



CONSTITUTION OF

Hudson Road Family Centre

Incorporated

ABN 23284491287

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

CONTENTS

1. Preliminary Matters.....	Page 3
2. Object, Purposes and Powers.....	Page 6
3. Management Committee Members – Membership Requirements.....	Page 7
4. Management Committee Meetings.....	Page 18
5. Annual General Meetings and Special General Meetings.....	Page 22
6. Annual General Meetings and Special General Meetings – Resolutions.....	Page 26
7. Annual General Meetings and Special General meetings – Voting.....	Page 27
8. Sub-Committees and Other Delegations.....	Page 30
9. Finances.....	Page 31
10. Minutes, Books and Records.....	Page 33
11. Disputes.....	Page 35
12. Service of Notices.....	Page 37
13. Indemnity and Insurance.....	Page 38
14. Occupational Safety and Health.....	Page 39
15. Constitution and Policy and Procedures.....	Page 40
16. Winding Up, Cancellation and Distribution of Surplus Property.....	Page 41

Schedule 1 – Membership Application

Schedule 2 – Proxy Voting Form

Schedule 3 – Circular Resolution Matter for Decision

PRELIMINARY MATTERS

1. Name

The name of the association is **Hudson Road 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) **Administrative Tribunal** means the State Administrative Tribunal of Western Australia.
- (b) **Annual General Meeting** means a general meeting of Members called under Clause 20.4.
- (c) **Association** means Hudson Road Family Centre Incorporated.
- (d) **Associations Act 2015** means the *Associations Incorporation Act 2015* (WA).
- (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) **Association's regulations** mean the regulations made under the Associations Act (if any).
- (g) **By-laws** mean any additional arrangements or processes adopted by Members by ordinary resolution to supplement this constitution.
- (h) **Chairperson** means the person elected by the Management Committee to hold this office.
- (i) **Charitable Collections Act** means the *Charitable Collections Act 1946* (WA).
- (j) **Circular resolution**, which may be a Management Committee Member's circular resolution, means a resolution that is passed without a face-to-face general meeting being held. Separate copies of the circular resolution may be used for signing by Management Committee Members provided the wording of the circular resolution and statement is identical in each copy. The circular resolution is passed when the last Management Committee Member signs the circular resolution.
- (k) **Clause** means a clause of this constitution.
- (l) **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 Commerce.
- (m) **Constitution** means this document as amended from time to time.
- (n) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (o) **Department** means the Western Australian Government department principally assisting with the administration of the Associations Act, currently the Western Australian Department of Commerce.
- (p) **Executive General Meeting** means a general meeting called to discuss a particular item or items that require confidentiality or urgent resolution.
- (q) **Ex-Officio Member** means a member of the Association who holds a position and is able to sit on the Management Committee due to their power of influence. This position is not an elected position, rather is selected based on the person's position or office. (eg. The Centre Manager and Project Manager).
- (r) **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.
- (s) **Financial report** refers to the financial report for a financial year of a tier 1 association and comprises:
 - (i) The financial statements for the financial year of a tier 1 association,
 - (ii) The notes to the financial statements for the financial year of a tier 1 association, and

- (iii) The declaration about the financial statements and notes made by the board of a tier 1 association.
- (t) **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.
- (u) **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.
- (v) **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.
- (w) **Management Committee** means the group of people, called Management Committee Members, who are responsible for the Management of the affairs of the association.
- (x) **Management Committee meeting** means a meeting of the Management Committee Members.
- (y) **Management Committee Member** means a Member of the Management Committee appointed under Clause 10.3.
- (z) **Meeting Chair** means the person who chairs a general meeting or a Management Committee meeting.
- (aa) **Member** means a person or organisation that is a Member of the association.
- (bb) **Minutes** means a permanent and detailed record of the deliberations of, and resolutions adopted at, general meetings and Management Committee meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.
- (cc) **Model rules** means the template set of rules for incorporated associations established under the associations regulations.
- (dd) **Officeholder** means a Management Committee Member referred to in Clause 10.7(a)
- (ee) **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.
- (ff) **Organisational Member** means a Member of the association that is a corporation, incorporated association or other form of body corporate.
- (gg) **Organisational representative** means a natural person (i.e. human being) nominated by the organisational Member to represent the organisational Member at one or more general meetings.
- (hh) **Poll** means voting conducted by a show of hands which is recorded in writing in the minutes.
- (ii) **Quorum** means the number of persons required to be present in order to conduct a meeting.
- (jj) **Special general meeting** means any general meeting of Members that is not an annual general meeting.
- (kk) **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.
- (ll) **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.
- (mm) **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 also elect to prepare basic financial statements with no independent review or audit

3.1. Relationship between Constitution and Associations Act

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

3.2. Interpretation

In this constitution:

- (a) The words '**including**', '**for example**', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) Reference to an '**Act**' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

OBJECT, PURPOSES AND POWERS

4. Object and purposes

The association's object is to pursue the following purposes:

- 4.1 To provide an accessible and inclusive 'Community Hub' that is consultative, engaging, and responsive to the needs of the local community.
- 4.2 To develop, facilitate and support programs and activities that encourage connection, personal growth and the positive wellbeing of local community members.
- 4.3 To maintain and provide a suitable premises and equipment for the purposes of the Hudson Road Family Centre Inc.
- 4.3 To raise funds and ensure the financial stability of the Hudson Road Family Centre Inc. for any purpose considered advantageous to these objectives.

5. Powers

Subject to the Associations Act, the association may do all things necessary to lawfully pursue its objects and purposes.

- 5.1 To liaise with Government departments and other relevant organisations and agencies to further the above objectives.
- 5.2 To raise money by public fundraising and such other means, as approved by the Management Committee, to be expended on the above objectives.
- 5.3 To appoint, employ and pay staff, and to suspend, dismiss or otherwise deal with staff, in accordance with the relevant Award, Fair Work Commission requirements, or orders as the Association may consider necessary from time to time.
- 5.4 To appoint Auditors as required, but such that no Auditor shall be a spouse or direct relative of a Member of the Management Committee.
- 5.5 To improve, furnish, equip, maintain, alter, add to and repair the premises that are used by the Hudson Road Family Centre Inc.
- 5.6 To do all things as are necessary, incidental or conducive to the attainment of the objectives of the Association.
- 5.7 To suspend, expel or otherwise deal with any Member for any behaviour of non-compliance with this Constitution, HRFC policies and procedures or decisions of the Management Committee when such behaviour or non-compliance is deemed not to be in the best interests of the Association.
- 5.8 To purchase, take on lease, hire or otherwise acquire any real or personal property or any rights or privileges which the Management Committee may think necessary or convenient.
- 5.9 To sell, exchange, lease, hire, dispose of or turn to account, or otherwise deal with all or any part of the real and personal property of the Association.

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 purposes

MANAGEMENT COMMITTEE MEMBERS – MEMBERSHIP REQUIREMENTS

7. Number, qualifications and liability of Management Committee Members

7.1. Number of Management Committee Members on Management Committee

The association shall have a minimum of seven (7) and a maximum of ten (10) Management Committee Members with full voting rights.

7.2. Qualifications of Management Committee Members

- (a) A Management Committee Member shall be:
 - (i) A natural person i.e. a human being,
 - (ii) Aged over 18, and
 - (iii) A person who supports the object and purposes of the association
- (b) A person cannot be a Management Committee Member if:
 - (i) They are a current employee of the association,
 - (ii) 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
 - (iii) They are:
 - (A) Bankrupt, or
 - (B) Unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
 - (iv) Unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Management 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 Management Committee Member.
- (c) A Management Committee Member who has been suspended as a Member under Clause 14.3 cannot act in the position of a Management Committee Member until their period of suspension as a Member has expired.
- (d) The association must comply with all legal and regulatory obligations that apply to the association when assessing eligibility of an applicant to become a Member.

