

CONSTITUTION

OF

PROPEL YOUTH ARTS WA INCORPORATED

TRADING AS 'PROPEL YOUTH ARTS WA'

Reviewed and Amended: April 2023

PROPEL YOUTH ARTS WA CONSTITUTION

1. NAME

The name of the Association is Propel Youth Arts WA Incorporated.

2. DEFINITIONS

In this Constitution, unless the context otherwise requires:

"**Act**" means the *Associations Incorporation Act 2015* (WA) as amended, modified, or re-enacted from time to time.

"**Annual General Meeting**" means the meeting convened under Rule 25.1.

"**Associate Members**" means the class of Members referred to in Rule 9.

"**Association**" means Propel Youth Arts WA Incorporated.

"**Auditor**" means the Auditor as referred to in Rule 37.

"**Board**" means the Board of Management of the Association referred to in Rule 15 of the Constitution.

"**Board Members**" means the persons elected or appointed to the Board.

"**Books of the Association**" has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements, or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored, or recorded; minute books and documents and securities of the Association.

"**Chairperson**" means the Chairperson referred to in Rule 23.

"**Commissioner**" means the person designated as the Commissioner from time to time under the Act.

"**Constitution**" means these rules of the Association as amended from time to time.

"**Financial Records**" has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers.
- (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**" has the meaning given to it in sections 62 and 63 of the Act.

"**Financial Statements**" has the meaning given to it in sections 62 of the Act.

"**Financial Year**" means the period referred to in Rule 33.

"**Executive**" means the staff person of the Association delegated the most authority and most directly accountable to the Board.

"**General Meeting**" means an Annual General Meeting, or a Special General Meeting of the Members of Association convened under Rules 25.1 or 25.2 respectively.

"**Members**" means the persons or bodies corporate admitted as members of the Association pursuant to Rules 6, 7 and 8.

"**Membership**" means membership of the Association.

"**Ordinary Members**" means the class of Members referred to in Rule 9.

"**Ordinary Resolution**" means a resolution other than a Special Resolution.

"**Register of Members**" means the register referred to in Rule 10.

"**Returning Officer**" means the person who conducts elections at the Annual General Meeting.

"**Secretary**" means the Secretary referred to in Rule 24.

"**Special General Meeting**" means the meeting convened under Rule 25.1.

"**Special Resolution**" has the meaning given by section 51 of the Act.

"**Standing Orders**" means the standing orders contained in the Schedule to this Constitution.

"**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 the debts and liabilities of the Association, and 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**" has the meaning given to it in section 62 of the Act.

"**Tier 2 Association**" has the meaning given to it in section 62 of the Act.

"**Tier 3 Association**" has the meaning given to it in section 62 of the Act.

"**Treasurer**" means the Treasurer referred to in Rule 24.

"**Vice-Chairperson**" means the Vice-Chairperson referred to in Rule 23.

3. OBJECTIVES AND PURPOSES

- 3.1 The purpose of the Association is to nurture wellbeing, elevate contribution, and amplify creative expression of young people across Western Australia.
- 3.2 The objectives of the Association are:
- (a) **VALUES:** To uphold the Association’s values in all aspects of our planning and operations.
 - (b) **ACCESS:** To be relevant and accessible to young people and those who work with young people, regardless of race, ethnicity, language, religion, gender, sexuality, class, physical or mental capacity, or residence.
 - (c) **PROGRAMMES:** To develop and evolve quality, innovative, relevant, and effective programs to the satisfaction of Members, funding bodies, and other key interest holders.
 - (d) **SUSTAINABILITY:** To maintain a sustainable organisation that is viable in the long term.
 - (e) **FINANCIAL SUSTAINABILITY:** To create and maintain a sustainable financial base from which to operate.
 - (f) **MANAGEMENT:** To be a progressive organisation which is effectively and efficiently managed with a sense of integrity, respect, inclusion and consideration for Members, Staff, Board, and interest holders and to constantly explore innovative management practices.
 - (g) **PROFILE:** To raise the profile of the Association in Western Australia and to raise the profile of Western Australian youth arts in general.

4. POWERS

- 4.1. The Association has all the powers of an incorporated association granted under section 14 of the Act to do all things necessary or convenient for carrying out its purpose and objectives.
- 4.2. The Board has the power to establish and maintain a public fund. The operations of the public fund will be as follows:
- (a) the public fund will be administered by a majority of persons who meet the Australian Taxation Office requirements for persons of responsibility;
 - (b) gifts to the public fund will be kept separate from any other funds of the organisation;
 - (c) all donated moneys and interest accruing thereon, will be credited to, and kept in the public fund; and
 - (d) receipts will be issued in the name of the public fund.

