

# **The West Australian Mining Club Inc.**

## **Rules of Association**

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## 1 Name of Association

The name of the Association is The West Australian Mining Club Inc.

## 2 Definitions

In these rules, unless the contrary intention appears:

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

"**associate member**" means a member with the rights referred to in rule 6(6);

"**Association**" means the Association referred to in rule 1;

"**annual general meeting**" means a general meeting of the Association;

"**by-laws**" means by-laws made by the Committee under rule 19;

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

"**Committee**" means the members elected to manage the Association;

"**Committee meeting**" means a meeting of the Committee;

"**Committee member**" means a member of the Committee;

"**convene**" means to call together for a formal meeting;

"**department**" means the government department with responsibility for administering the Act;

"**financial year**" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 31 December; and thereafter each period commencing 1 January and ending on 31 December in the following year;

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

"**member**" means a person who is an ordinary member or an associate member of the Association;

"**minute book**" means a digital or physical compilation of records containing corporate governance documents of the Association including minutes, by-laws and resolutions;

"**ordinary committee member**" means a Committee member who is not an office holder of the Association under rule 13.1(2);

"**president**" means the Committee member holding office as the president of the Association;

"**ordinary member**" means a member with the rights referred to in rule 6(5);

"**register of members**" means the register of members referred to in section 53 of the Act;

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

"**secretary**" means the Committee member holding office as the secretary of the Association;

**“special general meeting”** means a general meeting of the Association other than the annual general meeting;

**“special resolution”** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**“subcommittee”** means a subcommittee appointed by the Committee under rule 16.1(1)(a);

**“treasurer”** means the Committee member holding office as the treasurer of the Association; and

**“vice president”** means the Committee member holding office as the vice president of the Association.

### **3 Objects of Association**

**3.1** The objects of the Association are:

- (1) To assist in the advancement of the mining industry particularly in Western Australia by promoting and encouraging the dissemination of general and technical information among people employed in the industry and to arrange for technical discussion groups and lectures involving visiting or resident experts in the various fields of mineral and oil exploration, extraction, mineral processing, financing and marketing.
- (2) To promote and encourage social and cultural activities, sporting events and competitions amongst Association members and affiliated or invited organisations.
- (3) To provide and/or arrange facilities to permit assembly of the members or their guests to further these objects.
- (4) To assist in any lawful manner in the growth, stability and economic wellbeing of the mining industry particularly in Western Australia.
- (5) To affiliate, co-operate, associate or amalgamate with any other club, clubs or organisations having similar objects to the Association.
- (6) To provide and maintain scholarships, bursaries or other forms of financial or other assistance for students engaged in studies relating to the mining industry and other organisation(s) providing support services to the mining industry as the Committee may deem fit.

**3.2** The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### **4 Powers of Association**

**4.1** The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (1) acquire, hold, deal with, and dispose of any real or personal property;
- (2) open and operate bank accounts;

- (3) invest its money:
  - (a) in any security in which trust monies may lawfully be invested; or
  - (b) in any other manner authorised by the rules of the Association;
- (4) borrow money upon such terms and conditions as the Committee thinks fit;
- (5) give such security for the discharge of liabilities incurred by the Association as the Committee thinks fit;
- (6) appoint agents to transact any business of the Association on its behalf;
- (7) enter into any other contract it considers necessary or desirable; and
- (8) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

**4.2** Significant decisions of policy and finance proposed to be made by the Committee must be referred to all of the members of the Association for comment prior to the Committee making such determinations.

## **5 Membership of Association**

### **5.1 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 15 years is not eligible to apply for a class of membership that confers full voting rights.

### **5.2 Applying for membership**

- (1) A person who wants to become a member must apply in writing via electronic mail or standard mail to the Association.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

### **5.3 Dealing with membership applications**

- (1) The Committee must consider each application made under sub-rule 5.2 and decide whether to accept or reject the application.
- (2) Subject to sub-rule 5.3(3), the Committee must consider applications in the order in which they are received by the Association.
- (3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Committee must not accept an application unless the applicant:

- (a) is eligible under rule 5.1; and
  - (b) has applied under rule 5.2.
- (5) The Committee may reject an application even if the applicant:
  - (a) is eligible under rule 5.1; and
  - (b) has applied under rule 5.2.
- (6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

#### **5.4 *Becoming a member***

An applicant for membership of the Association becomes a member when:

- (1) the Committee accepts the application; and
- (2) the applicant pays any membership fees payable to the Association under rule 7.

