

*THE WEST AUSTRALIAN SOCIETY OF ARTS (INCORPORATED) known as
WASA- CONSTITUTION(RULES)*

Guidance Note – Information provided to the Commissioner under section 29(5) – This information is part of the rules of your association and must be attached to the copy of the rules provided to members.

The information provided to the Commissioner should be inserted here:

- A. The name of the Association is: The West Australian Society of Arts (Incorporated)
- B. The objects of the Association are: With the motto “Encourage, Educate Exhibit” the aim of the society is to advance the intellectual pursuit of visual and creative arts through regular meetings at which members art will be displayed, judged and awarded and to exhibit art in the community and to pursue all other activities and initiatives consistent with the objects of the society for future growth and sustainability.
- C. Any 10% of members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- D. Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.
- E. The association’s financial year will be the period of 12 months commencing on 1st July and ending of 30st June of each year.

THE WEST AUSTRALIAN SOCIETY OF ARTS (INCORPORATED)
CONSTITUTION (RULES)

ARRANGEMENT

	Page
PART 1 – PRELIMINARY	
1. Terms Used	1
PART 2 – ASSOCIATION TO BE NOT FOR PROFIT BODY	
2. Not-for-Profit Body	6
PART 3 – MEMBERSHIP	
3. Eligibility for membership	7
4. Applying for membership	7
5. Dealing with membership applications	7
6. Becoming a member	8
7. Classes of membership	8
8. When Membership ceases	8
9. Resignation	9
10. Rights not transferrable	9
11. Membership fees	9
12. Register of members	10
PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION	
13. Terms Used	10
14. Suspension or expulsion	10
15. Consequence of suspension	11
16. Resolving Disputes	12
17. Terms Used	12
18. Application	12
19. Parties to attempt to resolve dispute	12
20. How grievance procedure is started	12
21. Determination of dispute by committee	13
22. Appointment of mediator	13
23. Mediation process	14
24. If mediation results in decision to suspend or expel being revoked	14
PART 5 – COMMITTEE	
25. Powers of Committee	14
26. Committee members	15
27. Chairperson (President)	15
28. Secretary	16
29. Treasurer	16
30. How members become committee members	17
31. Nomination of committee members	17
32. Election of office holders	17

33. Election of ordinary committee members	18
34. Term of office	18
35. Resignation and removal from office	18
36. When membership of committee ceases	19
37. Filling casual vacancies	19
38. Validity of acts	20
39. Payments to committee members	20
40. Committee meetings	20
41. Notice of committee meetings	20
42. Procedure and order of business	21
43. Code of conduct	21
44. Use of technology to be present at committee meetings	23
45. Quorum for committee meetings	23
46. Voting at committee meetings	23
47. Minutes of committee meetings	24
48. Sub-committees and subsidiary offices	24
49. Delegation to subcommittees and holders of subsidiary offices	24

PART 6 – GENERAL MEETINGS OF ASSOCIATION

50. Annual general meeting	25
51. Special general meetings	26
52. Notice of general meetings	26
53. Proxies	27
54. Use of technology to be present at general meetings	27
55. Presiding member and quorum for general meetings	28
56. Adjournment of general meetings	28
57. Voting	28
58. When special resolutions are required	29
59. Determining whether resolution carried	29
60. Minutes of general meeting	30

PART 7 – FINANCIAL MATTERS

61. Source of funds	30
62. Control of funds	31
63. Financial statements and financial reports	31

PART 8 – GENERAL MATTERS

64. By-laws	31
65. Executing documents and common seal	32
66. Giving notice to members	32
67. Custody of books and securities	33
68. Record of office holders	33
69. Inspection of records and documents	33
70. Publication by committee members of statements about Association business prohibited	34
71. Distribution of surplus property on cancellation of Incorporation or winding up	34
72. Alteration of rules	34
73. Appointment of Patron(s)	34

THE WEST AUSTRALIAN SOCIETY OF ARTS (INCORPORATED) CONSTITUTION (RULES)
PART 1 — PRELIMINARY

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; - In these Rules the West Australian Society of Arts (Incorporated) is abbreviated to WASA.

books, of the Association, includes the following —

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

by laws means by-laws made by the Association under rule 66;

chairperson means the Committee member holding office as the chairperson (also called the President see below) 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;

common seal is the official stamp or 'signature' of the association

constitution and rules the terms “constitution” and “rules” have the same meaning throughout this document

financial records include —

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

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

financial statements mean the financial statements including online 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;

honorary member means any member of the community who, through their service to the Association, deserves to be given this title in accordance with Rule 8(3) (a).

life member means an ordinary member who through their service to the Association over a long period has been offered and accepted this special level of membership in accordance with Rule 8(2).