7.3. Liability

- (a) Management Committee Members are not liable to pay, by reason of the person's Membership, any other debts incurred by or on behalf of the association, including the costs of winding up of the association.

8. Classes of Members

8.1. Classes of Members

- (a) The Membership of the association consists of two classes of Members – 1) Management Committee Members and 2) Ex-officio Members.
- (b) A Management Committee Member has all rights provided to Members under the constitution, including the right to vote, and other rights and benefits as determined by the Management Committee or by resolution of the Management Committee Members at a general meeting.
- (c) An Ex-Officio Member is not an elected member, rather a member whose power of influence is

significant to the organisation. This includes senior staffing positions such as the Centre Manager and Project Manager. Ex-officio members have no voting rights and are not counted in meeting quorum numbers.

9. Membership fees

9.1. Entrance fee

- (a) Members are not required to pay any entrance fee to the organisation.

9.2 Annual Membership fee

- (a) Members are not required to pay any annual Membership fees to the organisation.

10. Becoming a Management Committee Member

10.1. Application

- (a) A person who wishes to become a Management Committee Member (**applicant**) shall:
 - (i) Make a written Membership Application to the Association in the form set out in Schedule 1 to this constitution (Membership Application Form).
 - (ii) Sign the Membership Application Form.
 - (iii) Where possible the applicant is to provide a current copy of their Resume outlining relevant qualifications, skills and experience.
 - (iv) Deliver the application to the Secretary on or before the date for the close of applications.
- (b) The Secretary must ensure a notice is sent, calling for applications for election as a Management Committee Member and specifying the date for the close of applications, to the general public at least fourteen (14) days before the date for the close of applications.
- (c) Applications for election as a Management Committee Member must be received at least two (2) days before the Annual General Meeting (AGM).
- (d) A Member may only apply for one (1) Management Committee Member position prior to the annual general meeting.
- (e) If an application for election as a Management Committee Member is not made in accordance with Clauses 10.1(a) to 10.1(c) the application shall be invalid and the person shall not be eligible for election as a Management Committee Member.

10.2. Consideration of Management Committee Membership Application

- (a) The Management Committee shall consider and decide whether to approve or reject a Membership application.
- (b) Subject to Clause 10.2(c), a Membership application shall be considered after all Membership applications have been received for a position.
- (c) When considering a Membership Application, the Management Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided.
- (d) The Management Committee shall not approve a Membership application unless the applicant:
 - (i) meets all the Membership qualifications under Clause 7.2, and
 - (ii) makes a written Membership application under Clause 10.1(a)(i),
- (e) The Management Committee may refuse to accept a Membership application even if the applicant has applied in writing and meets all Membership qualifications under Clause 7.2.
- (f) As soon as is practicable after a decision is made under Clause 10.2(a) the Management Committee shall give written notification to the applicant of the outcome of the Membership Application.
- (g) The Management 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.

10.3. Acceptance of Management Committee Membership Application

- (a) Management Committee Members shall be appointed to the Management Committee if:
 - (i) They meet all Membership qualifications under Clause 7.2,
 - (ii) They complete and forward a Management Committee Membership Application Form to the Secretary under Clause 10.1(a)(i),
 - (iii) Elected by the Management Committee at an Annual General Meeting (AGM), or
 - (iv) Appointed by the Management Committee to fill a casual vacancy under Clause 10.5.
- (b) When the requirements of Clause 10.3(a) have been fulfilled the person becomes a Management Committee Member, is entitled to exercise all the rights and privileges of a Management Committee Member and is bound by this constitution.

10.4. Election of Management Committee Members at an Annual General Meeting

- (a) Subject to this constitution, the procedure for the election of Management Committee Members at the annual general meeting shall be decided by the Management Committee.
- (b) If the number of valid applications received under Clause 10.1 is equal to the number of Management Committee Member vacancies to be filled, the person/s that have applied will be regarded as being elected as a Management Committee Member/s at the Annual General Meeting.
- (c) If the number of valid applications exceeds the number of Management Committee Member vacancies to be filled, elections for the Management Committee Member vacancies shall be conducted at the Annual General Meeting.
- (d) If there are not enough valid applications to fill the number of Management Committee Member vacancies, the candidates that have applied (if any) shall be deemed to be elected as Management Committee Members and further applications may be received from the floor of the Annual General Meeting.
- (e) Where the number of applications as Management Committee Members from the floor exceeds the remaining number of Management Committee Member vacancies, elections for those Management Committee Member positions shall be conducted.
- (f) A list of candidates for election as Management Committee Members, with their names in alphabetical order, shall accompany the notice of the Annual General Meeting.
- (g) Each Management Committee Member present and eligible to vote at the annual general meeting may vote for one candidate for each Management Committee Member vacancy.
- (h) A Management Committee Member who nominates for re-election as a Management Committee Member may vote for themselves.
- (i) If an insufficient number of nominations as Management Committee Members are received from the floor for the number of Management Committee Member vacancies that remain, each relevant Management Committee Member position is declared vacant by the Meeting Chair and Clause 10.5 (b) applies.

10.5. Appointment of Management Committee Members by Management Committee to fill a Casual Vacancy

- (a) A casual vacancy occurs in Management Committee Membership and that position of Management Committee Member becomes vacant if:
 - (i) A Management Committee Member ceases to be a Member,
 - (ii) A Management Committee Member dies,
 - (iii) A Management Committee Member becomes disqualified from holding a position under Clause 7.2(b),
 - (iv) A Management Committee Member becomes permanently incapacitated by mental or physical ill-health,
 - (v) A Management Committee Member resigns as a Management Committee Member,
 - (vi) A Management Committee Member is removed as a Management Committee Member,
 - (vii) A Management Committee Member is absent from more than:

- (A) Three (3) consecutive Management Committee meetings without a good reason, or
- (B) Three (3) Management Committee meetings in the same financial year without tendering an apology to the Meeting Chair of each of those Management Committee meetings, and the Management Committee has resolved to declare the position of Management Committee Member vacant, or
- (viii) The association fails to fill a Management Committee Member vacancy under Clause 10.4(i)
- (b) If there is a casual vacancy within the meaning of Clause 10.4(i) the continuing Management Committee Members may:
 - (i) Appoint a person to fill that Management Committee Member vacancy until the conclusion of the next annual general meeting, and
 - (ii) Subject to Clause 10.4(i), continue to act despite the vacant position on the Management Committee.
- (c) If the number of Management Committee Members is less than the number fixed under Clause 17.5 as the quorum for Management Committee meetings, the continuing Management Committee Members may act only to:
 - (i) Increase the number of Management Committee Members on the board to the number required for a quorum, or
 - (ii) Call a special general meeting.

10.6. Term of office

- (a) The Management Committee Members appointed on incorporation of the association shall remain as Management Committee Members until the conclusion of the first annual general meeting and shall be eligible for re-election.
- (b) At each Annual General Meeting the following Management Committee Members shall retire:
 - (i) Any Management Committee Member appointed during the year by the Management Committee Members to fill a casual vacancy.
- (c) A Management 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 where Membership is terminated under Clause 14.1.
- (d) Management Committee Members are eligible to serve as a member of the Management Committee for a period of up to seven (7) consecutive years.
- (e) Unless the Members pass a special resolution authorising such an action, a Management Committee Member who has held office for a continuous period of seven (7) years may only be re-appointed or re-elected if a period of one calendar year has passed since the end of the Management Committee Member's continuous period of seven (7) years as a Management Committee Member.
- (f) Management Committee members appointed to an Officeholder position may hold that position for a period of up to three (3) consecutive years. At the completion of the three (3) years in office, the Officeholder must retire from their Officeholder role but will still be eligible to serve on the Management Committee in an ordinary (non-officeholder) capacity.
- (g) Unless the Members pass a special resolution authorising such an action, a Management Committee Member who has held an Officeholder position for a continuous period of three (3) years may only be re-appointed or re-elected as an Officeholder if a period of one calendar year has passed since the end of the Management Committee Member's continuous period of three (3) years as an Officeholder Management Committee Member.

