



Associations Incorporation Act 2015 (WA)

RULES OF ASSOCIATION

Men's Sheds of WA
(ABN 67 979 314 821)

Adopted on 2 November 2023

Contents

| | | |
|-----|---|----|
| 1. | Name of Association | 4 |
| 2. | Definitions..... | 4 |
| 3. | Objects and Purpose of Men’s Sheds of WA | 6 |
| 4. | Income and property | 7 |
| 5. | Qualifications for Membership of the Association | 8 |
| 6. | Register of Members..... | 9 |
| 7. | Membership of Association..... | 9 |
| 8. | Classes of Membership..... | 10 |
| 9. | Termination of Membership of the Association | 10 |
| 10. | Suspension or expulsion of Members of Association | 10 |
| 11. | Board | 11 |
| 12. | Nomination and election of Board members | 12 |
| 13. | Subcommittees | 14 |
| 14. | President and Vice president | 14 |
| 15. | Secretary | 14 |
| 16. | Treasurer | 15 |
| 17. | Resignation and removal from office | 16 |
| 18. | Casual vacancies in membership of the Board | 16 |
| 19. | Proceedings of the Board..... | 17 |
| 20. | Validity of acts | 18 |
| 21. | General Meetings | 18 |
| 22. | Quorum and proceedings at General Meetings | 20 |
| 23. | Minutes of meetings of the Association | 21 |
| 24. | Voting rights of Ordinary Members of Association..... | 22 |
| 25. | Proxies of Ordinary Members of Association | 23 |
| 26. | Powers of Association | 23 |
| 27. | Rules of Association..... | 24 |
| 28. | Common Seal of Association | 24 |
| 29. | Inspection of Association records..... | 24 |
| 30. | Disputes and mediation..... | 25 |

| | |
|---|----|
| 31. Patrons and Vice-Patrons..... | 25 |
| 32. Distribution of surplus property on winding up of Association | 26 |
| 33. Revoking of deductible gift recipients (DGR) status | 26 |

RULES OF ASSOCIATION

Men's Sheds of WA

ABN: 67 979 314 821

(**Association**)

1. Name of Association

1.1 The name of the Association is Men's Sheds of WA.

2. Definitions

In these Rules, unless the context requires otherwise:

| | |
|------------------------|---|
| Annual General Meeting | means the annual general meeting of the Association to be held once each calendar year |
| Association | means Men's Sheds of WA (ABN 67 979 314 821), referred to in rule 1 |
| Associate Member | means a Member with the rights referred to in rule 8.5 |
| Act | means the <i>Associations Incorporation Act 2015</i> (WA) |
| Board | means the board of the Association |
| Board member | means a member of the Board |
| Commissioner | means the person for the time being designated as the Commissioner under section 153 of the Act |
| Community Shed | means a community not-for-profit organisation that is accessible to all people in the local community which has the primary objectives (as shown in the organisation's rules or constitution) of advancing the wellbeing and health, and reducing social isolation, of people in the community through providing opportunities for: <ul style="list-style-type: none"> (a) community connection & participation; (b) learning and passing on skills; (c) learning about their own and other's wellbeing and health; and (d) working on meaningful projects for the community. |
| Financial year | means the year commencing 1 July and ending 30 June the following year |

| | |
|-------------------------|---|
| General Meeting | means a meeting of Members convened in accordance with rule 21 that all Members are entitled to receive notice of and to attend |
| Gift Fund | means an account or fund of the Association which comprises solely of gifts received by the Association |
| Member | means a Men's Shed or Community Shed whose application for Membership has been accepted and approved by the Association |
| Membership | means the membership of the Association, drawn from its Members |
| Men's Shed | means a community not-for-profit organisation that is accessible to all men in the local community which has the primary objectives (as shown in the organisation's rules or constitution) of advancing the wellbeing and health, and reducing social isolation, of men in the community through providing opportunities for: <ul style="list-style-type: none"> (a) community connection & participation; (b) learning and passing on skills; (c) learning about their own and other's wellbeing and health; and (d) working on meaningful projects for the community. |
| Ordinary Member | means a Member with the rights referred to in rule 8.4 |
| President | means the Board member holding office as the President of the Association |
| Register | means the register of Members referred to in section 53 of the Act |
| Rules | means these Rules of Association |
| Secretary | means the Board member holding office as the Secretary of the Association |
| Shed | means a Men's Shed or a Community Shed, as the context requires, or both of them |
| Special General Meeting | means a General Meeting of the Association other than the Annual General Meeting |
| Special Resolution | has the meaning given to that term in section 51(1) of the Act |

