

**Constitution**  
*of*  
**The Henty Riding Club Incorporated.**

**Statement to the Commissioner:**

**A: The name of the association is The Henty Riding Club Inc (the Association) and the Association is an association incorporated pursuant to the *Associations Incorporation Act 2015 (WA)***

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

- 1) **To promote all education and development pertaining to equine welfare.**
- 2) **To provide a secure and appropriate venue for equestrian sport and recreation.**
- 3) **To promote and preserve the equestrian heritage of the South West region.**
- 4) **To promote inclusivity and access to equestrian sport and recreation for people of diverse backgrounds.**
- 5) **To support equestrian competitors of all backgrounds and capacities.**
- 6) **To build social capital through equestrian sport and recreation.**

**C: Any 10 members personally or virtually present will constitute a quorum for the conduct of business at a general meeting.**

**D: Any 5 committee members personally or virtually present will constitute a quorum for conduct of business at a committee meeting.**

**E: The Association's financial year will be a period of 12 months commencing on October 1st and ending on September 30th each year.**

**PART 1 - PRELIMINARY**

**1. Terms used**

In these rules, unless the contrary intention appears -

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

***associate member* means a member with the rights referred to in rule 8(6);**

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

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

1. a register;
2. financial records, financial statements or financial reports, however compiled, recorded or stored;

3. a document;
4. any other record of information;

**by laws** means by-laws made by the Association under rule 64;

**chairperson** means the Committee member holding office as the chairperson of the Association;

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

**committee** means the management committee of the Association;

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

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

**financial records** includes —

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

**financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

**financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**financial year**, of the Association, has the meaning given in rule 2;

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

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

**ordinary committee member** means a committee member who is not an office holder of the Association under rule 27(3);

**ordinary member** means a member with the rights referred to in rule 8(5);

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

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

**secretary** means the committee member holding office as the secretary of the Association;

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

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

**subcommittee** means a subcommittee appointed by the committee under rule 48(1)(a);

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

**tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**treasurer** means the committee member holding office as the treasurer of the Association.

## **2. Financial year**

1. The financial year of the Association shall be a calendar year from October 1st to September 30th.

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

### **3. Not for profit body**

1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
3. A payment to a member out of the funds of the Association is authorised if it is:
  - a. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - b. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - c. the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - d. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **PART 3 – MEMBERS**

### **Division 1 - Membership**

#### **4. Eligibility for Membership**

1. Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
2. An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

#### **5. Applying for Membership**

1. Any person who wants to become a member must apply in the manner prescribed in the By-laws to this Constitution.

#### **6. Becoming a Member**

1. An applicant for membership of the Association becomes a member when the applicant pays any membership fees payable to the Association under rule 11.

#### **7. Classes of Membership**

1. The Association consists of ordinary members and any associate members provided for under subrule (2).
2. The Association may have any class of associate membership approved as prescribed in the by-laws, including event membership, senior membership, honorary membership and life membership.

#### **8. When Membership Ceases**

1. A person ceases to be a member when any of the following takes place -
  - a. for a member who is an individual, the individual dies;
  - b. the person resigns from the Association under rule 9;
  - c. the person is expelled from the Association under rule 14;
  - d. the person ceases to be a member under rule 11.

#### **9. Resignation**

1. A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
2. The resignation takes effect —
  - a. when the secretary receives the notice; or
  - b. if a later time is stated in the notice, at that later time.
3. A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the *owed amount*) at the time of resignation.

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

#### **10. Rights not transferable**

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

### **Division 2 – Membership Fees**

#### **11. Membership fees**

1. The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
2. The fees determined under subrule (1) may be different for different classes of membership.
3. A member must pay the annual membership fee in the manner prescribed in the By-laws to this Constitution.
4. Pro-rata membership at the commencement of a membership is at the total discretion of the Committee.
5. If a member resigns before the end of the period of membership that has been paid for pro rata return of fees will not be entertained.