5. NOT-FOR-PROFIT STATUS

The property and income of the Association shall 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 Members, except in good faith in the promotion of those objects.

6. QUALIFICATIONS FOR MEMBERSHIP

Subject to the Constitution, membership of the Association is open to any person 12 years or above or any body corporate, who subscribes to the aims and objectives of the Association.

7. APPLYING FOR MEMBERSHIP

A person or body corporate who wishes to become a Member must:

- (a) apply for Membership in writing to the Association, in a form approved by the Board from time to time, signed by the person applying for Membership; and
- (b) pay any subscription amounts that may be due at the time of applying for Membership.

8. DECIDING MEMBERSHIP APPLICATIONS

- 8.1. The Board will consider and decide whether to approve or reject any applications for Membership.
- 8.2. The Board must not approve an application for Membership unless the person or organisation applying:
 - (a) meets all the eligibility requirements under Rule 6; and
 - (b) applies in accordance with Rule 7.
- 8.3. The Board is entitled to reject a Membership application in the interests of the purpose and objects of the Association, within 90 days of receipt by the Association of that application, after which time the application is deemed to be accepted by the Board if it satisfies the criteria referred to in Rule 8.2.
- 8.4. Reasons for the rejection of any application for Membership, must be minuted in the minutes of the relevant meeting and these reasons communicated in writing to the individual or organisation seeking Membership.
- 8.5. Membership commences when the Board approves the application for Membership and that Member pays any subscription amounts due.

9. CLASSES OF MEMBERS

- 9.1. The classes of Membership consist of:
 - (a) Ordinary Members; and
 - (b) Associate Members.
- 9.2. A Member who is 18 years old or above, and a Member which is a body corporate, are Ordinary Members.
- 9.3. A Member under 18 years old is an Associate Member.
- 9.4. An Ordinary Member has all rights provided to Members under the Constitution, including the right to vote, and any other rights and benefits as determined by the Board or by resolution of Members at a General Meeting.
- 9.5. An Associate Member has no right to vote but has all other rights outlined in Rule 9.4.

10. REGISTER OF MEMBERS

- 10.1. The Executive shall on behalf of the Association keep and maintain the Register of Members in accordance with the Act and that register shall be so kept and maintained in the office of the Association.
- 10.2. The Executive shall cause the name of a person who dies or ceases to be a Member to be deleted from the Register of Members.
- 10.3. The Register of Members shall be available for inspection by Members without cost at reasonable times at a place nominated by the Board.

11. PAYMENTS TO MEMBERS AND BOARD MEMBERS

- 11.1. Subject to Rule 11.2, 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 or Board Members.
- 11.2. Rule 11.1 does not prevent:
 - (a) the payment in good faith of remuneration to any Member or Board 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 rent by the Association to a Member or Board Member for premises leased by the Member or Board Member to the Association; or
 - (c) the reimbursements out-of-pocket expenses for travel and accommodation incurred by any Member on behalf of the Association or by any Board Member in connection with the performance of their functions.
- 11.3. Any payments made to a Board Member under Rules 11.2(a) or 11.2(b) must be authorised by resolution of the Association.

12. SUBSCRIPTION OF MEMBERS

- 12.1. The Board may determine from time to time the fee to be paid for subscriptions, if any, and any other fees to be paid by Members, if any.
- 12.2. Any annual subscription shall be paid by the Member to the Association on or before 1 January of the calendar year for which the person is paying for their membership or such other date as the Board from time to time determines.
- 12.3. A Member whose subscription or any other approved fee is not paid within 2 months after the relevant date determined by or under Rule 12.2 ceases on the expiry of that period to be a Member unless the Board decides otherwise.

13. RESIGNATION OF MEMBERS

- 13.1. A Member who delivers notice in writing of her or his resignation from the Association to the Executive or the Board ceases on that delivery to be a Member.
- 13.2. A person who is removed under Rule 14 or who resigns under Rule 13.1 remains liable to pay to the Association any money due to the date of removal or resignation.
- 13.3. A resigning Member is not entitled to a refund of any membership or subscriptions fees paid.

