

MASTERS CYCLING COUNCIL OF WESTERN AUSTRALIA INC

CONSTITUTION

STATEMENT OF PURPOSES

STATEMENT OF RULES

As amended 21 February 2021

MASTERS CYCLING COUNCIL OF WESTERN AUSTRALIA INC

TABLE OF CONTENTS

	Page
Part 1 – Preliminary	
1.0 Name	3
2.0 Objects and Purposes	3
2.1. Interpretation (Definitions)	3
2.2 Notices	4
3.0 Inspection and Custody of Records and Documents	5
3.2 Inspection of Books and Records Powers of Association	5
3.3 Register of Members	5
3.4 Inspecting the Register	5
3.5 Copy of the Register	6
3.6 When Using the Information in the Register is Prohibited	6
4.0 Membership	6
5.0 Ceasing to be a Member	7
6.0 Misconduct and Suspension or Expulsion of Members	7
7.0 Management Committee	8
7.6 Appointment of Committee Members	8
7.7 Filling Casual Vacancies	10
7.8 Committee Meetings	10
7.9 Voting at Committee Meetings	11
8.0 Providing Notices to Members	11
9.0 Minutes of Committee Members	11
10.0 Control of Funds of the Council	12
10.6 Source of Council Funds	12
11.0 Annual General Meeting and Financial Year	12
11.3 Order of Business at the Annual General Meeting	13
11.4 Quorum at General Meetings	13
11.5 Voting at General Meetings	13
11.6 Financial year of the Council	13
12.0 On Any Question Arising at a General Meeting	13
12.7 Proxies	14
13.0 Special General Meeting	15
14.0 Altering, Rescinding the Rules and Making Additional Rules of the Council	15
15.0 Executing Documents	16
16.0 Grievance Procedure	16
17.0 Appointment of Mediator	16
18.0 Mediation Process	17
19.0 Property and Assets	17
20.0 Duties of Officers	17
20.1 Chairperson	17
20.2 Secretary	18
20.3 Treasurer	18
20.4 Auditor	19
21.0 Minutes of Committee Meetings	19
22.0 Publications of Statements About Council Business	19
23.0 Bye Laws	19
24.0 Indemnity	20
25.0 Not for Profit	20

Masters Cycling Council of Western Australia Inc Constitution under the Association's Incorporation Regulations 2015

1.0 NAME

The name of the body shall be MASTERS CYCLING COUNCIL OF WESTERN AUSTRALIA INC. and hereinafter referred to as the Council.

2.0 OBJECTS and PURPOSES

- 2.0 To control, administrate and foster the advance of Masters Cycling in Western Australia.
- 2.1 To provide competitive racing for Council members of both sexes and to foster social activities.
- 2.2 To conduct the Western Australian Masters Cycling Championships.
- 2.3 To affiliate with any body as may be considered appropriate by the Council.
- 2.4 To abide by the Racing Rules and Regulations of the Australian Veteran Cycling Council Inc.
- 2.5 To issue and control Masters racing cyclists' licences in Western Australia.
- 2.6 To formulate a racing calendar for members.
- 2.7 To act as arbiter of disputes or appeals pertaining to masters cycling in Western Australia.
- 2.8 To sell, exchange, lease, mortgage hire, dispose of, turn to account or otherwise deal with, or any part of, the real personal property of the Council.
- 2.9 Subject to the Act, the Council may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

2.1 INTERPRETATION

In these Rules unless the contrary intention appears:

'Act' means the Association's Incorporation Act 2015 and includes any regulations made under the Act;

'AGM' means the annual general meeting convened under rule 11.0.

'Books of the Council' has the meaning given to it in Section 3 of the Act and includes all 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,

'Bye-laws' are additional arrangements or processes adopted by members by Ordinary Resolution of the Council to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

'Commissioner' means the person designated as the 'Commissioner' from time to time under the Act,

'Committee' means the Committee having management of the business of the Council.