10.7. Composition of the Management Committee

- (a) The Management Committee Members shall include:
 - (i) The Chairperson,
 - (ii) The Deputy Chairperson
 - (iii) The Secretary,
 - (iv) The Treasurer,
 - (v) Staff Liaison,

- (the above five (5) positions are collectively called the **Officeholders**), and
- (vi) No less than two (2) and no more than five (5) additional Management Committee Members.
- (b) A Management Committee Member is not entitled to hold more than one officeholder position at any time.
- (c) The following representatives shall be Ex-officio Members of the Management Committee:
- Centre Manager
 - Project Manager and
 - any other person or agency that the Committee co-opts for such duration as is necessary

11. Management Committee role and powers

11.1. Role

The Management Committee shall control and manage the association's affairs and take all reasonable steps to ensure the association complies with its obligations under the Associations Act, this constitution, Hudson Road Family Centre (HRFC) policies and procedures and all other applicable laws.

11.2. Powers

Subject to the Associations Act, this constitution, HRFC policies and procedures and any lawful resolution passed by the association in general meeting, the Management Committee:

- (a) May exercise all powers and 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) Has power to perform all acts and do all things as appear to the Management Committee to be necessary or desirable for the proper Management of the association's business and affairs.

12. Management Committee Members Duties

12.1. General Management Committee Members' duties

Management Committee Members shall comply with their duties as Management Committee Members under legislation and common (judge-made) law and shall:

- (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 Management 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 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 Management 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 Management Committee Member, or
 - (ii) Their position of Management Committee Member, to:
 - a. Gain an advantage for themselves or another person, or
 - b. Cause detriment to the association.
- (k) Any Ex-officio member or Co-opted representative shall have the right to address any Committee or general meeting but shall have no vote at that meeting.

12.2. Management Committee Members Conflict of Interest

- (a) A Management Committee Member shall disclose to all the Management Committee Members present at the Management Committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Management Committee meeting.
- (b) Disclose the nature and extent of the interest at the next Management Committee Meeting of the

Association.

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

13. Management Committee Members Register

13.1. Content of Management Committee Members Register

- (a) The association shall maintain and keep updated a Management Committee Members register which shall contain:
 - (i) The full names of each Management Committee Member,
 - (ii) The contact postal, residential or email addresses of each Management Committee Member,
 - (iii) The date upon which a person became a Management Committee Member.
 - (iv) The position of each Management Committee Member
- (b) Within twenty eight (28) days after a change in Membership the Secretary shall ensure that a Membership change is recorded in the Management Committee Members register.
- (c) The Secretary shall ensure that the Management Committee Members Register is kept and maintained at such place as the Management Committee decides.

13.2. Inspection and copying of Management Committee Members Register

- (a) A Management Committee Member shall be entitled to inspect the Management Committee Members register free of charge, at such time and place as is mutually convenient to the association and the Management Committee Member.
- (b) A Management Committee Member shall contact the Secretary to request to inspect the Management Committee Members register.
- (c) A Management Committee Member may make a copy of details from the Management Committee Members register but has no right to remove or share the Management Committee Members register.
- (d) The Committee may require a Management Committee Member who requests a copy of the Management Committee Members register under Clause 13.2(c) 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.

13.3. Prohibited use of information on Management Committee Members Register

A Management Committee Member shall not use or disclose the information on the Management Committee Members register:

- (a) To gain access to information that a Management Committee 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 Management Committee 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 Management 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 Incorporations Associations Act.

14. Termination of Management Committee Membership

14.1. Circumstances when Management Committee Membership terminates

- (a) A Management Committee Member's Membership terminates if the Management Committee Member:
 - (i) Ceases to be a Member.
 - (ii) Resigns as a Member under Clause 14.2
 - (iii) Is expelled as a Member under Clause 14.3, or
 - (iv) Dies.
- (b) The Association shall keep a record of:
 - (i) The date on which Management Committee Member's Membership terminates under Clause 14.1(a) and
 - (ii) The reason the Management Committee Member's Membership terminates 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.

14.2. Resignation of Management Committee Member

- (a) A Management Committee Member may resign by giving written notice of their resignation to the Secretary.
- (b) The Management Committee 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.

14.3. Suspension or expulsion of Management Committee Member

- (a) The association may, by Management Committee resolution, suspend or expel a Management Committee Member from Membership if:
 - (i) The Management Committee Member refuses or neglects to comply with this constitution, or
 - (ii) The Management Committee Member's conduct or behaviour is detrimental to the interests of the association.
- (b) The Secretary shall, not less than twenty eight (28) days before the Management Committee meeting at which the suspension or expulsion resolution is to be considered, give written notice to the Management Committee Member:
 - (i) Of the proposed suspension or expulsion and the grounds on which it is based,
 - (ii) Of the date, place and time of the Management Committee meeting at which the suspension or expulsion resolution is to be considered,
 - (iii) That the Management Committee Member, or the Management Committee Member's representative, may attend the Management Committee meeting at which the suspension or expulsion resolution is to be considered, and
 - (iv) That the Management Committee Member, or the Management Committee Member's representative, may address the Management Committee at the Management Committee meeting at which the suspension or expulsion resolution is to be considered and shall be given a full and fair opportunity to state the Member's case orally, in writing, or both.

- (c) At the Management Committee meeting at which the suspension or expulsion resolution is to be considered the Management Committee shall:
- (i) Give the Management Committee Member, or the Management Committee Member's representative, a full and fair opportunity to state the Management Committee Member's case orally,
 - (ii) Give due consideration to any written statement submitted by the Management Committee Member, and
 - (iii) Determine whether or not the Management Committee Member should be:
 - (A) Expelled as a Member, or
 - (B) Suspended as a Member, and if so, the period of the Management Committee Member's suspension.
- (d) A Management Committee Member may only be suspended or expelled from his or her position on the Management Committee by ordinary resolution at a Management Committee meeting if a majority (more than 50%) of the Management Committee Members present and eligible to vote at the general meeting vote in favour of the Management Committee Member's expulsion. The Management Committee Member is thus immediately suspended or expelled.
- (e) Within seven (7) days of the Management Committee meeting at which the suspension or expulsion resolution is considered, the Secretary shall ensure that the Management Committee Member is informed in writing of the Management Committee's decision and the reasons for the Management Committee's decision.

14.4. Assets and records of Management Committee Member who ceases to be a Management Committee Member

Upon ceasing to be a Management Committee Member, outgoing Management Committee Members are responsible for transferring all relevant assets and association's books to the Management Committee Secretary within fourteen (14) days of ceasing to be a Management Committee Member.

14.5. After suspension of Management Committee Member

- (a) If a Management Committee Member's Membership is suspended under Clause 14.3 the Secretary shall record in the Members register within twenty eight (28) days of the date of suspension:
- (i) The suspended Management Committee Member's name,
 - (ii) The date on which the Management Committee Member's suspension takes effect, and
 - (iii) The length of the suspension determined by the Management Committee under Clause 14.3(c)(iii)(B)
- (b) A suspended Management Committee Member cannot exercise any rights or privileges of a Member, including voting rights, during the period of suspension.
- (c) Upon the expiry of the suspension period, the Secretary shall record in the Management Committee Members register that the Member is no longer suspended within twenty eight (28) days of that expiration date.

14.6. Management Committee Member's right of appeal against suspension or expulsion

Within fourteen (14) days of receiving notice of the Management Committee's decision under Clause 14.3(c), an expelled or suspended Management Committee Member may appeal the Management Committee's suspension or expulsion decision by giving written notice of the expelled or suspended Management Committee Member's intention to seek:

- (a) An appeal of the Management Committee's suspension or expulsion decision, and
- (b) The appointment of a mediator under Clause 31.