14. REMOVAL OF MEMBERS

- 14.1. The Board may remove a Member from Membership if the Board considers the conduct of the Member is detrimental to the purpose, objects, and interests of the Association.
- 14.2. The Board must first give notice to the Member of the proposed removal in writing at least 28 days before the decision is to be made by the Board. This notice must contain:
 - (a) the time, date, and place at which the Board will make the decision on the removal of the Member;
 - (b) the particulars of the conduct; and
 - (c) the opportunity for the Member to respond to the proposed removal under Rule 14.3.
- 14.3. The Member may make a written or oral response to the Board and must communicate their intention to make a response and whether it will be written or oral at least 7 days before the Board decision is to be made. If the response is in writing, the removed Member shall give the written response to the Executive no later than 7 days before the meeting. If the response is oral, it shall be recorded and transcribed.
- 14.4. The Board shall decide whether or not to remove the Member at the time, date and place as indicated in the notice in Rule 14.2, or the Board can defer the decision to not more than 14 days after the original date set. Written notice of the decision shall be given within 7 days after the decision is made. The notice shall contain a statement of the Member's right to request a review according to Rule 14.6.

- 14.5. The Membership of a Member removed under Rule 14.4 is suspended immediately upon notice of the Board's decision to remove the Member, and the Member has no Membership rights other than the right to appeal under Rule 14.6. After 21 days of the date the notice to remove the Member, that Membership ceases.
- 14.6. The removed Member may request a review of the Board's decision at a Special General Meeting by giving written notice to Board within 21 days of the date the removal notice is posted.
- 14.7. If the Member requests a review in accordance with Rule 14.6, the Board shall:
 - (a) convene a Special General Meeting;
 - (b) give the removed Member notice of the Special General Meeting at which the issue of her or his removal is to be considered and inviting her or him to submit further responses in accordance with Rule 14.8; and
 - (c) provide copies of any written responses received from the Member concerned to all Members at least 4 days before the date of the Special General Meeting referred to in Rule 14.7(a).
- 14.8. The removed Member has the right to make a written or oral response to the Members regarding the removal. The removed Member shall indicate in writing whether her or his response shall be in writing or orally at least 7 days before the Special General Meeting. If the response is in writing, the removed Member shall submit a written response to the Executive no later than 7 days before the Special General Meeting. If the response is oral, it shall be recorded and transcribed.
- 14.9. At the Special General Meeting referred to in Rule 14.7(a) the Members may affirm or set aside the decision of the Board to remove the Member. Voting on the issues shall be by secret ballot, according to normal processes for ordinary resolutions. Written notice of the decision shall be given within 7 days after the decision is made.
- 14.10. The Membership of a Member ceases immediately upon notice of the decision of the Members to affirm the decision of the Board to remove the Member referred to in rule 14.9.

15. BOARD OF MANAGEMENT

- 15.1. The governing body of the Association is the Board, which will manage the affairs of the Association.
- 15.2. Subject to the Act and this Constitution, the Board:
 - (a) may exercise all powers and functions as may be exercised by the Associations, other than those powers and functions that are required by this Constitution to be exercised by General Meetings;
 - (b) has power to perform all acts and do all things that, in the opinion of the Board, is necessary and/or desirable for the proper management of the business and affairs of the Association; and
 - (c) has the power. to make decisions on all matters relating to the administration and management of the Association; but may delegate any of its powers.

- 15.3. The responsibilities of the Board include, but are not limited to:
- (a) to ensure the Association operates in a manner consistent with the values, purpose, objectives and interests of the Association, and the provisions of the Act;
 - (b) to set priorities among all objectives, strategies, programs, and initiatives with consideration of current and projected resource levels;
 - (c) to establish standing or ad hoc sub-committees to conduct particular activities of the Board, whilst maintaining normal Board decision-making processes;
 - (d) to appoint and dismiss the Executive; and
 - (e) to interpret the Constitution and propose amendments to the Constitution as necessary.

16. ROLES AND RESPONSIBILITIES OF THE BOARD MEMBERS

- 16.1. The Board must take all reasonable steps to ensure the Association complies with the Act and this Constitution.
- 16.2. A Board Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 16.3. A Board Member or a former Board Member must not improperly use information obtained through their role as a Board Member, or improperly use their position, to gain an advantage for himself or herself or another person, or cause detriment to the Association.
- 16.4. A Board Member having any material personal interest in a matter being considered at a Board Meeting must, as soon as he or she becomes aware of the interest, disclose the nature and extent of the interest to the Board, and not be present while the matter is being considered at the Board Meeting or vote on the matter.
- 16.5. Rule 16.4 does not apply in respect of a material personal interest that:
- (a) exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Board Member has in common with all, or a substantial proportion of, the Members.
- 16.6. The Secretary must record every disclosure made by a Board Member under Rule 16.4 in the minutes of the Board Meeting at which the disclosure is made.