‘Committee member’ means a member of the Committee elected or appointed under rule 7.6.

‘Council’ means the Association that controls the West Coast Masters Cycling Council Inc.

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

- (a) invoices, receipts, orders for 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 section 62 and 63 of the Act;

‘Financial Statements’ has the meaning given in section 62 of the Act;

‘Financial Year’ means the year ending on 30th November as specified in Rule 11.1.

‘General Meeting’ means a meeting of the Council

‘Member’ means a person (including a body corporate) who becomes a Member of the Council under these Rules;

‘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);

‘Rules’ mean these rules of the Council as amended from time to time under Rule 14.0.

‘Special Resolution’ means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

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

2.2 Notices

- a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - i) delivered by hand to the nominated address of the addressee;

- ii) sent by post to the nominated postal address of the addressee; or
 - iii) sent by email or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register referred to in Rule 20.0.

3.0 INSPECTION AND CUSTODY OF RECORDS AND DOCUMENTS

- 3.1 a) Except as otherwise provided in these Rules, the Secretary shall keep in custody or under control all books, documents and securities of the Council and such books, documents or securities may be inspected by any member on written application to the Secretary.
- b) The committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- c) The committee must on request make copies of these rules available to members free of charge.

3.2 Inspection of books and records:

Members may on request inspect free of charge:

- a) the register of members.
- b) the minutes of the general meetings.
- c) subject to subrule (d), the financial records, books, securities and any other relevant document of the Association including minutes of the Committee meeting.
- d) the Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- e) the Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- f) Subject to subrule (d) a member may make a copy of any other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record

3.3 Register of Members

- (a) The Secretary or person authorized by the Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
 - (1) the full name of each Member;
 - (ii) a contact postal, residential or email address of each Member;
 - (iii) the class of membership held by the Member;
- (c) Any change in membership of the Council must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence or at such other place as the Committee decides.

3.4 Inspecting the Register

- (a) Any Member is able to request in writing to inspect inspect the Register or other document free of charge, at such time and place as is mutually convenient to the Council and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

3.5 Copy of the Register

- a) The Committee may require a Member who requests a copy of the Register or other document to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Council.
- b) The Council may charge a reasonable fee to the Member for providing a copy of the Register or other document, the amount to be determined by the Committee from time to time.
- c) a Member who wishes to examine:
 - a. any record or document of the Council shall
 - b. contact the Secretary to make the necessary arrangements for the inspection.
- d) The inspection must be free of charge.
- e) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- f) The member may make a copy of or take an extract from a record or document referred to in subrule 3.2 but does not have a right to remove the record or document for that purpose.
- g) The member must not use or disclose information in a record or document referred to in subrule 3.2 except for a purpose —
 - i) that is directly connected with the affairs of the Council; or
 - ii) that is related to complying with a requirement of the Act.

3.6 When Using the Information in the Register is Prohibited

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

- (a) to gain information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Council or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
- (c) for any other purpose unless the purpose;
 - i) is directly connected with the affairs of the Council; or
 - ii) relates to the provision of information to the Commissioner in accordance with the requirement of the Act.

4.0 MEMBERSHIP

- 4.1 Persons shall become eligible for membership of the Council in the year of their 30th birthday.

- 4.2 Any person who supports the objects or purposes of the Council is eligible to apply to become a member, provided that their nomination is approved by a simple majority of the committee.
- 4.3 The membership of the Council consists of ordinary members, and any of the following categories of members:
 - a) Full racing membership
 - b) Membership as an Official
 - c) Honorary Membership
- 4.4 Membership commences from the time the member pays the annual fee and signs the membership form, and membership concludes at the end of the Calendar year.
- 4.5 The committee must notify the applicant for membership of the committee's decision to accept or reject the application as soon as practicable after making the decision
- 4.6 Membership fees and any other subscriptions shall be determined by the Management Committee of the Council following information regarding insurance costs and affiliation costs as advised by the Australian Veteran Cycling Council Inc.
- 4.7 The Council must have at least six Members with voting rights.