14.7. Reinstatement of Management Committee Member

If the Management Committee's decision to suspend or expel a Management Committee Member is revoked, any act performed by the Management Committee in general meeting during the period that the Management

Committee Member was suspended or expelled from Membership under Clause 14.3, is deemed to be valid, notwithstanding the Management Committee Member's inability to exercise their rights or privileges of a Member, including the right to vote, during that suspension period.

15. Officeholders

15.1. Election of officeholders by Management Committee

An officeholder shall:

- (a) Be elected by the Management Committee, and
- (b) Remain as an officeholder for as long as the Management Committee deems fit or until such time as they have been engaged in the role for a maximum period of three (3) consecutive years..

15.2. Chairperson

- (a) The Management Committee must elect a Management Committee Member as the Chairperson.
- (b) The Chairperson:
 - (i) Must ensure that they consult with the Secretary regarding the business to be conducted at each Management Committee meeting and each general meeting,
 - (ii) May call Management Committee meetings under Clause 17,
 - (iii) May chair Management Committee meetings under Clause 17.1(c)(i)
 - (iv) May chair annual general meetings, executive general meetings, and special general meetings under Clause 20.11(a)
 - (v) Must ensure that the minutes of all meetings are reviewed and signed as correct
 - (vi) Shall act as the legal signatory for the Management Committee on all documents, including such documentation as funding contracts, service agreements, grant applications etc
 - (vii) Shall act at as the spokesperson and media contact for the Management Committee
 - (viii) Shall be one of four (4) Bank Signatories for the Management Committees financial accounts
 - (ix) Must carry out any other duties required of the Chairperson by this constitution.

15.3. Deputy Chairperson

- (a) The Deputy Chairperson:
 - (i) shall, in the absence of the Chairperson, undertake the responsibilities of the Chairperson as stated in Clause 15.2
 - (ii) Shall be one of four (4) Bank Signatories for the Management Committees financial accounts
- (b) Where both the Chairperson and Deputy Chairperson are absent, the Members present at a properly constituted meeting may elect an acting Chairperson for that meeting.

15.4. Secretary

The Secretary shall ensure the:

- (a) Maintenance of a current delegation of authority,
- (b) The co-ordination of correspondence of the association,
- (c) Calling and holding of general meetings and other Management Committee meetings,
- (d) In consultation with the Chairperson, preparation of notices of general meetings and Management Committee meetings and the details of business to be conducted at each such meetings,
- (e) Maintenance of the Members register,
- (f) Maintenance of the record of officeholders,
- (g) Maintenance of the minutes,
- (h) Safe custody of the association's books (with the exception of the accounting records),
- (i) Safe custody and management of the association's record-keeping systems in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) The nature of information to be stored and retrieved,
 - (ii) The security and access of files and information (particularly computer records),

- (iii) The validity and reliability of the information collected and the system on which it is recorded,
- (iv) The resources and training required, and
- (v) The length of time that the records should be kept (minimum of 7 years or otherwise as required by other Acts or Regulations),
- (j) Recording of full and correct minutes of Management Committee meetings and general meetings and their maintenance in the minutes,
- (k) Compliance with all reporting obligations to the Department of Commerce as varied from time to time.
- (l) Performance of any other duties required of the Secretary by this constitution.

15.5. Treasurer

The Treasurer, in regular consultation with the HRFC Centre Manager and Book Keeper, shall ensure the:

- (a) Monies payable to the association are collected and the issuing of receipts in the name of the association for those monies is undertaken,
- (b) Payment of all monies received by the association into the account or accounts of the association as the board may direct from time to time,
- (c) Timely payment of the expenses of the association from the funds of the association with the authority of the board or a general meeting,
- (d) Taking out by the association of all necessary insurances.
- (e) Maintenance by the association of financial records that comply with the requirements of Clause 26.3.
- (f) Safe custody of financial records and any other relevant association records in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) The nature of information to be stored and retrieved,
 - (ii) The security and access of files and information (particularly computer records),
 - (iii) The validity and reliability of the information collected and the system on which it is recorded,
 - (iv) The resources and training required, and
 - (v) The length of time that the records should be kept (minimum of 7 years or otherwise as required by other Acts or Regulations),
- (g) Co-ordination of the preparation of the financial statements prior to their submission to the annual general meeting,
- (h) Co-ordination of the preparation of the reviewed financial report prior to its submission to the annual general meeting,
- (i) Co-ordination of the preparation of the Auditor's report prior to its submission to the annual general meeting,
- (j) Assistance of the reviewer or Auditor in performing their functions,
- (k) Shall be one of four (4) Bank Signatories for the Management Committees financial accounts
- (l) Performance of any other duties required of the Treasurer by this constitution.

15.6. Staff Liaison

The Staff Liaison shall ensure that:

- a) A clear line of communication is maintained between Management Committee Members and the Hudson Road Family Centre Staff,
- b) Staff are well supported,
- c) Debriefing of staff and critical incident management is undertaken if required,
- d) Conflict resolution and/or mediation is made available to staff if required,
- e) Staff members are given clear direction and guidance,
- f) Staff are given the opportunity to participate in training and annual Performance Development,
- g) they act as a voice for staff on relevant Management Committee discussions and decisions when required,
- h) They meet quarterly with staff as a minimum.

15.7. Record of Officeholders and Committee Members

- (a) The Secretary shall ensure that a record of officeholders and Committee Members is maintained.

- (b) The record shall include:
 - (i) Each officeholder's full name,
 - (ii) Current postal, residential or email addresses for each member/officeholder,
 - (iii) Details of the office held by each member/officeholder,
 - (iv) Dates of appointment of each member/officeholder to their respective office, and
 - (v) If applicable, dates of cessation of the appointment of each member/officeholder to their respective office.
- (c) The record of Officeholders and Members shall be kept and maintained at such place as the Management Committee decides.

MANAGEMENT COMMITTEE MEETINGS

16. General meeting

16.1. Definition

A general meeting is a meeting of the Members of the association.

16.2. Four types of general meeting

There are four (4) types of general meetings, namely:

- (a) A Management Committee Meeting
- (b) An Annual General Meeting,
- (c) A Special General Meeting.
- (d) An Executive General Meeting

17. Calling and conducting Management Committee Meetings

17.1. Calling Management Committee Meetings

- (a) The Management Committee shall hold no less than nine (9) Management Committee meetings in any one calendar year.
- (b) The Management Committee shall determine the place and time of all Management Committee meetings.
- (c) A Management Committee meeting may be called by:
 - (i) The Chairperson, or
 - (ii) Any two Management Committee Members,
 by giving notice as per Clause 17.2(a) to all other Management Committee Members.

17.2. Notice

- (a) The Secretary shall ensure that each Management Committee Member is given at least one week's notice of each Management Committee meeting.
- (b) Notice of a Management Committee meeting shall specify the general nature of the business to be transacted at the Management Committee meeting.
- (c) Subject to Clause 17.2(d) only the business specified on the notice of the Management Committee meeting is to be conducted at that Management Committee meeting.
- (d) Urgent business may be conducted at a Management Committee meeting if the Management Committee Members present at the Management Committee meeting unanimously agree to treat the business as urgent.
- (e) Notice of apology by a Management Committee Member must be received prior to the start of any Management Committee meeting in order for it to be recorded in the Minutes as valid.

17.3. Using technology to hold Management Committee meetings

- (a) Management Committee meetings may take place:
 - (i) Where the Management Committee Members are physically present together, or
 - (ii) By the use of any technology (such as video or teleconferencing) that is agreed to by all Management Committee Members, if it reasonably allows each Management Committee Member to participate fully in discussions and decisions as they happen in the Management Committee meeting and provided that the participation of each Management Committee Member is made known to all other Management Committee Members in attendance.
- (b) A Management Committee Member who participates in a Management Committee meeting as set out in Clause 17.3(a):
 - (i) Is deemed to be present at the Management Committee meeting, and

- (ii) Continues to be present at the Management Committee meeting for the purposes of establishing a quorum, until the Management Committee Member notifies the other Management Committee Members that they are no longer taking part in the Management Committee meeting.
- (iii) May do so on a maximum of two (2) consecutive occasions, and on no more than four (4) occurrences per year.