#### **5.5 *When membership ceases***

- (1) A person ceases to be a member when any of the following takes place:
  - (a) for a member who is an individual, the individual dies;
  - (b) the person resigns from the Association under rule 5.6;
  - (c) the person is expelled from the Association under rule 9.1; and
  - (d) the person ceases to be a member under rule 7(4).
- (2) The secretary or another person authorised by the Committee 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.

#### **5.6 *Resignation***

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary or another person authorised by the Committee.
- (2) The resignation takes effect:
  - (a) when the secretary or such other authorised person 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.

#### **5.7 *Rights not transferable***

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

### **5.8 Membership subcommittee**

Any of the functions or powers of the Committee referred to in rule 5.2 or rule 5.3 may be exercised by the membership subcommittee of the Association, if appointed.

## **6 Classes of membership**

- (1) The Association consists of ordinary members and any associate members provided for under sub-rule 6(2).
- (2) The Association may have any class of associate membership approved by resolution of the Committee.
- (3) An individual who has not reached the age of 15 years is only eligible to be an associate member.
- (4) A person can only be an ordinary member or belong to one class of associate membership.
- (5) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or as determined by the Committee.
- (6) An associate member has the rights referred to in sub-rule 6(5) other than full voting rights.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## **7 Membership fees**

- (1) The Committee must determine the nomination fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under sub-rule 7(1) may be different within a class of membership as set out in the by-laws (if any).
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the Committee to accept payments, by the date (the due date) determined by the Committee.
- (4) If a member has not paid the annual membership fee 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 sub-rule 7(4) offers to pay the annual membership fee after the period referred to in that sub-rule has expired:
  - (a) the Committee 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.

## **8 Register of members of Association**

- (1) The secretary or another person authorised by the Committee is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the Committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If:
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

## **9 Disciplinary Action**

In this rule 9:

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

### **9.1 Suspension or expulsion**

- (1) The Committee may decide to suspend a member's membership or to expel a member from the Association if:
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the member must state:
  - (a) when and where the Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- (4) At the Committee meeting, the Committee must:
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and



- (c) decide:
  - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under sub-rule 9.1(6), give written notice to the secretary requesting the appointment of a mediator under rule 11.
- (8) If notice is given under sub-rule 9.1(7), the member who gives the notice and the Committee are the parties to the mediation.

## **9.2 Consequences of suspension**

- (1) During the period a member's membership is suspended, the member:
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) If a member is expelled a member ceases to be a member and is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (3) When a member's membership is suspended or they are expelled, as applicable, the secretary must record in the register of members:
  - (a) that the member's membership is suspended or they have been expelled, as applicable; and
  - (b) the date on which the suspension or expulsion takes effect; and
  - (c) the period of the suspension (if applicable).
- (4) 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.

# **10 Disputes**

## **10.1 General**

- (1) In this rule 10:
  - (a) ***grievance procedure*** means the procedures set out in this rule 10; and
  - (b) ***party to a dispute*** includes a person:
    - (i) who is a party to the dispute; and
    - (ii) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

- (2) The procedure set out in this rule 10 (the grievance procedure) applies to disputes:
  - (a) between members; or
  - (b) between one or more members and the Association.

#### **10.2** 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.

#### **10.3** *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 10.2, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
  - (a) when and where the Committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (5) If:
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party:
    - (i) does not agree to the dispute being determined by the Committee; and
    - (ii) requests the appointment of a mediator under rule 11,the Committee must not determine the dispute.

#### **10.4** *Determination of dispute by the Committee*

- (1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.

- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under sub-rule 10.4(1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 11.
- (4) If notice is given under sub-rule 10.4(3), each party to the dispute is a party to the mediation.

## **11 Mediation**

### **11.1 General**

This rule applies if written notice has been given to the secretary requesting the appointment of a mediator:

- (1) by a member under rule 9.1(7); or
- (2) by a party to a dispute under rule 10.3(5)(b)(ii) or 10.4(3).

If this rule applies, a mediator must be chosen or appointed under rule 11.2.

