

**CONSTITUTION OF
THE WESTERLY FAMILY
CENTRE
Incorporated**

ABN 54646157749

An association incorporated pursuant to the Associations
Incorporation Act 2015 (WA)

1. Name

The name of the association is Westerly Family Centre Incorporated.

2. Type of entity

The association is a not-for-profit association incorporated under the *Associations Incorporation Act 2015 (WA)*.

3. Definitions

In this Constitution, unless the contrary intention appears, words and phrases have the following meaning:

- (a) **ACNC** means the Australian Charities and Not-for-profits Commission.
- (b) **Annual General Meeting** means a general meeting of members called under Clause 13.
- (c) **Association** means Westerly Family Centre Incorporated.
- (d) **The Associations Act** means the *Associations Incorporation Act 2015 (WA)*. Reference to the Associations Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).
- (e) **Association's books** means the association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Act, however compiled, stored or recorded.
- (f) **Committee** means the group of people, called committee members, who are responsible for the management of the affairs of the association.
- (g) **Committee meeting** means a meeting of the committee members.
- (h) **By-laws** mean any additional arrangements or processes adopted by members by ordinary resolution to supplement this constitution.
- (i) **Chairperson** means the person elected by the committee to hold this office.
- (j) **Clause** means a clause of this constitution.
- (k) **Commissioner** means the person designated as the Commissioner from time to time under the Associations Act, currently the Executive Officer of the Western Australian Department of Mines, Industry Regulation and Safety.
- (l) **Constitution** means this document as amended from time to time.
- (m) **Department** means the Western Australian government department principally assisting with the administration of the Associations Act, currently the Western Australian Department of Mines, Industry Regulation and Safety.
- (n) **Executive Committee** means the Chairperson, Deputy Chairperson, Secretary, and Treasurer, also known as the Officeholders.
- (o) **Financial records** means:
 - (i) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers,
 - (ii) Documents of prime entry such as sales day books, purchase day books, sales returns day books, purchases, returns, day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals, and
 - (iii) 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.
- (p) **Financial report** comprises financial statements, notes, and declarations for the financial year, prepared in compliance with the appropriate tier.
- (q) **Financial statements** means:

- (i) If the association uses the cash basis of accounting:
 - (A) A statement of receipts and payments for the financial year,
 - (B) A reconciled statement of bank account balances as at the end of the financial year, and
 - (C) A statement of assets and liabilities as at the end of the financial year.
- (ii) If the association uses the accrual basis of accounting:
 - (A) A statement of income and expenditure for the financial year, and
 - (B) A balance sheet.
- (r) **Financial year** means:
 - (i) In relation to the association's first financial year, the period ending twelve (12) months from the date of incorporation of the association, and
 - (ii) After the association's first financial year, a period of twelve (12) months commencing on 1 July and ending on 30 June each year.
- (s) **General meeting** means a meeting of the members of the association to which all members (including associate members, if any) are invited to attend, and is either:
 - (i) an annual general meeting, or
 - (ii) a special general meeting.
- (t) **Meeting Chair** means the person selected by members to Chair a particular meeting.
- (u) **Minutes** means a permanent and detailed record of the deliberations of, and resolutions adopted at, general meetings and committee meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.
- (v) **Ordinary resolution** means a resolution at a meeting that:
 - (i) Is not a special resolution, and
 - (ii) Is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting.
- (w) **Quorum** means the number of persons required to be present in order to conduct a meeting.
- (x) **Special resolution** means a resolution proposed at a meeting and passed by the votes of not less than seventy-five (75) % of the persons who are entitled to cast a vote at that meeting.
- (y) **Surplus property** means the property remaining when the Association is wound up or cancelled after satisfying:
 - (i) The debts and liabilities of the Association, and
 - (ii) The costs, charges and expenses of winding up the Association, but does not include books relating to the management of the Association.
- (z) **Tier 1 association** means an association that, in a financial year:
 - (i) Has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act, or
 - (ii) Has been declared by the Commissioner to be a Tier 1 association.
 Tier 1 associations can elect to prepare basic financial statements with no independent review or audit.
- (aa) **User Group** means at least two persons who meet in the Association on a regular basis with a common purpose.

3.1. Relationship between constitution and Associations Act

The Associations Act overrides any provision in this constitution that is inconsistent with the Associations Act.

3.2. Interpretation

In this constitution:

- (a) All words imparting any gender shall mean all genders,
- (b) All singular words shall also mean and include the plural, and

4. Purpose and Objects

The Association's charitable purpose is to connect with and strengthen the local community by providing a clean, safe facility to operate a wide range of diverse programs to help achieve positive life outcomes. The Association has the following objects:

- a) To provide a safe meeting place for people in the Cooloongup/Rockingham area
- b) To promote community involvement
- c) To maintain a resource and information centre relevant to the needs of the community
- d) Reduce social isolation
- e) Identify needs of the community and act on those needs
- f) Remain efficient and maintain an effective provision of services

5. Powers

Subject to the Associations Act, the Association may do all things necessary to lawfully pursue its objects and charitable purposes; including to raise, aid or contribute in the raising of funds for the use and benefit of the Association for any purpose considered advantageous to these objects.