5.0 CEASING TO BE A MEMBER

- 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. for a member who is a body corporate, the body corporate is wound up;
 - c. the person resigns from the Council;
 - d. the person is expelled from the Council;
 - e. the person ceases to be a member when the annual membership expires;
- 5.2. The secretary must keep a record, for at least one year after a person ceases to be a member, of —
 - a. the date on which the person ceased to be a member; and
 - b. the reason why the person ceased to be a member.

6.0 MISCONDUCT and SUSPENSION OR EXPULSION OF MEMBERS

- 6.1 The committee may decide to suspend a member's membership or to expel a member from the Council if —
 - i) the member contravenes any of the Council's rules; or
 - ii) The Member acts detrimentally to the interests of the Council.
- 6.2 The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- 6.3 The notice given to the Member must state —
 - a) when and where the committee meeting is to be held; and
 - b) the grounds on which the proposed suspension or expulsion is based; and
 - c) the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- 6.4 At the committee meeting, the committee must —

- a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and give due consideration to any submissions so made; and
 - b) 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 Council.
- 6.5 A decision of the committee to suspend the member's membership or to expel the Member from the Council takes immediate effect.
- 6.6 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.
- 6.7. A member whose membership is suspended or who is expelled from the Council may, within 14 days after receiving notice of the Committee's decision under subrule 6.1, give written notice to the secretary requesting the appointment of a mediator under rule 17 (1.1).
- 6.8 If notice is given under Rule 16, the member who gives the notice and the committee are the parties to the mediation.
- 6.9 For transgressions that occur during Council cycling races, the procedure as laid down in the Council's Racing Rules and Regulations shall apply.

7.0 EXECUTIVE COMMITTEE

The Executive Committee of the Council which shall be responsible for the affairs of the Council shall comprise President, Vice President, Secretary, Treasurer plus a minimum of three and up to six committee members.

The quorum for meetings of the Executive Committee shall comprise at least two of the President, Vice President, Secretary and Treasurer plus at least two other Committee members.

- 7.1 No business is to be conducted at a committee meeting unless a quorum is present.
- 7.2 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
 - 7.3 in the case of a special meeting — the meeting lapses; or
 - 7.4 otherwise, the meeting is adjourned to the same time, day and place in the following week.

If —

- 7.5 (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule 21.0 and
 - (b) at least 2 committee members are present at the meeting, and those members present are taken to constitute a quorum.
 - (c) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
 - (d) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
 - (e) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
 - (f) 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 poll or secret ballot is needed to determine a particular question.

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

7.6 APPOINTMENT OF COMMITTEE MEMBERS

- a) A member becomes a committee member if the member —
 - i) is elected to the committee at a general meeting; or
 - ii) is appointed to the committee by the committee to fill a casual vacancy under rule 7.7.
- b) The procedure for nominating committee members shall be as follows:
- c) At least 28 days before an annual general meeting, the secretary must send written notice to all the members —
 - i) calling for nominations for election to the committee; and
 - ii) stating that nominations must be received by the secretary at least 14 days before the meeting.
 - iii) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.
 - iv) The written notice must include a statement by another member in support of the nomination.
 - v) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
 - vi) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 7.7 a (i) & (ii) and 7.7 (d).
- d) At the Annual General Meeting:
 - i) a separate election must be held for each position of office holder of the Council.
 - ii) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
 - iii) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
 - iv) 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 committee to decide who is to be elected to the position.
 - v) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
 - vi) A member who has nominated for the position may vote for himself or herself.
 - vii) On the Member's election, the new chairperson of the Association may take over as the chairperson of the meeting.
- e) For election of ordinary members:
 - i) At the Annual General Meeting, the Council must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.

