

# **RULES (CONSTITUTION) FOR THE WESTERN AUSTRALIAN ASSOCIATION OF TEACHERS OF ITALIAN (INCORPORATED) Associations Incorporation Act 2015**



## [CONTENTS](#)

### **PART 1 — PRELIMINARY**

- 1.1. Name of the Association
- 1.2. Objects of the Association
- 1.3. Quorum for General Meetings
- 1.4. Quorum for Management Committee Meetings
- 1.5. Financial Year
- 1.6. Terms Used

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

- 2.1. Not-for-Profit Body

### **PART 3 — MEMBERS**

- 3.1. Division 1 — Membership
  - 3.1.1. Eligibility for Membership
  - 3.1.2. Applying for Membership
  - 3.1.3. Becoming a Member
  - 3.1.4. Classes of Membership
  - 3.1.5. When Membership Ceases
  - 3.1.6. Resignation
  - 3.1.7. Rights Not Transferable
- 3.2. Division 2 — Membership Fees
- 3.3. Division 3 — Register of Members

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

- 4.1. Division 1 — Term Used
- 4.2. Division 2 — Disciplinary Action
  - 4.2.1. Suspension or Expulsion
  - 4.2.2. Consequences of Suspension
- 4.3. Division 3 — Resolving Disputes
  - 4.3.1. Terms Used
  - 4.3.2. Application of Division
  - 4.3.3. Parties to Attempt to Resolve Dispute
  - 4.3.4. How Grievance Procedure is Started
  - 4.3.5. Determination of Dispute by Committee
- 4.4. Division 4 — Mediation
  - 4.4.1. Application of Division
  - 4.4.2. Appointment of Mediator
  - 4.4.3. Mediation Process
- 4.5. If Mediation Results in Decision to Suspend or Expel Being Revoked

## PART 5 — COMMITTEE

- 5.1. Division 1 — Powers of Committee
- 5.2. Division 2 — Composition of Committee and Duties of Members
  - 5.2.1. Committee Members
  - 5.2.2. President
  - 5.2.3. Other Executive and Management Committee Roles
- 5.3. Division 3 — Election of Committee Members and Tenure of Office
  - 5.3.1. How Members Become Management Committee Members
  - 5.3.2. Nomination of Committee Members
    - 5.3.3. Election of Office Holders
    - 5.3.4. Election of Ordinary Committee Members
    - 5.3.5. Term of Office
    - 5.3.6. Resignation and Removal from Office
    - 5.3.7. When Membership of Committee Ceases
  - 5.3.8. Filling Casual Vacancies
  - 5.3.9. Validity of Acts
  - 5.3.10. Payments to Committee Members
- 5.4. Division 4 — Committee Meetings
  - 5.4.1. Committee Meetings
  - 5.4.2. Notice of Committee Meetings
  - 5.4.3. Procedure and Order of Business
  - 5.4.4. Use of Technology to be Present at Committee Meetings
  - 5.4.5. Quorum for Committee Meetings
  - 5.4.6. Voting at Committee Meetings
  - 5.4.7. Minutes of Committee Meetings
- 5.5. Division 5 — Subcommittees and Subsidiary Offices
  - 5.5.1. Subcommittees and Subsidiary Offices
  - 5.5.2. Delegation to Subcommittees and Holders of Subsidiary Offices

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

- 6.1. Annual General Meeting
- 6.2. Special General Meetings
- 6.3. Notice of General Meetings
- 6.4. Proxies
- 6.5. Use of Technology to be Present at General Meetings
- 6.6. Presiding Member and Quorum for General Meetings
- 6.7. Adjournment of General Meeting

- 6.8. Voting at General Meeting
- 6.9. When Special Resolutions are Required
- 6.10. Determining Whether Resolution Carried
- 6.11. Minutes of General Meeting

## PART 7 — FINANCIAL MATTERS

- 7.1. Source of Funds
- 7.2. Control of Funds
- 7.3. Payments to Members
- 7.4. Financial Statements and Financial Reports

## PART 8 — GENERAL MATTERS

- 8.1. By-laws (Working Rules)
- 8.2. Executing Documents and Common Seal
- 8.3. Giving Notices to Members
- 8.4. Custody of Books and Securities
- 8.5. Record of Office Holders
- 8.6. Inspection of Records and Documents
- 8.7. Publication by Committee Members of Statements about Association Business Prohibited
- 8.8. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up
- 8.9. Alteration of Rules

## PART 1 — PRELIMINARY

### **1.1. Name of the Association**

The name of the Association is the “Western Australian Association of Teachers of Italian”.

### **1.2. Objects of the Association**

The objects and purposes of the Association are —

- (a) to promote and further the study and teaching of the Italian language and culture in schools at all levels, universities and other institutions of learning, both as the language and culture of Italy and as one of the community languages and cultures of Australia;
- (b) to encourage cultural exchange among all nations and in particular between Australia and Italy;
- (c) to uphold, protect and represent the professional interests of members, through the provision of professional learning and networking opportunities, the circulation of information on professional matters, representation on affiliated committees and provision of programs to assist teachers and encourage students; and
- (d) to support, and affiliate with, other organisations with similar objectives.