6. Not-for-profit

6.1. Property and income

The property and income of the Association shall be applied solely to promoting its object and purposes 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 promoting such object and purposes.

6.2. Permitted payments

Provided it is done in good faith, Clause 6.1 does not prevent the Association from:

- (a) Paying a member for goods or services they have provided, or expenses they have properly incurred at fair and reasonable rates, or
- (b) Making payment to a member in carrying out the Association's objects and charitable purposes.

7. Number, qualifications and liability of members

7.1. Number

The Association shall have a minimum of six (6) members with full voting rights.

7.2. Eligibility

7.2.1 The following are eligible to apply for membership:

- (a) A person who participates in any program at the Association, or
- (b) A parent or guardian of a child attending any program at the Association or whose child is enrolled to attend at the Association, or
- (c) Any other person, family unit, organisation or corporation who is interested in the well-being of families.

7.2.2 An employee of the Association may not become or hold membership of the Association.

7.3. Liability and Commitment of Membership

- (a) Members are to pay any membership fees set by the Association.
- (b) All members are bound by the Constitution of the Association.

8. Becoming a member

8.1. Application

- (a) Eligible persons or organisations who wish to become a member (**applicant**) shall make a written membership application to the Association by completing a membership application form.
- (b) An applicant becomes a member if:
 - (i) They complete and forward a membership application form to the Secretary,
 - (ii) The committee approves their membership application, and
 - (iii) They pay any membership fees due under Clause 10.

8.2. Consideration of membership application

- (a) The committee shall consider and decide whether to approve or reject a membership application.
- (b) The committee may refuse to accept a membership application even if the applicant has applied in writing and meets all membership eligibility under Clause 7.2.
- (c) As soon as is practicable after a decision is made the committee shall give written notification to the applicant of the outcome of the membership application.
- (d) The committee is not obliged to provide reasons to the applicant or to any other person for its decision to accept or reject a membership application.
- (e) The committee may refer an application for membership to a General Meeting for determination. The decision of the General Meeting is final.

8.3. Member Organisations

A member organisation shall appoint from its members a representative who may speak and vote on its behalf – any such representative shall be notified to the Association in writing.

9. Members' register

9.1. Content of members' register

- (a) The Association shall maintain and keep updated a members' register which shall contain:
 - (i) The full names of each member,
 - (ii) The postal, residential or email addresses of each member, and
 - (iii) The date upon which a person became a member.
- (b) Within twenty-eight (28) days after a change in membership the Secretary shall ensure that a membership change is recorded in the members' register.
- (c) The Secretary shall ensure that the members' register is kept and maintained at such place as the committee decides.

9.2. Inspection and copying of members' register

- (a) A member shall be entitled to inspect the members' register free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) A member shall contact the Secretary to request to inspect the members' register.
- (c) A member may make a copy of details from the members' register but has no right to remove the members' register.
- (d) A member may make a request in writing to the Secretary for a copy of the members' register for which the Association may charge a reasonable fee, which is to be determined by the committee from time to time.
- (e) The committee may require a member who requests a copy of the members' register under Clause 9.2(d) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

9.3. Prohibited use of information on members' register

A member shall not use or disclose the information on the members' register:

- (a) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- (b) To contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (c) For any other purpose unless the use of the information:
 - (i) Is approved by the committee, and
 - For a purpose directly connected:
 - (A) To the Association's affairs, or
 - (B) To the provision of information to the Commissioner under the Associations Act.

10. Membership fees

10.1. Annual membership fee

- (a) The committee may from time to time determine the annual membership fee to be paid by each member.
- (b) Each member shall pay the annual membership fee to the Association as and when decided by the committee.
- (c) If a member fails to pay the annual membership fee to the Association within two (2) months of expiry they shall cease to be a member.

11. Termination of membership

11.1. Circumstances when membership terminates

- (a) A member's membership terminates if the member:
 - (i) Ceases to be a member under Clause 10.1(c),
 - (ii) Fails to pay any attendance or hiring fees due with respect to the attendance or any groups, or children at the Association within two (2) months of the demand having been made by the Association for the outstanding fees,
 - (iii) Resigns as a member under Clause 11.2,
 - (iv) Is suspended as a member under Clause 11.3 or
 - (v) Dies.
- (b) The Association shall keep a record of:
 - (i) The date on which the member's membership was terminated and
 - (ii) The reason the member's membership was terminated within twenty-eight (28) days after the change occurs and retain this information for a period of one year after a person's membership terminates.

11.2. Resignation of member

- (a) A member who has paid all membership fees may resign as a member by giving written notice, delivered to the premises of the Association.
- (b) The member's resignation is effective as at:
 - (i) The time of receipt by the Secretary of the person's written notice of resignation, or
 - (ii) If a later time is stated in the notice, at that later time.