17.4. Conducting a Management Committee Meeting

- (a) The Chairperson shall normally act as Meeting Chair of each Management Committee meeting.
- (b) The Management Committee Members at a Management Committee meeting may elect a Management Committee Member other than the Chairperson to be the Meeting Chair for that Management Committee meeting if the Chairperson is:
 - (i) Not present within 30 minutes after the starting time set for the Management Committee meeting, or
 - (ii) Present but does not want to act as Meeting Chair of the Management Committee meeting.
- (c) The Management Committee cannot conduct business unless the quorum specified in Clause 17.5 is present.
- (d) If, within half an hour of the time appointed for the Management Committee meeting, the quorum specified in Clause 17.5 is not present the Management Committee meeting is to stand adjourned to the same time, day and place in the following week.
- (e) If at a Management Committee meeting adjourned under Clause 17.4(d), the quorum specified in Clause 17.5 is not present within half an hour of the time appointed for the Management Committee meeting, the Management Committee Members personally present shall constitute a quorum.
- (f) Subject to this constitution, the Management Committee Members present at the Management Committee meeting are to determine the procedure and order of business to be followed at the Management Committee meeting.
- (g) All Management Committee Members have the right to attend and vote at Management Committee meetings.
- (h) Other guests may attend Management Committee meetings if invited by the Management Committee, but the guest shall not have any right to:
 - (i) Comment without invitation,
 - (ii) Vote,
 - (iii) Be provided with copies of any agenda, minutes of meetings, or documents presented at such Management Committee meeting.
- (i) The Secretary, or such person authorised by the Management Committee from time to time, shall ensure that minutes of the resolutions and proceedings of all Management Committee meetings are recorded and maintained together with a record of the names of persons present at each Management Committee meeting.
- (j) The staff of the Association, namely the Centre Manager and Project Manager, will be invited to attend and present a written/verbal report to the Management Committee on a regular basis.

17.5. Quorum for Management Committee Meeting

- (a) Unless the Management Committee determines otherwise, the quorum for a Management Committee meeting shall be a majority (more than 50%) of total Management Committee Members.
- (b) A quorum must be present for the entire Management Committee meeting.
- (c) Ex-officio members are not counted in meeting the number for a meeting quorum.

18. Management Committee Resolutions

18.1. Definitions

- (a) There are three (3) types of Member's resolutions, namely:
 - (i) An ordinary resolution, and

- (ii) A special resolution.
 - (iii) Circular Resolution
- (b) **An Ordinary Resolution:**
- (i) Is a resolution that is not a special resolution as described in Clause 18.1(c), and
 - (ii) Shall:
 - (A) Be passed at any 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 or by proxy, and entitled to vote at the annual general meeting or special general meeting.
- (c) **A Special Resolution:**
- (i) shall be necessary to:
 - (A) Amend the name of the association,
 - (B) Amend the constitution,
 - (C) Affiliate the association with another body,
 - (D) Transfer the incorporation of the association,
 - (E) Amalgamate the association with one or more other incorporated associations,
 - (F) Voluntarily wind up the association,
 - (G) Cancel the incorporation of the association, or
 - (H) Request that a statutory manager be appointed to the association, and
 - (ii) shall:
 - (A) Be passed at an annual general meeting or special general meeting at which the quorum specified in Clause 20.8 is present, and
 - (B) Be supported by the votes of not less than seventy five (75)% of the Members present, in person or by proxy, and entitled to vote at the annual general meeting or special general meeting.
- (d) **A Circular Resolution:**
- (i) The Management Committee may pass a Circular Resolution without a Management Committee meeting being held.
 - (ii) A Management Committee Circular Resolution cannot be used:
 - (A) To pass a special resolution,
 - (B) To remove an Auditor,
 - (C) To appoint or remove a director, or
 - (D) Where the associations Act or this constitution requires an annual general meeting or special general meeting to be held.
 - (iii) Each Management Committee Member may sign:
 - (A) A single document setting out the resolution and containing a statement that they agree to the Management Committee circular resolution, or
 - (B) Separate copies of that document, as long as the wording of the Management Committee circular resolution is identical in each copy. (See Schedule 3 – Circular Matter for Decision Form)
 - (iv) The Secretary may arrange for a Management Committee Circular Resolution to be sent by email to Management Committee Members and Management Committee Members may agree to the Management Committee Circular Resolution by sending a reply email to the Secretary including the text of the Management Committee Circular Resolution in their reply.
 - (v) A Management Committee Circular Resolution is passed:
 - (A) if all the Management Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Clause 18.1.d(iii) and 18.1.d(iv).
 - (B) when the last Management Committee Member signs or otherwise agrees to the Management Committee circular resolution.

- (vi) The details and results of a circular resolution are to be made available or tabled and included in the minutes of the next Management Committee Meeting following the circular resolution.

18.2. Voting

- (a) Each Management Committee Member present at a Management Committee meeting has one vote.
- (b) A question arising at a Management Committee meeting is to be decided by a majority (more than 50%) of votes, but, if there is an equality of votes, the Meeting Chair of the Management Committee meeting is entitled to exercise a second or casting vote
- (c) Decisions at a Management Committee meeting may be made by general agreement or by way of a show of hands.
- (d) A poll by secret ballot may be used at a Management Committee meeting if the Management Committee prefers to determine a matter in this way, and if the Meeting Chair of the Management Committee meeting supervises the ballot.

19. Remuneration of Management Committee Members

19.1. Travelling and other expenses

The association may pay a Management Committee Member's travelling and other expenses properly incurred, such as:

- (a) In connection with the association's business (eg. Committee approved Conference attendance, training).

19.2. No other remuneration

Management Committee Members shall not receive any remuneration for their services as Management Committee Members other than as described at Clause 19.1.

ANNUAL GENERAL MEETINGS, SPECIAL GENERAL MEETINGS AND EXECUTIVE GENERAL MEETINGS

20. Annual General Meetings and Special General Meetings

20.1. Purpose of Annual General Meeting (AGM)

An Annual General Meeting is

- (a) A general meeting of all the Members and general public that is to be held once during each calendar 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) Elect or appoint Officeholders and Committee Members
 - (iv) Receive the financial statements for the previous financial year, and
 - (v) 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).

20.2. 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 Management Committee.

20.3. Financial statements and reports and annual general meetings

- (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,
 - (iii) The association shall ensure that:
 - (A) its financial statements for the relevant financial year are either reviewed or audited, and
 - (B) a copy of the review report or auditor's report is submitted to the annual general meeting.

20.4. Holding 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.
- (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 20.1.

20.5. Special General Meeting

- (a) Any meeting of Members that is not a Committee meeting or an Annual General Meeting is called a Special General Meeting.
- (b) A Special General Meeting:
 - (i) Shall have a specific purpose,
 - (ii) Is often called to deal with business that cannot wait until a Committee Meeting or the Annual General Meeting, and
 - (iii) May consider a range of matters, including matters that shall be decided by a special resolution.
- (c) The manner of calling, the quorum and procedure of a special general meeting are the same as for an annual general meeting, although the business to be conducted will be different.