### **Division 3 – Register of members**

#### **12. Register of members**

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

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

## **PART 4 – DISCIPLINARY ACTION AND DISPUTES**

### **Division 1 – Term used**

#### **13. Term used: member**

In this Part —

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

#### **14. Suspension or expulsion**

1. The committee may decide to suspend a member's membership or to expel a member from the Association if —
  1. the member contravenes any of these rules; or
  2. the member acts detrimentally to the interests of the Association.
2. The committee may suspend a member with immediate effect if the conditions of clause 14.1 are met.
3. The secretary must give the member written notice of the proposed expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
4. The notice given to the member must state —
  - a. when and where the committee meeting is to be held; and
  - b. the grounds on which the proposed suspension or expulsion is based; and
  - c. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
5. At the committee meeting, the committee must —
  - a. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - b. give due consideration to any submissions so made; and
  - c. decide —

- i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - ii. whether or not to expel the member from the Association.
6. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
7. 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.
8. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.
9. If notice is given under subrule (8), the member who gives the notice and the committee are the parties to the mediation.

## **15. Consequences of suspension**

1. During the period a member's membership is suspended, the member —
  - a. loses any rights (including voting rights) arising as a result of membership; and
  - b. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
2. When a member's membership is suspended, the secretary must record in the register of members —
  - a. that the member's membership is suspended; and
  - b. the date on which the suspension takes effect; and
  - c. the period of the suspension.
3. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## **Division 3 – Resolving Disputes**

### **16. Terms used**

In this Division —

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

*party to a dispute* includes a person –

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

### **17. Application of Division**

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

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

## **18. Parties to attempt to resolve dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

## **19. How grievance procedure is started**

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - a. the parties to the dispute; and
  - b. the matters that are the subject of the dispute.
2. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
3. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
4. The notice given to each party to the dispute must state —
  - a. when and where the committee meeting is to be held; and
  - b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

## **20. Determination of dispute by the Committee**

1. At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - b. give due consideration to any submissions so made; and
  - c. determine the dispute.
2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

## **PART 5 – COMMITTEE**

### **Division 1 – Powers of Committee**

## **21. Committee**

1. The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.



2. Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
3. The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.

## **Division 2 – Composition of Committee and duties of members**

### **22. Committee members**

1. The committee members consist of —
  - a. the office holders of the Association; and
  - b. at least five ordinary committee members.
2. The committee must determine the maximum number of members who may be ordinary committee members.
3. The following are the office holders of the Association —
  - a. the president;
  - b. the deputy president;
  - c. the secretary;
  - d. the assistant secretary;
  - e. the treasurer.
4. A person may be a committee member if the person is —
  - a. an individual who has reached 18 years of age; and
  - b. an ordinary member.
5. A person can not hold more than one of the offices mentioned in subrule (3) at the same time.
6. A person can not be a committee member or an office holder if the person has been convicted, whether within or without the State, of an indictable offence in relation to the promotion, formation or management of a body corporate, or an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months, or an offence under Part 4 Division 3 or section 127 of the Act within 5 years of their application, or if that conviction resulted in imprisonment, 5 years from the person's release from custody.
7. A committee member or an office holder must act in good faith in the best interests of the Association.
8. A committee member or an office holder must not improperly use their position to gain a personal advantage whether financial or otherwise or to cause detriment to the Association.

### **23. President**

1. It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.

2. The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
3. The duties of the President also encompass:
  - a) representing the Association at the local, regional and state level;
  - b) being a supportive leader for all Association members;
  - c) facilitating Association activities;
  - d) ensuring the planning and budgeting for the future of the Association is carried out in accordance with the wishes of the members.

## **24. Secretary**

The Secretary has the following duties —

- a. dealing with the Association's correspondence;
- b. consulting with the President 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 Association 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 Association 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 Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- g. ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- h. maintaining full and accurate minutes of committee meetings and general meetings;
- i. the secretary may delegate duties to the assistant secretary as required;
- j. carrying out any other duty given to the secretary under these rules or by the committee.
- k. an outgoing secretary has a duty to facilitate the transfer of all necessary books and assets to the incoming secretary.

## **25. Treasurer**

The treasurer has the following duties —

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

- f. while the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- g. if the Association becomes a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- h. 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;
- i. carrying out any other duty given to the treasurer under these rules or by the committee.
- j. an outgoing treasurer has a duty to facilitate the transfer of all necessary books and assets to the incoming treasurer.