11.3. Suspension of member

- (a) Any member who fails to observe the constitution and by-laws of the Association, or whose conduct in the opinion of the Committee is prejudicial to the interest of the Association, may be suspended from the Association by a majority of at least two-thirds of the Committee, as shall be present and shall vote at a meeting of the Committee called for the purpose and for which fourteen (14) days' notice shall have been given to all members of the Committee and to the member it is proposed to suspend.

- (b) The member who it is proposed to suspend may attend such meeting for the purpose of being heard and offering an explanation for their conduct if they so desire.
- (c) Within fourteen (14) days of the Committee's decision, an appeal against any suspension shall go to a special general meeting, which shall be called by the committee at the request in writing by the member who has been suspended.

12. General meetings

General meetings shall be held not less than twice in each calendar year, and not less than three (3) months apart.

13. Annual general meeting and special general meeting

13.1. Purpose of annual general meeting

An annual general meeting is:

- (a) A general meeting of all the members that is to be held once during each calendar year, and within six (6) months after the end of the financial year.
- (b) Called to conduct the following business:
 - (i) Confirmation of the minutes of the previous annual general meeting,
 - (ii) Confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed),
 - (iii) Receive the Chairperson's report for the previous financial year,
 - (iv) Elect or re-elect committee members,
 - (v) Receive the Treasurer's report for the previous financial year and the financial budget for the next or current financial year,
 - (vi) Receive
 - (A) The review report on the financial statements for the previous financial year (if any), or
 - (B) The auditor's report on the financial statements for the previous financial year (if any) and
 - (vii) Conduct any other business placed on the agenda prior to the commencement of the meeting.

13.2. Date, time and place of annual general meeting

An annual general meeting shall be held on a date, and at a time and place, decided by the committee.

13.3. Financial statements and reports

- (a) As a tier 1 Association and where:
 - (i) A majority (more than 50%) of members present at a general meeting pass a resolution to this effect, or
 - (ii) The Commissioner directs the Association to do so,The Association shall ensure that its financial statements for the relevant financial year are either reviewed or audited, and a copy of the review report or auditor's report is submitted to the annual general meeting.
- (d) If required by regulation and/or the ACNC, the Association will lodge the annual return (and any other required information statement) with the Commissioner and the ACNC.
- (e) The auditor is entitled to attend any annual general meeting or special general meeting and to be heard by the members on any part of the business of the annual general meeting or special general meeting that concerns the auditor in the capacity of auditor.
- (f) The Association shall give the auditor any communications relating to the annual general meeting or special general meeting that a member is entitled to receive.

13.4. Annual general meeting

- (a) The Association shall hold an annual general meeting each calendar year:
 - (i) Within six (6) months after the end of the financial year, or
 - (ii) Within a longer period if the Commissioner so allows.
- (b) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Association and shall comply with Clause 13.1.

13.5. Special general meeting

A special general meeting:

- (a) Shall have a specific purpose,
- (b) Is often called to deal with business that cannot wait until the annual general meeting, and
- (c) May consider a range of matters, including matters that shall be decided by a special resolution.

13.6. Calling annual general meeting or special general meeting

- (a) An annual general meeting or a special general meeting may be called by:
 - (i) Three (3) committee members, at any time, or
 - (ii) Fifty (50%) of members entitled to vote at an annual general meeting or special general meeting.
- (b) Members may call an annual general meeting or special general meeting under Clause 13.6(a)(ii) by forwarding a notice in writing, signed by the members and specifying the business to be carried out at that meeting, to the Secretary or, in the absence of the Secretary, to the Chairperson.
- (c) In the event that members request an annual general meeting or special general meeting to be held under Clause 13.6(a)(ii) the committee shall:
 - (i) Within twenty-one (21) days of the members' request, forward notice of an annual general meeting or special general meeting to all members, and
 - (ii) Hold the annual general meeting or special general meeting within two (2) months of the members' request.
- (d) If the committee does not call the annual general meeting or special general meeting requested by members under Clauses 13.6(a)(ii) and 13.6(b) within twenty-one (21) days of being requested, a majority (being more than 50%) of the percentage of members who made the request may call and arrange to hold an annual general meeting or special general meeting.

13.7. Notice

- (a) No less than seven (7) clear days' notice shall be given to the members of any general meeting, and special general meetings with the intention of considering a special resolution shall be given notice in accordance with Clause 13.7(b) and Clause 13.7(c). The notice shall specify the place, date and hour of the general meeting, and business to be conducted.
- (b) In the case of a special general meeting, twenty-eight (28) days' notice shall be given to members.
- (c) The notice of the special resolution to be considered at the special general meeting shall:
 - (i) Be in writing,
 - (ii) Include the place, date and time of the general meeting where it is proposed that the special resolution be put,
 - (iii) Include the intention to propose a special resolution, and
 - (iv) Set out the wording of the proposed special resolution.
- (d) The notice of an annual general meeting or special general meeting or any notice of motion must be issued in the manner set out in Clauses 30 and 31.

