

**CONSTITUTION OF THE**

**WUNDOWIE AND**

**DISTRICTS MENS**

**SHED INC.**

**REGISTRATION NO. A1014902S**

**JUNE 2018**

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## PART 1 — PRELIMINARY

### 1. Definitions

In these rules, unless the contrary intention appears —

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

**Associate member** means the member with the rights referred to in rule 7(2);

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

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

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

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

**Committee** means the management committee of the Association as defined in rule 25;

**Director** means a member of the association elected at the annual general meeting to serve on the committee of management;

**Financial records** includes —

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

**Financial year** of the Association, will be the period of 12 months commencing on **1<sup>st</sup> July** and ending on **30<sup>th</sup> June** each year;

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

**Ordinary member** means a member with the rights referred to in rule 7(1);

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

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

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

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

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

**Subcommittee** means a subcommittee appointed by the committee under rule 42;

**Treasurer** means the committee member holding office as the treasurer of the Association;

**WDMS** means the Wundowie and Districts Men's Shed Incorporated.

## **2. Name of Association**

The name of the Association shall be Wundowie and Districts Men's Shed Inc.

## **3. Objects of Association**

The objects and purposes of the Association are:

- (1) To encourage and promote the WDMS and its supporters, by such methods as may be deemed advisable by the members of the WDMS.
- (2) To act generally for the welfare and protection of members and supporters of the WDMS.
- (3) To make representations to Government at all levels, to relevant organisations and the community in general.
- (4) To promote the image as a community based organisation protecting and promoting the community.
- (5) To act in the interests of all sections of the community and its supporters.
- (6) To support and co-operate with other associations and organisations whose objects are similar to those of the WDMS or are such as likely to promote or advance the interests of the WDMS.
- (7) To promote the interest and provide a central point of contact and information for members of the WDMS.
- (8) To promote the interests of the WDMS for the benefit of the community.
- (9) To raise money for all and any of the objects of the WDMS and to invest and deal with the moneys of the WDMS not immediately required upon such securities and in such manner as may from time to time be determined.
- (10) To support and promote the principles of equity, opportunity and access, while recognising adversity.
- (11) To encourage participation on the Committee of Management by all members of the WDMS.
- (12) To actively build partnerships with government and non government agencies and other communities.

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

### **4. Not-For-Profit-Body**

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or

- (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## PART 3 — MEMBERSHIP

### 5. Membership Qualifications

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

### 6. Nomination for Membership

- (1) A nomination of a person for membership of the association;
  - (a) must be made by a member of the association in writing on the nomination form set by the Association; and
  - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must;
  - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after the receipt by the nominee of the notification) the sum payable by a member as a membership fee.
- (4) The secretary must, on payment by the nominee of the membership fee referred to in rule 12.1 within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

### 7. Categories of Membership

- (1) **Ordinary Members** are residents of Wundowie and Districts, or any person deemed by the committee to promote and advance the best interests of the WDMS in accordance with the objects and purposes who may reside outside the community, and who pay the membership fee as determined. These members have full voting rights and are eligible for nomination to all offices and committees so formed from time to time in accordance with the rules.
- (2) **Associate Members** are supporters of the Objects and purposes of the WDMS not residing in Wundowie or the District who pay the membership fee determined by the committee. Associate members are eligible to attend all general meetings of the association, will have no voting rights nor fulfil any elected positions or office. Associate members may be eligible for appointment to a position, not being an elected position, which the association may decide from time to time. An individual who has not reached the age of 18 years is only eligible to be an associate member.

- (3) **Recipient of a Merit of Honour** means a person deemed to have rendered extraordinary and/or remarkable service to the association and to whom a Merit of Honour has been granted from the approval of an annual general meeting by two thirds of the majority.
- (4) **Patrons** shall be initially appointed and/or reappointed at the annual general meeting. Each patron is to be selected and recommended for appointment by the committee.

## 8. When Membership Ceases

- (1) A person ceases to be a member of the association if the person —
  - (a) Is un-financial under rule 12(4);
  - (b) dies;
  - (c) the person resigns from the Association under rule 10;
  - (d) ceases to be a resident and fails to transfer Ordinary Membership to Association Membership
  - (e) the person is expelled from the Association under rule 14;
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## 9. Membership Rights Not Transferable

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

## 10. Resignation

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

## 11. Register of Members

- (1) The secretary, or another person authorised by the committee, must maintain a register of members and make sure that register is up to date
- (2) The register must contain:
  - (a) the full name of each member;
  - (b) a contact postal, residential or email address of each member;
  - (c) the class of membership held by the member; and
  - (d) the date on which the person became a member,

together with any other information required to be maintained in the register by section 53 of the Act.

- (3) The register of members must be kept at the principal place of administration of the association, or at another place as determined by the committee.