### **Division 3 – Election of committee members and tenure of office**

#### **26. How members become Committee members**

A member becomes a committee member if the member —

- a. is elected to the committee at a general meeting; or
- b. is appointed to the committee by the committee to fill a casual vacancy under rule 33.

#### **27. Nomination of Committee members**

Members may nominate to be an ordinary committee member or an office holder at the annual general meeting without notice. Members who are not present may still nominate provided they do so in writing. A member may not be nominated in their absence unless there is evidence they consent to the nomination.

#### **28. Election of office holders**

1. At the annual general meeting, a separate election must be held for each position of office holder of the Association.
2. If there is no nomination for a position, the president may call for nominations from the ordinary members at the meeting.
3. If only one member has nominated for a position, the president must declare the Member elected to the position.
4. If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
5. Each ordinary member present at the meeting may vote for one member who has nominated for the position.
6. A member who has nominated for the position may vote for themselves.
7. On the member's election, the new president of the Association may take over as the chairperson of the meeting.

#### **29. Election of ordinary committee members**

1. At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
2. If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
  - a. must declare each of those members to be elected to the position; and
  - b. may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
3. If —
  - a. the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
  - b. the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,

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

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

### **30. Term of office**

1. The term of office of a committee member begins when the member —
  - a. is elected at an annual general meeting or under subrule 29(3)(b); or
  - b. is appointed to fill a casual vacancy under rule 31.
2. Subject to rule 30, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
3. A committee member may be re-elected.

### **31. Resignation and removal from office**

1. A committee member may resign from the committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
2. The resignation takes effect —
  - a. when the notice is received by the Secretary or President; or
  - b. if a later time is stated in the notice, at the later time.
3. At a general meeting, the Association may by resolution —
  - a. remove a committee member from office; and
  - b. elect a member who is eligible under rule 27(4) to fill the vacant position.

4. A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
5. The Secretary or President may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### **32. When membership of committee ceases**

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

- a. dies or otherwise ceases to be a member; or
- b. resigns from the committee or is removed from office under rule 31; or
- c. becomes ineligible to accept an appointment or act as a committee member under s.39 of the Act;
- d. becomes permanently unable to act as a committee member because of a mental or physical disability; or
- e. fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

### **33. Filling casual vacancies**

1. The committee may appoint a member who is eligible under rule 22(4) to fill a position on the committee that —
  - a. has become vacant under rule 32; or
  - b. was not filled by election at the most recent annual general meeting or under rule 31(3)(b).
2. If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 22(4) to fill the position as soon as practicable after the vacancy arises.
3. Subject to the requirement for a quorum under rule 39, the committee may continue to act despite any vacancy in its membership.
4. If there are fewer committee members than required for a quorum under rule 39, the committee may act only for the purpose of —
  - a. appointing committee members under this rule; or
  - b. convening a general meeting.

### **34. Validity of acts**

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

## **Division 4 – Committee meetings**

### **35. Committee meetings**

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

### **36. Notice of committee meetings**

1. Notice of each committee meeting must be given to each committee member at least 72 hours before the time of the meeting.
2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

### **37. Procedure and order of business**

1. The president or, in the president's absence, the deputy-president must preside as chairperson of each committee meeting.
2. If the president and deputy president are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
3. The procedure to be followed at a committee meeting must include declaration of interests, and the balance of the procedure may be determined from time to time by the committee.
4. Declarations of interest are to be recorded in the minutes.
5. A committee member with a conflict of interest must leave the meeting while the matter is discussed and voted on.
6. The order of business at a committee meeting may be determined by the committee members at the meeting.
7. Any member who is not a committee member may attend a committee meeting.
8. Any person who is not a member may attend a meeting if invited to do so by the committee.
9. A person invited under subrule (8) to attend a committee meeting —
  1. has no right to any agenda, minutes or other document circulated at the meeting; and
  2. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  3. cannot vote on any matter that is to be decided at the meeting.

### **38. Use of technology to be present at committee meetings**

Where practicable a committee member may attend by technologically facilitated means and any vote may be taken as a vote in person.