| | |
|--------------------|--|
| Tier 1 Association | means an incorporated association to which section 64(1) of the Act applies, or an incorporated association declared by the Commissioner to be a tier 1 association pursuant to section 65(1) of the Act |
| Tier 2 Association | means an incorporated association to which section 64(2) of the Act applies or an incorporated association declared by the Commissioner to be a tier 2 association pursuant to section 65(1) of the Act |
| Tier 3 Association | means an incorporated association to which section 64(3) of the Act applies |
| Treasurer | means the Board member holding office as the Treasurer of the Association |
| Vice president | means the Board member holding office as the Vice president of the Association |

3. Objects and Purpose of Men's Sheds of WA

Principal purpose

3.1 To support and promote:

- (a) the wellbeing and health of men; and
- (b) the prevention and control of diseases in men,

through building a sustainable community of like-minded groups focused on wellbeing, health, community connection and participation (including Men's Sheds and Community Sheds).

3.2 In furtherance of the principal purpose set out in sub-rule 3.1, the objects of the Association are to:

Act as a peak body

- (a) To promote the benefits of the Men's Shed movement in the prevention of all forms of disease and mental illness in men.
- (b) To promote a sustainable Men's Shed movement in Western Australia.
- (c) To represent the interests of Western Australian Men's Sheds to national, state and local government and other organisations, including in relation to funding and grants.

Provide support to Members

- (a) To provide a wide range of services, including advice, practical support and financial support to both groups that are planning to develop a Men's Shed or a Community Shed, and existing Men's Sheds and Community Sheds.
- (b) To recognise the independence of all Sheds and facilitate communication among them.

- (c) To promote the need for Members to have appropriate:
 - legal structures;
 - insurance;
 - safety and duty of care policies and procedures; and
 - occupational health and safety policies and procedures, where applicable, and support Members in meeting these needs.

Promote health and wellbeing

- (a) To provide advice to Members on the most appropriate ways of promoting the early intervention and prevention of all forms of disease and mental illness in men.
- (b) To promote the prevention of diseases, both physical and mental, in men through their involvement in a Men's Shed or Community Shed.
- (c) To raise awareness of men's health and wellbeing issues in a holistic sense covering physical, mental, emotional and social components.
- (d) To promote the value of Men's Sheds and Community Sheds to men in WA as a means to address mental health concerns, including loneliness, isolation and depression.
- (e) To promote the social interaction of men in transitional periods (e.g., separation, redundancy, bereavement, retirement, ill health, relocation and respite care).
- (f) To promote a culture in Men's Sheds where all men are welcome and where mutual respect and trust are paramount.
- (g) To facilitate links between individual Men's Sheds and Community Sheds Members and health-related agencies, family organisations and specialist health professionals within the community.

Community development

- (a) To advocate the benefits of partnerships between Men's Sheds, Community Sheds and the broader community.
- (b) To promote the sharing and dissemination of resources and skills relevant to the early intervention and prevention of disease and mental illness with other community organisations and people in the community, and encourage the preservation of those resources and skills.

4. Income and property

- 4.1 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid, transferred or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects or purposes.
- 4.2 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all non-gift funds received by the Association are deposited.
- 4.3 Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.

