



Royal Association of Justices of Western Australia
ABN 22 863 914 075

RULES OF ASSOCIATION

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1 Name of Association

- 1.1 The name of the Association is Royal Association of Justices of Western Australia (Incorporated). RAJWA
- 1.2 It is referred to in these Rules as the “Association”.

2 Objects of Association

- 2.1 The primary Objects of the Association are to support Justices of the Peace to professionally undertake their role as legislated in the Justice of the Peace Act (2004) for the benefit of the State and Public of Western Australia including:
 - 2.1.1 Promote and support the status and interests of Justices of the Peace;
 - 2.1.2 Consider matters affecting the interests of Justices of the Peace and to initiate, support or oppose;
 - 2.1.2.1 legislation affecting Justices of the Peace; and
 - 2.1.2.2 changes in law and practice;
 - 2.1.3 Promote improvement in the administration of law;
 - 2.1.4 Instigate and promote training opportunities for Justices of the Peace;
 - 2.1.5 Acquire and disseminate information on subjects of interest to Justices of the Peace, through the Journal, other printed or electronic media, lectures, seminars, discussions, correspondence or other means;
 - 2.1.6 Provide social networking opportunities between Members and other organisations with objectives or purposes similar to the Objects;
 - 2.1.7 Promote, consider, and approve the formation or dissolution of Branches of the Association in accordance with Rule 24;
 - 2.1.8 Provide a mentoring and advisory service to Government, Local Government, business and to professionals that have signing of community documents powers;
 - 2.1.9 Enable its Members to best provide a free, professional and accessible judicial service to the Western Australian community;
 - 2.1.10 Seek to identify other ways that its members and its state wide network can be of service to the community;
 - 2.1.11 Assist Justices of the Peace to best serve the community through the provision of professional development, support, representation and a professional network.

3 Interpretation

3.1 Definitions

In these Rules, the following definitions apply:

Act means the *Associations Incorporation Act 2015* (WA) as amended or replaced from time to time.

Annual General Meeting means a General Meeting convened in accordance with Rule 10.1.1.

Branch means a Branch of the Association established under Rule 24.

Branch Executive means Members of a Branch appointed to manage the affairs of a Branch.

Business Day means any day other than a Saturday, Sunday or a public holiday in Perth, Western Australia.

Chairperson means the Chairperson of a General Meeting, Council Meeting or Committee meeting, as appointed in accordance with Rule 13.

Code of Conduct means the code of conduct adopted by the Council from time to time, setting out minimum standards of behaviour to be observed by all Council Members.

Commissioner has the meaning given in the Act.

Committee means a committee established by the Council under Rule 8.10.

Council means the Board of Management of the Association constituted in accordance with Rule 8.

Council Election means an election of Council Members, in accordance with Rule 9.

Council Meeting means a meeting of the Council Members convened and conducted in accordance with Rule 12.

Council Member means a person who is recorded on the Members' Register and who holds a position on the Council.

Deputy President means the holder of the office referred to in Rule 8.3.6.2.

Financial Year means the financial year of the Association, which will commence on 1 July and end on 30 June in the following calendar year.

General Meeting means a meeting of the Members of the Association convened and conducted in accordance with Rule 10 and, unless otherwise stated, includes an Annual General Meeting.

Journal means the official journal of the Association, prepared and distributed pursuant to Rule 8.14.

Law includes a requirement of any statute, regulation, proclamation, ordinance or by-law, present or future, and whether State, Federal, local or otherwise.

Member means a person who is recorded on the Members' Register.

Members' Register means the register maintained in accordance with Rule 6.

Objects means the objects of the Association as set out in Rule 2.

Office Holders' Register means the register maintained in accordance with Rule 6.2.

Ordinary Resolution means a resolution passed by a simple majority of votes.

President means the holder of the office referred to in Rule 8.7.

Registrar means the holder of the position referred to in Rule 8.13 or person authorised by Council.

Rules means these Rules of Association as amended or replaced from time to time.

Secretary means the holder of the office referred to in Rule 8.9.

Special Resolution means a resolution passed in accordance with section 51 of the Act.

Surplus Property has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

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

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

Treasurer means the holder of the office referred to in Rule 8.8.

Unfinancial Member means a Member to whom Rule 7.6 applies.

3.2 Interpretation

In these Rules, unless the context requires otherwise:

- 3.2.1 Headings or subheadings are inserted for guidance only and do not govern the meaning or construction of any provision.
- 3.2.2 Words expressed in the singular include the plural and vice versa.
- 3.2.3 Words expressed in one gender include the other genders.
- 3.2.4 A reference to anything or any amount is a reference to the whole and each part of it. A reference to a group of persons is a reference to all of them collectively, to two or more of them collectively and to each of them individually.
- 3.2.5 Where a thing is to be done by, or on a specified day, that is not a Business Day, that thing is to be done by or on the next Business Day.
- 3.2.6 A reference to any Law extends to include any amendment, re-enactment or consolidation of the Law.
- 3.2.7 Words used have the same meaning as in the Act, unless they are expressly given a different meaning.

4 Not-for-profit basis

4.1 The Association has been formed on a not-for-profit basis, so:

- 4.1.1 the income and property of the Association will be applied solely towards promoting the Objects; and
- 4.1.2 no portion of the income or property of the Association may be transferred or distributed (either directly or indirectly) to any Member of the Association or another body, except in good faith in the promotion of those objects or purposes and subject to the approval of the Council.

- 4.1.3
- 4.2 The restrictions under Rule 4.1 do not prevent the Association from making any of the following payments in good faith:
- 4.2.1 Remuneration of any Member in return for any services rendered to the Association (provided that this remuneration is authorised by a resolution of the Council and the amount payable is no more than the amount that would be commercially reasonable for the service).
 - 4.2.2 Payments for goods or services supplied to the Association in the ordinary and usual course of the Association's operations for promoting the Objects.
 - 4.2.3 Payments of rent (at a commercially reasonable rate) for premises leased to the Association by a Member.
 - 4.2.4 Payments for any out-of-pocket expenses incurred by a Member in performing duties on behalf of the Association in accordance with these Rules, the Act or any direction of the Council.
- 4.3 Council Members will not receive any remuneration for their services as Council Members other than the Association may pay a Council Member's travelling and other expenses as properly incurred:
- 4.3.1 in connection with the Association's business.

5 Powers of Association

- 5.1 Subject to the Act and these Rules, the Association has the power to do all things necessary or convenient for carrying out the Objects, including, but not limited to, the following:
- 5.1.1 Pay any costs, charges and expenses relating to the Association.
 - 5.1.2 Receive gifts of money or property, whether real or personal, from any person or corporation who wishes to further the Objects, and to hold that money or property in perpetuity, upon trust, either:
 - 5.1.2.1 as it is, for so long as the Council thinks fit; or
 - 5.1.2.2 to invest the monies produced by selling, calling in, or converting, any property received and any ready money in any of the investments authorised by the Trustees Act 1962 (WA).
 - 5.1.3 Purchase, take on, lease, build, or otherwise acquire and maintain, improve or alter, any real or personal property for the purposes of the Association.
 - 5.1.4 Institute proceedings in any Court to enforce the rights of the Association that the Council determines necessary to further the Objects and the Association's contractual obligations, and to defend any legal proceedings brought in any Court against the Association.
 - 5.1.5 Purchase, sell, arrange and deal in any kinds of products and services required by the Association, including in connection with any event, function, forum, meeting or seminar organised by the Association.
 - 5.1.6 Enter into any arrangements with any government authority or agency (Federal, State or local).
 - 5.1.7 Appoint, employ, remove or suspend a Registrar and other employees, agents,

contractors or any other persons, as may be necessary, for the performance of the Association's operations.

- 5.1.8 Construct, improve, maintain, develop, work, manage, alter or control any land, houses, buildings or other real property which may (directly or indirectly) promote the Objects.
- 5.1.9 Invest or otherwise deal with the money of the Association not immediately required, in any of the investments authorised by the Trustees Act 1962 (WA).
- 5.1.10 Borrow, raise or secure the payment of money, in any manner the Council considers appropriate, for the advancement of the Objects and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement.
- 5.1.11 Sell, improve, manage, develop, exchange, lease, dispose of, or otherwise deal with, any property or rights of the Association.
- 5.1.12 Publish any website, newspaper, periodical, book or leaflet that the Council considers appropriate to promote the Objects.
- 5.1.13 Do all other lawful things incidental or conducive to the promotion of the Objects.
- 5.1.14 Subscribe to, provide funding to, become a member of, co-operate or amalgamate with any other organisation, whether incorporated or not, whose objects are similar to the Objects of the Association, provided that the organisation is bound by prohibitions on the distribution of its income and property to its members corresponding to the prohibitions in Rule 4.