20.6. Executive General Meeting

- (a) An Executive General Meeting is a meeting of Management Committee Members only
- (b) Executive General Meetings are held quarterly as a minimum
- (c) Executive General Meetings are called to discuss sensitive or confidential matters (eg. Personal staffing requests or reviewing staffing levels and Position Descriptions, and addressing staffing issues)
- (d) An Executive General Meeting may be called as a part of a Management Committee Meeting or Special General Meeting, should there be confidential or urgent matters which need to be discussed. This meeting may take place immediately after the Management Committee Meeting or Special General Meeting and all non-committee members will be asked to leave the room if they are not involved with the issue to be discussed.
- (e) Minutes of the Executive General Meeting are to be quarantined and are not for distribution to anyone outside of the Management Committee Members.
- (f) Executive General Meetings can be called by any Management Committee Member via a request to the Secretary prior to a meeting or via the Chairperson during the course of a meeting. There is no time frame applicable to the calling of an Executive Meeting due to the often urgent nature of the matters to be discussed.
- (g) The quorum and procedure of an Executive General Meeting are the same as for any other meeting, although the business to be conducted will be different.

20.7. Calling Annual General Meeting or Special General Meeting

- (a) An annual general meeting or special general meeting may be called by the Management Committee, at any time.
- (b) Members may call an annual general meeting or special general meeting under Clause 20.7(a) by forwarding a notice in writing to the Secretary or, in the absence of the Secretary, to the Chairperson.

20.8. Quorum at Annual General Meeting or Special General Meeting

- (a) Five (5) Members or half of the total Members, whichever is the less, personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- (b) Subject to Clauses 20.8(c) and 20.8(d), no business shall be conducted at an annual general meeting or special general meeting unless a quorum of Members entitled to vote is present at the time the annual general meeting or special general meeting considering that item.
- (c) If, within half an hour of the time appointed for the commencement of an annual general meeting or special general meeting, a quorum is not present:
 - (i) In the case of a special general meeting, the meeting lapses, or
 - (ii) In the case of an annual general meeting, the meeting is to stand adjourned to:
 - (A) The same time and day for a period of not more than fourteen days in the coming weeks, and
 - (B) The same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice given to the Members before the day to which the meeting is adjourned.
- (d) If at the adjourned annual general meeting or special general meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

20.9. Notice of, and motions at, Annual General Meeting or a Special General Meeting

- (a) The Secretary shall ensure that each Member is given at least:
 - (i) Fourteen (14) days' notice of an annual general meeting, or
 - (ii) Twenty one (21) days' notice of a special general meeting if a special resolution is proposed to be moved at that special general meeting.
- (b) The notice of an annual general meeting or special general meeting shall specify:

- (i) The place, date and time of the annual general meeting or special general meeting,
 - (ii) That the Member is entitled to attend and vote at the annual general meeting or special general meeting, and
 - (iii) The particulars and order of the business to be conducted at the annual general meeting or special general meeting.
- (c) 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 32 and 33.
- (d) Notice of apology by a Management Committee Member or; in the case of an annual general meeting, a Member of the public; must be received prior to the start of any Management Committee meeting in order for it to be recorded in the Minutes as valid.

20.10. Using technology to hold Annual General Meeting or Special General Meeting

- (a) An annual general meeting or special general meeting may take place:
- (i) Where the Members are physically present together, or
 - (ii) By the use of any technology (such as video or teleconferencing) that is agreed to by all Members, if it reasonably allows each Member to participate fully in discussions and decisions as they happen in the annual general meeting or special general meeting and provided that the participation of each Member is made known to all other Members in attendance.
- (b) A Member who participates in an annual general meeting or special general meeting as set out in Clause 20.10(a).
- (i) Is deemed to be present at the annual general meeting or special general meeting, and
 - (ii) Continues to be present at the annual general meeting or special general meeting for the purposes of establishing a quorum, until the Member notifies the other Members that they are no longer taking part in the annual general meeting or special general meeting.

20.11. Conducting Annual General Meeting or Special General Meeting

- (a) The Chairperson shall normally act as Meeting Chair of each annual general meeting or special general meeting.
- (b) The Members at an annual general meeting or special general meeting may elect a member other than the Chairperson to be the Meeting Chair for that annual general meeting or special general meeting if the Chairperson is:
- (i) Not present within 30 minutes after the starting time set for the annual general meeting or special general meeting, or
 - (ii) Present but does not want to act as Meeting Chair of the annual general meeting or special general meeting.
- (c) The annual general meeting or special general meeting cannot conduct business unless the quorum specified in Clause 20.8 is present.
- (d) At an annual general meeting or special general meeting at which the quorum specified in Clause 20.8 is present, the Meeting Chair may adjourn the annual general meeting or special general meeting with the consent of a majority (more than 50%) of the Members present.
- (e) No business shall be conducted at a rescheduled annual general meeting or special general meeting other than the unfinished business from the adjourned annual general meeting or special general meeting
- (f) When an annual general meeting or special general meeting is adjourned for fourteen (14) days or more, the Secretary shall ensure that notice of the adjourned annual general meeting or special general meeting is given to the Members in accordance with Clause 20.9 as if that general meeting was a new annual general meeting or special general meeting.
- (g) If, within half an hour of the time appointed for the annual general meeting or special general meeting the quorum specified in Clause 20.8 is not present, the annual general meeting or special general meeting is to stand adjourned to the same time, day and place in the following week.
- (h) 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.

- (i) 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.
- (j) 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.

ANNUAL GENERAL MEETING, SPECIAL GENERAL MEETING – RESOLUTIONS

21. Special Resolutions

21.1. Notice of Special Resolution

For a special resolution to be passed by the Members at an annual general meeting and special general meeting:

- (a) Members shall receive notice of the special resolution twenty one (21) days (in accordance with Clause 20.9(a)(ii) before the date of the annual general meeting or special general meeting.
- (b) The notice of the special resolution 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.
- (c) If notice is not given in accordance with Clause 21.1(b) the special resolution shall have no effect.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – VOTING

22. Voting conditions at Annual General Meeting and Special General Meeting

22.1. Number of votes per Member at annual general meeting and special general meeting

- (a) Each Member has one vote at annual general meetings and special general meetings.

22.2. Entitlement to vote at annual general meeting and special general meeting

- (a) A Member is only entitled to vote at an annual general meeting or special general meeting if the Member's name is recorded in the Members' register as at the date the notice of the general meeting was sent out.
- (b) Members of the general public who register and attend the Annual General Meeting are entitled to vote at that meeting regarding the appointment of Officeholders and members to vacant positions.

22.3. Challenge to Member's right to vote at Annual General Meeting and Special General Meeting

- (a) A Member or the Meeting Chair may only challenge a person's right to vote at an annual general meeting or special general meeting at that same annual general meeting or special general meeting.
- (b) If a challenge is made under Clause 22.3(a) the Meeting shall review the person's right to vote under Clause 22.2 and then decide whether or not the person may vote.
- (c) The Meeting Chair's decision on this point is final.

22.4. Voting procedure at annual general meeting and special general meeting

- (a) Voting at an annual general meeting and special general meeting shall be conducted and decided by:
 - (i) A show of hands,
 - (ii) A vote in writing, or
 - (iii) Another method chosen by the Meeting Chair that is fair and reasonable in the circumstances.
- (b) Before a vote is taken, the Meeting Chair shall state whether any proxy votes have been received and, if so, how the proxy votes shall be cast.
- (c) The Meeting Chair's decision is conclusive evidence of the result of the vote.
- (d) The Meeting Chair and the minutes of the annual general meeting and special general meeting do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- (e) In the case of an equality of votes at an annual general meeting or special general meeting, the Meeting Chair is entitled to exercise a second or casting vote.

22.5. When and how a vote in writing shall be held at Annual General Meeting and Special General Meeting

- (a) A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:
 - (i) At least four (4) Members present, or
 - (ii) The Meeting Chair.
- (b) A vote in writing shall be taken when and how the Meeting Chair directs.
- (c) A vote in writing shall be held immediately if it is demanded under Clause 22.6(a)
 - (i) For the election of a Meeting Chair under Clause 15.3(b) or
 - (ii) To decide whether to adjourn the annual general meeting or special general meeting.