13.8. Quorum

- (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to its business.

- (b) Quorum at any general meeting shall be ten (10) members or two-thirds of the members whichever is the less. If at any general meeting, there is no quorum within 30 minutes of the time appointed for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than fourteen (14) days. The quorum for such adjourned meetings shall be reduced to five (5) members or two-thirds of the members whichever is the less, failing which the meeting shall lapse. For the purposes of this Clause general meetings include annual and special general meetings.

13.9. Voting

- (a) Each member has one (1) vote at a general meeting.
- (b) Resource persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and speak at the discretion of the Chairperson, but such persons may not vote.
- (c) All voting shall be in person.
- (d) Voting shall be by a show of hands, except:
 - (i) In any contested election at any annual general meeting or otherwise shall be by secret ballot, and
 - (ii) The members may, by show of hands, require any other vote to be by secret ballot.

13.10. Resolutions

- (a) A special resolution shall be necessary to:
 - (i) Amend the name of the Association,
 - (ii) Amend the constitution, which process shall also be in accordance with Clause 32.2,
 - (iii) Affiliate the Association with another body,
 - (iv) Transfer the incorporation of the Association,
 - (v) Amalgamate the Association with one or more other incorporated associations,
 - (vi) Voluntarily wind up the Association,
 - (vii) Cancel the incorporation of the Association, or
 - (viii) Request that a statutory manager be appointed to the Association.
- (b) Special resolutions shall be passed at an annual general meeting or special general meeting at which the quorum specified in Clause 13.8(b) is present and be supported by the votes of not less than seventy-five (75) % of the members present and entitled to vote at the annual general meeting or special general meeting.
- (c) An ordinary resolution:
 - (i) Is a resolution that is not a special resolution, and
 - (ii) Shall:
 - (A) Be passed at an annual general meeting or special general meeting at which a quorum is present, and
 - (B) Be supported by the votes of a majority (more than 50%) of the members present, in person, and entitled to vote at the annual general meeting or special general meeting.
- (d) The secretary shall ensure that minutes of the resolutions and proceedings of all annual general meetings or special general meetings are recorded and maintained together with a record of the names of persons present at each annual general meeting or special general meeting.

13.11. Poll at annual general meeting and special general meeting

- (a) At an annual general meeting or special general meeting, a poll on any question may be demanded by either:
 - (i) the Meeting Chair, or
 - (ii) at least three (3) members present in person.
- (b) If a poll is demanded at an annual general meeting or special general meeting, the poll shall be taken in a manner as the Meeting Chair directs and a declaration by the Meeting Chair of the

result of the poll is evidence of the matter so declared.

- (c) If a poll is demanded at an annual general meeting or special general meeting, the poll shall be taken:
 - (i) immediately in the case of a poll which relates to electing a Meeting Chair to chair the annual general meeting or special general meeting,
 - (ii) immediately in the case of a poll which relates to adjourning the annual general meeting or special general meeting, or
 - (iii) in any other case, in the manner and time before the close of the annual general meeting or special general meeting as the Meeting Chair directs.

14. Committee powers

14.1. Powers, delegation, and subcommittees

Subject to the Associations Act, this constitution, all other applicable laws, and any lawful resolution passed by the Association in a general meeting, the committee shall have the power to:

- (a) Exercise all functions as may be exercised by the Association, other than those powers and functions that are required by this constitution to be exercised by a general meeting, and
- (b) Perform all acts and do all things as appear to the committee to be necessary or desirable for the proper management of the Association's business and affairs.
- (c) Appoint an auditor not being a member of the Association. The auditor shall audit or review the accounts and records of the Association annually and the Treasurer shall present to the annual general meeting a report as to the financial position of the Association.
- (d) Appoint members to fill any vacancy on the committee for the remainder of the unexpired term.
- (e) Co-opt persons as required to the committee, without voting rights.
- (f) Oversee the day to day operations of the Association and provide By-laws where necessary.
- (g) Employ or dismiss staff consistent with contractual obligations.
- (h) Establish sub-committees with respect to the Association's agreed programmes and method of operation.
- (i) Delegate to sub-committees such powers as the committee deems desirable.
- (j) Delegate, in writing, to any person any authority, power or function and may cancel any authority, powers or functions, as the committee sees fit from time to time.

15. Number of members on the management committee, composition and qualifications

15.1. Number of members on the management committee

The management committee shall have no less than six (6) and no more than thirteen (13) members.

15.2. Composition of committee

- (a) The Association shall be managed by a management committee comprising:
 - (i) Chairperson,
 - (ii) Deputy Chairperson,
 - (iii) Secretary,
 - (iv) Treasurer, and
 - (v) No less than two and no more than nine ordinary committee members.
- (b) The following representatives shall be ex-officio:
 - (i) The paid workers of any User Groups, and
 - (ii) Any other person or agency that the committee co-opts for such duration as is necessary.
 - (iii) The Centre Coordinator shall act as Secretary, if so determined by the management committee and with no voting rights.