6 Registers

6.1 Members' Register

The Registrar, or person authorised by Council, will maintain an up-to-date register.

- 6.1.1 The Register will contain the:
 - 6.1.1.1 full name of each Member; and
 - 6.1.1.2 The Member may choose the type of primary contact details including an email address:
 - a) residential address; or
 - b) postal address; or
 - c) email address; or
 - d) information, by means of which contact can be made with the member, that is prescribed for the purposes of this paragraph.
 - 6.1.1.3 class of Membership held by the Member; and
 - 6.1.1.4 date on which the person became and ceased to be a Member.
- 6.1.2 Members' information will only be used for Association purposes and with the consent of the Council.
- 6.1.3 Any change in Membership of the Association will be recorded in the Register

within 28 days from when the Association is advised.

6.1.4 The Register will be kept and maintained at a place as the Council decides.

6.2 Office Holders' Register

The Registrar, or person authorised by Council, will maintain an up-to-date record of the name and full contact details of each:

6.2.1 person who holds an office referred to in Rule 8.3.6; and

6.2.2 other Council Member, and the date when the person was elected or appointed to, or ceased to hold, the relevant office.

6.3 Access to registers

6.3.1 The Registrar, or person authorised by Council, will make the Members' Register and the Office Holders' Register available for inspection by Members, in accordance with the requirements of section 53 and 58 of the Act.

6.3.2 Any Member is able to inspect and copy the Register at such time and place as is mutually convenient to the Association and the Member.

6.3.3 A Member will contact the Registrar, or person authorised by Council, to request an inspection of the Register.

6.3.4 The member has no right to remove the Register for any purpose.

6.3.5 The Members' Register and the Office Holders' Register are to be kept by the Registrar, or person authorised by Council, at the business office of the Association, unless the Council determines that the registers should be kept elsewhere.

6.4 Copy of the Register

6.4.1 A Member may make a request in writing for a copy of the Register.

6.4.2 The Council may require a Member who requests a copy of the Register to provide a Statutory Declaration setting out the purpose of the request, declaring that the purpose is connected with the affairs of the Association and that it will have no adverse effect on the Association.

6.4.3 The Member will specify detail of the purpose for which they will use the information and how it will be used.

6.4.4 The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Council from time to time.

6.5 Prohibited use of Association Information

A Member will not use or disclose the information on the Register:

6.5.1 to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);

6.5.2 to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or

6.5.3 for any other purpose unless the use of the information is approved by the Council and for a purpose:

- 6.5.3.1 that is directly connected with the affairs of the Association; or
- 6.5.3.2 related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

6.6 Inspection of Association Records

- 6.6.1 On the request of an Association Member, or the auditor appointed in accordance with Rule 21, the Registrar, or person authorised by Council, will make available records of the Association for inspection by that Member or the auditor.
- 6.6.2 On the request of a Member, the Registrar, or person authorised by Council, will make available for inspection by that member, at such time and place as is mutually convenient to the Association and the Member any:
 - 6.6.2.1 minutes prepared in accordance with Rule 14.1;
 - 6.6.2.2 accounting records of the Association
- 6.6.3 The member may (at their own expense) make a copy of the minutes, or the accounting records but will have no right to remove the minutes, or the accounting records for that purpose.
- 6.6.4 The Council may require a member, who requests a copy of the Records, to provide a Statutory Declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

7 Members

7.1 Classes of Members

- 7.1.1 The Association will consist of:
 - 7.1.1.1 Ordinary Members;
 - 7.1.1.2 Honorary Members;
 - 7.1.1.3 Life Members; and
 - 7.1.1.4 Associate Members
- 7.1.2 The Association may:
 - 7.1.2.1 create new classes of Members with any rights, privileges and conditions as the Council may determine; or
 - 7.1.2.2 vary the rights, privileges and conditions.
- 7.1.3 The Association will have at least 30 Members with full voting rights.

7.2 Applying for Membership

- 7.2.1 A person who wants to become a Member is to apply in writing to the Association, using a form provided by the Association and lodged with the Association; and
- 7.2.2 All application forms are to be signed by the Applicant.
- 7.2.3 The application form will specify the applicable class of membership.

7.3 Deciding Membership Applications

- 7.3.1 The Council will consider and decide whether to approve or reject any membership application.
- 7.3.2 A motion for acceptance of an application will be carried if supported by at least two-thirds of the Council Members present at the meeting.
- 7.3.3 When considering a membership application, the Council may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- 7.3.4 The period of deferral is not to exceed 3 months, so a decision to grant or refuse any deferred application will be made within 3 months after the application first comes before the Council.
- 7.3.5 The Council will not approve a membership application unless the Applicant:
 - 7.3.5.1 meets all the eligibility requirements under Rule 7.4; and
 - 7.3.5.2 applies under Rule 7.2.
- 7.3.6 The Council may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 7.4.
- 7.3.7 Where an application for membership is refused by the Council, the applicant will not be eligible to submit a further application until at least 12 months have expired from the date of refusal, or at the discretion of Council.
- 7.3.8 As soon as is practicable after the Council has made a decision under Rule 7.3.1, the Council will notify the Applicant in writing of the outcome of their membership application, but is not obliged to provide reasons for the decision.

7.4 Qualification for Membership

7.4.1 Ordinary Members

Only Justices of the Peace for the State of Western Australia are eligible for appointment as Ordinary Members. Ordinary Members:

- 7.4.1.1 are entitled to receive notice of General Meetings;
- 7.4.1.2 have the right to vote at General Meetings in accordance with these Rules; and
- 7.4.1.3 are entitled to hold office as a Council Member.

7.4.2 Honorary Members

7.4.2.1 Persons holding the following offices will be eligible to be appointed and to remain as Honorary Members, for as long as they hold those offices:

- 7.4.2.1.1 Judges of the High Court of Australia; and
- 7.4.2.1.2 Judges and Magistrates appointed in Western Australia.

7.4.2.2 Any Judge or Magistrate of another State or Territory of the Commonwealth of Australia, or any member of an affiliated association visiting Western Australia, will be eligible for appointment as an Honorary Member and to remain as an Honorary

Member for a fixed period (as fixed by the Council and not exceeding 12 months) from the date of appointment.

7.4.2.3 The Council may appoint a person nominated by a Member or group of Members to be an Honorary Member in recognition of their service in advancing the Objects.

7.4.2.4 Honorary Members are not entitled to vote, to hold office as a Council Member, or to nominate persons for appointment as Members.

7.4.2.5 Honorary Members are not liable to pay application fees or membership fees.

7.4.3 Associate Members

7.4.3.1 Justices of the Peace for any of the other States or any Territory of the Commonwealth of Australia are eligible for appointment as Associate Members.

7.4.3.2 Any persons undertaking Justice of the Peace training and awaiting appointment as a Justice of the Peace for the State of Western Australia, or a Magisterial District of Western Australia, are eligible for appointment as Associate Members.

7.4.3.3 Associate Members are not entitled to vote, to hold office as a Council Member, or to nominate candidates for appointment as Life Members or Associate Members.

7.4.3.4 Associate Members are not liable to pay application fees or membership fees, and have access to limited services.

7.4.4 Life Members

7.4.4.1 The Council may appoint a person nominated by a Member or group of Members to be a Life Member in recognition of outstanding service in advancing the Objects. Nominations for Life Membership will be made by written submission, not exceeding 500 words in length, and lodged with the Registrar, or person authorised by Council, .

7.4.4.2 Life Members may be appointed at any Council Meeting. Voting will be by show of hands, and a motion for appointment will be carried if supported by a quorum.

7.4.4.3 A Life Member will have the same rights and privileges as an Ordinary Member, but will not be liable to pay application fees or membership fees.

7.5 Membership fees

Ordinary Members will pay annual subscriptions in amounts determined by the Council from time to time. The following provisions will apply to payment of annual subscriptions:

7.5.1 Subject to Rule 7.5.2 and Rule 7.5.3, annual subscriptions for a Financial Year will be due and payable on 1 July of that year.

7.5.2 Members appointed after 1 July and on or before 31 January in any Financial Year will pay the full annual subscription, which will be due and payable at the time of appointment.

7.5.3 Members appointed after 31 January in any Financial Year will pay a

subscription for that Financial Year which is half of the full annual subscription. The subscription will be due and payable at the time of appointment.