### **1.3. Quorum for General Meetings**

Any twenty percent (20%) of full and current financial members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

### **1.4. Quorum for Management Committee Meetings**

Any five (5) committee members constitute a quorum for the conduct of the business at a

Management Committee meeting, at least three of whom must be from the Executive.

### 1.5. Financial Year

The Association's Financial Year will be the period of 12 months commencing on January 1 and ending on December 31 of each year.

### 1.6. Terms Used

In these rules, unless the contrary intention appears —

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

**AGM** means the Annual General Meeting

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

**books**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**by laws** means Working Rules made by the Association under rule 8.1;

**chairperson** means the Management Committee member holding office as the President of the Association or other Executive ~~Management~~ Committee member so delegated;

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

**committee** means the Management Committee of the Association;

**committee meeting** means a meeting of the Management Committee;

**committee member** means a member of the Management Committee;

3

**financial records** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**financial report** (of a tier 1 association) has the meaning given in section 63 of the Act; **financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**financial year**, of the Association, has the meaning given in rule 1.5;

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

**member** means a person (including a body corporate) who is an ordinary member or Life Member of the Association;

**ordinary committee member** means a Management Committee member who is not an office holder of the Association under rule 5.2.1.2;

**ordinary member** means a member with the rights referred to in rule 3.1.4.4;

**ordinary resolution** means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

**poll** means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

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

**Rules** means these Rules, or the Constitution of the Association, as in force for the time being;

**Secretary** means the Management Committee member holding office as the Secretary of the Association;

**Single Language Association (SLA)** means a Language Teachers' Association formed for a specific language and generally affiliated with the MLTAWA, and consequently with the AFMLTA;

**Special General Meeting** means a General Meeting of the Association other than the Annual General Meeting; (General meetings shall be held as determined by the Executive Committee from time to time).

**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 Management Committee under rule 5.5.1.1 (a);

**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;

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**Treasurer** means the Management Committee member holding office as the Treasurer of the Association

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

### **2.1. Not-for-Profit Body**

2.1.1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

2.1.2. A payment may be made to a member out of the funds of the Association only if it is authorised under subrule 2.1.3.

2.1.3. A payment to a member out of the funds of the Association is authorised if it is — (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the

Association.

## **PART 3 — MEMBERS**

### **3.1. Division 1 — Membership**

#### **3.1.1. Eligibility for Membership**

3.1.1.1. Any person who supports the objects or purposes of the Association is eligible to apply to become a member.

3.1.1.2. An individual who has not reached the age of 18 years is not eligible to apply for membership.

#### **3.1.2. Applying for Membership**

3.1.2.1. A person who wants to become a member must apply via the website of the Modern Language Teachers' Association of Western Australia Inc. (MLTAWA), specifying WAATI as their Single Language Association of preference.

3.1.2.2. No other membership registration is possible and only joint membership of the two associations is possible.

#### **3.1.3. Becoming a Member**

An applicant for membership of the Association becomes a member when — (a) the applicant pays any membership fees payable to the Association under rule 3.2. (b) WAATI is notified of registration and payment by the MLTAWA.

#### **3.1.4. Classes of Membership**

3.1.4.1. The Association consists of ordinary members, who pay full fees.

3.1.4.2. The Association may from time to time confer Life Membership for extraordinary service to WAATI. Life Members fees are covered by the Association.

3.1.4.3. All ordinary members and Life Members have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee. These may include reduced rates and access to member events and programs.

3.1.4.4. WAATI offers subscription to "Amici di WAATI" for retired members or university students at a minimal cost as set by the Management Committee.

3.1.4.5. "Amici di WAATI" have no voting rights or other member benefits, but receive all emailed information.

3.1.4.6. "Amici di WAATI" may register for any event by paying the non-member price or in return for providing services needed by the Association at that event.

3.1.4.7. The number of members of any class is not limited.

#### **3.1.5. When Membership Ceases**

3.1.5.1. 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 3.1.6;
- (c) the person is expelled from the Association under rule 4.2.1;
- (d) the person ceases to be a member under rule 3.2.3.

3.1.5.2. The President/Secretary/Membership Secretary must keep a record, for at least one year after a person ceases to be a member, of —

- (a) the date on which the person ceased to be a member; and
- (b) the reason why the person ceased to be a member.

### 3.1.6. Resignation

3.1.6.1. A member may resign from membership of the Association by giving a minimum of two weeks written notice of the resignation to the Secretary,

3.1.6.2. The resignation takes effect —

- (a) 2 weeks from when the Secretary receives the notice; or
- (b) if a later time is stated in the notice, at that later time.

3.1.6.3. 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.

3.1.6.4. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

### 3.1.7. Rights Not Transferable

The rights of a member, including unused fees are not transferable and end when membership ceases.

## 3.2. Division 2 — Membership Fees

3.2.1. The Management Committee, in conjunction with the Management Committee of the MLTAWA, will determine the annual membership fee to be paid for membership of the Association. This is decided at a committee meeting and must be ratified at the next Annual General Meeting.

3.2.2. A member must pay the full annual membership fee, via the MLTAWA website, or to the MLTAWA Treasurer, by the due date, March 31 each year.