17. ELIGIBILITY AND COMPOSITION OF THE BOARD

- 17.1. A Board Member must be at least 18 years of age.
- 17.2. No person shall be entitled to hold a position of the Board if the person has been convicted of, or imprisoned in the previous 5 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. Members.
- 17.3. No person shall be entitled to hold a position on the Board if the person is, according to the section 13D of the *Interpretation Act 1984* (WA), a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- 17.4. The Board shall consist of a minimum of 5 and a maximum of 10 Board Members, which is to be made up of:
- (a) 5 to 8 Board Members who are to be elected from the Membership by the Members at a General Meeting (**Elected Board Members**); and
 - (b) up to 2 Board Members who may be co-opted by the Board from within or outside the Membership (**Co-opted Board Members**).
- 17.5. Where practicable, the Board shall include at least 2 Board Members who are 26 years of age or younger at the time of their appointment.
- 17.6. The Executive Committee of the Board consists of the Chairperson, Vice-Chairperson, Secretary and Treasurer, who shall be elected from among the Board Members.

18. TERM OF APPOINTMENT

- 18.1. Elected Board Members are elected for a term expiring at the second Annual General Meeting after their election.
- 18.2. All Board Members can serve on the Board for a maximum of 8 years, after which a period of two years must elapse before re-election to the Board.
- 18.3. Co-opted Board Members are appointed for a term of up to 12 months as determined by the Board at the time of their appointment.

19. ELECTION OF BOARD MEMBERS

- 19.1. At each successive Annual General Meeting, the positions of those Elected Board Members who have served their two-year term shall become vacant. The election process for those vacant positions shall be in the following manner:
- (a) at least 6 weeks before the date of the Annual General Meeting, the Board shall, by notice in writing to the Members, request that nominations for election to the Board be put forward in writing addressed to the Board and advise that the closing date for receiving nominations is the date two weeks prior to the Annual General Meeting.
 - (b) subject to this Constitution all Ordinary Members are eligible to nominate themselves for election to the Board.
 - (c) all nominations must be seconded by another Member.
 - (d) the Board shall publish to the Members a list of those Members nominated for election to the Board prior to the Annual General Meeting.
 - (e) at the Annual General Meeting a ballot shall be conducted to elect nominated Members to the Board.
 - (f) any Member can request the ballot conducted under Rule 19.1(e) be a secret ballot.
 - (g) if there are two nominees with the same number of votes, another ballot shall be conducted between only these two nominees. If they still have the same number of votes, the Chairperson may have an additional casting vote as well as her/her deliberate vote.
 - (h) the Chairperson shall declare, at the Annual General Meeting, the Members elected as a result of the ballot to be duly elected Members of the Board.
 - (i) the Executive Committee outlined in Rule 17.7 shall be elected by and from the Board at the first meeting following the General Meeting.

20. PROCEEDINGS OF BOARD

- 20.1. The Board shall meet a minimum of four (4) times in each calendar year, and the Chairperson may at any time convene a meeting of the Board, either at her/his own initiative or at the request of a quorum.
- 20.2. Each Board Member has a deliberate vote.
- 20.3. A question arising at a meeting shall be decided by a majority of votes but if there is equality of votes the question or motion shall be deemed to be defeated.
- 20.4. At a Board meeting more than half of the Board Members eligible constitute a quorum. This must include at least one Member of the Executive Committee.
- 20.5. Subject to these Rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Standing Orders.
- 20.6. If any Board Member has a conflict of interest, the Board will consider the circumstances and determine appropriate action.

- 20.7. A resolution or decision passed or made without a meeting of the Board that is signed by a quorum including at least 2 of the Executive Committee will be valid and binding if evidenced in writing provided that decision or resolution was sent to all Board Members, giving each Board Member 3 business days to reply.

21. RESIGNATION AND REMOVAL OF BOARD MEMBERS

21.1. A Board Member shall cease to hold office if:

- (a) If they resign in writing as a Board Member delivered to the Chairperson, or if the Board Member is the Chairperson, the Vice-Chairperson.
- (b) If they resign, are suspended, or expelled as a Member of the Association; or
- (c) If a majority of the Board votes to remove that person from the Board in accordance with Rule 21.2.