7.6 Consequences of failure to pay fees

- 7.6.1 A Member who has not paid a subscription that is payable under Rule 7.6 within one month after it becomes due will be deemed to be an Unfinancial Member until they have paid all subscriptions that are due. The names of Unfinancial Members are to be reported to the Council by the Registrar, or person authorised by Council, together with the dates when they became Unfinancial Members.
- 7.6.2 An Unfinancial Member is not entitled to:
- 7.6.2.1 vote at meetings;
 - 7.6.2.2 vote at General Meetings as a proxy for other Members (even if the person was not an Unfinancial Member at the time of the proxy appointment under Rule 10.13);
 - 7.6.2.3 vote in Council Elections; or
 - 7.6.2.4 nominate, or be nominated, for office as a Council Member.
- 7.6.3 The Council may, at its absolute discretion, determine that a person's membership of the Association will be terminated if any fees that are payable under Rule 7.5.1 remain unpaid for a period of at least four months after becoming due and payable.
- 7.6.4 Before the Council makes a determination, under Rule 7.6.3, the relevant person will be given written notice:
- 7.6.4.1 specifying the amount of the membership fees outstanding; and
 - 7.6.4.2 stating that if the person does not pay the outstanding membership fees within 14 days, their membership of the Association will be terminated.

7.7 Ceasing to be a Member

- 7.7.1 Membership will cease if a Member's name is removed from the Members' Register.
- 7.7.2 The Registrar, or person authorised by Council, will cause a Member's name to be removed from the Members' Register if:
- 7.7.2.1 the Member dies;
 - 7.7.2.2 the Member ceases to be a Justice of the Peace for Western Australia;
 - 7.7.2.3 the Member resigns in accordance with Rule 7.7.3;
 - 7.7.2.4 the Member's membership is terminated by the Council in accordance with Rule 7.8; or
 - 7.7.2.5 if they were appointed to a Class of Membership for a particular period, or for as long as they hold a particular office, when that period ends or they cease to hold the relevant office.
- 7.7.3 Any Member may resign from membership of the Association by giving written notice of resignation to the Registrar, or person authorised by Council.

7.8 Suspending or Expelling Members

7.8.1 The Council may, by resolution, suspend or expel a Member from membership if the:

7.8.1.1 Member refuses or neglects to comply with these Rules; or

7.8.1.2 Member's conduct or behaviour is detrimental to the interests of the Association.

7.8.2 The Council, at a Council Meeting, decide whether to suspend or expel a Member.

7.8.3 The Registrar, or person authorised by Council, will, not less than 28 days before the Council Meeting referred to in Rule 7.8.2, give written notice to the Member:

7.8.3.1 of the proposed suspension or expulsion and the grounds on which it is based;

7.8.3.2 of the date, place and time of the Council Meeting;

7.8.3.3 that the Member, or the Member's representative, may attend the Council Meeting; and

7.8.3.4 that the Member, or the Member's representative, may address the Council at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.

7.8.4 At the Council Meeting referred to in Rule 7.8.2 the Council will:

7.8.4.1 give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;

7.8.4.2 give due consideration to any written statement submitted by the Member; and

7.8.4.3 determine whether or not the Member should be:

7.8.4.3.1 expelled from the Association; or

7.8.4.3.2 suspended from membership, and if so, the period that the Member should be suspended from Membership.

7.8.5 Once the Council has decided to suspend or expel a Member under Rule 7.8.1, the Member is immediately suspended or expelled from Membership.

7.8.6 The Registrar, or person authorised by Council, will inform the Member in writing of the decision of the Council and the reasons for the decision, within 7 days of the Council Meeting referred to in Rule 7.8.2.

7.9 Right of Appeal of against Suspension or Expulsion

If a Member is suspended or expelled under Rule 7.8, the person may appeal the Council's decision by giving written notice to the Registrar, or person authorised by Council, within 14 days of receiving notice of the Council's decision under Rule 7.8.6 requesting the appointment of a mediator under Rule 18.2.

7.10 Reinstatement of a Member

If the Council's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Council or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Rule 7.8, is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

7.11 When a Member is Suspended

- 7.11.1 If a Member's membership is suspended under Rule 7.8, the Registrar will record in the Register, or person authorised by Council, the:
- 7.11.1.1 name of the Member that has been suspended from Membership;
 - 7.11.1.2 date on which the suspension takes effect; and
 - 7.11.1.3 length of the suspension as determined by the Council under Rule 7.8.
- 7.11.2 A Member that has been suspended under Rule 7.8 cannot exercise any rights or privileges of Membership, including voting rights, during the period they are suspended from Membership.
- 7.11.3 Upon the expiry of the period of a Member's suspension, the Registrar will record in the Register, or person authorised by Council, that the Member is no longer suspended.

8 Council

8.1 Role of Council

RAJWA acknowledges the benefits of having a diverse Council that reflects the community we serve.

- 8.1.1 The Council is responsible for managing the affairs of the Association.
- 8.1.2 The Council will take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
- 8.1.3 Subject to the Act and these Rules, the Council has the power to perform all acts and things necessary for promoting the Objects, and for administering and managing the business and affairs of the Association.

8.2 Responsibilities of Council Members

- 8.2.1 A Council Member will exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances, in good faith and in the best interests of the Association.
- 8.2.2 A Council Member will not improperly use information obtained because they are a Council Member to:
 - 8.2.2.1 gain an advantage for himself or herself or another person; or
 - 8.2.2.2 cause detriment to the Association.
- 8.2.3 A Council Member will not improperly use his or her position to:
 - 8.2.3.1 gain an advantage for himself or herself or another person; or
 - 8.2.3.2 cause detriment to the Association.
- 8.2.4 A Council Member having any material personal interest in a matter being considered at a Council Meeting will:
 - 8.2.4.1 as soon as they become aware of that interest, disclose in writing the nature and extent of his or her interest to the Council;

- 8.2.4.2 disclose the nature and extent of the interest at the next General Meeting of the Association; and
- 8.2.4.3 not be present while the matter is being considered at the Council Meeting, or vote on the matter.
- 8.2.5 Rule 8.2.4 does not apply in respect of a material personal interest that:
 - 8.2.2.1 exists only because the Council Member belongs to a class of persons for whose benefit the Association is established; or
 - 8.2.2.2 that the Council Member has in common with all, or a substantial proportion of, the Members of the Association.
- 8.2.6 The Registrar, or person authorised by Council, will record every disclosure made by a Council Member under Rule 8.2.4 in the minutes of the Council Meeting at which the disclosure is made.
- 8.2.7 No Council Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Council to do so and such authority is recorded in the minutes of the Council Meeting.
- 8.2.8 The Council will act with care and diligence and in the best interests of the Association and for a proper purpose. The Council will not misuse their position for information.

8.3 Composition of Council

- 8.3.1 The Council is to comprise of a maximum of ten (10) Council Members.
- 8.3.2 A Council Member will be:
 - 5. 1 a natural person;
 - 5. 2 over 18 years in age; and
 - 5. 3 a Member
- 8.3.3 No person shall be entitled to hold more than one of the positions set out in Rule 8.3.6 at any time.
- 8.3.4 No person shall be entitled to hold a position on the Council if the person has been convicted of, or imprisoned, in the previous five (5) years for an:
 - 5. 1 indictable offence in relation to the promotion, formation or management of a body corporate;
 - 5. 2 offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three (3) months;
 - 5. 3 offence under Part 4, Division 3 or section 127 of the Act;
 unless the person has obtained the consent of the Commissioner.
- 8.3.5 No person shall be entitled to hold a position on the Council if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws, unless the person has obtained the consent of the Commissioner.

- 8.3.6 The Council shall include a:
 - 5.1 a President;
 - 5.2 a Deputy President;
 - 5.3 a Treasurer; and
 - 5.4 a Secretary.
- 8.3.7 At the first Council Meeting after the result of a Council Election is declared, the Council will resolve to appoint one of the Council Members to each of the positions referred to in Rule 8.3.6.
- 8.3.8 To be eligible for election as President, a Council Member will:
 - 5.1 have been a Council Member for a continuous period of at least nine (9) months leading up to the relevant Council Meeting;
 - 5.2 not have served more than three (3) consecutive terms as President, leading up to the relevant Council Meeting.
- 8.3.9 Should no Council Member be eligible under Rule 8.3.8.1 then all elected Council Members will become eligible under Rule 8.3.7.

8.4 Term of Council Members

- 8.4.1 The term of office of a Council Member will be two (2) years, commencing when the results of the ballot are declared in accordance with Rule 9.10, and ending at the end of the second Annual General Meeting after that.
- 8.4.2 A Council Member whose term is due to expire is eligible for re-election, subject to Rule 8.4.4.
- 8.4.3 A Member who has previously been elected or appointed to the Council, but has ceased to be a Council Member, is eligible to be elected or appointed again as a Council Member, subject to Rule 8.4.4
- 8.4.4 As far as possible, Council Member terms of office will be staggered to ensure no more than 50% of positions become vacant at any AGM.
- 8.4.5 After six (6) consecutive years a Council member may nominate for re-election after an absence of not less than the interval between one (1) AGM or one year.
- 8.4.6 Council may, under special circumstances, waive Rule 8.4.5 for a period of no more than twelve (12) months.
- 8.4.7 In order to implement a system of rotation, the Committee will, at its first Committee Meeting following the first Annual General Meeting after these Rules are adopted, determine by lot which:
 - 5.1 half of the initial Committee Members will hold office until the conclusion of the second Annual General Meeting following their election; and
 - 5.2 half of the initial Committee Members will hold office until the conclusion of the first Annual General Meeting following their election.