3.2.3. If a member has not paid the annual membership fee within the period of 2 months after the due date, the member ceases to be a member on the expiry of that period.

3.2.4. If a person who has ceased to be a member under subrule 3.2.3 offers to pay the annual membership fee after the period referred to in that subrule has expired —

- (a) the committee will accept that payment; and
- (b) the person's membership is reinstated for that financial year.

6

## 3.3. Division 3 — Register of Members

3.3.1. The Secretary/Membership Secretary 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. The register shall contain the members' name and email address.

3.3.2. 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 or ceases membership.

3.3.3. The register of members must be kept electronically by the Secretary/Membership Secretary.

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

3.3.5. 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 as well as reasonable payment for the provision of such a copy.

## **PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **4.1. Division 1 — Term Used**

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

### **4.2. Division 2 — Disciplinary Action**

#### **4.2.1. Suspension or Expulsion**

4.2.1.1. The Management 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 (Constitution); or
- (b) the member acts detrimentally to the interests of the Association; or
- (c) the member has been charged with a criminal offence arising out of or related to his or her professional duties. This member must stand aside from WAATI while the official enquiry or criminal charge is pending. No person who is subject of an official enquiry by an employing authority, upon allegations of misconduct or who is charged with a criminal offence arising out of or related to his or her professional duty is eligible as an office bearer (Management Committee member) of WAATI Inc. whilst the enquiry or charge is pending.

4.2.1.2. The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Management Committee meeting at which the proposal is to be considered by the Management Committee.

4.2.1.3. The notice given to the member must state —

- (a) when and where the Management Committee meeting is to be held;
- (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 Management Committee about the proposed suspension or expulsion;

4.2.1.4. At the Management 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 Management Committee about the proposed suspension or expulsion;
- (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.

4.2.1.5. A decision of the Management Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

4.2.1.6. 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.

4.2.1.7. A member whose membership is suspended or who is expelled from the Association may,



within 14 days after receiving notice of the Committee's decision under subrule 4.2.1.6, give written notice to the secretary requesting the appointment of a mediator under rule 4.4.2.

4.2.1.8. If notice is given under subrule 4.2.1.7, the member who gives the notice and the Management Committee are the parties to the mediation.

4.2.1.9 A vote of No Confidence may be brought against any member of the Executive Management Committee should they be found to be in breach of their duties. If a Vote of No Confidence is called, a Special Management meeting will be called and a secret ballot No Confidence vote will be held.

4.2.1.10 A vote by proxy for a vote of No Confidence will be allowed should a Management Committee member be unable to attend the Special Management meeting.

4.2.1.11 For a vote of No Confidence to be successful, a 2/3 majority of the Management Committee membership is required.

#### 4.2.2. Consequences of Suspension

4.2.2.1. 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.

4.2.2.2. When a member's membership is suspended, the Secretary must record in the register of members —

- (a) that the member's membership is suspended;
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

4.2.2.3. When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

### 4.3. Division 3 — Resolving Disputes

#### 4.3.1. Terms Used

In this Division —

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

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

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

8

#### 4.3.2. Application of Division

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

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

#### 4.3.3. 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.

#### 4.3.4. How Grievance Procedure is Started

4.3.4.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 4.3.3, 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.

4.3.4.2. Within 28 days after the Secretary is given the notice, a Management Committee meeting

must be convened to consider and determine the dispute.

4.3.4.3. The Secretary must give each party to the dispute written notice of the Management Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

4.3.4.4. The notice given to each party to the dispute must state —

- (a) when and where the Management 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 Management Committee about the dispute.

4.3.4.5. 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 Management Committee; and (ii) requests the appointment of a mediator under rule 4.4.2,

the Management Committee must not determine the dispute.

#### **4.3.5. Determination of Dispute by Committee**

4.3.5.1. At the Management Committee meeting at which a dispute is to be considered and determined, the Management 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 Management Committee about the dispute;
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

4.3.5.2. The Management Committee must give each party to the dispute written notice of the Management Committee's determination, and the reasons for the determination, within 7 days after the Management Committee meeting at which the determination is made.

4.3.5.3. A party to the dispute may, within 14 days after receiving notice of the Management Committee's determination under subrule 4.3.5.1 (c), give written notice to the secretary requesting the appointment of a mediator under rule 4.4.2.

4.3.5.4. If notice is given under subrule 4.3.5.3, each party to the dispute is a party to the mediation.

### **4.4. Division 4 — Mediation**

#### **4.4.1. Application of Division**

4.4.1.1. This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —

- (a) by a member under rule 4.2.1.7 or
- (b) by a party to a dispute under rule 4.3.4.5 (b)(ii) or 4.3.5.3.

9

4.4.1.2. If this Division applies, a mediator must be chosen or appointed under rule 4.4.2.

#### **4.4.2. Appointment of Mediator**

4.4.2.1. The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 4.2.1.7. — by agreement between the Member and the Management Committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute under rule 4.3.4.5 (b)(ii) or 4.3.5.3. — by agreement between the parties to the dispute.