21.2. A Board Member can only be removed from the Board in the following manner:

- (a) A Board Member can be expelled from the Board if the Board considers that a person's conduct is detrimental to the interests of the Association, or if the Board Member is not performing their duties of office fully.
- (b) Absence from Board Meetings is a ground for removal from the Board if a Board Member is absent from:
 - (i) half of the scheduled number of Board meetings for that calendar year of which he or she has received notice with or without giving apology to the person presiding at the meeting; or
 - (ii) consecutive Board meetings or 3 Board meetings in the same calendar year of which he or she has received notice without giving an apology to the person presiding at the meeting.
- (c) To remove a Board Member, the Board must give the person at least seven (7) days' notice in writing of the Board meeting at which the removal will be discussed. The notice must state why the Board Member is being considered for removal. The Board Member is entitled to address the Board; however, they will be required to leave the meeting while the Board deliberates the removal.
- (d) The Board must advise the Board Member in writing of their decision, and the removal of a Board Member is effective upon receipt of the decision in writing.

22. CASUAL VACANCIES IN MEMBERSHIP OF BOARD

- 22.1. A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
- (a) dies;
 - (b) ceases to hold office under Rule 21.1;
 - (c) becomes disqualified from holding a position under rule 17.2 or 17.3 as a result of bankruptcy or conviction of a relevant criminal offence; or
 - (d) is permanently incapacitated by mental or physical ill-health.
- 22.2. When a casual vacancy with the meaning of Rule 21.1 occurs, the Board may appoint a person who may or may not be a Member to fill that vacancy. The appointed person is required to become a Member within 3 months of their appointment.
- 22.3. If a person is appointed as a Board Member under Rule 22.2, she or he shall hold office until the end of the original Board Member's term.
- 22.4. If a person is appointed as a Board Member under Rule 22.2 within the first year of that two-year term, she or he shall be considered to have served a full term. However, if a person is appointed as a Board Member under this Rule within the second year of that two-year term, she or he shall be eligible for re-election or appointment to the Board as though she or he were standing for the Board for the first time.
- 22.5. A casual vacancy does not affect the constitution or powers of the Board. However, if the number of Board Members is less than 5, the continuing Board Members may act only to fill that casual vacancy pursuant to Rule 22.2.

23. CHAIRPERSON AND VICE CHAIRPERSON

- 23.1. Subject to the Rules and policies of the Association, the Chairperson shall preside at all General Meetings and Board meetings.
- 23.2. In the event of an absence of the Chairperson from any meeting, the Vice Chairperson shall preside over the meeting.
- 23.3. In the absence of both the Chairperson and the Vice Chairperson, the Chairperson shall nominate another Board Member to act on her or his behalf. If the Chairperson is unable to or chooses not to exercise this right, then the Board shall elect a Board Member present at the meeting to preside.
- 23.4. The Chairperson must ensure that the minutes of a General Meeting or Board Meeting are reviewed and signed as correct under Rule 31.

24. TREASURER AND SECRETARY

24.1. The treasurer or their nominee shall:

- (a) be responsible for the receipt of all money paid to or received by the Association and shall issue receipts for that money in the name of the Association.
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct.
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Board and in so doing ensure that all cheques are signed by any 2 Board Members or the Executive plus 1 Board Member.
- (d) comply on behalf of the Association with Part 5 of the Act in respect of the accounting records of the Association.
- (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (f) ensure that financial reports are produced and presented to the General Meeting, including:
 - (i) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the annual general meeting of the Association; or
 - (ii) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the annual general meeting of the Association.
- (g) have custody of all Financial Records of the Association and any other relevant securities, books and documents of a financial nature and accounting records of the Association.
- (h) ensure that an annual budget is prepared each year; and
- (i) perform such other duties as are imposed by these Rules on the Treasurer.

24.2. The secretary or their nominee shall:

- (a) be responsible for the keeping of minutes at General Meetings and Board Meetings.
- (b) prepare the notices of General Meetings and Board Meetings, including business to be conducted at each meeting, in consultation with the Chairperson.
- (c) maintain the record of the Executive Committee of the Board.
- (d) ensure the safe custody of Books of the Association; and
- (e) perform such other duties as required by the Board from time to time.