- (4) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (5) Any member is able to inspect the register free of charge, at such time and place as is mutually convenient to the Association and the member.
  - (a) The member may make a copy of any part of the register on payment of a fee determined by the committee.

## **12. Membership fees**

- (1) An ordinary or associate member of the association must, on application to the association, pay an annual membership fee which is determined by the committee.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, no later than the due date set by the committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **13. Liability of Members**

- (1) A member is only liable for their outstanding membership fees payable under rule 12.
- (2) Subject to rule 13(1), a member is not liable for the liabilities of the Association or the cost of winding up of the Association.

# **PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

## **14. Suspension or Expulsion**

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

- (c) decide —
  - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 20.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

## **15. Consequences of Suspension**

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

## **16. Resolving Disputes**

The grievance procedure set out applies to disputes —

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

## **17. Parties to Attempt to Resolve Dispute**

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

## **18. How Grievance Procedure is Started**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

- (4) The notice given to each party to the dispute must state —
  - (a) when and where the committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under rule 20,

the committee must not determine the dispute.

## **19. Determination of Dispute by Committee**

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 20.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## **20. Appointment of Mediator**

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested by a member under rule 14(7) — by agreement between the Member and the committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 18(5)(b)(ii) or 19(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
  - (a) a member under rule 14(7); or
  - (b) a party to a dispute under rule 18(5)(b)(ii); or
  - (c) a party to a dispute under rule 19(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## **21. Mediation Process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

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

## **22. If Mediation Results in Decision to Suspend or Expel Being Revoked**

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 14(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## **23. Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedure set out in the rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

# **PART 5 — COMMITTEE**

## **24. Powers of the Committee**

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

## **25. Constitution and Membership**

- (1) The committee is to consist of a minimum of 5 up to a maximum of 9 directors, each of whom is to be elected at the annual general meeting of the association under rule 26.
- (2) The following office bearers of the association will be elected by the directors —
  - (a) the president;

- (b) the vice president;
  - (c) the junior vice president;
  - (d) the secretary;
  - (e) the treasurer.
- (3) A person may be a committee member if the person is —
- (a) an individual who has reached 18 years of age; and
  - (b) an ordinary member.
- (4) The members must determine the maximum number of directors to serve on the committee for the following 12 months at each Annual General Meeting.

## **26. Election of Directors of the Committee of Management**

- (1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members —
- (a) calling for nominations for election to the committee; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) Nominations of candidates for election as directors of the association;
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
  - (b) Must be delivered to the secretary at least 7 days before the annual general meeting.
- (3) If the number of members nominating for the positions of directors is not greater than the number to be elected, the chairperson of the annual general meeting must declare each of those members to be elected to the position.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is held.
- (5) If there are less nominations than the number of positions, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.

## **27. Election of Office Bearers**

- (1) Nominations of candidates for election as office bearers of the committee must be made in writing, signed by 2 directors of the committee and the candidate.
- (2) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is held.

## **28. President**

The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

## **29. Secretary**

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;

- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of directors and office holders and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

### **30. Treasurer**

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.

### **31. Term of Office**

- (1) The term of office of a committee member begins when the member —
  - (a) is elected at an annual general meeting
  - (b) is appointed to fill a casual vacancy under rule 32.
- (2) Subject to rule 32, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

### **32. Casual Vacancies on the Committee**

- (1) A person ceases to be a committee member if the person —
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the committee or is removed from office under rule 33; or
  - (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
  - (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
  - (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

- (2) In the event of a casual vacancy occurring in the membership of the committee, the Committee of Management may appoint a member to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

### 33. Resignation and Removal from Office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a committee member from office; and
  - (b) elect a member who is eligible under rule 25(3) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### 34. Payments to Committee Members

- (1) In this rule —
  - committee member** includes a member of a subcommittee;
  - committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
  - (a) in attending a committee meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

### 35. Committee Meetings

- (1) The committee must meet at least 6 times in each year on the dates and at the times and places determined by the committee.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee

### 36. Notice of Committee Meetings

- (1) Notice of a meeting of the committee must be given by the secretary to each director at least 48 hours (or such other period as may be unanimously agreed on by the directors of the committee) before the time appointed for the holding of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

### **37. Procedure and Order of Business**

- (1) The president or, in the president's absence, the vice-president must preside as chairperson of each committee meeting.
- (2) If the president and vice-president are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.