4.4.2.2. If there is no agreement for the purposes of subrule 4.4.2.1 (a) or (b), then, subject to subrules 4.4.2.3 and 4.4.2.4, the Management Committee must appoint the mediator.

4.4.2.3. The person appointed as mediator by the Management Committee must be a person who acts as a mediator for another not-for-profit body (such as the MLTAWA), such as a community legal

centre, if the appointment of a mediator was requested by —

- (a) a member under rule 4.2.1.7;
- (b) a party to a dispute under rule 4.3.4.5 (b)(ii); or
- (c) a party to a dispute under rule 4.3.5.3. and the dispute is between one or more members and the Association.

4.4.2.4. The person appointed as mediator by the Management 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.

#### **4.4.3. Mediation Process**

4.4.3.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

4.4.3.2. 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.

4.4.3.3. In conducting the mediation, the mediator must —

- (a) give each party to the mediation every opportunity to be heard;
- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

4.4.3.4. The mediator cannot determine the matter that is the subject of the mediation.

4.4.3.5. 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.

4.4.3.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

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

#### **4.5. If Mediation Results in Decision to Suspend or Expel Being**

**Revoked** 4.5.1. If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 4.2.1.7; and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

## **PART 5 — COMMITTEE**

10

### **5.1. Division 1 — Powers of Committee**

5.1.1. The committee members are the persons who, as the Management Committee of the Association, have the power to manage the affairs of the Association.

5.1.2. Subject to the Act, these Rules, the by-laws (Working Rules) and any resolution passed at a General Meeting, the Management Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.

5.1.3. The Management Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the by-laws (Working Rules).

## **5.2. Division 2 — Composition of Committee and Duties of Members**

### **5.2.1. Committee Members**

5.2.1.1. The Management Committee members consist of —

- (a) the office holders of the Association; and
- (b) up to seven (7) ordinary committee members.

5.2.1.2. The following are the office holders (Executive) of the Association —

- (a) the President;
- (b) the Immediate Past-President or the President Elect (alternate years);
- (c) the Vice President;
- (d) the Secretary;

- (e) the Treasurer; and
- (f) the Student Exchange Coordinator.

5.2.1.3. A person may be a Management Committee member if the person is an ordinary member.

5.2.1.4. A person must not hold 2 or more of the offices mentioned in subrule 5.2.1.2 at the same time.

### **5.2.2. President**

5.2.2.1. It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Management Committee meeting and General Meeting.

5.2.2.2. The President has the powers and duties relating to convening and presiding at Management Committee meetings and presiding at General Meetings provided for in these rules.

5.2.2.3. The President must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 5.4.7.4.

5.2.2.4 The President must be able to attend and represent WAATI at all official functions, including but not limited to, Assistenti, Exchange functions. If on the rare occasion the President is unable to attend any official functions, they must organise for a member of the Executive Management Committee to attend in their place.

### **5.2.3 Other Executive and Management Committee Roles**

The Management Committee shall prescribe the Roles of all Executive and other committee positions in the Working Rules.

### **5.2.4 Student Exchange Coordinator**

5.2.4.1 The Exchange Coordinator is an elected position on the WAATI Executive.

5.2.4.2 The Exchange Coordinator works for AFS / Intercultura (Italy) in association with WAATI and works closely with the WAATI Committee and the Teachers of Italian in schools, in both metro and country areas of WA and schools in other states.

5.2.4.3 The position of Exchange Coordinator, after a probationary period of 2 years in a voluntary capacity, will be remunerated by Intercultura in consequent years.

5.4.4.4 This remuneration is set by and reviewed with the AFS/Intercultura Director every 3-4 years, and is paid quarterly.

5.4.4.5 To be elected to the position of Exchange Coordinator, the person must have been an assistant to the exchange coordinator for a minimum of two years and their nomination must be approved by Intercultura (Italy).

5.4.4.6 Expense money is to be paid to the Exchange Coordinator and the Assistant Exchange Coordinator for time spent in Italy at an amount set at a committee meeting.

12

## **5.3. Division 3 — Election of Committee Members and Tenure of Office**

### **5.3.1. How Members Become Management Committee Members**

5.3.1.1. A member becomes a Management 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 5.3.8.

5.3.1.2. No person shall be entitled to hold a position on the Management Committee if the person has been convicted of, or imprisoned in the previous five years for:

- (a) an indictable offence in relation to the promotion, formation or management of a body corporate;

- (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 or section 127 of the Act;
- unless the person has obtained the consent of the Commissioner.

5.3.1.3. No person shall be entitled to hold a position on the Management Committee 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.

### **5.3.2. Nomination of Committee Members**

5.3.2.1. At least two months before an Annual General Meeting, the Secretary must send written notice (may be electronic, via email) to all the members —

- (a) calling for nominations for election to the committee; and
- (b) stating the date by which nominations must be received by the secretary to comply with subrule 5.3.2.2.

5.3.2.2. A member who wishes to be considered for election to the Management Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 16 days before the Annual General Meeting.

5.3.2.3. The written notice must include the nominee's details and signature as well as those of a nominator and seconder from among the membership.

5.3.2.4. A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

5.3.2.5. A member whose nomination does not comply with this rule is not eligible for election to the Management Committee unless the member is nominated under rule 5.3.3.2 or 5.3.4.2 (b).