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

members monthly general meeting means a regular meeting which provides an opportunity for members and their friends to gather together socially, to listen to an update on the Associations activities from the Chairperson, to offer suggestions to the committee, to attend to the general business of the Association such as exhibition rosters, membership applications, payment of fees etc and to enjoy watching an art demonstration by a guest presenter.

minute book means any form of suitable electronic or physical means of archiving recording and storing important records including the use of third-party software system on line in accordance with the Act.

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);

patron means someone other than any type of Association member who agrees to lend their name to be used by the Association as a way of supporting the ideals, aims, prestige and credibility of the Association and is appointed under Rule 75

patron's agreement letter means a letter written from the Association to a patron setting out the agreed duties and expectations of the patron regarding the patron's relationship with the Association under Rule 75

president means the Committee member holding office as the chairperson of the Association in Rule 27 (3) (a);

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

rules mean 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;

signature means any physical or electronic signature approved by audit;

special general meeting means a general meeting of the Association other than the annual general meeting or members monthly 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 50(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.

vice president means the Committee member holding office as the deputy chairperson of the Association in Rule 27(3)(b).

visual creative arts mean those visual creative art works which are to be appreciated primarily or solely for their imaginative, aesthetic or intellectual content. These may include painting, drawing, sculpture, pottery, print-making, conceptual art, digital imaging and any other media approved by the Association.

WASA means The West Australian Society of Art (Incorporated)

Financial year

The Financial year for the Association shall be from 1st July to the 30th June each year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

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 sub rule (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 if approved 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

Eligibility for membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member, particularly, if they have an association with the Arts community.
- (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.

Applying for membership

- (1) A person who wants to become a member must apply in writing to the Association. Application may be downloaded from the web site and submitted electronically after completion.
- (2) The application must be signed by the applicant.
- (3) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

Dealing with membership applications

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to sub rule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The committee may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.

- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

Becoming a member

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

- (a) the committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 12.

Classes of membership

- (1) The Association consists of ordinary members, life members and associate (includes emerging or youth aged 16-18 years) or honorary members and those with special needs as provided for under sub rule (3).
- (2) The Association will have Life Members. Life membership may be offered to current members of the Association after nomination to, and agreement by, the Committee for:
 - a. serving 15 years as an ordinary member of the Association, and/or
 - b. serving as a committee member for 10 years, and/or
 - c. reward for effort and outstanding service to the Association over a long period.
 - d. Life members are permitted free membership with no Annual fee and all other fees/stipends will be determined by the Committee.
 - e. Life membership is subject to ratification by a quorum at a Special General Meeting or an Annual General Meeting.
 - f. The Association may have associate or honorary members. Honorary membership may be offered to non-members of the Association from within the Community whose service to the Association deserves reward and honouring. This class of membership may be offered after nomination to, and agreement by, the Committee. No fees, voting rights or other rights are attached to honorary membership. Honorary membership is subject to ratification by a quorum at a Special General Meeting or an Annual General Meeting
- (3) A person can only be an ordinary member, a life member or belong to one class of associate membership
- (4) An ordinary member and a life member have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (5) Associate members have the rights as listed in sub rule (3) but no voting rights
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

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 10;
 - (c) the person is expelled from the Association under rule 15;
 - (d) the person ceases to be a member under rule 12(4).

- (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.

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.

Rights not transferable

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

Division 2 — Membership fees

Membership fees

- (1) The committee will determine the membership fees.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the Anniversary Date of their payment each year.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired
 - (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

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, then
 - (c) the member making the written request under sub-rule 13 (5) (b) is 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. The statutory declaration is to be in the format of the Sample Form "Statutory Declaration" in the INC: A Guide for Incorporated Associations in Western Australia as amended.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

Term used: member

In this Part —

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

Division 2 — Disciplinary action

Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or

- (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
- (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must —
- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under sub rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under sub rule (7), the member who gives the notice and the committee are the parties to the mediation.

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

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.

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.

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.

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.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 23,

the committee must not determine the dispute.

Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii); or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.

- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

Mediation process

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

If mediation results in decision to suspend or expel being revoked

- If —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

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

Division 2 — Composition of Committee and duties of members

Committee members

- (1) The committee members consist of —
 - (a) the office holders of the Association; and
 - (b) at least one ordinary committee member.
- (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 chairperson (president);
 - (b) two deputy chairpersons (or two vice presidents);
 - (c) the secretary;
 - (d) 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 or a life member.
- (5) A person may hold a designated position on the committee and also act in a secondary capacity for a limited period of time but must not hold 2 or more of the offices mentioned in sub rule (3) at the same time for more than 12 months.
- (6) Sub-Committees or Project Teams may be required to conduct specific project tasks and roles from time to time. In this event, such teams or sub-committee must be led by a full committee member who must advise the full committee of the project activities and progress.