8.5 Ceasing to Be a Council Member

8.5.1 Casual Vacancy

The office of a Council Member becomes vacant, and a casual vacancy occurs, if the Council Member:

- 8.5.1.1 dies;
- 8.5.1.2 ceases to be a Member;
- 8.5.1.3 is permanently incapacitated by mental or physical ill-health;
- 8.5.1.4 becomes disqualified from holding a position under Rule 8.5.2 and Rule 8.3.5, as a result of bankruptcy or conviction of a relevant criminal offence;
- 8.5.1.5 is absent from more than:
 - 8.5.1.1.1 three (3) consecutive Council Meetings without good reason; or
 - 8.5.1.1.2 three (3) Council Meetings in the same Financial Year without tendering an apology to the Registrar, or person authorised by Council;
- 8.5.1.6 resigns in accordance with Rule 8.5.2;
- 8.5.1.7 has their name removed from the Members' Register under Rule 8.5.3; or
- 8.5.1.8 is the subject of a resolution passed by the majority of Council Members present and voting at a Council Meeting, terminating his or her appointment as a Council Member in accordance with Rule 8.5.3.
- 8.5.1.9 If a position on the Committee is declared vacant under rule 9.1, or there is a casual vacancy within the meaning of rule 9.10 the continuing Committee Members may appoint a Member to fill that vacancy until the conclusion of the next AGM.

8.5.2 Resignation

A Council Member may resign from office by giving either:

- 8.5.2.1 written notice of resignation to the Registrar, or person authorised by Council, or:
- 8.5.2.2 verbal notice to a meeting of the Council with immediate effect.

A notice of resignation takes effect at either the time the notice is received by the Registrar, or person authorised by Council, or the date specified in the notice.

8.5.3 Suspension of Council Member who is an Unfinancial Member

A Council Member, who becomes an Unfinancial Member, will be suspended from acting as a Council Member for as long as they remain an Unfinancial Member.

8.5.4 Return of documents and records

Where a person ceases to be a Council Member that person will, within thirty (30) days after their membership of Council ceases, deliver to the Registrar, or person authorised by Council, all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

8.5.5 Removal from Council

8.5.5.1 Subject to Rule 8.5.2, a Council Member may only be removed from his or her position on the Council by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal

8.5.5.2 The Council Member who faces removal from the Council will be given a full and fair opportunity, at the General Meeting to decide the proposed resolution, to state his or her case as to why they should not be removed from his or her position on the Council.

8.5.5.3 If all Council Members are removed by resolution at a General Meeting, the Members will, at the same General Meeting, elect an interim Council. The interim Council will, within two months, convene a General Meeting of the Association members for the purpose of electing a new Council

8.6 Filling of casual vacancies

8.6.1 Where a casual vacancy occurs, the Council may:

5. 1 appoint any Member to fill the casual vacancy by first calling for expressions of interest from Association Members.

8.6.2 The appointment will take effect when the:

5. 1 Member consents, in writing, to the appointment; and

5. 2 Council passes a resolution approving the Member's appointment.

8.6.3 A Member appointed under this Rule will hold office to the conclusion of the next Annual General Meeting.

8.7 President

The President will:

8.7.1 consult with the Registrar, or person authorised by Council, regarding the business to be conducted at each Council Meeting and each General Meeting;

8.7.2 convene special meetings of the Council under Rule 12.1.

8.7.3 preside over Council Meetings under Rule 10.

8.7.4 preside over General Meetings under Rule 10; and

8.7.5 ensure that the minutes of a General Meeting or Council Meeting are reviewed and signed as correct under Rule 14.

8.8 Treasurer

The Treasurer will:

8.8.1 ensure all monies payable to the Association are collected;

8.8.2 ensure the payment of all monies referred to in Rule 8.8.1 into the account or accounts of the Association as the Council may from time to time direct;

8.8.3 ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Council;

8.8.4 ensure that the Association complies with the account keeping requirements in Part 5 of the Act;

- 8.8.5 ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- 8.8.6 co-ordinate the preparation of the Financial Statements and Financial Report of the Association prior to their submission to the Annual General Meeting of the Association;
- 8.8.7 assist the reviewer or auditor (if any) in performing their functions;
- 8.8.8 prepare a budget of all income and expenditure items for a Financial Year and present it to the Council for consideration. with any amendments that the Council considers appropriate, at the first Council Meeting held in that Financial Year;
- 8.8.9 at three-monthly intervals, monitor actual items of income and expenditure against the approved budget for the respective items and report to the Council with any appropriate explanations and recommendations;
- 8.8.10 whenever directed to do so by Council, submit to the Council a Report, Balance Sheet or Financial Statement, in accordance with that direction;
- 8.8.11 unless the Members resolve otherwise by Ordinary Resolution, hold custody of all securities, books and documents of a financial nature and accounting records of the Association; and
- 8.8.12 perform any other duties as are imposed by these Rules or the Association on the Treasurer.

8.9 Secretary

The Secretary will:

- 8.9.1 co-ordinate the correspondence of the Association;
- 8.9.2 convene General Meetings and Committee Meetings, including preparing the notices of meetings, agenda and papers, of the business to be conducted at each meeting in consultation with the Chairperson;
- 8.9.3 keep and maintain in an up to date condition the rules of the Association;
- 8.9.4 maintain the Register of the Members, referred to in rule 6;
- 8.9.5 maintain the record of office holders of the Association;
- 8.9.6 ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association;
- 8.9.7 keep full and correct minutes of Committee Meetings and General Meetings; and
- 8.9.8 perform any other duties as are imposed by these Rules of the Association on the Secretary.

8.10 Registrar

- 8.10.1 The Council may employ a Registrar, who may, but need not be, a Member. The Registrar's duties will be to:
 - 8.10.1.1 carry out all functions delegated to the Registrar by the Council.
 - 8.10.1.2 will be entitled to attend Council Meetings but has no voting rights.
- 8.10.2 The Council may employ an assistant to the Registrar, who may, but need not be, a Member.

- 8.10.3 The Council will be responsible for all duties of the Registrar should the Council decide not to employ a Registrar under these rules.
- 8.10.4 In the absence of a Registrar, Council may delegate duties, where appropriate.

8.11 Committees

- 8.11.1 The Council may establish and dissolve such Committees within the Association as necessary.
- 8.11.2 A Committee may comprise Council Members and other Members of the Association, as the Council sees fit. When establishing a Committee, the Council will designate a person to be the Chairperson of that Committee.
- 8.11.3 All powers exercised by a Committee will be exercised in accordance with these Rules.
- 8.11.4 No resolution of any Committee will bind the Association until it is confirmed by a resolution of the Council, unless the power to bind the Association in such a manner has expressly been given to the Committee by a resolution of the Council.
- 8.11.5 Any Committee will report progress at each Council Meeting.

8.12 Delegation of powers

The Council may delegate any of the powers given to it under these Rules (except the power of delegation) to:

- 8.12.1 a Committee;
- 8.12.2 an office holder;
- 8.12.3 the Registrar;
- 8.12.4 the assistant to the Registrar; or
- 8.12.5 any two (2) or more of the Council Members jointly.

8.13 Council to prepare Annual Report

The Council will cause a Report on the Association's activities to be prepared each year, for:

- 8.13.1 publication for Members with the notice of Annual General Meeting; and
- 8.13.2 consideration by Members at the Annual General Meeting.

8.14 Journal

The Council may cause an official Journal of the Association to be prepared and distributed to Members on a regular basis, for the purpose of advancing the Objects.

9 Council Elections

- 9.1 Council Members are to be elected in accordance with this Rule.
- 9.2 Council will appoint a Returning Officer to conduct the election.
- 9.3 The Registrar, or person authorised by Council, will send a notice calling for nominations for election to the Council and specifying the date for the close of nominations to all Members at least twenty-eight (28) days before the date for the close of nominations.
- 9.4 Nominations for election to the Council shall close at least twenty-eight (28) days before

the Annual General Meeting.