### **5.3.3. Election of Office Holders**

5.3.3.1. At the Annual General Meeting, a separate election must be held for each position of office holder of the Association.

5.3.3.2. If there is no nomination for a position, the chair of the meeting may call for nominations from the ordinary members at the meeting.

5.3.3.3. If only one member has nominated for a position, the chair of the meeting must declare the member elected to the position.

5.3.3.4. If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Management Committee to decide who is to be elected to the position.

5.3.3.5. Each ordinary member present at the meeting may vote for one member who has nominated for the position.

5.3.3.6. A member who has nominated for the position may vote for himself or herself.

5.3.3.7. On the member's election, the new President of the Association may take over as the chair of the meeting.

### **5.3.4. Election of Ordinary Committee Members**

5.3.4.1. If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chair 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 (a).

5.3.4.2. 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 5.3.4.1 (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 Management Committee to decide the members who are to be elected to the position of ordinary committee member.

5.3.4.3. A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

### **5.3.5. Term of Office**

5.3.5.1. Terms of Office will be one year except the President, which shall be a two-year term.

5.3.5.2. The President is in office for a maximum two-year term. This does not include the year as President Elect or the year as Immediate Past President.

5.3.5.3. The President Elect will only be elected every second year, whilst the Immediate Past President shall maintain that office for one year after retiring from office and provided that the Past President remains a financial member of the Association.

5.3.5.4. A member cannot be nominated as President Elect unless that person has been a member of the Management committee for two years within the last five years.

5.3.5.5. The term of office of a committee member begins when the member —

— (a) is elected at an annual general meeting or under subrule 5.3.6.4 (b); or

(b) is appointed to fill a casual vacancy under rule 5.3.9.

5.3.5.6. Subject to rule 5.3.7, a committee member holds office until the positions on the committee are declared vacant at the next Annual General Meeting.

5.3.5.7. A committee member may be re-elected.

### **5.3.6. Resignation and Removal from Office**

5.3.6.1. A committee member may resign from the Management Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.

5.3.6.2. 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.

5.3.6.3. At a General Meeting, the Association may by resolution —

(a) remove a committee member from office; and

(b) elect a member who is eligible under rule 5.2.1.3 to fill the vacant position.

5.3.6.4. A committee member who is the subject of a proposed resolution under subrule 5.7.3 (a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

5.3.6.5. 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.

### 5.3.7. When Membership of Committee Ceases

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

- (a) dies or otherwise ceases to be a member;
- (b) resigns from the Management Committee or is removed from office under rule 5.3.6; (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 4 consecutive Management Committee meetings, of which the person has been given notice, without having notified the Management Committee that the person will be unable to attend.

### 5.3.8. Filling Casual Vacancies

5.3.8.1. The committee may appoint a member who is eligible under rule 5.2.1.3 to fill a position on the committee that —

- (a) has become vacant under rule 5.3.7; or
- (b) was not filled by election at the most recent Annual General Meeting or under rule 5.3.6.3(b).

5.3.8.2. If the position of Secretary becomes vacant, the Management Committee must appoint a member who is eligible under rule 5.2.1.3 to fill the position within 21 days after the vacancy arises.

5.3.8.3. Subject to the requirement for a quorum under rule 5.4.5, the Management Committee may continue to act despite any vacancy in its membership.

5.3.8.4. If there are fewer committee members than required for a quorum under rule 5.4.5, the Management Committee may act only for the purpose of —

- (a) appointing committee members under this rule; or
- (b) convening a General Meeting.

### 5.3.9. Validity of Acts

The acts of a Management 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.

### 5.3.10. Payments to Committee Members

5.3.10.1. In this rule —

**committee member** includes a member of a subcommittee;

**committee meeting** includes a meeting of a subcommittee.

5.3.10.2. A committee member is entitled to be paid out of the funds of the Association for any pre-approved out-of-pocket expenses and provide appropriate documentation for travel and accommodation that is properly incurred —

- (a) in attending a Management Committee meeting;
- (b) in attending a General Meeting; or
- (c) otherwise in connection with the Association's business.

5.3.10.3. Management Committee members must not receive any remuneration for their services as Management Committee members other than as described at rule 5.3.10.2 and 5.4.4.4.

## 5.4. Division 4 — Committee Meetings

### 5.4.1. Committee Meetings

5.4.1.1. The Management Committee must meet at least 6 times in each year on the dates and at the



times and places determined by the committee. Some of these may be electronic meetings, via email, phone or other medium.

5.4.1.1.1 If a Management Committee member is unable to physically attend a meeting, they may use technology to be present in no more than 50% of meetings.

5.4.1.2. The date, time and place of the first Management 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.

5.4.1.3. Special Management Committee meetings may be convened by the President or any 2 committee members.

#### **5.4.2. Notice of Committee Meetings**

5.4.2.1. Notice of each Management Committee meeting must be given to each committee member at least 48 hours before the time of the meeting.

5.4.2.2. 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.

5.4.2.3. Unless subrule 5.4.2.4 applies, the only business that may be conducted at the meeting is the business described in the notice.