- ii) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
 - a. must declare each of those members to be elected to the position; and
 - b. may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

If —

- f) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
- g) the number of members nominating under subrule 11.3.6 exceed the number of positions to be filled,
- h) the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- i) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.
- j) The term of office for all elected officers and other committee members shall be from the date of the Annual General Meeting to the date of the next Annual General Meeting.
- k) To ensure continuity, half the current committee members shall retire and half retain their position for the purpose of the election of members.
- l) The decision as to which committee members retire shall be determined at the final committee meeting held previous to the Annual General Meeting
- m) Any retiring member may again stand for re-election.

7.7. FILLING CASUAL VACANCIES

- a). The committee may appoint a member who is eligible to fill a position on the committee that —
 - i) has become vacant under rule 7.6 i and ii, or
 - ii) was not filled by election at the most recent annual general meeting.
- b. If the position of secretary becomes vacant, the committee must appoint a member who is eligible to fill the position within 14 days after the vacancy arises.
- c. Subject to the requirement for a quorum under rule 7.8 (e), the committee may continue to act despite any vacancy in its membership.
- d. If there are fewer committee members than required for a quorum under rule 7.8 (e), the committee may act only for the purpose of —
 - i. appointing committee members under this rule; or
 - ii. convening a general meeting.

7.8. COMMITTEE MEETINGS

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

- d) The Secretary shall inform members of the committee of the time, date and place of meetings in writing or through electronic means.
- e) The quorum for a committee meeting shall be two senior officers plus three committee members.

7.9 VOTING AT COMMITTEE MEETINGS

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

8.0 PROVIDING NOTICES TO MEMBERS

1. In this rule —
recorded means recorded in the register of members.
2. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - a. delivered by hand to the recorded address of the member; or
 - b. sent by prepaid post to the recorded postal address of the member; or
 - c. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.
 - d. All members who have been members for 28 days or more are entitled to receive notice of, and to attend any general meeting of the Council.
 - e. Notice to members shall be as stipulated in Rule 8.0 (2).

9.0 MINUTES OF COMMITTEE MEETINGS

1. The committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following —
 - a. the names of the committee members present at the meeting;
 - b. the name of any person attending the meeting;
 - c. the business considered at the meeting;
 - d. any motion on which a vote is taken at the meeting and the result of the vote.
3. The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
4. The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - a. the chairperson of the meeting; or
 - b. the chairperson of the next committee meeting.
5. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - a. the meeting to which the minutes relate was duly convened and held; and

- b. the matters recorded as having taken place at the meeting took place as recorded; and
- c. any appointment purportedly made at the meeting was validly made.

10.0 CONTROL OF FUNDS OF THE COUNCIL

- 10.1 The funds of the Council must be kept in an account in the name of the Council in a financial institution determined by the Committee.
- 10.2 The funds of the Association are to be used in the pursuance of the objects of the Council
- 10.3 No monies shall be drawn from the Council's accounts except by a cheque signed by the bank signatories authorized by the committee, or through other means approved by the committee, such as through electronic bank transfers.
- 10.4 All expenditure above the maximum amount set by the Committee from time to time must be approved and ratified at a Committee Meeting.
- 10.5 No portion of the income or property of the Council maybe paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

Rule 10.5 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 Council or for goods supplied to the ordinary and usual course of business, and which is authorized by the Council.

And:

- b) A committee member is entitled to be paid out of the funds of the Council for any out-of-pocket expenses for travel and accommodation properly incurred-
 - a. in attending a committee meeting or
 - b. in attending a general meeting; or

10.6 Source of Council Funds

- a) The funds of the Council may be derived from entrance fees and annual membership fees of the Members, donations, fund raising activities, grants, interest and any other sources approved by the Committee.
- c) The Council must as soon as practicable:
 - i. deposit all money received by the Council, to the credit of the Council's bank account, without deduction; and
 - ii. after receiving any money, issue an appropriate receipt.