15.3. Conditions for management committee members

- (a) All members of the management committee shall be aged over 18 and members of the Association, and provided always that no user group has more than one nominated representative to the exclusion of other user groups, as represented at the annual general meeting, and there shall be no more than three (3) individual members to the exclusion of user groups, as represented at the annual general meeting.
- (b) A person cannot be a committee member if:
 - (i) In the previous five years, they have been convicted of, or imprisoned for:
 - (A) An indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate,
 - (B) An offence involving fraud or dishonesty punishable by imprisonment for a period of three (3) months or more under the laws of any state or territory of the Commonwealth of Australia, or
 - (ii) They are:
 - (A) Bankrupt, or
 - (B) Unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
 - (iii) Unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following committee member's duties:
 - (A) Duty of care and diligence,
 - (B) Duty of good faith and proper purpose,
 - (C) Duty to not improperly use their position,
 - (D) Duty to ensure that the Association does not incur a debt while insolvent, or
 - (E) Duty to not improperly use information gained while a committee member.
- (c) A committee member who has been suspended as a member under Clause 11.3 cannot act in the position of a committee member until their period of suspension as a member has expired.

16. Committee members duties

16.1. General committee members' duties

Committee members shall comply with their duties as committee members under legislation and common (judge-made) law and shall and, where applicable, with the duties described in Governance Standard 5 of the ACNC Regulations:

- (a) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the Association,
- (b) Act in good faith in the best interests of the Association,
- (c) Act for a proper purpose,
- (d) Act to further the charitable object and purposes of the Association,
- (e) Act in the best interests of the Association,
- (f) Not misuse information gained in their role as a committee member,
- (g) Disclose any perceived or actual material conflicts of interest,
- (h) Ensure that the financial affairs of the Association are managed responsibly, and
- (i) Not allow the Association to operate while insolvent.
- (j) Not improperly use:
 - (i) Information obtained because they are or were a committee member, or
 - (ii) Their position of committee member, to:
 - (A) Gain an advantage for themselves or another person, or
 - (B) Cause detriment to the Association.

16.2. Committee members conflict of interest

- (a) Committee members shall disclose to all the committee members present at the committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter

that is being considered at the committee meeting.

- (b) A committee member shall disclose the nature and extent of the interest at the next general meeting of the Association.
- (c) The disclosure of a conflict of interest by a committee member shall be recorded in the minutes of the committee meeting.
- (d) Each committee member who has a material personal interest in a matter that is being considered at a committee meeting shall not, except as provided under Clause 16.2(e):
 - (i) Be present at the committee meeting while the matter is being discussed, or
 - (ii) Vote on the matter.
- (e) A committee member may still be present and vote if:
 - (i) Their interest relates to an insurance contract that insures, or would insure, the committee member against liabilities incurred by the committee member as a committee member,
 - (ii) The committee members who do not have a material personal interest in the matter pass a resolution that:
 - (A) Identifies the committee member, the nature and extent of the committee member's interest in the matter and how it relates to the Association's affairs, and
 - (B) States that those committee members who do not have a material personal interest in the matter are satisfied that the committee member's material personal interest in the matter should not prevent the committee member from being present at the committee meeting while the matter is being discussed or from voting on the matter.

17. Appointment of committee members

17.1. Nomination for appointment as committee members

- (a) A member who wishes to be a committee member shall complete a nomination form.
- (b) Nominations for election as a committee member shall close at least twenty-eight (28) days before the annual general meeting.
- (c) Nominations for election as committee member shall be:
 - (i) In writing, and
 - (ii) Delivered to the Secretary on or before the date for the close of nominations.

17.2. Methods

Committee members shall be appointed to the committee by:

- (a) Election at an annual general meeting, or
- (b) Appointment by the committee to fill a casual vacancy under Clause 17.4.

17.3. Election of committee members

- (a) Committee members shall be elected by a majority of 50% plus one at the annual general meeting following their nomination.
- (b) Executive members of the committee shall be elected by the committee at the first committee meeting following the annual general meeting.

17.4. Appointment of committee members by committee to fill a casual vacancy

- (a) A casual vacancy occurs in committee membership and that position of committee member becomes vacant if:
 - (i) A committee member's position ceases under Clause 18.1, or
 - (ii) The Association fails to fill a committee member vacancy.
- (b) If there is a casual vacancy the continuing committee members may appoint a member to fill that committee member vacancy until the conclusion of the next annual general meeting.
- (c) If the number of committee members is less than the number fixed under Clause 20(b) as the quorum for committee meetings, the continuing committee members may act only to:
 - (i) Increase the number of committee members on the committee to the number required

- for a quorum, or
- (ii) Call a special general meeting.