5.4.2.4. 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.

#### **5.4.3. Procedure and Order of Business**

5.4.3.1. The President or, in the President's absence, the President Elect/Immediate Past President or the Vice-President must preside as chairperson of each Management Committee meeting.

5.4.3.2. If the President, President Elect/Immediate Past 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.

5.4.3.3. The procedure to be followed at a Management Committee meeting must be determined from time to time by the committee.

5.4.3.4. The order of business at a Management Committee meeting may be determined by the Management Committee members at the meeting.

5.4.3.5. A member or other person who is not a Management Committee member may attend a Management Committee meeting if invited to do so by the Management committee.

5.4.3.6. A person invited under subrule 5.4.3.5 to attend a committee meeting — (a) has no right to any agenda, minutes or other document circulated at the meeting; (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.

#### **5.4.4. Use of Technology to be Present at Committee Meetings**

5.4.4.1. The presence of a committee member at a Management 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.

5.4.4.2. A member who participates in a Management Committee meeting as allowed under subrule 5.4.4.1 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.

#### **5.4.5. Quorum for Committee Meetings**

5.4.5.1. Subject to rule 5.3.8.4, no business is to be conducted at a Management Committee meeting unless a quorum is present.

5.4.5.2. If a quorum is not present within 30 minutes after the notified commencement time of a Management Committee meeting —

(a) in the case of a special meeting — the meeting lapses; or

(b) otherwise, the meeting is adjourned to the same time, day and place in the following week or other date as decided by the Executive.

5.4.5.3. If —

(a) a quorum is not present within 30 minutes after the commencement time of a Management Committee meeting held under subrule 5.4.5.2 (b); and

(b) at least 4 committee members are present at the meeting, those members present are taken to constitute a quorum.

#### **5.4.6. Voting at Committee Meetings**

5.4.6.1. Each committee member present at a Management Committee meeting has one vote on any question arising at the meeting.

5.4.6.2. A motion is carried if a majority of the committee members present at the Management Committee meeting vote in favour of the motion.

5.4.6.3. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

5.4.6.4. 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.

5.4.6.5. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

5.4.6.6. A motion is carried if a majority of the committee members present at the Management Committee meeting vote in favour of the motion.

5.4.6.7. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

5.4.6.8. 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.

5.4.6.9. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### **5.4.7. Minutes of Committee Meetings**

5.4.7.1. The committee must ensure that minutes are taken and kept of each Management Committee meeting.

5.4.7.2. 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 5.4.3.5;
- (c) the name of any person who is not in attendance and/or has not tendered an apology; (d) the business considered at the meeting;
- (e) any motion on which a vote is taken at the meeting and the result of the vote; and (f) the secretary must keep an attendance role of all the committee members who are not in attendance.

5.4.7.3. The minutes of a Management Committee meeting must be entered in the Association's minute book, or the electronic equivalent, and emailed to each member of the Management Committee within 21 days after the meeting is held.

5.4.7.4. The President must ensure that the minutes of a Management Committee meeting are reviewed and signed as correct by —

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next committee meeting.

5.4.7.5. When the minutes of a Management 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;
- (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.

## 5.5. Division 5 — Subcommittees and Subsidiary Offices

### 5.5.1. Subcommittees and Subsidiary Offices

5.5.1.1. 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/or
- (b) create one or more subsidiary offices and appoint people to those offices.

5.5.1.2. 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, in consultation with the President.

### 5.5.2. Delegation to Subcommittees and Holders of Subsidiary Offices

5.5.2.1. In this rule —

**non-delegable duty** means a duty imposed on the Management Committee by the Act or another written law.

5.5.2.2. The Management 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 Management Committee other than —

- (a) the power to delegate; and
- (b) a non-delegable duty.

5.5.2.3. A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

5.5.2.4. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Management Committee specifies in the document by which the delegation is made.

5.5.2.5. The delegation does not prevent the Management Committee from exercising or performing at any time the power or duty delegated.

5.5.2.6. 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 Management Committee.

5.5.2.7. The Management Committee may, in writing, amend or revoke the delegation.

## **PART 6 — GENERAL MEETINGS OF ASSOCIATION**

### **6.1. Annual General Meeting**

6.1.1. The Management Committee must determine the date, time and place of the Annual General Meeting.

6.1.2. The Annual General Meeting shall be held in February (or March, at the latest) each year.

(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 Management Committee's annual report on the Association's activities during the preceding financial year;
- (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
- (iii) a copy of the auditor's report on the financial statements or financial report;
- (iv) to elect the office holders of the Association and other committee members; (v) to ratify the appointment or removal of an auditor on the recommendation of the Management Committee
- (vi) to confirm or vary the subscriptions to be paid by members.

6.1.3. Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

### **6.2. Special General Meetings**

6.2.1. The Management Committee may convene a Special General Meeting.

6.2.2. The Management Committee must convene a Special General Meeting if at least 20% of the members require a Special General Meeting to be convened.

6.2.3. The members requiring a Special General Meeting to be convened must

- (a) make the requirement by written notice given to the Secretary;
- (b) state in the notice the business to be considered at the meeting; and
- (c) each sign the notice.