Chairperson (President)

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

Deputy Chairpersons (Vice Presidents)

- (1) It is the duty of one of the deputy chairpersons (vice presidents) to take the chair should the president be absent or unable to chair a committee or general meeting.
- (2) It is the duty of the deputy chairperson (vice president) when deputising for the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting

- (3) When chairing a meeting the chairperson (vice president) has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules

Secretary

The Secretary has the following duties —

- (a) dealing with the Association'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 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) carrying out any other duty given to the secretary under these rules or by the committee.

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 which includes all online banking processes;
- (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 and can be made online;
- (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 including all online or 'soft copies' of documents;
- (f) if 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 is 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 including ATO matters such as GST and BAS given to the treasurer under these rules or by the committee such as proper custody of all financial

records and due diligence associated with maintaining all records in accordance with the Act.

Division 3 — Election of committee members and tenure of office

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 39.

Nomination of committee members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub rule (2).
- (2) 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 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (5) 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 34(2) or 35(2)(b).

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. No office holder can hold more than 2 office roles for more than 12 consecutive months in any one Financial year.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary and life members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary and life 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 and life 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 himself or herself.
- (7) On the member's election, the new chairperson or president of the Association may take over as the chairperson or president of the meeting.

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 and life 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 sub rule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary and life 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.

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 sub rule 37(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 39.
- (2) Subject to rule 38, 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.
- (4) No office holder can hold more than 2 office roles for more than 12 consecutive months in any one financial year.

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 chairperson.

- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; 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 sub rule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson 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.

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 37; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, or 25% of all scheduled meetings in any financial year of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 27(4) to fill a position on the committee that —
 - (a) has become vacant under rule 38; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 37(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 47, 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 47, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

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.

Payments to committee members

- (1) In this rule —
 - committee member** includes a member of a subcommittee;
 - committee meeting** includes a meeting of a subcommittee.
- (2) Subject to the approval of the committee, and as an exception only, a committee member may be entitled to be paid out of the funds of the Association 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
 - (c) otherwise in connection with the Association's business.
- (2) The applicable levels of payment if approved are as follows:
 - (a) Routine – paid and approved by the committee prior to the expense being incurred for operational expenses up to the value of \$500.
 - (b) Special – paid and reported to the committee (examples; Exhibition expenses, Lease payments or equipment purchases) up to the value of \$5000.
 - (c) Extraordinary – pre-approved by special committee meeting (examples; concept and lease for WASA Hub building) values over \$5000.

Division 4 — Committee meetings

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. The main focus of the committee is to be the overall arrangements for smooth running and due diligence of the Association and the planned competitions, demonstrations, events, exhibitions and workshops.
- (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 chairperson or any 2 committee members.

Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

Procedure and order of business

- (1) The chairperson or president, or in their absence, the deputy chairperson or vice president must preside as chairperson or president of each committee meeting.
- (2) If the chairperson or president and deputy chairperson or vice president are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under sub rule (5) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

Code of Conduct

- (1) Confidentiality
 - (a) What is discussed in a committee meeting of the Association between committee members is confidential unless minuted. Matters discussed at committee meetings are to be shared with other WASA members only through a decision of the committee to do so,
 - (b) Decisions may be shared either by meeting minutes, letter or email from the secretary and/or president, a report by the president at a general meeting or, by agreement, the matter may be shared in a newsletter,
 - (c) Matters applicable to a sub-committee or particular individuals may be shared and discussed directly with them,
 - (d) Sub-committee coordinators may share decisions of their particular sub-committee with those involved in their area of responsibility but must also report their consultations and decisions to the main committee, and

- (e) Individuals violating the confidentiality principles and thus causing damage to the committee and/or Association reputation or ability to function may be suspended or expelled under Rule 15.

(2) Respect

- (a) During a committee meeting all committee members have the right to comment on any matters effecting the management or running of the association, and
- (b) Committee members should respect and take note of each person's considered opinion in a discussion.

(3) Decision Making

- (a) Once consultation on a matter has occurred, a committee decision made and a vote taken, all committee members must support the majority decision whether or not they were in favour of it,
- (b) This maintains the unity of the committee and the association – otherwise it may split into factions with no actions taken because of dissent within the committee and the association, and
- (c) If an incorrect decision has been made it will quickly become clear and the matter re-addressed by the committee.