11.0 ANNUAL GENERAL MEETING AND FINANCIAL YEAR

- 11.1 The Annual General Meeting of the Council shall be held during the month of February each year on a day nominated by the Committee. The Council's financial year will be the period of 12 months commencing on 1st December and ending on 30 November of each year.
 - 11.1.1 All members shall be given at least 28 days notice of the date of the Annual General Meeting.
 - 11.1.2 Notice of motions must be received by the Secretary at least 14 days previous to the proposed date of the Annual General Meeting.
 - 11.1.3 Notification of the time, date and place of the Annual General Meeting and business to be discussed shall be forwarded to all members 28 days before the day of the Annual General Meeting.

- 11.2. No business other than that set out in the notice convening the meeting shall be transacted at any Annual General Meeting. The ordinary business of the annual general meeting is as follows —
- a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - b. to receive and consider —
 - i. the committee's annual report on the Council's activities during the preceding financial year; and
 - ii. the financial statements of the Council for the preceding financial year presented under Part 5 of the Act; and
 - iii. a copy of the report of the review or auditor's report on the financial statements or financial report;
 - c. to elect the office holders of the Council and other committee members;
 - d. to appoint or remove a reviewer or auditor of the Council in accordance with the Act;
 - e. to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
 - f. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

11.3 Order of Business at the Annual General Meeting shall be:

- 11.3.1 Minutes of previous Annual General Meeting.
- 11.3.2 President's annual report.
- 11.3.3 Treasurer's annual report.
- 11.3.4 Auditor's report.
- 11.3.5 Discussion of submitted motions.
- 11.3.6 To elect a President, Vice President, Secretary, Treasurer and Committee members.
- 11.3.7 To appoint an Auditor.
- 11.3.8 Endorsement of Fees and Honoraria already set by the Committee.

11.4 Quorum at General Meetings

No fewer than **5%** of members who are eligible to attend shall be required for the Annual General Meeting.

11.5 Voting at General Meetings

Voting is restricted to members of the Council who have held membership for 28 days preceding the Annual General Meeting and each financial member including office-bearers shall have a deliberate vote excepting the meeting Chairman who shall have both a vote and a casting vote.

11.6 Financial Year of the Council

The financial year of the Council is as rule 11.1.

12.0 ON ANY QUESTION ARISING AT A GENERAL MEETING —

- 12.1 each ordinary member has one vote unless the member may also vote on behalf of a body corporate; and
- 12.2 ordinary members may vote personally or by proxy.

- 12.3 An ordinary member may appoint another member to vote by proxy on their behalf following advice in writing to the Secretary that the person is voting on his/her behalf.
- 12.4 An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- 12.5 A copy of the document by which the appointment is made must be given to the Secretary before any general meeting to which the appointment applies.
- 12.6 The appointment has effect until —
- the end of any general meeting to which the appointment applies; or
 - the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
 - 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.
 - If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
 - 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.
 - For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate, the ordinary member —
 - must have been an ordinary member at the time notice of the meeting was given as stipulated in sub-rules 8.0 2 (d). must have paid any fee or other money payable to the Association by the member.

12.7 Proxies:

- 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.
- An ordinary member may be appointed the proxy for not more than 5 other members.
- The appointment of a proxy must be in writing and signed by the member making the appointment.
- The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 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.
- If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - that clearly identifies the person appointed as the member's proxy; and
 - that has been signed by the member.
- Notice of a general meeting given to an ordinary member must —
 - 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.
- (9) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (10) 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.

13.0 SPECIAL GENERAL MEETING

- 13.1 Special General Meetings may be convened by:
 - 13.1.1 Motion of the Council's Management.
 - 13.1.2 Notified request by no less than **5%** of financial members who would be required to be at the meeting.
- 13.2 Any meeting so called shall be held within three weeks of the notice being given.
- 13.3 All members shall be notified **14 days** before any such Special General Meeting is held.
- 13.4 For a Special General Meeting to be convened a minimum of 5% of financial members of the above body shall be in attendance and voting in accordance with sub rule 11.5.
- 13.5 If the committee does not convene a special general meeting within that 21-day period, the members making the requirement (or any of them) may convene the special general meeting.
- 13.6 A special general meeting convened by members under 13.1 —
 - 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.