- 9.5 A Member who wishes to be a Council Member, will be nominated by one other Member as a candidate for election.
- 9.6 Nominations for election as a Council Member are to be delivered in writing, or via electronic communication attached to an email, to the Returning Officer by close of business on the date nominated by the Returning Officer. The nomination to be in the form approved by the Council), signed by both the proposer and the nominee, signifying the consent of the nominee, and containing an undertaking by the nominee to observe and be bound by these Rules and the Code of Conduct.
- 9.7 If a nomination for election to the Council is not made in accordance with these Rules the nomination is to be deemed invalid and the Member will not be eligible for election.
- 9.8 A candidate for election as a Council Member may submit with their nomination form a resume, which will not exceed 100 words in length and will not contain defamatory material. Where a resume is submitted in compliance with this Rule and a ballot is required in accordance with Rule 9.11, the Council will cause the resume to be distributed to Members entitled to vote in the ballot, no later than the time when ballot papers are distributed.
- 9.9 All nominations and attached material will be forwarded to the Returning Officer in a sealed envelope, or via electronic communication attached to an email, marked "Nomination for Council". The Returning Officer will ensure that all nomination forms and attached material is retained until the result of the election is declared.
- 9.10 Where the number of candidates for election as Council Members does not exceed the number of positions to be filled, all candidates will be declared elected.
- 9.11 Where the number of candidates for election as Council Members exceeds the number of positions to be filled, the following provisions will apply:
 - 9.11.1 The order in which candidates' names appear on the ballot paper will be decided by a draw conducted by the Returning Officer.
 - 9.11.2 The Returning Officer, with the approval of the Council, may specify voting instructions, which will be marked on or attached to the ballot paper. Ballot papers which are not completed in accordance with the voting instructions are to be declared invalid by the Returning Officer. The decision of the Returning Officer on the validity of a ballot paper will be final in the absence of manifest error.
 - 9.11.3 Each candidate nominated for election may by written notice (including electronic means) given to the Returning Officer, appoint a person who is eligible to be a scrutineer in respect of that election, being a person other than the candidate for that position, or another candidate.
 - 9.11.4 Each Member entitled to vote at a General Meeting will have one (1) vote.
 - 9.11.5 The candidates with the most votes will be elected. In the event of an equality of votes for the last available position, the successful candidate will be determined by drawing lots.
 - 9.11.6 The ballot will close prior to the scheduled date of the Annual General Meeting for the relevant year.
 - 9.11.7 The results of the ballot are to be declared at the close of the count by the Returning Officer and announced at the Annual General Meeting.

- 9.11.8 The term of the new Council Members will commence from the Annual General Meeting following the ballot close as per Rule 9.11.6.

10 General Meetings

10.1 Convening General Meetings

The Council:

- 10.1.1 will convene an Annual General Meeting annually, to be held within six (6) months after the end of each Financial Year;
- 10.1.2 will apply to the Commissioner for permission under section 50(3)(b) of the Act, within four (4) months after the end of the financial year, if it is proposed to hold the Annual General Meeting more than six (6) months after the end of the Association's financial year;
- 10.1.3 will convene a General Meeting (other than an Annual General Meeting) within forty-two (42) days after the Registrar, or person authorised by Council, receives a requisition notice from Members in accordance with Rule 10.3; and
- 10.1.4 may convene a General Meeting (other than an Annual General Meeting) at any time that the Council deems it to be necessary.
- 10.1.5 may postpone or cancel any meeting convened under Rule 10.1.4 prior to the meeting commencing,

10.2 Notice of General Meetings

- 10.2.1 The Council will give each Member at least fourteen (14) days' written notice (via the Journal or other electronic means) of a General Meeting or twenty-one (21) days' notice of a General Meeting if a Special Resolution is proposed to be moved at the General Meeting. The notice will specify:
- 10.2.1.1 the date, time and place at which the General Meeting is to take place;
- 10.2.1.2 the general nature of the business to be transacted at the General Meeting; i.e. including an Agenda
- 10.2.1.3 the particulars and order of the business to be conducted at the meeting and
- 10.2.1.4 if the General Meeting was convened under Rule 10.1.2 in response to a requisition notice from Members, that the General Meeting is convened in accordance with that Rule. In that case, the notice will attach a copy of the requisition notice received by the Registrar, or person authorised by Council.
- 10.2.2 The accidental omission to give notice to any Member, or the non-receipt of notice by a Member in accordance with Rule 10.2, does not invalidate the proceedings at a General Meeting.

10.3 Members' requisition

A Member may request that a resolution be considered at a General Meeting by serving a written notice on the Registrar, or person authorised by Council. The notice will:

- 10.3.1 include the resolution to be considered by Members at the General Meeting, together with a supporting explanation; and

10.3.2 be signed by at least 1% of the Members entitled to vote at the General Meeting.

10.4 Quorum (General Meeting)

10.4.1 No business will be transacted at a General Meeting unless a quorum of at least thirty (30) Members is present in person or by proxy. If no quorum is present at a General Meeting within 15 minutes of the appointed time for commencement, the General Meeting will stand adjourned.

10.4.2 A General Meeting adjourned in accordance with Rule 10.4.1, will be scheduled to resume as soon as reasonably practicable. The Council will determine the date, time and place of the resumed General Meeting. The Council will have regard to Rule 10.1.1 and the Act when determining the date, time and place of a resumed General Meeting.

10.4.3 A General Meeting that is resumed in accordance with Rule 10.4.2 will have a quorum of at least twenty (20) Members present in person or by proxy. If no quorum is present at the resumed General Meeting within 15 minutes of the appointed time for commencement, the resumed General Meeting will be dissolved.

10.4.4 Where a Member has submitted a valid postal vote under Rule 10.14, that Member will be counted as present in person for the purposes of determining compliance with the requirement for a quorum.

10.5 Proceedings at General Meetings

10.5.1 With the exception of general business (which will not include any substantive resolution), only business which has been described in the notice convening a General Meeting may be transacted at the General Meeting.

10.5.2 Special Resolutions of like nature to previously defeated Special Resolutions shall not be accepted within an interval of two (2) years.

10.5.3 General Meetings may take place where:

10.5.3.1 the Members are physically present together; or

10.5.3.2 it is reasonably possible and a Member is able to communicate by using any information technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting will be made known to all other Members.

10.5.4 A Member who participates in a meeting as set out in Rule 10.5.3.2:

10.5.4.1 is deemed to be present at the General Meeting;

10.5.4.2 continues to be present at the meeting for the purposes of establishing a quorum; and

10.5.4.3 is eligible to vote at the meeting until the Member notifies the other Members that they are no longer taking part in the General Meeting.

10.6 Adjournment of General Meetings

10.6.1 The person presiding over a General Meeting at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.

10.6.2 No business is to be conducted at an adjourned meeting other than the unfinished

business from the meeting that was adjourned.

- 10.6.3 When a General Meeting is adjourned for 14 days or more, the Registrar, or person authorised by Council, will give notice of the adjourned meeting in accordance with Rule 10.2 and Rule 10.6.1 as if that General Meeting was a new General Meeting.

10.7 Special General Meetings

- 10.7.1 The Council may at any time convene a Special General Meeting of the Association.
- 10.7.2 The Registrar, or person authorised by Council, will convene a Special General Meeting of the Association within twenty-eight (28) days after receiving a written request to do so from at least one per cent (1%) of the total number of Members.
- 10.7.3 A request by the Members for a Special General Meeting will:
- 10.7.3.1 state the purpose of the meeting;
 - 10.7.3.2 be signed by the required number of Members making the request as specified in Rule 10.3.2; and
 - 10.7.3.3 be lodged with the Registrar, or person authorised by Council.

10.8 Failure to Convene Special General Meeting

- 10.8.1 If the Registrar, or person authorised by Council, fails to convene a Special General Meeting within the twenty-eight (28) days referred to in Rule 10.7.2, the Members who made the request may convene a Special General Meeting within three (3) months after the original request was lodged as if the Members were the Council.
- 10.8.2 A Special General Meeting will be convened in the same or substantially the same manner as General Meetings are convened by the Council and the Association will pay the reasonable expenses of convening and holding the Special General Meeting.

10.9 Proceedings at Annual General Meetings

- 10.9.1 At an Annual General Meeting, the following business will be transacted in the order in which it is listed:
- 10.9.1.1 Consideration of the accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year, and the financial performance of the Association for that Financial Year.
 - 10.9.1.2 Consideration of the Annual Report prepared under Rule 8.12, and any other reports presented by or on behalf of the Council.
 - 10.9.1.3 If a Council Election has been held in the relevant year, announcement of the results of the ballot.
 - 10.9.1.4 Any other business specified on the notice convening the Annual General Meeting.
 - 10.9.1.5 Appointment of Auditor/Reviewer of Accounts if required pursuant to Rule 21.
 - 10.9.1.6 Urgent General Business.