17.5. Term of office

- (a) A committee member's term of office starts on the date at which they were elected, and ends on the date on which they retire, are expelled or suspended or their membership is terminated.
- (b) Executive members shall be eligible to serve on the executive committee for three (3) consecutive years, at which time such affected members shall stand down from the executive committee for a period of not less than one (1) year, before being eligible for re-election to the executive committee. An exception to this rule occurs only in the event of there being no new nominations for an executive position, when the current executive member, if they so wish and the committee so agree, may continue in office until a new nominee is elected at a special general meeting of the Association.

17.6. Ex-Officio or Co-opted Representatives

Any ex-officio or co-opted representative as per Clause 14.1(e) shall have the right to address any committee or general meeting but shall have no right to vote at that meeting.

18. Cessation of Office

18.1. Conditions

An office bearer or ordinary member of the management committee shall cease to hold such office if they:

- (a) Resign in writing,
- (b) Resign or are suspended as a member of the Association under Clauses 11.2 or 11.3, or
- (c) Are absent from three consecutive Committee meetings without explanation acceptable to the committee.

18.2. Assets and records of committee member who ceases to be a committee member

Upon ceasing to be a committee member, outgoing committee members are responsible for transferring all relevant assets and Association's books to the new committee within fourteen (14) days of ceasing to be a committee member.

19. Executive Committee

19.1. Duties of Chairperson

- (a) The Chairperson, or the Meeting Chair if different from the Chairperson, at any meeting shall have a casting vote only.
- (b) The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- (c) The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy or in an emergency following consultation with at least two members of the Committee.

19.2. Duties of Deputy Chairperson

- (a) In the absence of the Chairperson, the Deputy Chairperson shall undertake the responsibilities of the Chairperson as set out in Clause 19.1.
- (b) Where both Chairperson and Deputy Chairperson are absent, the members present at a properly constituted meeting may elect an acting Chairperson for the time being.

19.3. Duties of Treasurer

- (a) The Treasurer shall cause monies received to be paid into an account authorised by the Committee in the name of the Association. Payments shall be as petty cash or by cheque signed

by the Treasurer and one other authorised signatory of whom there shall be no more than three (3) appointed by the committee. Any expenditure above \$250, with the exception of wages, shall be authorised by the method laid out in the current Procedures File as agreed by the Management Committee

- (b) The Treasurer shall have custody of and be responsible for all records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.

19.4. Duties of Secretary

- (c) The Secretary shall call meetings and prepare the agenda for committee and general meetings in accordance with the constitution of the Association.
- (d) The Secretary shall keep records of the business of the Association in his possession including the Constitution and policies of the Association, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- (e) In the absence of the Secretary another member shall be elected as minutes' secretary.
- (f) Compliance with all ACNC reporting requirements, including the following:
 - (i) Forwarding an annual information statement to the ACNC, and
 - (ii) Forwarding a financial report to the ACNC as required.

19.5. Record of committee members

- (a) The Secretary shall ensure that a record of committee members and members of the executive committee is maintained.
- (b) The record of committee members shall include:
 - (i) Each committee member's full name,
 - (ii) Current postal, residential or email addresses for each committee member,
 - (iii) Details of the office held by each committee member,
 - (iv) Dates of appointment of each committee member to their respective office, and
 - (v) If applicable, dates of cessation of the appointment of each committee member to their respective office.
- (c) The record of committee members shall be kept and maintained at such place as the committee decides.

20. Calling and conducting committee meetings

- (a) The committee shall meet as often as may be required to conduct the business of the Association and in any event not less than six (6) times in each calendar year.
- (b) A quorum at a committee meeting shall be one half of the members of the Committee and shall include at least one member of the executive committee.
- (c) Quorum must be present for the entire committee meeting.
- (d) The Chairperson or two (2) members of the committee shall have the power to call a meeting of the committee.
- (e) Notice of meetings shall be given at the previous committee meeting or by seven (7) days written notice to all committee members, or in any emergency such other notice as the committee may ratify at the next committee meeting regularly called.
- (f) Notice of a committee meeting shall specify the general nature of the business to be transacted at the committee meeting.
- (g) The Chairperson shall normally act as Meeting Chair of each committee meeting, unless a Meeting Chair is selected.
- (h) The Secretary, or such person authorised by the committee from time to time, shall ensure that minutes of the resolutions and proceedings of all committee meeting are recorded and maintained together with a record of the names of persons present at each committee meeting.
- (i) Each committee member present at a committee meeting has one vote, with the exception of

the Meeting Chair, as specified in Clause 19.1(a), who shall have a casting vote only.

21. Remuneration of committee members

21.1. Travelling and other expenses

The Association may pay a committee member's travelling and other expenses properly incurred, such as:

- (a) Attending committee meeting or subcommittee meeting,
- (b) Attending any general meeting, and
- (c) In connection with the Association's business.

21.2. No other remuneration

Committee members shall not receive any remuneration for their services as committee members other than as described at Clause 21.1.

22. Payment of income or property to members

22.1. Not permitted

Subject to Clause 22.2, none of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise, to a member.