6.2.4. The Special General Meeting must be convened within 28 days after notice is given under subrule 6.2.3 (a).

6.2.5. If the Management Committee does not convene a Special General Meeting within that 28 day period, the members making the requirement (or any of them) may convene the Special General Meeting.

6.2.6. A Special General Meeting convened by members under subrule 6.2.5 — (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.

### **6.3. Notice of General Meetings**

6.3.1. The Secretary or, in the case of a Special General Meeting convened under rule 6.2.5, 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.

6.3.2. The notice must —

- (a) specify the date, time and place of the meeting;
- (b) indicate the general nature of each item of business to be considered at the meeting; (c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the committee under rule 5.3.2.2; 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;
  - (ii) state that the resolution is intended to be proposed as a special resolution; and (iii) comply with rule 6.4.6.

### **6.4. Proxies**

6.4.1. Subject to subrule 6.4.2, 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.

6.4.2. An ordinary member may be appointed the proxy for not more than 5 other members.

6.4.3. The appointment of a proxy must be in writing and signed by the member making the appointment on the prescribed form of the Management Committee.

6.4.4. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

6.4.5. 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.

6.4.6. Notice of a General Meeting given to an ordinary member under rule 6.3 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.

6.4.7. A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.

6.4.8. 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.

### **6.5. Use of Technology to be Present at General Meetings**

6.5.1. 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 at the member's own expense.

6.5.2. A member who participates in a General Meeting as allowed under subrule 6.5.1 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.

### **6.6. Presiding Member and Quorum for General Meetings**

6.6.1. The President or, in the President's absence, the President Elect/Immediate-Past President or the Vice President must preside as chairperson of each General Meeting.

20

6.6.2. If the President and the President Elect/Immediate-Past President and the Vice President are absent or are unwilling to act as chairperson of a General Meeting, the Management Committee members at the meeting must choose one of them to act as chairperson of the meeting.

6.6.3. No business is to be conducted at a General Meeting unless a quorum is present.

6.6.4. 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, or other date as deemed appropriate by the Management Committee; 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.

6.6.5. If —

- (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subrule 6.6.4 (b); and
  - (b) at least 10 ordinary members are present at the meeting,
- those members present are taken to constitute a quorum.

### **6.7. Adjournment of General Meeting**

6.7.1. The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.

6.7.2. Without limiting subrule 6.7.1 a meeting may be adjourned —

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

6.7.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

6.7.4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 6.3.

### **6.8. Voting at General Meeting**

6.8.1. On any question arising at a General Meeting —

- (a) subject to subrule 6.8.5, each ordinary member has one vote; and
- (b) ordinary members may vote personally or by proxy.

6.8.2. A copy of the document by which the appointment of a proxy is made must be given to the Secretary before any General Meeting to which the appointment applies.

6.8.3. The appointment of a proxy has effect until —

- (a) the end of any General Meeting to which the appointment applies; or
- (b) the appointment is revoked and written notice of the revocation is given to the Secretary.

6.8.4. 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.

6.8.5. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

6.8.6. 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.

21

6.8.7. For a person to be eligible to vote at a General Meeting as an ordinary member, or on behalf of an ordinary member as a proxy, the ordinary member —

- (a) must have been an ordinary member at the time notice of the meeting was given under rule 6.3; and
- (b) must have paid any fee or other money payable to the Association by the member.

#### **6.9. When Special Resolutions are Required**

6.9.1. 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.

6.9.2. Subrule 6.9.1 does not limit the matters in relation to which a special resolution may be proposed.

This section has been left blank intentionally.

6.9.3. Section 51(1) of the Act states that a resolution is a special resolution if it is passed — (a) at a General Meeting of an incorporated association; and (b) by the votes of not less than three-fourths of the members of the association who were present to cast a vote at the meeting.

6.9.4. Under the Act, a special resolution is required if an incorporated association proposes to do any of the following —

- (a) to alter its rules, including changing the name of the association (section 30(1));
- (b) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (c) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- (d) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (e) to cancel its incorporation (section 129).

## **6.10. Determining Whether Resolution Carried**

6.10.1. In this rule —

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

6.10.2. Subject to subrule 6.10.4, 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; (b) carried unanimously; (c) carried by a particular majority; or (d) lost.

6.10.3. If the resolution is a special resolution, the declaration under subrule 6.10.2 must identify the resolution as a special resolution.

6.10.4. 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 chairperson; (b) the chairperson must declare the determination of the resolution on the basis of the poll.

6.10.5. If a poll is demanded on the election of the President or on a question of an adjournment, the poll must be taken immediately.

6.10.6. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.

6.10.7. A declaration under subrule 6.10.2 or 6.10.4 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.

#### **6.11. Minutes of General Meeting**

6.11.1. The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each General Meeting.

6.11.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

6.11.3. In addition, the minutes of each Annual General Meeting must record —

(a) the names of the ordinary members attending the meeting;  
(b) the names of the ordinary members who have tendered an apology;  
(c) any proxy forms given to the chairperson of the meeting under rule 6.4.7;

23

(d) the financial statements or financial report presented at the meeting, as referred to in rule 6.1.3(b); and

(e) the auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 6.1.3 (b)(iii).