25. CONVENING GENERAL MEETINGS

- 25.1. The Board shall convene an Annual General Meeting of Members once per year, by no later than 31 July of each year.
- 25.2. A Special General Meeting may be convened by the Board at any time, and must be convened by the Board within 28 days of:
- (a) the Board receiving a request in writing to do so from not less than 3% of Ordinary Members of the Association; or
 - (b) the Board receiving a request in writing under Rule 14.7.
- 25.3. The request by Members referred to in 25.2(a) shall:
- (a) state the purpose for which the Special General Meeting is required; and
 - (b) be signed by no less than 3% of the Ordinary Members of the Association.
- 25.4. Notice of a General Meeting by the Executive or their nominee shall be given to all Members at least 14 days before such a Meeting, and shall include:
- (a) date, time, and venue for the General Meeting.
 - (b) motions and resolutions, including special resolutions to be considered at the Meeting; and
 - (c) copies of the agenda.
- 25.5. A Special In the case of an Annual General Meeting, the Executive or their nominee shall make copies of the Annual Report and Accounts of the Association for the previous financial year available for inspection by members at least 21 days before such a meeting upon request.
- 25.6. The Chairperson of a General Meeting is the Chairperson of the Board, or if not present or unwilling to act, the Vice-Chairperson, or if not present or unwilling to act, then a Board Member chosen by the Board.

26. NOTICE OF GENERAL MEETINGS

- 26.1. 14 days' notice of General Meetings must be given to the Members.
- 26.2. Notice of General Meetings must be given to the Members as follows:
- (a) by serving it on a Member personally by hand at the Member's address shown in the Register of Members; or
 - (b) by sending it by post to a Member at the Member's address shown in the Register of Members; or
 - (c) by sending it by email or any other method of electronic communication to the Member's email address shown in the Register of Members.

- 26.3. When a notice is sent by post under Rule 26.2, sending of the notice shall be deemed to be properly affected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- 26.4. Notices of General Meetings must set out all motions to be considered at the General Meeting, with the exception of motions of Members under Rule 26.5.
- 26.5. If a Member supplies the Executive with a written copy of a motion to be considered at the General Meeting within 7 days of the General Meeting, the Executive shall give the Members notice including the details of the motion according to Rule 26.2.

27. ANNUAL GENERAL MEETINGS

- 27.1. The order in which business is conducted at an Annual General Meeting will be in accordance with the Standing Orders as well as:
 - (a) consideration of the accounts and reports of the Board.
 - (b) the election of Board Members to replace outgoing Board Members.
 - (c) the appointment of an auditor; and
 - (d) any other business requiring consideration by the Association in a General Meeting.
- 27.2. At least 1 Returning Officer, who is not a Member of the Association, or someone perceived to have a conflict of interest, will be appointed by the Board for the Annual General Meeting.
- 27.3. The Returning Officer will conduct the election of the Board as per the Rules and the Policies and Procedures Manual.
- 27.4. The Returning Officer will submit a written report detailing the process and results of the election within 7 days of the election. The decision of the Returning Officer shall be final and binding on any matter concerning the validity or normalcy of any nomination or vote or any matter concerning the election.

28. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- 28.1. The quorum for a General Meeting shall be 10 Members eligible to vote present in person, by proxy, or voting by postal vote.
- 28.2. If there is not such a quorum present for a General Meeting then it shall be postponed to no later than 1 month thereafter, at a time and place chosen by the Board of which 14 days' notice is given according to Rule 26.2. The quorum at this postponed meeting is the number of persons present and eligible to vote.
- 28.3. An ordinary resolution may be passed at a General Meeting at which a quorum is present to adjourn that General Meeting to another time and place.
- 28.4. No business may be considered at an adjourned General Meeting other than the unfinished business of the General Meeting that was adjourned.