10.10 Voting

- 10.10.1 Each Member who is entitled to vote at a General Meeting may:
- 10.10.1.1 cast one vote for or against each resolution put to the vote at a General Meeting; or
 - 10.10.1.2 abstain from voting on the resolution.
- 10.10.2 Unless the Act or these Rules provide that a matter will be decided by a Special Resolution, all decisions at General Meetings will be made by Ordinary Resolution.
- 10.10.3 Except in the case of a Special Resolution, a motion is carried if a majority of the ordinary Members, who may vote personally or by proxy, at a General Meeting, vote in favour of the motion.
- 10.10.4 In the case of a Special Resolution a motion is passed by the votes of not less than three-fourths (3/4) of the Members of the Association who cast a vote at the meeting personally or by proxy.
- 10.10.5 Unless a poll is demanded, a question arising at a General Meeting will be determined by a majority of votes on a show of hands. A declaration by the Chairperson of the General Meeting that a resolution has, on a show of hands, been carried or lost, and an entry to that effect in the Association's minute book, is prima facie evidence of that result.
- 10.10.6 In the case of an equality of votes on a resolution, the Chair
- 10.10.7 person of a General Meeting, as set out in Rule 13, is entitled to exercise a second or casting vote.
- 10.10.8 In the case of a dispute as to the validity of a vote, the Chairperson of the General Meeting may determine such a dispute and any such determination is final.

10.11 Conduct of poll

- 10.11.1 At any General Meeting a poll may be demanded on any resolution before:
- 10.11.1.1 a vote is taken;
 - 10.11.1.2 the voting results on a show of hands are declared; or immediately after the voting results on a show of hands are declared by:
 - 10.11.1.2.1 the Chairperson of the meeting; or
 - 10.11.1.2.2 at least twenty-five (25%) of the Members present and entitled to vote.
- 10.11.2 If a poll is demanded, it will be conducted in such a manner and at such a time and place as the Chairperson of the General Meeting directs.

10.12 Proxies

- 10.12.1 A Member entitled to vote at a General Meeting is entitled to appoint another Member to act as their proxy to attend and vote at a General Meeting in their place.
- 10.12.2 A Member may appoint a proxy for all General Meetings, any particular General Meeting, or number of General Meetings, or for a particular period.

10.12.3 A Member who wishes to appoint a proxy may do so by giving written notice of the appointment to the Registrar, or person authorised by Council, at least forty-eight (48) hours before the General Meeting (or, where the appointment will or may cover more than one General Meeting, the first General Meeting) at which the proxy is to vote, which specifies the:

10.12.3.1 name of the person appointed;

10.12.3.2 General Meeting(s) or period for which the proxy is appointed; and

10.12.3.3 directions as to how votes are to be cast, if the Member wishes.

10.12.4 Proxy votes may be submitted with the Registrar, or person authorised by Council, via electronic means as endorsed by Council.

10.13 Postal voting

10.13.1 A Member who is unable to attend a General Meeting may submit a postal vote. The form to be used for postal voting will be determined by Council and sent to Members with the notice of any General Meeting. To be valid, a postal vote will be on this form and comply with any voting instructions endorsed on the form.

10.13.2 Postal votes may be submitted with the Registrar, or person authorised by Council, via electronic means as endorsed by Council.

11 Branch Presidents' / Delegates' Meetings

11.1 Council may call meetings of Branch Presidents' / Delegates'.

11.2 Branches may request a meeting of Branch Presidents' / Delegates'.

11.3 The role of the Branch Presidents'/Delegates' Meetings shall be for the purpose of, but not limited to, making recommendations to Council.

11.4 A Presidents'/Delegates' meeting does not require a quorum.

12 Council Meetings

12.1 Convening and adjourning Council Meetings

12.1.1 The Association will convene and hold at least six (6) Council Meetings in each Financial Year.

12.1.2 The Chairperson:

12.1.2.1 may convene a Council Meeting at any time;

12.1.2.2 will convene a Council Meeting within five (5) days (or such other reasonable time) after the Registrar, or person authorised by Council, receives a requisition notice from a Council Member in accordance with Rule 12.2; and

12.1.2.3 will convene a Council Meeting at any time that the Council determines to be necessary.

12.1.3 The Chairperson may adjourn, postpone or cancel any meeting convened under Rule 12.1.2 by giving at least twenty-four (24) hours' notice to each Council Member, and in the case of an adjournment or postponement, will notify each Council Member of the date, time and place at which the adjourned Council Meeting is to take place.

12.1.4 Special meetings of the Council may be convened under Rule 12.3 by the Chairperson; or any two (2) Council Members.

12.2 Council Member's requisition

A Council Member may request that business be considered at a Council Meeting by serving a written notice on the Registrar, or person authorised by Council. The notice will:

- 12.2.1 state the business to be considered at the Council Meeting together with a supporting explanation; and
- 12.2.2 be signed by that Council Member.

12.3 Notice of Council Meetings

12.3.1 Subject to Rule 12.1.3, the President or Registrar, Secretary, or person authorised by Council, will give each Council Member at least forty-eight (48) hours written notice of a Council Meeting. The notice will specify:

- 12.3.1.1 the date, time and place at which the Council Meeting is to take place; and
- 12.3.1.2 the general nature of the business to be transacted at the Council Meeting.

12.3.2 Subject to Rule 12.3.3 only the business specified on the notice of the Council Meeting is to be conducted at that meeting.

12.3.3 Urgent business may be conducted at Council Meetings if the Council Members present at a Council Meeting unanimously agree to treat the business as urgent.

12.3.4 If the Council Meeting was convened under Rule 12.1.2 in response to a requisition notice from a Council Member, the notice will attach a copy of the requisition notice given in accordance with Rule 12.2.

12.3.5 A Council Meeting may be convened on shorter notice than the period specified in Rule 12.3.1 if all Council Members agree.

12.3.6 The accidental omission to give notice to any Council Member or the non-receipt of notice by a Council Member in accordance with Rule 12.3.1 does not invalidate the proceedings at the Council Meeting.

12.4 Quorum (Council Meeting)

12.4.1 If the required quorum of at least five (5) Council members is not present at a Council meeting within fifteen minutes of the appointed time for commencement, the Council meeting will stand adjourned.

12.4.2 A Council Meeting adjourned in accordance with Rule 12.4.1 will be scheduled to resume on the same day in the following week (i.e. seven days later) and at the same time and place as the original Council Meeting.

12.4.3 A Council Meeting that is resumed under Rule 12.4.2 will have a quorum of at least three Council Members. If no quorum is present at the resumed Council Meeting within 15 minutes of the appointed time for commencement the resumed Council Meeting will be dissolved.

12.5 Procedure of the Council Meeting

- 12.5.1 The quorum for a Council Meeting is specified at Rule 12.4. The Council cannot conduct business unless a quorum is present.
- 12.5.2 Council Meetings may take place:
- 12.5.2.1 where the Council Members are physically present together; or
 - 12.5.2.2 where it is reasonably possible and a Council Member is able to communicate by using any information technology that reasonably allows the Council Member to participate fully in discussions as they happen in the Council Meeting and in making decisions, provided that the participation of the Member in the Council Meeting will be made known to all other Members.
- 12.5.3 A Council Member who participates in a meeting as set out in Rule 12.6.2.2:
- 12.5.3.1 is deemed to be present at the Council Meeting; and
 - 12.5.3.2 continues to be present at the meeting for the purposes of establishing a quorum,
- until the Council Member notifies the other Council Members that they are no longer taking part in the Council Meeting.
- 12.5.4 Subject to these Rules, the Council Members present at the Council Meeting are to determine the procedure and order of business to be followed at a Council Meeting.
- 12.5.5 All Council Members have the right to attend and vote at Council Meetings.
- 12.5.6 All Members, or other guests, may attend Council Meetings if invited by the Council but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- 12.5.7 The Registrar, or a person authorised by the Council from time to time will keep minutes of the resolutions and proceedings of all Council Meetings together with a record of the names of persons present at each meeting.

12.6 Conflict of Interest

- 12.6.1 A Council Member, or former Council Member, having any material personal interest in a matter being considered at a Council Meeting will:
- 12.6.1.1 as soon as they become aware of that interest, disclose the nature and extent of his or her interest to the Council;
 - 12.6.1.2 disclose the nature and extent of the interest at the next Council Meeting; and
 - 12.6.1.3 not be present while the matter is being considered at the Council Meeting or vote on the matter.
- 12.6.2 Rule 12.7.1 does not apply in respect of a material personal interest that:
- 12.6.2.1 exists only because the Council Member belongs to a class of persons for whose benefit the Association is established; or

- 12.6.2.2 the Council Member has in common with all, or a substantial proportion of, the Members of the Association.
- 12.6.3 The Registrar, or person authorised by Council, will record every disclosure made by a Council Member under Rule 12 in the minutes of the Council Meeting at which the disclosure is made.
- 12.6.4 No Council Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Council to do so and such authority is recorded in the minutes of the Council Meeting.
- 12.6.5 A Council Member having any direct or indirect material and/or pecuniary interest in a contract made or proposed to be made by the Association will, immediately after becoming aware of the conflict, disclose the nature and extent of the interest to the Council. The only exception to this disclosure obligation is where the interest arises only because of the relevant Council Member's capacity as a Council Member of the Association.
- 12.6.6 A Council Member, with a pecuniary interest requiring disclosure under Rule 12.6.1, will not be present at, or take part in, any discussion or decision of the Council in relation to that contract.
- 12.6.7 A Council Member, or former Council Member, will not use information obtained because they are a Committee member to:
- 12.6.7.1 gain an advantage for himself or herself or another person; or
- 12.6.7.2 cause detriment to the Association.

