch Vice President, must preside as the Chairperson of each Branch General Meeting.
- (2) If the Branch President and Branch Vice President are absent or are unwilling to act as the Chairperson of a Branch General Meeting, the Branch Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The Quorum for a General Meeting of a Branch including Branch Annual General Meetings and Branch Special General Meetings, is at least 10% of the Voting Members of the Branch.
- (4) No business is to be conducted at a Branch General Meeting unless a quorum is present.

### **104. Adjournment of a Branch General Meeting**

- (1) The Chairperson of a Branch General Meeting at which a quorum is present may, with the consent of a majority of the Branch Voting Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Branch Voting Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

### **105. Voting at a Branch General Meetings**

- (1) On any question arising at a Branch General Meeting —
  - (a) subject to subrule (6), each Voting Member has one vote; and
  - (b) Branch Voting Members may vote personally or by proxy.
- (2) Except in the case of a Special Resolution, a motion is carried if a majority of the Branch Voting Members present at a Branch General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous Branch General Meeting, only Branch Voting Members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a Branch General Meeting as a Voting Member, the Voting Member —
  - (a) must have been a Voting Member at the time notice of the meeting was given; and
  - (b) must have paid any fee or other money payable to the Association by the Voting Member.

## 106. Determining whether a resolution is carried

(1) In this rule —

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

- (2) Subject to subrule (4), the Chairperson of a Branch General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- (e) carried; or
  - (f) carried unanimously; or
  - (g) carried by a particular majority; or
  - (h) lost.
- (3) If the resolution is a Special Resolution, the declaration under subrule (2) must identify the resolution as a Special Resolution.
- (4) If a poll is demanded on any question by the Chairperson of the meeting or by at least 5 other Voting Members present in person or by proxy —
- (c) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting;
  - (d) the Chairperson of the meeting must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Branch President, or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson of the meeting.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 107. Minutes of Branch General Meeting

- (1) The Branch Secretary, or a person authorised by the Branch Committee from time to time, must take and keep minutes of each Branch 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 Branch Annual General Meeting must record —
- (a) the names of the Voting Members attending the meeting; and
  - (b) any proxy forms given to the Chairperson of the meeting under rule 53(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(iv).
- (4) The minutes of a Branch General Meeting must be filed with the Association's records within 30 days after the meeting is held.
- (5) The Chairperson of the meeting must ensure that the minutes of a Branch General Meeting are reviewed and signed as correct by —
- (e) the Chairperson of the meeting; or
  - (f) the Chairperson at the next Branch General Meeting.
- (6) When the minutes of a Branch General Meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that —
- (g) the meeting to which the minutes relate was duly convened and held; and
  - (h) the matters recorded as having taken place at the meeting took place as recorded; and
  - (i) any election or appointment purportedly made at the meeting was validly made.