22.6. Determining whether ordinary resolution has been carried at an annual general meeting and special general meeting

- (a) Unless a poll is demanded under Clause 22.7, if a question arising at an annual general meeting or special general meeting is determined by general agreement or a show of hands, a declaration shall be made by the Meeting Chair of the annual general meeting or special general meeting that the ordinary resolution has been:
 - (i) Carried unanimously,

- (ii) Carried by a majority (more than 50%) of Members present, or
- (iii) Lost.
- (b) If the declaration relates to a special resolution then all items under Clause 18.1(c) and 21.1 must be fulfilled. The minutes must also state that a special resolution has been determined.
- (c) A declaration made under Clause 22.7(a) shall be entered into the minutes.
- (d) The entry in the minutes under Clause 22.7(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22.7. 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 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.

23. Proxies at annual general meeting and special general meeting

23.1. Annual general meeting and special general meeting requirements

- (a) A Member may appoint a proxy to attend and vote at an annual general meeting or special general meeting on their behalf.
- (b) The appointed proxy must be a Member.
- (c) No Member may hold more than two (2) proxy votes at an annual general meeting or special general meeting.
- (d) A proxy appointed to attend and vote for a Member has the same rights as the Member to:
 - (i) Speak at the annual general meeting or special general meeting,
 - (ii) Cast a vote in writing (but only to the extent allowed by the proxy's appointment), and
 - (iii) Join in to demand a vote in writing under Clause 22.5
- (e) An appointment of proxy, in the form as set out in Schedule 2 to this Constitution (**Proxy Form**), shall be signed by the appointing Member and shall contain:
 - (i) The appointing Member's name and address,
 - (ii) The association's name,
 - (iii) The proxy's name or the name of the office held by the proxy, and
 - (iv) The annual general meeting(s) and special general meeting(s) at which the appointment may be used by the proxy.
- (f) At least forty eight (48) hours before the annual general meeting or special general meeting for which the proxy relates is scheduled to commence, proxy forms shall be received by the association at the address stated in the notice of the annual general meeting or special general meeting, or at the association's registered address.
- (g) A proxy does not have the right to speak or vote for a Member at an annual general meeting or special general meeting while the Member is present at the annual general meeting or special general meeting.
- (h) Unless the association receives written notice before the start or resumption of an annual general meeting or special general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:

- (i) Dies,
 - (ii) Is mentally incapacitated,
 - (iii) Revokes the proxy's appointment, or
 - (iv) Revokes the authority of a representative or agent who appointed the proxy.
- (i) A Member may specify the way the proxy shall vote on a particular resolution.
- (j) When a vote in writing is held, a proxy, does not need to vote, unless the proxy form appointment specifies the way they shall vote.

SUBCOMMITTEES AND OTHER DELEGATIONS

24. Subcommittees and delegation

24.1. Establishment

- (a) The Management Committee may establish Subcommittees from time to time to assist with the conduct of the association's object and purposes.
- (b) Subcommittees may comprise (in such numbers as the Management Committee determines) Members and non-Members.
- (c) Subject to this constitution, Subcommittee Members shall determine the procedure to be followed at Subcommittee meetings.

24.2. Delegation

- (a) The Management Committee may delegate, in writing, to any or all of the Subcommittees, any authority, power or functions, and may cancel any authority, powers or functions, as the Management Committee sees fit from time to time.
- (b) Despite any delegation under Clause 24.2(a), the Management Committee may continue to exercise all its functions, including any function that has been delegated to a Subcommittee and remains responsible for the exercise of those functions at all times.

24.3. Delegation to others

- (a) The Management Committee may delegate, in writing, to any person any authority, power or function and may cancel any authority, powers or functions, as the Management Committee sees fit from time to time.
- (b) Despite a delegation under this clause, the Management Committee may continue to exercise all its functions, including any delegated functions, and at all times remains responsible for the exercise of those functions.

FINANCES

25. Payment of Income or Property to Members

25.1. Not permitted

Subject to Clause 25.2, 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.

25.2. Permitted payments

- (a) Clause 25.1 does not prevent:
 - (i) Subject to Clause 25.2(b) the payment in good faith of remuneration to any Member, officer holder, 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,
 - (ii) The payment of reasonable and proper rent by the association to a Member for premises leased to the association by the Member, or
 - (iii) The reimbursement of out-of-pocket expenses for travel and accommodation incurred on behalf of the association by any Management Committee Member in connection with the Management Committee Member's functions as a Management Committee Member.
- (b) Before a payment proposed to a Management Committee Member under Clause 25.2(a)(i) can be made, the payment must first be authorised by the Members by way of an ordinary resolution.

26. Funds

26.1. Source of funds

- (a) The funds of the association may be derived from:
 - (i) Room Hire Fees
 - (ii) Entrance fees,
 - (iii) Workshop and Activity Fees
 - (iv) Donations,
 - (v) Fundraising activities,
 - (vi) Grants,
 - (vii) Funding Contracts,
 - (viii) Interest, and
 - (ix) Any other sources approved by the board.
- (b) The association shall, as soon as practicable:
 - (i) Deposit all money received to the credit of the association's bank account, without deduction, and
 - (ii) After receiving any money, issue an appropriate receipt.

26.2. 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 Management Committee.
- (b) The association shall use its funds in carrying out the association's object and purposes.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the association shall be signed by:
 - (i) Any two Management Committee Members, or
 - (ii) One Management Committee Member and another person authorised by the board.
- (d) All expenditure above the maximum amount set by the board from time to time shall be approved or ratified at a Management Committee meeting.
- (e) The Management Committee shall appoint up to four (4) Bank Signatories at any one time. These signatories are to include: the Chairperson, Deputy Chairperson, Treasurer and the Centre Manager staff member. These signatories are responsible for the signing on financial documents (such as cheques) and

will also be issued with a secure bank token to allow for the task of electronic bank approval.

- (f) All electronic bank withdrawals and transfers will require a minimum of two (2) bank signatories participation.

26.3. 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 7 years after the transactions covered by the financial records are completed.

MINUTES, BOOKS AND RECORDS

27. Minutes

27.1. Taking of minutes

- (a) The association shall keep minutes of the resolutions and proceedings of all annual general meeting, special general meeting and Management Committee meetings, together with a record of the names of persons present at each meeting.
- (b) The minutes of the annual general meeting, special general meeting and Management Committee meeting are to be entered into an electronic Minute file and distributed to the members via email within 14 days of the date of the annual general meeting, special general meeting and Management Committee meeting.

27.2. Review and signing of minutes

- (a) The Chairperson shall ensure that the minutes of an annual general meeting, special general meeting or Management Committee meeting are reviewed and signed as correct by:
 - (i) The Meeting Chair of the annual general meeting, special general meeting or Management Committee meeting to which those minutes relate, or
 - (ii) The Meeting Chair of the next succeeding annual general meeting, special general meeting or Management Committee meeting.
- (b) When minutes have been entered and signed as correct under Clause 27.2(a) they are:
 - (i) To be entered in the entered into the electronic Minute file, and
 - (ii) Until the contrary is proved, evidence that:
 - (A) The annual general meeting, special general meeting or meeting to which they relate was duly called and held,
 - (B) All proceedings recorded as having taken place at the annual general meeting, special general meeting or Management Committee meeting did in fact take place at the meeting, and
 - (C) All appointments or elections purporting to have been made at the annual general meeting, special general meeting or Management Committee meeting were validly made.

27.3. Circulation and Inspection of minutes

- (a) The minutes of all meetings will be circulated via email or provided in hard copy to all Management Committee Members following each meeting event.
- (b) The minutes of annual general meeting or special general meeting may be inspected by a Member under Clause 28.3.
- (c) The minutes of Committee Meetings may be inspected by a Member under Clause 29.3 unless the members determines that the minutes of board meeting generally, or the minutes of a specific board meeting, are not to be made available for inspection by a Member.

28. Records

28.1. 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.