29. VOTING AT A GENERAL MEETING

- 29.1. Each Ordinary Member has one vote at a General Meeting. Associate Members are entitled to attend General Meetings but are not eligible to vote.
- 29.2. At a General Meeting:
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast; and
 - (b) a special resolution put to the vote shall be decided by a majority of not less than 75% of votes.
- 29.3. A declaration by the Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of this fact unless a poll is demanded in accordance with Rule 29.4.
- 29.4. At a General Meeting, a poll may be demanded by the Chairperson or any other Member eligible to vote and, if so demanded, shall be taken in such manner as the Chairperson directs. A declaration by the Chairperson of the result of such a poll is evidence of the matter so declared.
- 29.5. An Ordinary Member which is a body corporate may appoint a person to vote on behalf of the body corporate at a particular General Meeting or at all General Meetings. This appointment is to be in writing and must be given to the Secretary before any General Meeting to which the appointment applies.
- 29.6. The appointment under Rule 29.5 has effect until that appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, at the conclusion of that General Meeting.
- 29.7. An organisation Member may not nominate more than 1 representative. A person may not represent more than 1 organisation Member at any time, although a person who is a Member in their own right can also represent an organisation Member and vote for both.
- 29.8. An individual or organisation Member must be a Member for at least 1 month to be eligible to vote at General Meetings.

30. PROXIES AND POSTAL VOTES

- 30.1. A Member who is entitled to vote may appoint in writing another Member to be the proxy of the appointing Member at any General Meeting. This written notice must be posted or personally delivered to both the Association and the person being appointed as proxy. The due date for this written notice is 4:00 pm, the day before the meeting.
- 30.2. A Member who is entitled to vote may request the Executive or their nominee to arrange for their vote at any General Meeting to be taken by way of postal ballot.

- 30.3. If the Executive receives a request under Rule 30.2, she or he shall forward the Member a postal ballot paper containing the following:
- (a) a text of the resolution to be voted on and spaces for the name and signature of the Member voting.
 - (b) the address to which postal votes must be sent.
 - (c) notice that the closing date for receiving postal votes in 4:00 pm the day before the General Meeting; and
 - (d) accompanied by any information relevant to the Member's decision to vote on the resolution.
- 30.4. Members may vote by completing the ballot papers forwarded to them by the Executive or their nominee and returning them by the closing date outlined in 30.3, either by post or in person. Postal votes shall be counted, and the result ascertained as though the vote were a poll at a duly convened meeting.

31. MINUTES

- 31.1. The Secretary or their nominee shall take proper minutes of all proceedings of all General Meetings and Board meetings, and then enter these into a file within 28 days after the holding of each General Meeting or Board meeting, in a file for that purpose.
- 31.2. The Chairperson shall ensure that the minutes of a General Meeting or Board meeting under Rule 31.1 are checked and signed by the Chairperson when she or he is satisfied they are correct.
- 31.3. When the minutes of the General Meeting or Board meeting (in this Rule called "the meeting") have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:
- (a) the meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections recorded as having been made at the meetings were in fact validly made at the meeting.
- 31.4. The minutes of a General Meeting shall be circulated to the Members before the next Annual General Meeting.

32. AMENDMENT OF THE RULES

The Association may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in the Act.

33. FINANCIAL YEAR

The financial year of the Association will be according to the calendar year: commencing on January 1, and ending on December 31 in the same year.

34. COMMON SEAL

- 34.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 34.2. The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in Rule 31.1.
- 34.3. The affixing of the common seal of the Association shall be witnessed by any 2 Members of the Board or the Executive plus 1 Member of the Board.

35. FUNDS OF THE ASSOCIATION

- 35.1. The funds of the Association are to be used in pursuance of the objects of the Association.
- 35.2. The funds of the Association may be derived from any subscription, donations, fundraising activities, grants, interest, and any other sources approved by the Board.
- 35.3. The Association must, as soon as practicable:
 - (a) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - (b) after receiving any money, issue an appropriate receipt.

36. FINANCIAL RECORDS, STATEMENTS AND REPORTS

- 36.1. The Association must keep Financial Records that:
 - (a) correctly record and explain its transactions, financial position, and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- 36.2. The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.
- 36.3. For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- 36.4. Without limiting sub-rule (a), those requirements include:
 - (a) if the Association is a Tier 1 Association, the preparation of the Financial Statements.

- (b) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report.
- (c) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable).
- (d) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable).
- (e) if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the annual general meeting of the Association (and a copy of the report of the review or auditor's report, whichever is applicable); and
- (f) if required by the regulations made under the Act, the lodgment of the annual return with the Commissioner.

37. AUDITOR

- 37.1. The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association.
- 37.2. An Auditor, who must be a Member of the Australian Society of Certified Practicing Accountants or the Institute of Chartered Accountants in Australia, shall be appointed each year at the Annual General Meeting.
- 37.3. At the close of each Financial Year the Accounts of the Association shall be examined and the correctness of the Receipts and Expenditure Account and Balance sheet ascertained by the Auditor. The Auditor shall submit a report in writing to the Board for presentation to the Annual General Meeting.