14.0 ALTERING, RESCINDING THE RULES AND MAKING ADDITIONAL RULES OF The COUNCIL

- 14 a) This Constitution or objects may only be altered added to or repealed at the Annual General Meeting or at a Special General Meeting of the Council provided notice of the intended alteration addition or deletion is received in writing by the Secretary at least 14 clear days prior to the date of the Annual General Meeting or Special General Meeting. Copies of all proposed changes shall be forwarded to all members at least 7 days prior to the date of the Annual General Meeting or Special General Meeting. A two-thirds majority of all eligible voting members present is required to carry any such changes. Any change to the Constitution must be preceded by the words 'By Special Resolution'.
- 14 b) An amendment to the Rules does not take effect until the required documents are lodged with the Commissioner.
- 14 c) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - i. one month after the Special Resolution is passed; or,
 - ii. a longer period as the Commissioner may allow.
- 14 d) A member of the Council will be provided with a copy of the Rules or shall be directed to the copy on the Council's web page.

15.0 EXECUTING DOCUMENTS

The Council shall execute a document if the document is signed by –

- a. two committee members; or
- b. one committee member and a person authorized by the committee.

16.0 GRIEVANCE PROCEDURE

- (1) The grievance procedure sets out to resolve disputes between:
 - (a) a member and another member; or
 - (b) a member and the Council
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties: or
 - (b) in the absence of agreement
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Council.
- (5) A member of Council can be a mediator.
- (6) The mediator cannot be a member who is party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the dispute is between one or more members and the Council; and any party to the dispute gives written notice to the secretary stating that the party does not agree to the dispute being determined by the committee; and
 - a) requests the appointment of a mediator. The committee must not determine the dispute.
- (11) if the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

17.0 APPOINTMENT OF MEDIATOR

- 1.1 The mediator must be a person chosen —
 - a. by agreement between the parties to the dispute.
- 1.2 If there is no agreement the committee must appoint the mediator.
- 1.3 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - b. a member; or

- c. a party to a dispute or
 - d. a party to a dispute where the dispute is between one or more members and the Council.
- 1.4 The person appointed as mediator by the committee may be a member or former member of the Council but must not —
- c. have a personal interest in the matter that is the subject of the mediation; or
 - d. be biased in favour of or against any party to the mediation.

18.0 MEDIATION PROCESS

- 1.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 1.2 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.
- 1.3 In conducting the mediation, the mediator must —
- 1.4 give each party to the mediation every opportunity to be heard; and
- 1.5 allow each party to the mediation to give due consideration to any written statement given by another party; and
- 1.6 ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 1.7 The mediator cannot determine the matter that is the subject of the mediation.
- 1.8 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.
- 1.9 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

19.0 PROPERTY AND ASSETS

- 19.1 The Property, assets and income of the Council shall be solely applied towards its promotion and objects and no portion shall be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.
- 19.2 Should the Council cease to function no Council member shall benefit personally from the elected Council wind-up.
- 19.3 The Council shall liquidate all assets and discharge all liabilities and any surplus remaining shall be distributed to another association of similar objects in Western Australia or to a selected charity.

20.0 DUTIES OF OFFICERS

20.1 CHAIRPERSON

- a) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- b) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- c) May preside over General Meetings.
- d) Must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct.