6.11.4. The minutes of a General Meeting must be entered in the Association's minute book or electronic version within 30 days after the meeting is held.

6.11.5. 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.

6.11.6. 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;  
(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.

### **7.1. Source of Funds**

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

### **7.2. Control of Funds**

7.2.1. The Association must open an account(s) in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

7.2.2. Subject to any restrictions imposed at a General Meeting, the Management Committee may approve expenditure on behalf of the Association.

7.2.3. The Management Committee may authorise the Treasurer, or other Management Committee member, to expend funds on behalf of the Association up to a specified limit without requiring approval from the Management Committee for each item on which the funds are expended.

7.2.4. All cheques of the Association must be signed by a minimum of 2 Management Committee members.

7.2.5. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### **7.3. Payments to Members**

7.3.1. Subject to rule 7.3.2, no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

7.3.2. Rule 7.3.1 does not prevent:

- (a) the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
- (b) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any member;
- (c) the payment of reasonable and proper rent by the Association to a member for premises leased by the Member to the Association; or
- (d) the reimbursement of expenses incurred by any member or any Management Committee member on behalf of the Association.

24

### **7.4. Financial Statements and Financial Reports**

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

7.4.2. Without limiting subrule 7.4.1, those requirements include —

- (a) the preparation of the financial statements;

- (b) the auditing of the financial statements or financial report;
- (c) the presentation to the Annual General Meeting of the financial statements or financial report; and
- (d) the presentation to the Annual General Meeting of the copy of the report of the auditor's report on the financial statements or financial report.

## PART 8 — GENERAL MATTERS

### 8.1. By-laws (Working Rules)

8.1.1. The Management Committee may make, amend or revoke by-laws (Working Rules), as required for the smooth running of the Association as long as these do not contravene these Rules (Constitution) and these are made available to members via the website and members will be notified of any changes made at the AGM.

8.1.2. By-laws may —

- (a) provide for the rights and obligations that apply to any classes of membership approved under rule 3.1.4;
- (b) impose restrictions on the Management Committee's powers, including the power to dispose of the Association's assets;
- (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the association's accounts; and
- (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

8.1.3. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.

8.1.4. Without limiting subrule 8.1.3, a by-law made for the purposes of subrule 8.1.2 (c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.

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

### 8.2. Executing Documents and Common Seal

8.2.1. The Association may execute a document without using a common seal if the document is

signed by 2 committee members.

8.2.2. 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 Management Committee and in the presence of 2 Management Committee members and each of them is to sign the document to attest that the document was sealed in their presence.

8.2.3. The Secretary must make a written record of each use of the Common Seal.

8.2.4. The Common Seal must be kept in the custody of the Secretary or other Management Committee member authorised by the Management Committee.

### 8.3. Giving Notices to Members

8.3.1. In this rule —

**recorded means** recorded in the register of members.

8.3.2. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- (a) delivered by hand to the recorded address of the member;
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

#### **8.4. Custody of Books and Securities**

8.4.1. Subject to subrule 8.4.2, the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

8.4.2. The financial records and the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.

8.4.3. All the books of the Association must be retained for at least 7 years.

8.4.4. Outgoing Management Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Management Committee Member.

#### **8.5. Record of Office Holders**

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

8.5.2. The record of office holders Management Committee members must include —

- (a) the full name of each office holder/Management Committee member;
- (b) the office/role(s) held and the dates of appointment and (if applicable) cessation of the appointment;
- (c) a current contact postal, residential or email address of each office holder.

8.5.3. The record of office holders must be kept and maintained by the Secretary (it may be electronic) or at such other place as the Management Committee decides.

#### **8.6. Inspection of Records and Documents**

8.6.1. Subrule 8.6.2 applies to a member who wants to inspect —

- (a) the register of members under section 54(1) of the Act;
- (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the Association.

26

8.6.2. The member must contact the Secretary to make the necessary arrangements for the inspection.

8.6.3. The inspection must be free of charge.

8.6.4. If the member wants to inspect a document that records the minutes of a Management Committee meeting, the right to inspect that document is subject to any decision the Management Committee has made about minutes of Management Committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

8.6.5. The member may make a copy of or take an extract from a record or document referred to in subrule 8.6.1 but does not have a right to remove the record or document for that purpose.

8.6.6. The member must not use or disclose information in a record or document referred to in subrule 8.6.1 except for a purpose —

- (a) that is directly connected with the affairs of the Association; or
- (b) that is related to complying with a requirement of the Act.

### 8.7. Publication by Committee Members of Statements about Association Business Prohibited

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

- (a) the Management Committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the Management Committee member has been recorded in the minutes of the Management Committee meeting at which it was given.

### 8.8. Distribution of Surplus Property on Cancellation of Incorporation or Winding

**Up** 8.8.1. 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.

8.8.2. 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.

### 8.9. Alteration of Rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

We certify this document to be a true and correct copy of the original Constitution of the Association.

President \_\_ Date

Print Name \_\_

Secretary\_\_ Date

Print Name \_\_

27  
28  
29  
30  
31  
32  
33  
34  
35  
36