### **11.2 Appointment of mediator**

- (1) The mediator must be a person chosen:
  - (a) if the appointment of a mediator was requested by a member under rule 9.1(7) - by agreement between the Member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 10.3(5)(b)(ii) or 10.4(3) - by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-rule 11.2(1)(a) or (b), then, subject to sub-rules 11.2(3) and 11.2(4), the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - (a) a member under rule 9.1(7); or
  - (b) a party to a dispute under rule 10.3(5)(b)(ii); or
  - (c) a party to a dispute under rule 10.4(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Committee may be a member or former member of the Association but must not:
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### **11.3 Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must:
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator under any of rules 9.1(7), 10.3(5)(b)(ii) or 10.4(3).

**11.4 If mediation results in decision to suspend or expel being revoked**

If:

- (1) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 9.1(7); and
- (2) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.

**12 Committee**

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

**13 Committee members**

**13.1 General**

- (1) The Committee members consist of:
  - (a) the office holders of the Association; and
  - (b) not less than 4 and not more than 6 other persons who shall each be ordinary committee members.
- (2) The following are the office holders of the Association:

- (a) the president;
  - (b) the vice president;
  - (c) the secretary; and
  - (d) the treasurer.
- (3) A person may be a Committee member if the person is:
- (a) an individual who has reached 18 years of age; and
  - (b) an ordinary member.
- (4) A person must not hold 2 or more of the offices mentioned in sub-rule 13.1(2) at the same time.

### **13.2 President**

- (1) It is the duty of the president to consult with the secretary regarding the business to be conducted at each Committee meeting and general meeting.
- (2) The president has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings provided for in these rules.

### **13.3 Secretary**

The secretary has the following duties:

- (1) dealing with the Association's correspondence;
- (2) consulting with the president regarding the business to be conducted at each Committee meeting and general meeting;
- (3) unless another member is authorised by the Committee to do so, preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (5) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act, and also all by-laws;
- (6) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (7) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable, of the Association;
- (8) maintaining full and accurate minutes of Committee meetings and general meetings; and
- (9) carrying out any other duty given to the secretary under these rules or by the Committee.

#### **13.4 Treasurer**

The treasurer has the following duties:

- (1) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (2) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- (3) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time;
- (4) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (5) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (6) coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (7) 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; and
- (8) carrying out any other duty given to the treasurer under these rules or by the Committee.

### **14 Election of Committee members and tenure of office**

#### **14.1 Committee members**

A member becomes a Committee member if the member:

- (a) is elected to the Committee at a general meeting; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 14.9.

#### **14.2 Nomination of Committee members**

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members:
  - (a) stating the number of vacancies on the Committee (if any);
  - (b) if there are such vacancies, calling for nominations for election to the Committee; and
  - (c) if there are such vacancies, stating the date by which nominations must be received by the secretary to comply with sub-rule 14.2(2).
- (2) A member who wishes to be considered for election to the Committee at an annual general meeting at which there will be an election must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.

- (4) A member whose nomination does not comply with this rule is not eligible for election to the Committee unless the member is nominated under rule 14.5(2)(b).
- (5) A list of nominee's names in order as drawn by secret ballot with the names of the member referred to in rule 14.2(3) shall be posted on the Association's website for at least 7 days immediately preceding the annual general meeting at which there will be an election.

#### **14.3 Election of office holders**

- (1) At the first Committee meeting following each annual general meeting, the Committee shall elect from the Committee members the following office holders:
  - (a) president;
  - (b) vice president,
  - (c) secretary; and
  - (d) treasurer.
- (2) The vote for each of these positions shall be by way of a secret ballot.
- (3) The vote shall be by simple majority.

#### **14.4 President and vice president**

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The president or, in the president's absence, the vice president must preside as chairperson of each Committee meeting.
- (4) If the president and vice president are absent or are unwilling to act as chairperson of a Committee meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

#### **14.5 Election of ordinary committee members**

- (1) At the annual general meeting, the Committee president shall declare the number of ordinary committee members (if any) to hold office for the next year, the number of positions on the Committee that will be vacant at the start of the meeting (if any) and the number (if any) to be elected at the meeting.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting:
  - (a) must declare each of those members to be elected to the position; and
  - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph 14.5(2)(a).
- (3) If:

- (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
- (b) the number of members nominating under sub-rule 14.5(2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide the members who are to be elected to the position of ordinary committee member.

- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

#### **14.6 Term of office**

- (1) A member elected to the Committee at an annual general meeting is elected for a three (3) year term.
- (2) The term of office of a Committee member begins:
  - (a) on the date of the annual general meeting when the member is elected at an annual general meeting; or
  - (b) on the date of appointment when the member is appointed to fill a casual vacancy under rule 14.9.
- (3) Subject to rules 14.8 and 14.9 a Committee member holds office until their position on the Committee is declared vacant at the end of their term of appointment in accordance with these rules. .
- (4) A Committee member may be re-elected.
- (5) A person who is eligible for election or re-election under this rule may:
  - (a) nominate or second himself or herself for election or re- election; and
  - (b) vote for himself or herself.

#### **14.7 Resignation and removal from office**

- (1) A Committee member may resign from the Committee 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 general meeting, the Association may by resolution remove a Committee member from office.
- (4) A Committee member who is the subject of a proposed resolution under sub-rule 14.7(3) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- (5) The secretary or president may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.



#### **14.8 Ceasing to be a Committee member**

- (1) A person ceases to be a Committee member if the person:
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the Committee or is removed from office under rule 14.7; or
  - (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act; or
  - (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
  - (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- (2) For the purposes of these rules such person is a “Ceased Committee Member”.

#### **14.9 Casual vacancies**

- (1) The Committee may appoint a member who is eligible under rule 13.1(3) to fill a position on the Committee that:
  - (a) has become vacant under rule 14.8; or
  - (b) was not filled by election at the most recent annual general meeting.
- (2) A Committee member appointed under subrule 14.9(1) to fill the position of a Ceased Committee Member is appointed for a term that ends on the day that the Ceased Committee Member’s three (3) year term of office would have ended if they had not ceased to be a Committee member, as determined in accordance with subrule 14.6(1).
- (3) If the position of secretary becomes vacant, the Committee must appoint a member who is eligible under rule 13.1(3) to fill the position within 14 days after the vacancy arises.
- (4) Subject to the requirement for a quorum under rule 15.4(3), the Committee may continue to act despite any vacancy in its membership.
- (5) If there are fewer Committee members than required for a quorum under rule 15.4(3), the Committee may act only for the purpose of:
  - (a) appointing Committee members under this rule; or
  - (b) convening a general meeting.

#### **14.10 Validity of acts**

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

## **15 Committee meetings**

### **15.1 Committee meetings**

- (1) The Committee must meet at least 6 times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the annual general meeting at which the Committee members are elected.
- (3) Special Committee meetings may be convened by the president or any 2 Committee members.

### **15.2 Notice of Committee meetings**

- (1) Notice of each Committee meeting must be given to each Committee member at least 48 hours 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.
- (3) Unless sub-rule 15.2(4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

### **15.3 Procedures and order of business**

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each Committee meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- (5) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under sub-rule 15.3(5) to attend a Committee 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 Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### **15.4 Attendance and quorum for Committee meetings**

- (1) The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Committee meeting as allowed under sub-rule 15.4(1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (3) At a Committee meeting 6 Committee members constitute a quorum.
- (4) Subject to rule 14.9(5), no business is to be conducted at a Committee meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
  - (a) in the case of a special meeting convened under rule 15.1(3) - the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (6) If:
  - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under sub-rule 15.4(5)(b); and
  - (b) at least 2 Committee members are present at the meeting, those members present are taken to constitute a quorum.

#### **15.5 Voting at Committee meetings**

- (1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee members present at the 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 Committee members present indicating their agreement or disagreement or by a show of hands, unless the 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.

#### **15.6 Minutes of Committee meetings**

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following:
  - (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 15.3(5);

- (c) the business considered at the meeting; and
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
  - (4) The president must ensure that the minutes of a Committee meeting are reviewed and signed as correct by:
    - (a) the chairperson of the meeting; or
    - (b) the chairperson of the next Committee meeting.
  - (5) When the minutes of a Committee 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.
  - (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:
    - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
    - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
  - (7) Sub-rule 15.6(6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
  - (8) The secretary must cause every disclosure made under sub-rule 15.6(6) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **16 Subcommittees and subsidiary offices**

### **16.1 Subcommittees and subsidiary offices**

- (1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following:
  - (a) appoint one or more subcommittees; and
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.

- (4) Subject to any directions given by the Committee:
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

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

In this rule, **non-delegable duty** means a duty imposed on the Committee by the Act or another written law.

- (1) The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than:
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (2) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule 16.2, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (4) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (6) The Committee may, in writing, amend or revoke the delegation.