28.2. Custody of association's books/electronic files

- (a) Except as otherwise decided by the Management 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.
- (b) The association's books shall be retained for at least 7 years.

28.3. Inspecting association's books/electronic files

- (a) Subject to this constitution, a Member is able to inspect the association's books 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 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.

28.4. Prohibition on use of information in association's books/electronic files and record of officeholders

A Member shall not use or disclose information in the association's books/electronic records 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.

28.5. Returning the association's books

Outgoing Management Committee Members are responsible for transferring all relevant assets and association's books to the new Management Committee within fourteen (14) days of ceasing to be a Management Committee Member.

DISPUTES

29. 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) In this Clause 29, the term **Member** includes any former Member whose Membership ceased not more than six (6) months before the dispute occurred
- (c) 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.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Clause 29 by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The association shall hold a Management Committee meeting within twenty eight (28) days after the Secretary receives notice of the dispute under Clause 29(d) for the Management Committee to determine the dispute.
- (f) At the Management 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.
- (g) The Secretary shall inform the parties to the dispute of the Management Committee's decision and the reasons for the decision within 7 days after the Management Committee meeting referred to in Clause 29(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Management Committee, they may elect to initiate further dispute resolution procedures as set out in the constitution.

30. Mediation

- (a) This Clause 30 applies:
 - (i) Where a person is dissatisfied with a decision made by the Management Committee under Clause 29(g) 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 Management Committee.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 29(c) or a party to a dispute is dissatisfied with a decision made under Clause 29(g) 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 Management Committee.
- (d) Where the dispute relates to a proposal for the suspension or expulsion of a Member this Clause 30 does not apply until the procedure under Clause 14 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 seven (7) 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.

31. Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out in Clauses 29 and 30, 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.

SERVICE OF NOTICES

32. 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.

33. 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.

INDEMNITY AND INSURANCE

34. Indemnity

- (a) The association shall indemnify each Management Committee Member out of the assets of the association against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Management Committee Member:
 - (i) When the association is not prevented by law from doing so, and
 - (ii) For an amount for which the Management Committee Member is not entitled to indemnity from another party (including an insurer under an insurance policy).
- (b) The indemnity in Clause 34(a) is a continuing obligation and is enforceable by a Management Committee Member even though that person is no longer a Management Committee Member of the association.

35. Insurance covering workers, contractors, Management Committee Members, volunteers and visitors

The association shall ensure that appropriate insurance is obtained for:

- a) The association's workers,
- b) The association's contractors,
- c) The association's Management Committee Members
- d) The association's volunteers, and
- e) The association's visitors.

OCCUPATIONAL SAFETY AND HEALTH

36. Safe and healthy working environment

The association is aware of its obligation to provide a safe and healthy working environment for its employees, contractors, volunteers and visitors and to remain familiar with the requirements of the *Occupational Safety and Health Act 1984* (WA) and the *Occupational Safety and Health Regulations 1996* (WA) and any amendments to these legal instruments made from time to time (**OSH Laws**).

37. Occupational Safety and Health obligations

The association shall ensure that:

- (a) Where required, it obtains workers compensation insurance for its workers.
- (b) Where required, it obtains insurance to cover its:
 - (i) Contractors,
 - (ii) Management Committee Members,
 - (iii) Volunteers, and
 - (iv) Visitors.
- (c) It complies with its obligations under the OSH laws, including any obligation:
 - (i) To complete a workers compensation claim form and submit it to the association's workers compensation insurer if a worker is injured while at work, and
 - (ii) to notify the WorkSafe WA Commissioner if an injury to a worker involves:
 - (A) A work-related death, or
 - (B) One of the following injuries or diseases:
 - (1) A fracture of the skull, spine or pelvis,
 - (2) A fracture of any bone in the arm (other than in the wrists or hand) or in the leg (other than a bone in the ankle or foot),
 - (3) An amputation of an arm, a hand, finger, finger joint, leg, foot, toe or toe joint,
 - (4) The loss of sight of an eye,
 - (5) Any injury other than those set out in Clauses 37(c)(ii) (B)(1) to 37(c)(ii) (B)(4), in the opinion of a medical practitioner, is likely to prevent the worker from being able to work within ten (10) days of the day on which the injury occurred,
 - (6) Infectious diseases such as tuberculosis, viral hepatitis, legionnaires' disease and HIV, where the disease is contracted during work involving exposure to human blood products, body secretions, excretions or other material which may be a source of infection, and
 - (7) Occupational zoonosis such as Q fever, anthrax, leptospirosis and brucellosis, where the disease is contracted during work involving the handling of, or contact with, animals, animal hides, skins, wool, hair, carcasses or animal waste products.

CONSTITUTION AND POLICIES & PROCEDURES

38. Constitution

38.1. Binding

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

38.2. Amendment

- (a) The association may amend the constitution or replace it with a new constitution by passing a special resolution.
- (b) 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.

38.3. 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.

39. Policies and procedures

39.1. Power and purpose

Provided that they are not inconsistent with the constitution or the associations Act, the Members may make, amend and repeal policies and procedures for the Management of the association by way of an ordinary resolution at an annual general meeting or a special general meeting.

39.2. Not of constitution and not required to be lodged

Any policies and procedures made under Clause 39.1 do not form part of the constitution and are not required to be lodged with the Commissioner.

WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

40. 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 40(a)(ii) before cancellation of incorporation can take place.

41. 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, or staff member, unless that Member or former Member is an entity described in Clause 42.

42. 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 an object and purposes similar to, or inclusive of, the object and purposes of the association as set out in Clause 4, and
 - (ii) Which also prohibit the distribution of any surplus assets to its Members or staff 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 42(b) the association may make application to the Courts of Western Australia and request that the courts make this decision.

Schedule 1 - Membership Application Form

A. Application

I, of
[Applicant's full name]

.....
[Applicant's residential address]

.....
[Applicant's date of birth]

.....
[Applicant's telephone number]

.....
[Applicant's occupation]

.....
[Applicant's email address]

hereby apply to become a Member of the above named incorporated association.

In applying to become a member, I confirm that I comply to the requirements of a Management Committee Member as applicable under Clause 7.2 of the Constitution, that being:

- I am a natural person
- I am aged over 18
- I am a person who supports the object and purposes of the Association

And confirm the following does not apply to me:

- I am not a current employee of the Association
- In the previous five (5) years, I have not 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
- I am not Bankrupt

In the event of my admission as a Member, I agree to be bound by the constitution of the association as amended from time to time.

I also understand the acceptance of my Membership application does not necessarily provide guarantee any nomination for a Management Committee Members position in accordance with this constitution.

.....
Signature of applicant

.....
Date

B. Nomination by Current Member

I,
[Nominating Member's full name]

being a current Member of the association and entitled to nominate persons for Membership, hereby nominate the applicant for Membership of the association.

.....
Signature of first nominating Member

.....
Date

Schedule 2 – Proxy Voting Form

(For use by Member who is unable to attend a committee, executive, annual or special general meeting)

A. Appointing a Proxy

I, of
[Member's full name]

.....
[Member's residential address]

.....
[Member's telephone number]

.....
[Member's email address]

being a Member of the above named incorporated association (**association**) and authorised to vote at a general meeting, hereby appoint:

Please Tick ONLY ONE (1) of the following:

1. Chairperson of general meeting OR
2. Secretary of association OR
3. Proxy identified below

I, of
[Proxy's full name]

.....
[Proxy's residential address]

to vote on my behalf at the:

- Annual Meeting
- Special Meeting
- Executive Meeting
- General Meeting

To be held on:

.....
Date of meeting Address of meeting

and at any adjournment of the meeting.

B. Proxy's Voting Directions

My proxy is authorised to vote:

Please Tick ONLY ONE (1) of the following:

- 1. As the proxy deems fit OR
- 2. According to the specific directions to my proxy identified below

Specific directions to proxy (please add further page if needed):

.....
Signature of Member

.....
Date