### **38. Use of Technology to be Present at Committee Meetings**

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### **39. Quorum for Committee Meetings**

- (1) Any 5 directors of the committee constitute a quorum or the transaction of the business of a meeting of the committee.
- (2) No business is to be conducted at a committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If at an adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

### **40. Voting at Committee Meetings**

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

#### **41. Validity of Acts**

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

#### **42. Delegation by Committee to Subcommittees**

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, appoint one or more subcommittees;
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) Subject to any directions given by the committee a subcommittee may meet and conduct business as it considers appropriate; and
- (4) The committee may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the committee other than —
  - (a) the power to delegate; and
  - (b) a function which is a duty imposed on the committee by the Act or another written law.
- (5) A power or duty, the exercise or performance of which has been delegated to a subcommittee under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (6) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (7) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (8) Any act or thing done by a subcommittee, under the delegation has the same force and effect as if it had been done by the committee.
- (9) The committee may, in writing, amend or revoke the delegation.

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

#### **43. Annual General Meeting**

- (1) The annual general meeting of the WDMS shall be held during the month of July each year.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business at an annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the committee's annual report on the Association's activities during the preceding financial year; and

- (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
  - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
  - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to elect the directors of the committee and its office bearers
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the membership fees and other amounts (if any) to be paid by members.
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

#### **44. Special General Meetings**

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

#### **45. Notice of General Meetings**

- (1) The secretary or, in the case of a special general meeting convened under rule 44(5), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 53(7).

#### **46. Procedure at General Meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting considering that item.
- (2) The order of business at a general meeting shall be -
  - (a) President declare meeting open;
  - (b) Apologies;
  - (c) Confirmation of the minutes of the previous general meeting;
  - (d) Business arising out of the minutes of the previous meeting;
  - (e) Correspondence;
  - (f) Business arising out of correspondence;
  - (g) Business deferred from any previous meeting
  - (h) Financial statement and balance to be submitted by the Treasurer for adoption by the meeting;
  - (i) Reports by
    - (i) the President
    - (ii) and subcommittee
  - (j) General business
- (3) Discussions at all meetings shall be governed by the usual rules of debate

#### **47. Use of Technology to be Present at General Meetings**

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

#### **48. Presiding Member and Quorum for General Meetings**

- (1) The president or, in the president's absence, the vice-president must preside as chairperson of each general meeting of the association.
- (2) If the president and vice-president are absent or are unwilling to act as chairperson of a meeting, the directors present at the meeting must elect one of their numbers to act as chairperson of the meeting.
- (3) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business at a general meeting.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If —
  - (c) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
  - (d) at least 2 ordinary members are present at the meeting,

those members present are taken to constitute a quorum.

#### **49. Adjournment of General Meeting**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 45.

#### **50. Making of Decisions at a General Meeting**

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

#### **51. Special Resolutions**

- (1) A special resolution must be moved at a general meeting where notice of the special resolution has been given under rule 45(1)(a).
- (2) A special resolution of the association is required to:
  - (a) amend the name of the association;
  - (b) amend the rules, under rule 63;
  - (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 incorporation; or
  - (h) request for the appointment of a statutory manager.

- (3) A special resolution must be passed at a general meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the members present, in person or by proxy, and eligible to cast a vote at the meeting.

## **52. Voting at General Meetings**

- (1) On any question arising at a general meeting of the association each ordinary member has one vote which may be given personally or by proxy
- (1) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

## **53. Proxies**

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 45 must —
  - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

#### **54. Minutes of General Meetings**

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
  - (a) the names of the ordinary members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 43(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 43(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

### **PART 7 — FINANCIAL MATTERS**

#### **55. Source of Funds**

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

#### **56. Control of Funds**

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

## **57. Financial Statements and Financial Reports**

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

## **PART 8 — GENERAL MATTERS**

### **58. Common Seal**

- (1) If the Association has a common seal —
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of —
    - (i) 2 directors of the committee; or
    - (ii) one director and the secretary.

and each of them is to sign the document to attest that the document was sealed in their presence.
- (2) The secretary must make a written record of each use of the common seal.
- (3) The common seal must be kept in the custody of the secretary

### **59. Giving Notices to Members**

- (1) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### **60. Custody of Books and Securities**

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

## **61. Inspection of Records and Documents**

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## **62. Dissolution**

The WDMS may be dissolved or wound up by a special resolution at a special general meeting called for that purpose. If, upon the dissolution or winding up of the WDMS there remain after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the WDMS but shall be given to or transferred to some other incorporated association having objects similar to the objects of the WDMS or otherwise to the persons mentioned in section 24(1) of the Act.

## **63. Alteration of Rules**

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

## **64. Privacy Statement**

- (1) The WDMS collects personal information from its members to:
  - (a) Allow the provision to members of information they have requested.
  - (b) Provide information on products and services offered by the association and other associate organisations,
  - (c) Use their name and mailing address to advise them of association activities and to undertake the normal running of the association.
- (2) Personal information held by the association is restricted to that provided by the member on the application form for membership of the association.
- (3) Members can access their information held on record, or obtain a copy of this Privacy Statement from the secretary.
- (4) Members can change any of their previously provided information.
- (5) Members can lodge a privacy issue complaint in writing to the Secretary for consideration and response.