12.7 Voting

- 12.7.1 Each Council Member will have one (1) vote, but if the number of votes cast for and against a resolution is equal, the Chairperson will have an additional (casting) vote.
- 12.7.2 Resolutions of the Council may be passed by Ordinary Resolution.

12.8 Electronic Communication Resolution

- 12.8.1 The Council may pass a resolution by electronic communication circulated among the Council Members (Resolution by Electronic Communication) without a Council Meeting being held if a quorum of Council votes in favour of the resolution.
- 12.8.2 Rules 12.6.1, 12.6.2, 12.6.5 and 12.6.6 apply to a Resolution by Electronic Communication.
- 12.8.3 A Resolution by Electronic Communication is passed by Ordinary Resolution.
- 12.8.4 Voting on a Resolution by Electronic Communication pursuant to Rule 12.9.1 will take place within the time stipulated in the resolution, starting from the resolution being circulated by email to all Council Members.
- 12.8.5 If voting on a Resolution by Electronic Communication is not completed within the time period stipulated by Rule 12.9.4, then the Resolution by Electronic Communication is deemed to have failed.
- 12.8.6 The passage of a resolution in accordance with Rule 12.9 will be recorded by the Registrar, or person authorised by Council, in the Association's minute book,

following which it is deemed to satisfy any requirement under the Act or these Rules that require a resolution to be passed at a Council Meeting, unless the contrary is proved.

12.9 Acts not Affected by Defects or Disqualifications

Any act performed by the Council, a Committee, or a person acting as a Council Member or Member of a Committee, is deemed to be valid even if the act was performed when:

- 12.9.1 there was a defect in the appointment of a Council Member, Committee or person holding a subsidiary office; or
- 12.9.2 a Council Member, a Committee member, or a person holding a subsidiary office, was disqualified from being a Member.

13 Chairperson

- 13.1 The Chairperson of the meeting is responsible for the general conduct of all meetings held in accordance with the Act and these Rules (including all General Meetings and Council Meetings) and the procedures to be adopted at those meetings.
- 13.2 At any meeting held in accordance with the Act and these Rules, proceedings will be chaired by the:
 - 13.2.1 President; or
 - 13.2.2 Deputy President, if the President is absent.
 - 13.2.3 If both the President and the Deputy President are absent, the Council Members present at the General Meeting or Council Meeting (as the case may be) may appoint one of the Council Members present as Chairperson.

14 Minutes of meetings

- 14.1 The Registrar, or person authorised by Council, will prepare the minutes of meetings and:
 - 14.1.1 accurately record the following details in relation to the meeting:
 - 14.1.1.1 a quorum is or is not present;
 - 14.1.1.2 the name of the Chairperson of the meeting;
 - 14.1.1.3 items of business considered and resolutions carried or lost at the meeting, including any particular majority where it is declared by the Chairperson; and
 - 14.1.2 check and sign as correct by either the:
 - 14.1.2.1 Chairperson who presided over the meeting to which those minutes relate; or
 - 14.1.2.2 Chairperson of the next General Meeting or Council Meeting (provided that person was also present at the meeting to which the minutes relate).
- 14.2 The Registrar, or person authorised by Council, will circulate draft minutes from the Council Meetings, for comment to all Council Members within ten (10) working days of the meeting.

- 14.3 When minutes have been entered and signed as correct under Rule 14.1, they are, until the contrary is proved, evidence that:
- 14.3.1 the meeting to which they relate, was duly convened and held in accordance with these Rules;
 - 14.3.2 all proceedings recorded as having taken place at the meeting, did in fact take place at the meeting; and
 - 14.3.3 all appointments or elections purporting to have been made at the meeting, have been validly made.
- 14.4 The minutes of General Meetings may be inspected by a Member.
- 14.5 The minutes of Council Meetings may be inspected by a Member unless the Council determines that the minutes of Council Meetings generally, or the minutes of a specific Council Meeting are not to be available for inspection.

15 Use of technology for meetings

- 15.1 A General Meeting and a Council Meeting may be held using any reasonable means of audio or audio-visual communication or information technology, by which each Member or Council Member (as the case may be) participating can hear and be heard by each other Member or Council Member participating.
- 15.2 The Council may arrange for a General Meeting or a Council Meeting to be recorded to facilitate the preparation of minutes. After the minutes have been prepared and approved, the recording will be destroyed.

16 Indemnity

- 16.1 To the extent permitted by law, the Association will indemnify each of the Council Members, the Registrar and each member of any Committee against all costs and liability incurred by that person in carrying out their duties or promoting the Objects in accordance with these Rules, including (without limitation) any legal costs incurred in defending an action.
- 16.2 To the extent permitted by law, the Association may pay a premium for a contract insuring a Council Member or the Registrar, or person authorised by Council, against liability incurred by that person acting in that capacity or otherwise arising out of holding that office, provided that the liability does not arise out of the willful misconduct or gross negligence of that person.

17 The Association's Books and Records

- 17.1 Except as otherwise decided by Council from time to time, the Registrar, or person authorised by Council, will keep, in his or her custody or under his or her control, all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by Council from time to time, are to be kept under the custody or control of the Treasurer.
- 17.2 The Books of the Association will be retained for at least seven (7) years.

18 Dispute Resolution

18.1 Disputes arising under the Rules

- 18.1.1 This Rule applies to disputes between:
- 18.1.1.1 Members; and
 - 18.1.1.2 the Association and one or more Members that arise under the Rules or relate to the Rules of the Association.
- 18.1.2 In this Rule “Member” includes any former Member whose membership ceased not more than six (6) months before the dispute occurred.
- 18.1.3 The parties to a dispute will attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- 18.1.4 If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the Registrar, or person authorised by Council, of the parties to, and details of, the dispute.
- 18.1.5 The Registrar, or person authorised by Council, will convene a Council Meeting within twenty-eight (28) days after the Registrar, or person authorised by Council, receives notice of the dispute under Rule 18.1.4 for the Council to determine the dispute.
- 18.1.6 At the Council Meeting to determine the dispute, all parties to the dispute will be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- 18.1.7 The Registrar, or person authorised by Council, will inform the parties to the dispute of the Council’s decision and the reasons for the decision within 7 days after the Council Meeting referred to in Rule 18.1.6.
- 18.1.8 If any party to the dispute is dissatisfied with the decision of the Council, they may elect to initiate further dispute resolution procedures as set out in the Rules.

18.2 Mediation

- 18.2.1 This Rule applies where:
- 18.2.1.1 a person is dissatisfied with a decision made by the Council under Rule 18.1; or
 - 18.2.1.2 a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Council.
- 18.2.2 Where the dispute relates to a proposal for the suspension or expulsion of a Member, this Rule does not apply until the procedure under Rule 7.9 in respect of the proposed suspension or expulsion has been completed.
- 18.2.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 18.1.3, or a party to the dispute is dissatisfied with a decision made by the Council under Rule 18.1.6, a party to a dispute may:
- 18.2.3.1 provide written notice to the Registrar, or person authorised by Council, with details of, the dispute;

- 18.2.3.2 agree to, or request the appointment of, a mediator.
- 18.2.4 The party, or parties, requesting the mediation will pay the costs of the mediation.
- 18.2.5 The mediator will be:
 - 18.2.5.1 a person chosen by agreement between the parties; or
 - 18.2.5.2 in the absence of agreement:
 - 18.2.5.2.1 if the dispute is between a Member and another Member – a person appointed by the Council; or
 - 18.2.5.2.2 if the dispute is between a Member or more than one Member and the Association, the Council, or a Council Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- 18.2.6 A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 18.2.7 The parties to the dispute will, in good faith, attempt to settle the dispute by mediation.
- 18.2.8 The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- 18.2.9 The mediator, in conducting the mediation, will:
 - 18.2.9.1 give the parties to the mediation process every opportunity to be heard;
 - 18.2.9.2 allow all parties to consider any written statement submitted by any party; and
 - 18.2.9.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 18.2.10 The mediator will not determine the dispute and the mediation will be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

18.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal (SAT) to determine the dispute in accordance with the Act, or otherwise at law.