20.2 SECRETARY

The Secretary has the following duties —

- a. dealing with the Council's correspondence;
- b. consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- c. preparing the notices required for meetings and for the business to be conducted at meetings;
- d. unless another member is authorised by the committee to do so, maintaining on behalf of the Council the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- e. maintaining on behalf of the Council an up-to-date copy of these rules, as required under section 35(1) of the Act;
- f. unless another member is authorised by the committee to do so, maintaining on behalf of the Council a record of committee members and other persons authorised to act on behalf of the Council, as required under section 58(2) of the Act;
- g. ensuring the safe custody:
- h. of the books of the Council, other than the financial records, financial statements and financial reports, as applicable to the Council;
- i. maintaining full and accurate minutes of committee meetings and general meetings;
- j. keep and maintain in an up to date condition the rules of the Association and any bye-laws of the Council.
- k. Ensure the safe custody of the Books (with the exception of the Accounting Records) of the Council.
- l. The Books of the Council must be retained for at least 7 years.
- m. Carrying out any other duty given to the secretary under these rules or by the committee.
- n. Outgoing committee Members are responsible for transferring all relevant assets and Books of the Council to the new Committee within 14 days of ceasing to be a Committee Members.

20.3 TREASURER

The Treasurer has the following duties —

- a. ensuring that any amounts payable to the Council are collected and issuing receipts for those amounts in the Council's name;
- b. ensuring that any amounts paid to the Council are credited to the appropriate account of the Council, as directed by the committee;
- c. ensuring that any payments to be made by the Council that have been authorised by the committee or at a general meeting are made on time;
- d. ensuring that the Council complies with the relevant requirements of Part 5 of the Act;
- e. ensuring the safe custody of the Council's financial records, financial statements and financial reports, as applicable to the Council;
- f. as a tier 1 association, coordinating the preparation of the Council's financial statements before their submission to the Council's annual general meeting;

- g. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- h. carrying out any other duty given to the treasurer under these rules or by the committee.

20.4. AUDITOR

- a. The books and accounts of the Council shall be audited annually by an auditor appointed at the Annual General Meeting.
- b. The Auditor shall not be a member of the Management Committee.

21.0 MINUTES OF COMMITTEE MEETINGS

- a. The committee must ensure that minutes are taken and kept of each committee meeting.
- b. The minutes must record the following —
 - i. the names of the committee members present at the meeting;
 - ii. the name of any person attending the meeting under rule 43(5);
 - iii. the business considered at the meeting;
 - iv. any motion on which a vote is taken at the meeting and the result of the vote.
- c. The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d. The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - i. the chairperson of the meeting; or
 - ii. the chairperson of the next committee meeting.
- e) When the minutes of a committee meeting have been signed as correct, they are, until the contrary is proved, evidence that —
 - i. the meeting to which the minutes relate was duly convened and held; and
 - ii. the matters recorded as having taken place at the meeting took place as recorded; and
 - iii. any appointment purportedly made at the meeting was validly made.

22.0 PUBLICATION OF STATEMENTS ABOUT COUNCIL BUSINESS

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

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

23.0 BYE-LAWS

23.1 Members of the Council may make, amend and repeal bye-laws for the management of the Council by Ordinary Resolution at a General Meeting provided that the bye-laws are not inconsistent with the Rules or the Act.

23.2 The Bye-laws made under 23.1:

- a) Do not form part of the Rules;
- b) May make provision for:
 - (i) classes of Membership and the rights and obligations that apply to each class of Membership;
 - (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (iii) restrictions on the powers of the Committee including the power to dispose of assets;
 - iv) a requirement for members to hold a specified educational, trade or professional qualification; and
 - v) any other matter that the Council considers necessary or appropriate; and
- c) Must be available for inspection by Members.

24.0. INDEMNITY

- (1) Every Director, officer, auditor, manager, employee or agent of the "Council" shall be indemnified out of the property or assets of the "Council" against any liability incurred by him/her in his/her capacity as Director, Officer, Auditor or Agent in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- (2) The "Council" shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct.
 - a) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the "Council" and, in the case of an employee, performed or made in the course of, and within the scope of his employment by the "Council"

25.0. NOT FOR PROFIT

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