22.2. Permitted payments

- (a) Clause 22.1 does not prevent:
 - (i) The payment in good faith of remuneration to any member, committee member, officer or employee in return for any services actually rendered to the Association or for goods supplied to the Association in the ordinary and usual course of business, or
 - (ii) The reimbursement of out-of-pocket expenses for travel and accommodation incurred on behalf of the Association by any member or committee member in connection with the member or committee member's functions as a member or committee member.
- (b) Before a payment proposed to a member or committee member under Clause 22.2(a)(i) can be made, the payment must first be authorised by the members by way of an ordinary resolution.

23. Funds

23.1. Deposit of funds

- (a) The Association shall, as soon as practicable deposit all money received to the credit of the Association's bank account, without deduction, and
- (b) After receiving any money, issue an appropriate receipt.

23.2. Control of funds

- (a) The funds of the Association shall be kept in an account in the name of the Association in a financial institution determined by the committee.
- (b) The Association shall use its funds in carrying out the Association's object and charitable purposes.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association shall be signed by:
 - (i) Any two (2) committee members, or
 - (ii) One (1) committee member and another person authorised by the committee.
- (d) All expenditure above the maximum amount set by the committee from time to time shall be approved or ratified at a committee meeting.

23.3. Financial records

- (a) The Association shall keep financial records that:
 - (i) Correctly record and explain its transactions, financial position and performance, and

- (ii) Enable true and fair financial statements to be prepared.
- (b) The Association shall retain its financial records for at least seven (7) years after the transactions covered by the financial records are completed.

24. Use of common seal

- (a) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (b) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the register of minutes of meetings and notices.
- (c) The affixing of the common seal of the Association shall be witnessed by two Committee members including at least one office bearer.
- (d) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the committee from time to time decides.

25. Minutes

25.1. Taking of minutes

The Association shall keep minutes of the resolutions and proceedings of all annual general meeting, special general meeting and committee meeting together with a record of the names of persons present at each General meeting and committee meeting.

25.2. Review and signing of minutes

- (a) The Chairperson shall ensure that the minutes of an annual general meeting, special general meeting or committee meeting are reviewed and signed as correct by:
 - (i) The Meeting Chair of the annual general meeting, special general meeting or committee meeting to which those minutes relate, or
 - (ii) The Meeting Chair of the next succeeding annual general meeting, special general meeting or committee meeting.
- (b) When minutes have been entered and signed as correct under Clause 26.2(a) they are to be entered in the minute book.

25.3. Inspection of minutes

- (a) The minutes of annual general meeting or special general meeting may be inspected by a member under Clause 26.3.
- (b) The minutes of committee meetings may be inspected by a member under Clause 26.3 unless the committee determines that the minutes of committee meeting generally, or the minutes of a specific committee meeting, are not to be made available for inspection by a member.

26. Records

26.1. Inspecting record of officeholders

- (a) Any member is able to inspect the record of officeholders free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) The member may make a copy of details from the record of officeholders, but has no right to remove the record of Officeholders for that purpose.

26.2. Custody of Association's books

- (a) Except as otherwise decided by the committee from time to time:
 - (i) The Secretary shall be responsible for ensuring the maintenance and control of the Association's books (except for the Association's financial records).
 - (ii) The Treasurer is responsible for ensuring the custody and maintenance of the Association's financial records and securities.
 - (iii) The committee shall be responsible for ensuring the maintenance and control of the

Association's books including the Association's financial records and securities.

- (b) The Association's books shall be retained for at least seven (7) years.

26.3. Inspecting association's books

- (a) The Association's books shall be accessible at all reasonable times to all members.
- (b) A member shall contact the Secretary to request to inspect the Association's books.
- (c) The member may copy details from the Association's books but has no right to remove the Association's books for that purpose.
- (d) Any minutes, documents or records designated by the committee as confidential shall be accessible to members on the vote of a special general meeting only.

26.4. Prohibition on use of information in Association's books and record of officeholders

A member shall not use or disclose information in the Association's books and record of officeholders except for a purpose:

- (a) That is directly connected with the affairs of the Association, or
- (b) Related to a requirement of the Associations Act to provide information to the Commissioner.

26.5. Returning the association's books

Outgoing committee members are responsible for transferring all relevant assets and Association's books to the new committee within fourteen (14) days of ceasing to be a committee member.

27. Disputes arising under constitution

- (a) This clause applies to:
 - (i) Disputes between members, and
 - (ii) Disputes between the Association and one or more members that arise under the constitution or relate to the constitution.
- (b) The parties to a dispute shall attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (c) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Clause 27 by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (d) The Association shall hold a committee meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Clause 27(c) for the committee to determine the dispute.
- (e) At the committee meeting to determine the dispute, all parties to the dispute shall be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- (f) The Secretary shall inform the parties to the dispute of the committee's decision and the reasons for the decision within seven (7) days after the committee meeting referred to in Clause 27(e).
- (g) If any party to the dispute is dissatisfied with the decision of the committee, they may elect to initiate further dispute resolution procedures as set out in the constitution.