19 Common Seal

- 19.1 The Association may execute a document without using a common seal if the document is signed by:
 - 19.1.1 any two (2) Council Members; or
 - 19.1.2 one (1) Council Member and a person authorised by the Council.

- 19.2 The Association may have a common seal on which its name appears in legible characters.
- 19.3 If the Association has a common seal then the common seal will:
- 19.3.1 not be used without the express authority of the Council, and every use of that common seal will be recorded in the minute book maintained by the Registrar, or person authorised by Council;
 - 19.3.2 only be affixed in the presence of any two of the Council Members; and
 - 19.3.3 be kept in the custody of the Registrar or such other person as the Council may from time to time determine.

20 Finance

- 20.1 The Treasurer will carry out the following duties with respect to the finances of the Association:
- 20.1.1 Cause all income and expenditure to be entered in the Association's computer-based accounting system, and verify at intervals of not more than two (2) weeks that the financial records are up to date.
 - 20.1.2 Prepare from the Association's Financial Records and present to the Council at each regular meeting, a statement of monthly income and expenditure for the preceding month or months since the last regular meeting, together with a list of accounts payable for the Council's approval.
 - 20.1.3 Prepare from the Association's Financial Records and present to Council monthly a Balance Sheet showing the Association's financial position with any appropriate explanation.
 - 20.1.4 "Financial Records" has the meaning given to it in section 62 of the Act and includes:
 - 20.1.4.1 invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
 - 20.1.4.2 documents of prime entry; and
 - 20.1.4.3 working papers and other documents needed to explain the methods by which financial statements are prepared and adjustments to be made in preparing financial statements.
- 20.2 The Council may establish procedures for the disbursement of funds of the Association. Until other procedures are established the following provisions will apply:
- 20.2.1 All accounts exceeding \$300 are to be paid by cheque or electronic funds transfer.
 - 20.2.2 The Treasurer will have authority to approve and make payments of up to \$750, or any higher amount, approved by the Council.
 - 20.2.3 The Council will have authority to approve payments of up to \$5,000.
 - 20.2.4 Payments exceeding \$5,000 will be approved by Ordinary Resolution at a General Meeting.

- 20.2.5 Cheques are to be signed and electronic funds transfers are to be authorised by any two (2) of the:
- 20.2.5.1 President;
 - 20.2.5.2 Deputy President;
 - 20.2.5.3 Treasurer; and
 - 20.2.5.4 Registrar, or person authorised by Council.

21 Financial Statements and Financial Reports

- 21.1 For each financial year, the Association will ensure that the requirements under Part 5 of the Act are met. These requirements are for the Association as per a “Tier 1 Association” and include the:
- 21.1.1 the preparation of the Financial Statements and Report;
 - 21.1.2 review or auditing of the Financial Statements and Report;
 - 21.1.3 presentation of the Financial Statements to the Annual General Meeting and, if required, a copy of the Report of the Review or Auditor’s Report, whichever is applicable;
 - 21.1.4 the lodgment of the Annual Information Statement with the relevant body.
- 21.2 The Association will ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:
- 21.2.1 Members require a review or audit by resolution at a General Meeting;
 - 21.2.2 an audit or review is directed by the relevant body; or
 - 21.2.3 an audit or review is required as a condition of a funding arrangement; or holding of a “Charitable Collections License”.
- 21.3 If an audit is required, Council will appoint a qualified person, who is a member of a Professional Association, to audit the accounts of the Association and produce an Audit Report to be tabled with the accounts of the Association at the Annual General Meeting.

22 Winding-up and Distribution of Surplus Property

- 22.1 The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:
- 22.1.1 apply to the Commissioner for cancellation of its incorporation; or
 - 22.1.2 appoint a liquidator to wind up its affairs.
- 22.2 The Association will be wound up under Rule 121 and Part 9 of the Act before cancellation can take place, if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- 22.3 Upon cancellation of the Association, the Surplus Property will only be distributed to one (1) or more of the following:
- 22.3.1 an incorporated Association under the Act;
 - 22.3.2 a body corporate that at the time of the distribution is the holder of a license under the “Charitable Collections Legislation” in Western Australia;

- 22.3.3 a Company limited by guarantee that is registered as mentioned in Section 150 of the Corporations Act 2001 (Cwlth);
- 22.3.4 a Company holding a license that continues in force under section 151 of the Corporations Act 2001(Cwlth);
- 22.3.5 a Body Corporate that:
 - 22.3.5.1 is a Member or former member of the Association; and
 - 22.3.5.2 at the time the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- 22.3.6 a Co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

23 Rules of Association

- 23.1 These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.
- 23.2 The Association may alter these Rules in accordance with the procedure set out in the Act, which is as follows:
 - 23.2.1 The Association may alter these Rules by Special Resolution but not otherwise.
 - 23.2.2 Within one (1) month of the passing of a Special Resolution altering these Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Registrar, or person authorised by Council, will lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Member certifying that the resolution was duly passed as a Special Resolution and that these Rules as so altered conform to the requirements of this Act.
 - 23.2.3 An alteration of these Rules does not take effect until Rule 23.2.1 is complied with.
 - 23.2.4 An alteration of these Rules having effect to change the name of the Association does not take effect until Rule 23.2.1 to Rule 23.2.3 are complied with and the approval of the relevant body is given to the change of name.
 - 23.2.5 An alteration of these Rules having effect to alter the Objects does not take effect until Rule 23.2.1 to Rule 23.2.3 are complied with and the approval of the relevant body is given to the alteration of the Objects.

24 Branches

- 24.1 The Council may determine:
 - 24.1.1 on the request of at least ten (10) Members; or
 - 24.1.2 on its own motion,
 to establish a Branch to provide for the representation of Members in an area.
- 24.2 A Branch is not a separate legal entity and exists only as part of the Association, under the control and direction of the Council. Assets acquired by a Branch will be assets of the Association, unless clearly identified as assets of individual Members or groups of Members (in which case the relevant Members will personally accept all liabilities associated with or

resulting from the possession of the relevant assets).

- 24.3 A Member may, but is not required to, be attached to a Branch.
- 24.4 All Members who reside in the area for which a Branch is established (Local Branch) are eligible to be attached to that Local Branch.
- 24.5 Only Members of the Association are eligible to be Members of a Branch.
- 24.6 The Council has the power to dissolve a Branch where it is no longer effectively representing the interests of the Association in the area concerned. All funds and assets in the possession or under the control of a Branch, at the time of dissolution of the Branch, will be returned to the Association.
- 24.7 The Branches will, when the Council determines to establish or dissolve a Branch, promptly inform Members of the Council's determination and the effect that the determination has on the areas of any other Branch.
- 24.8 The Members attached to a Branch will appoint a Branch Executive in accordance with the Rules adopted by that Branch.
- 24.9 A Branch, by Ordinary Resolution of Members attached to that Branch, may adopt Rules for its own governance (including Rules providing for the appointment of a Branch Executive), provided that the proposed Rules are:
- 24.9.1 approved by the Council; and
 - 24.9.2 consistent with these Rules
- 24.10 No Rule (or amendment of a Rule) adopted by a Branch will take effect until it is approved by the Council.
- 24.11 The Branch will have General Meetings as:
- 24.11.1 determined by the Branch Executive; or
 - 24.11.2 may be requested by not less than one-third (1/3) of the Branch Members, by notice given to the Branch Secretary (who will provide a copy of the notice to the Branch Executive).
- 24.12 The Branch Executive will give reasonable notice to the Branch Secretary of the date, place and time of each general meeting that is to be held.
- 24.13 Where a meeting is requested by Branch Members in accordance with Rule 24.11.2, the request will clearly state the matters to be dealt with at the General Meeting and no other matters or business are to be dealt with at that meeting.
- 24.14 A Member (other than a Council Member) may attend a meeting of a Branch, to which the Member is not attached, with the consent of that Branch's Executive.
- 24.15 A Council Member is entitled to attend any Branch Meeting.
- 24.16 A Branch may, with the approval of the Council and in accordance with the Branch Rules (if any):
- 24.16.1 raise funds from Members attached to that Branch (but no Member is to have their membership of the Association terminated for failure to contribute funds to a Branch); and

- 24.16.2 open bank accounts in the name of the Association, identified as accounts containing funds of the relevant Branch, and make provision for the operation of any such account.
- 24.17 No Branch is to borrow money or incur any debt in the name of the Association, without the specific permission of the Council.

25 Constitutional documents to be available to Members

- 25.1 The Association's Rules are to be made available on the Association's website.
- 25.2 New Members will be directed to the electronic version on the website

Document control

Document revision history

<u>Date</u>	<u>Version</u>	<u>Name and position</u>	<u>Review type/status or amendments</u>	<u>Signature</u>
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