## **17 General meetings**

### **17.1 Annual general meeting**

- (1) The Committee 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 Committee's annual report on the Association's activities during the preceding financial year;
  - (ii) the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
  - (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; and
- (c) to elect Committee members if any positions on the Committee are declared vacant at the commencement of the meeting.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **17.2 Special general meetings**

- (1) The Committee may convene a special general meeting.
- (2) The Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must:
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 30 days after notice is given under sub-rule 17.2(3)(a).
- (5) If the Committee does not convene a special general meeting within that 30 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub-rule 17.2(5):
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-rule 17.2(5).

### **17.3 Notice of general meetings**

- (1) The secretary or, in the case of a special general meeting convened under rule 17.2(5), the members convening the meeting, must give to each member:
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a 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 and order of each item of business to be considered at the meeting, as follows:
  - (i) first, the consideration of the accounts and reports of the Committee;
  - (ii) second, the election of Committee members to replace outgoing Committee members (if any); and
  - (iii) third, any other business requiring consideration by the Association at the general meeting; and
- (c) if the meeting is the annual general meeting, include the names of any members who have nominated for election to the Committee under rule 14.2; and
- (d) 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
- (e) comply with rule 17.4(7).

#### **17.4 Proxies**

- (1) Subject to sub-rule 17.4(2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The 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 member in any matter as the proxy sees fit.
- (6) If the Committee has approved a form for the appointment of a proxy, the member may use that form or any other form:
  - (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 17 must:
  - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary 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.

**17.5 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 sub-rule (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.

**17.6 Presiding member and quorum for general meetings**

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) At a general meeting the greater of:
  - (a) 20 ordinary members; or
  - (b) 10% of the number of ordinary members of the Association, present in person constitutes a quorum.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - (a) in the case of a special general meeting - the meeting lapses; or
  - (b) in the case of the annual general meeting - the meeting is adjourned to:
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the president specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If:
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-rule 17.6(5)(b); and
  - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.



### **17.7 Voting at general meeting**

- (1) On any question arising at a general meeting:
  - (a) subject to sub-rule 17.7(6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under sub-rule 17.7(b); and
  - (b) ordinary members may vote personally or by proxy.
- (2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until:
  - (a) the end of any general meeting to which the appointment applies; or
  - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under sub-rule (b), the ordinary member:
  - (a) must have been an ordinary member at the time the notice of meeting was given under rule 17.3; and
  - (b) must have paid any fee or other money payable to the Association by the member.

### **17.8 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) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

### **17.9 Determining whether resolution carried**

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

- (1) Subject to sub-rule 17.9(4)(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.
- (2) If the resolution is a special resolution, the declaration under sub-rule 17.9(2) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy:
  - (a) the poll must be taken at the meeting in the manner determined by the president;
  - (b) the president must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.
- (5) 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 president.
- (6) A declaration under sub-rules 17.9(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.

### **17.10 Minutes of general meeting**

- (1) The secretary, or a person authorised by the Committee 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 ordinary members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 17.4(8); and
  - (c) the financial report presented at the meeting, as referred to in rule 17.1(3)(b)(ii); 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 17.1(3)(b)(iii).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.

- (5) The president must ensure that the minutes of a general meeting are reviewed and signed as correct by:
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) 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.

## **18 Rules of Association**

**18.1** The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:

- (1) Subject to sub-rules 18.1(4) and 18.1(5), the Association may alter its rules by special resolution but not otherwise;
- (2) Within 1 month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (3) An alteration of the rules of the Association does not take effect until sub-rule 18.1(2) is complied with;
- (4) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 18.1(1) to 18.1(3) are complied with and the approval of the Commissioner is given to the change of name; and
- (5) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 18.1(1) to 18.1(3) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

**18.2** These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **19 By-laws**

- (1) The Committee may make, amend or revoke by-laws which must be consistent with the Act, the regulations and these rules.
- (2) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

- (3) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

## **20 Common seal of Association**

- (1) The Association may execute a document without using a common seal if the document is signed by:
  - (a) 2 Committee members; or
  - (b) one Committee member and a person authorised by the Committee.
- (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 Committee and in the presence of:
    - (i) 2 Committee members; or
    - (ii) one Committee member and a person authorised by the Committee, and each of them is to sign the document to attest that the document was sealed in their presence.
- (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 Committee member authorised by the Committee.

## **21 Inspection of records, etc. of Association**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **22 Distribution of surplus property on winding up of Association**

- (1) 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.
- (2) 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.