### **39. Quorum for committee meetings**

1. Subject to rule 33(4), no business is to be conducted at a committee meeting unless a quorum is present. Any five committee members constitute a quorum.

2. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
  - a. in the case of a special meeting — the meeting lapses; or
  - b. otherwise, the meeting is adjourned to the same time, day and place in the following week.
3. If —
  - a. a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
  - b. at least 2 committee members are present at the meeting,

those members present are taken to constitute a quorum.

#### **40. 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.

#### **41. 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. Any declaration of interest;
  - b. the names of the committee members present at the meeting;
  - c. the name of any person attending the meeting under rule 37(9);
  - d. the business considered at the meeting;
  - e. any motion on which a vote is taken at the meeting and the result of the vote.
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.

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

### **42. Annual general meeting**

1. The committee must determine the date, time and place of the annual general meeting.
2. If it is proposed to hold the annual general meeting more than six months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.
3. The ordinary business of the annual general meeting is as follows —
  - a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - b. to receive and consider —
    - i. the committee's annual report on the Association's activities during the preceding financial year; and
    - ii. while the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - iii. if the Association becomes a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
    - iv. if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - c. to elect the office holders of the Association and other committee members;
  - d. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - e. to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
4. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **43. Special general meetings**

1. The committee may convene a special general meeting.
2. The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.



3. The members requiring a special general meeting to be convened must —
  - a. make the requirement by written notice given to the secretary; and
  - b. state in the notice the business to be considered at the meeting; and
  - c. each sign the notice.
4. The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
5. If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
6. A special general meeting convened by members under subrule (5) —
  - a. must be held within 3 months after the date the original requirement was made; and
  - b. may only consider the business stated in the notice by which the requirement was made.

#### **44. Notice of general meetings**

1. The secretary or, in the case of a special general meeting convened under rule 43(5), the members convening the meeting, must give to each member -
  - a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - b. at least 14 days' notice of a general meeting in any other case.
2. The notice must —
  - a. specify the date, time and place of the meeting; and
  - b. indicate the general nature of each item of business to be considered at the meeting; and
  - c. if the meeting is the annual general meeting, include the names of any members who have nominated for election to the committee under rule 27; and
  - d. if a special resolution is proposed —
    - i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - ii. state that the resolution is intended to be proposed as a special resolution; and

#### **45. Proxies**

1. Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
2. An ordinary member may be appointed the proxy for not more than 5 other members.
3. The appointment of a proxy must be in writing and signed by the member making the appointment.

4. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
5. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
6. If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - a. that clearly identifies the person appointed as the member's proxy; and
  - b. that has been signed by the member.
7. Notice of a general meeting given to an ordinary member under rule 44 must:
  - a. state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - b. include a copy of any form that the committee has approved for the appointment of a proxy.
8. A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.

#### **46. Presiding member and quorum for general meetings**

1. The President or, in the President's absence, the Deputy President should preside as chairperson of each general meeting.
2. If the President and Deputy President are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
3. No business is to be conducted at a general meeting unless a quorum is present.
4. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - a. in the case of a special general meeting — the meeting lapses; or
  - b. in the case of the annual general meeting — the meeting is adjourned to —
    - i. the same time and day in the following week; and
    - ii. the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
5. If —
  - a. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
  - b. at least 2 ordinary members are present at the meeting,

those members present are taken to constitute a quorum.

#### **47. Adjournment of general meetings**

1. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place for good reason, including;
  - a. if there is insufficient time to deal with the business at hand; or
  - b. to give the members more time to consider an item of business.
2. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
3. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 44.

#### **48. Voting at a general meeting**

1. On any question arising at a general meeting —
  - a. subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
  - b. ordinary members may vote personally or by proxy.
2. 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.
3. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
4. 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.
5. For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member —
  - a. must have been an ordinary member at the time notice of the meeting was given under rule 44; and
  - b. must have paid any fee or other money payable to the Association by the member.