(4) Responsibilities

- (a) The purpose of being a committee member of the association is to become a working member of the management group to enhance the associations business, reputation and standing in the community and to take actions on behalf of the association members as a whole,
- (b) Each committee member will be allocated a portfolio of duties commensurate with their personal individual abilities and background.
- (c) Any portfolios not allocated to a committee member may be allocated to non-committee members of the association commensurate with their personal individual abilities and background.
- (d) All committee members are volunteers but all have a responsibility in accordance with this constitution to assist with the business and running of the association to the best of their abilities. All will have times when work, family or health issues may temporarily hamper their ability to do their tasks,
- (e) If a committee member finds they are quite unable to carry out their area of responsibility for whatever reason they should offer to resign from the committee,
- (f) If they do not do so they may be removed from the committee at a general meeting so that the business and running of the association does not suffer adversely (Rules 36 & 37),
- (g) A replacement committee member may then be appointed or elected to the vacant position in accordance with the constitution (Rules 36 & 38).

Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication (e.g., 'Zoom' 'Skype' or other similar agreed online video conference tool).
- (2) A member who participates in a committee meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (3) When an agreed online video conference tool is used for business, the use of remote recording or filming such proceedings is not permitted unless the committee approves such use for record purposes

Quorum for committee meetings

- (1) Subject to rule 39(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (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 sub rule (2)(b); and
 - (b) at least 4 committee members are present at the meeting,those members present are taken to constitute a quorum.

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.

Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 44(5);
 - (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 drafted, approved and then entered in the Association's minute book (see definition) within 30 days after the meeting is held.
- (4) The chairperson or secretary must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chairperson and secretary of the meeting; or
 - (b) the chairperson and secretary 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.

Division 5 — Subcommittees and subsidiary offices

Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

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

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

PART 6 — GENERAL MEETINGS OF ASSOCIATION

Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting to be no longer than 60 days from the end of June.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) if 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 is 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.

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 sub rule (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 sub rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 53(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 the members who have nominated for election to the committee under rule 33(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 55(7).

Proxies

- (1) At the discretion of the committee, subject to sub rule (2), an ordinary member may appoint an individual who is an ordinary or a life member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary or a life member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing using the format of the Sample Form "Appointment of a Proxy" in the INC: A Guide for Incorporated Associations in Western Australia as amended 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 54 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication such as 'Zoom' 'Skype' or similar online media conference software.
- (2) A member who participates in a general meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

Presiding member and quorum for general meetings

- (1) The chairperson or president, or in the chairperson's president's absence, the deputy chairperson or vice president must preside as chairperson of each general meeting.
- (2) If the chairperson or president and deputy chairperson or vice president are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) 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 sub rule (4)(b); and
 - (b) at least 10% of ordinary members are present at the meeting,those members present are taken to constitute a quorum.

Adjournment of general meeting

- (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.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 54.

Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to sub rule (3), each ordinary and life member has one vote; and

- (b) ordinary and life 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 and life 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 and life 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 or life member, the ordinary or life member —
 - (a) must have been an ordinary or life member at the time notice of the meeting was given under rule 54; and
 - (b) must have paid any fee or other money payable to the Association by the member.

When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub rule (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 sub rule (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 sub rule (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.

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 55(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 52(3)(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 52(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 or president must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson or president of the meeting; or
 - (b) the chairperson or president 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

Source of funds

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

Control of funds

- (1) The Association must open and maintain bank accounts 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. These may be conducted online.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) 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.
- (4) All cheques, bank drafts, bills of exchange, promissory notes and other negotiable financial instruments of the Association must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

Financial statements and financial reports

- (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 sub rule (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is 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

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 associate membership approved under rule 8(3); 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 sub rule (3), a by-law made for the purposes of sub rule (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.

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.

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 facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

Custody of books and securities

- (1) Subject to sub rule (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) Sub rules (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.

Record of office holders

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.

Inspection of records and documents

- (1) Sub rule (2) applies to 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.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) 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.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member making a request for inspection under sub rule 71(2) must make it in writing and is 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. The statutory declaration is to be in the format of the Sample Form "Statutory Declaration" in the INC: A Guide for Incorporated Associations in Western Australia as amended
- (7) The member must not use or disclose information in a record or document referred to in sub rule (1)(c) except for a purpose —

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

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.

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.

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.

Appointment of a Patron/s

The Committee may appoint a patron/s for the Association who will provide those value-added attributes listed in the patron's definition. The appointment can be for a specific period or open ended depending on the needs of the Association and the value of the patron's name to the Association. The arrangement will be formalised in writing using an appropriate patron's agreement letter listing the expectations of the Association and the patron. The patrons' duties may include any or all of the following after prior agreement between the Association and the patron;

- a) allow the Association to use the patrons name and photo in association with the Associations publicity, on any letterhead and for any day-to-day business
- b) open any AGM, Exhibition or other event
- c) use of the patron's name when fundraising, or
- d) any other situation agreed between the Association and the patron.