28. Mediation

- (a) This Clause 28 applies:
 - (i) Where a person is dissatisfied with a decision made by the committee under Clause 27(f) or
 - (ii) Where a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the committee.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 27(b) or a party to a dispute is dissatisfied with a decision made under Clause 27(f) a party to a dispute may:
 - (i) Provide written notice to the Secretary identifying the parties to, and the details

- of, the dispute, and
- (ii) Agree to, or request the appointment of, a mediator to resolve the dispute.
- (c) The Secretary shall then ensure that a mediator is appointed to resolve the dispute who shall be:
 - (i) A person chosen by agreement between the parties to the dispute, or
 - (ii) In the absence of agreement between the parties to the dispute, a mediator appointed by the committee.
- (d) Where the dispute relates to a proposal for the suspension of a member this Clause 28 does not apply until the procedure under Clause 11.3 in respect of the proposed suspension or expulsion has been completed.
- (e) The party or parties requesting the mediation shall pay the costs of the mediation.
- (f) The mediator can be a member provided the member is not a party to the dispute.
- (g) The parties to the dispute shall attempt to settle the dispute by mediation in good faith.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the date of the mediation.
- (i) The mediator, in conducting the mediation, shall:
 - (i) Give the parties to the mediation every opportunity to be heard,
 - (ii) Allow all parties to consider any written statement submitted by any party, and
 - (iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- (j) The mediation shall be confidential.
- (k) Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

29. Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out in Clauses 27 and 28, any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act or otherwise at law.

30. Notices – Legal requirements

A notice or other communication in relation to this constitution has no legal effect unless it is in writing and given as follows:

- (a) Delivered by hand to the nominated address of the addressee,
- (b) Sent by post to the nominated postal address of the addressee, or
- (c) Sent by e-mail or any other method of electronic communication (including facsimile transmission) to the nominated electronic address of the addressee.

31. Service on members

Any notice given to a member under this constitution shall be sent to the member's address as recorded in the members register.

32. Constitution

32.1. Binding

This constitution imposes a legally binding obligation upon the Association and upon each member to observe all of its Clauses.

32.2. Amendment

- (a) The Association may amend the constitution or replace it with a new constitution by passing a special resolution.
- (b) The Association shall not pass a special resolution amending the constitution if passing it causes the Association to no longer be a charity.

- (c) This constitution may be, altered or replaced by a majority of not less than three-quarters of members present at a special general meeting of the Association, provided that notice of the proposed, alteration or replacement of the constitution shall have been given in writing to the Secretary at least 42 days prior to that meeting and all members of the Association have been notified of the proposed amendment or replacement at least 28 days prior to that meeting of the proposed alteration amendment or replacement.
- (d) Within one (1) month after the passing of a special resolution altering the constitution, the Association shall lodge the required documents with the Commissioner.
- (e) An amendment to the constitution changing:
 - (i) The Association's name, or
 - (ii) The Association's object or purposes,does not become effective until:
 - (iii) The required documents are lodged with the Commissioner, and
 - (iv) The Commissioner's written approval to the changes is received by the Association.

32.3. Copies

- (a) The Association shall maintain a current copy of the constitution at all times.
- (b) The Association shall provide, free of charge, a copy of the constitution then in force, to each member at the time their membership commences.

33. By-laws

33.1. Power and purpose

Provided that they are not inconsistent with the constitution or the Associations Act, the members may make, amend and repeal by-laws for the management of the Association by way of an ordinary resolution at an annual general meeting or a special general meeting.

33.2. Not of constitution and not required to be lodged

Any by-laws made under Clause 33.1 do not form part of the constitution and are not required to be lodged with the Commissioner.

34. Cessation of activities, winding up and cancellation of incorporation

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Associations Act if the members resolve by special resolution that the Association is to:
 - (i) Apply to the Commissioner seeking the cancellation of the Association's incorporation, or
 - (ii) Appoint a liquidator to wind up the Association's affairs.
- (b) If the Association has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings, the Association must be wound up under Clause 34(a)(ii) before cancellation of incorporation can take place.

35. Surplus assets not to be distributed to members

If the Association is wound up, any surplus assets must not be distributed to a member or a former member, unless that member or former member is an entity described in Clause 36.

36. Distribution of surplus assets

- (a) Subject to the Associations Act, any other applicable law and any court order, any surplus assets that remain after the Association is wound up shall be distributed to one or more not-for-profit organisations that:
 - (i) Possess objects and charitable purposes similar to, or inclusive of, the objects and charitable purposes of the Association as set out in Clause 4, and
 - (ii) Which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.

- (b) The decision as to the not-for-profit organisation or organisations to receive the surplus assets of the Association shall be made by a special resolution of members at or before the time of winding up.
- (c) If the members do not make the decision set out in Clause 36(b) the Association may make application to the Courts of Western Australia and request that the courts make this decision.