#### **49. When special resolutions are required**

1. A special resolution is required if it is proposed at a general meeting —
  - a. to affiliate the Association with another body; or
  - b. to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
  - c. to alter its rules, including changing the name of the association;
  - d. to decide to apply for registration or incorporation as a prescribed body corporate;
  - e. to approve the terms of an amalgamation with one or more other incorporated associations;

- f. to be wound up voluntarily or by the Supreme Court;
  - g. to cancel its incorporation.
2. Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## **50. Determining whether resolution are carried**

1. In this rule —  
*poll* means the process of voting in relation to a matter that is conducted in writing.
2. Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- a. carried; or
  - b. carried unanimously; or
  - c. carried by a particular majority; or
  - d. lost.
3. If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
4. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
- a. the poll must be taken at the meeting in the manner determined by the chairperson;
  - b. the chairperson must declare the determination of the resolution on the basis of the poll.
5. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
6. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
7. A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## **51. Minutes of general meeting**

1. The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must record —
- a. the names of the ordinary members attending the meeting; and
  - b. any proxy forms given to the chairperson of the meeting under rule 45(8); and
  - c. the financial statements or financial report presented at the meeting, as referred to in rule 42(b)(ii) or (iii); and

- d. any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 42(3)(b)(iv).
4. The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
5. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - a. the chairperson of the meeting; or
  - b. the chairperson of the next general meeting.
6. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - a. the meeting to which the minutes relate was duly convened and held; and
  - b. the matters recorded as having taken place at the meeting took place as recorded; and
  - c. any election or appointment purportedly made at the meeting was validly made.

## **PART 7 – FINANCIAL MATTERS**

### **52. Source of funds**

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

### **53. Control of funds**

1. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
2. The Association account must have at least three signatories comprising the treasurer, and either two office bearers or one office bearer and an ordinary committee member.
3. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
4. The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
  - a. two committee members; or
  - b. one committee member and a person authorised by the committee.
6. All funds of the Association must be deposited into the Association's account as soon as practicable after their receipt.

## **54. Financial statements and financial report**

1. For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
2. Without limiting subrule (1), those requirements include —
  - a. while the Association is a tier 1 association, the preparation of the financial statements; and
  - b. if the Association becomes a tier 2 association or tier 3 association, the preparation of the financial report; and
  - c. if required, the review or auditing of the financial statements or financial report, as applicable; and
  - d. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - e. if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

## **PART 8 – GENERAL MATTERS**

### **55. By-Laws**

1. The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
2. By-laws may —
  - a. provide for the rights and obligations that apply to any classes of membership approved under rule 7 and
  - b. impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
  - c. impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
  - d. provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
3. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
4. Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
5. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

## **56. Executing documents and common seal**

1. The Association may execute a document without using a common seal if the document is signed by —
  - a. 2 committee members; or
  - b. one committee member and a person authorised by the committee.
2. If the Association has a common seal —
  - a. the name of the Association must appear in legible characters on the common seal; and
  - b. a document may only be sealed with the common seal by the authority of the committee and in the presence of —
    - i. 2 committee members; or
    - ii. one committee member and a person authorised by the committee, and each of them is to sign the document to attest that the document was sealed in their presence.
3. The secretary must make a written record of each use of the common seal.
4. The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

## **57. Giving 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 electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## **58. Custody of books and securities**

1. Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
2. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
3. Subrules (1) and (2) have effect except as otherwise decided by the committee.
4. The books of the Association must be retained for at least 7 years.

## **59. Record of office holders**

1. The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.
2. The information in subrule (1) may not be disclosed except for authorised purposes.

## **60. Inspection of records and documents**

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

must contact the Secretary to make the necessary arrangements for the inspection.

2. The inspection must be free of charge.
3. 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.
4. The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
5. The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
  - a. that is directly connected with the affairs of the Association; and
  - b. supports the purposes of the Association; or
  - c. that is related to complying with a requirement of the Act.

## **61. Publication by committee members of statements about Association business prohibited**

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.

## **62. Distribution of surplus property on cancellation of incorporation or winding up**

1. In this rule -  
*surplus property*, in relation to the Association, means property remaining after satisfaction of —



- a. the debts and liabilities of the Association; and
  - b. the costs, charges and expenses of winding up or cancelling the incorporation of the Association  
but does not include books relating to the management of the Association.
2. On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

### **63. Alteration of rules**

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