38. CUSTODY OF RECORDS AND INSPECTION

- 38.1. Subject to these Rules, the Rules, and all Books of the Association with the exception of the Financial Records shall be kept in the custody of and maintained by the Executive or such other person as the Board from time to time decides.
- 38.2. The Books of the Association must be retained for at least 7 years.
- 38.3. A Member may, after giving reasonable notice and during the business hours of the Association, inspect without charge the Rules and Books of the Association as permitted by the Act, excluding those of a confidential and personal nature.
- 38.4. A Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose, subject to the limitation in clause 38.3.

- 38.5. A Member must not use or disclose information in the Books of the Association except for a purpose:
- (a) that is directly connected with the affairs of the Association; or
 - (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

39. DISPUTE RESOLUTION

- 39.1. In this Rule 39, 'Member' includes any former Member whose membership ceased not more than 6 months before the dispute occurred.
- 39.2. This Rule 39 applies to disputes between Members, and disputes between the Association and one or more Members, that arise under the Constitution or relate to the Constitution.
- 39.3. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 39.4. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Chairperson of the parties to, and details of, the dispute.
- 39.5. The Chairperson must convene a Board Meeting within 28 days after the Chairperson receives notice of the dispute under rule 39.4 for the Board to determine the dispute.
- 39.6. At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- 39.7. The Chairperson must inform the parties to the dispute of the Board's decision and the reasons for the decision within 7 days after the Board Meeting referred to in rule 39.5.
- 39.8. If any party to the dispute is dissatisfied with the decision of the Board, they may elect to initiate further dispute resolution procedures as set out in the Rules.

40. MEDIATION

- 40.1. This Rule 40 applies where a person is dissatisfied with a decision made by the Board under Rule 39.
- 40.2. Where the dispute relates to a proposal for the removal of a Member this Rule does not apply until the procedure in respect of the proposed removal has been completed.
- 40.3. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 39 or a party to the dispute is dissatisfied with a decision made by the Board a party to a dispute may by written notice to the Chairperson, provide details of the dispute and agree to, or request the appointment of, a mediator.
- 40.4. The party or parties requesting the mediation must pay the costs of the mediation.

- 40.5. The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:
- (a) if the dispute is between a Member and another Member – a person appointed by the Board; or
 - (b) if the dispute is between a Member or more than one Member and the Association, the Board, or a Board Member, then an independent person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- 40.6. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 40.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 40.8. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- 40.9. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard.
 - (b) allow all parties to consider any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 40.10. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

41. INABILITY TO RESOLVE DISPUTES

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

42. ALTERATION OF RULES

- 42.1. This Constitution may be altered or replaced by a Special Resolution at a General Meeting.
- 42.2. At least 14 days' notice of the General Meeting must be given and must specify the proposed amendments to the Constitution.

43. WIND UP AND DISTRIBUTION OF SURPLUS PROPERTY

If upon the winding up of the Association and/or the Public Fund, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation according to Subdivision 30-B, section 30-100 of the *Income Tax Assessment Act 1997* (Cth) and which association shall be determined by resolution of the Members.

44. THE EXECUTIVE

- 44.1. The Executive is accountable to the Board.
- 44.2. The Executive has the general power to make decisions on all matters relating to the operational management, organisation, and administration of the Association in accordance with the Act and the Constitution as delegated by the Board, from time to time.
- 44.3. The functions and responsibilities of the Executive include the following, without limitation:
 - (a) to ensure that the operational organisation and activities of the Association are in accordance with the objects and purposes of the Association.
 - (b) to manage staff and determine work priorities.
 - (c) to monitor and control finances within the budget which has been approved by the Board.
 - (d) to assist the Board as required by the Board.
 - (e) to assist the Treasurer in the preparation of financial statements as required by the Treasurer; and
 - (f) to assist the Auditor as required by the Auditor.

SCHEDULE

Standing Orders and Rules:

Where the Constitution is silent, the Rules for running meetings shall be in accordance with any rules and procedures determined by the Board.

Standing Orders for Meeting Procedures:

1. The Chairperson acknowledges and records all persons present and notes any apologies.
2. The minutes of the previous meeting are signed as correct (or amended if necessary).
3. The agenda items are worked through.
4. Any other special business is considered.
5. The meeting is closed by the Chairperson, recording the time of closure.