- 4.4 A payment may be made to a Member out of the funds of the Association only if it is authorised under sub-rule 4.5.
- 4.5 A payment to a Member out of the funds of the Association is authorised if it is:
- (a) a 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;
 - (b) a 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;
 - (c) a payment of reasonable rent to the Member for premises leased by the Member to the Association;
 - (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association; or
 - (e) subject to compliance with sub-rule 4.1, a grant awarded to a Member and authorised by a grant subcommittee convened from time to time by the Board under sub-rule 13.1.
- 4.6 A Board member is entitled to the paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
- (a) in attending a Board meeting;
 - (b) in attending a General Meeting; or
 - (c) otherwise in connection with the Association's business,
- and the payment is subject to a resolution passed by the Association.
- 4.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
- (a) 2 Board members; or
 - (b) one Board member and a person authorised by the Board.
- 4.8 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- 4.9 The Association shall maintain a separate Gift Fund to be used to support the principal purpose of the Association. All gifts to the Association of money or property are to be made to the Gift Fund only. The Gift Fund shall not receive other money or property.

5. Qualifications for Membership of the Association

- 5.1 Membership of the Association is open to Men's Sheds and Community Sheds located in Western Australia, and to any community organisation or group that is planning to establish a Men's Shed or Community Shed in Western Australia.
- 5.2 Applications for Membership must be made on a form supplied by the Association. Application forms must be directed to the Board and must be signed by an authorised representative of the Men's Shed or Community Shed, or the group that is planning to establish a Men's Shed or Community Shed.
- 5.3 The applicant must specify in the application the class of Membership, if there is more than one, to which the application relates.

- 5.4 Application forms submitted by email from a person's email address without a signature will be considered to have been signed by them.
- 5.5 The Board must consider each application for Membership made in the order in which they are received at the first Board meeting after the application is lodged and must at that Board meeting or the next Board meeting accept or reject that application.
- 5.6 The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- 5.7 Where the Board accepts an application for Membership, Membership is valid from the date the applicant pays any Membership fees payable to the Association under sub-rule 7.3.

6. Register of Members

- 6.1 The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association to maintain the Register of Members and record in that Register any change in the Membership of the Association in accordance with section 53 of the Act.
- 6.2 In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of Membership (if applicable) to which each Member belongs and the date on which they became a Member.
- 6.3 The Register of Members must be kept at a suitable location as determined by the Board.
- 6.4 A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- 6.5 If a Member:
 - (a) inspecting the Register of Members wishes to make a copy of, or take an extract from, the Register under section 54(2) of the Act; or
 - (b) makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

then the Board may require that Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose relates to the Association.

7. Membership of Association

- 7.1 The Board must determine the entrance fee (if any) and the annual Membership fee (if any) to be paid for Membership of the Association.
- 7.2 The fees determined under sub-rule 7.1 may be different for different classes of Membership as determined by the Board from time-to-time.
- 7.3 A Member must pay the annual Membership fee to the Treasurer, or another person nominated by the Board to accept payments, by the date determined by the Board (**Due Date**).
- 7.4 If a Member has not paid the annual Membership fee within the period of three (3) months after the Due Date, or such extended date as approved by the Board, the Member ceases to be a Member on the expiry of that period.

- 7.5 If a Shed that has ceased to be a Member under sub-rule 7.4 offers to pay the annual Membership fee after the period referred to in that sub-rule has expired:
- (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the Shed's Membership is reinstated from the date the payment is accepted.

8. Classes of Membership

- 8.1 The Association may consist of Ordinary Members and any Associate Members provided for under sub-rule 8.2.
- 8.2 The Association may have any class of Associate Members approved by resolution at a General Meeting, such as senior membership, honorary membership and life membership.
- 8.3 A Shed can only be an Ordinary Member or an Associate Member belonging to one class of Associate Member.
- 8.4 An Ordinary Member has full voting rights, the right to receive notices of General Meetings, and any other rights conferred on Ordinary Members by these rules or approved by resolution at a General Meeting or determined by the Board.
- 8.5 An Associate Member has the rights referred to in sub-rule 8.4 other than full voting rights and otherwise as approved by resolution at a General Meeting.
- 8.6 The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting.

9. Termination of Membership of the Association

- 9.1 Membership of the Association is terminated when:
- (a) the community group or organisation that constitutes the Member is dissolved;
 - (b) the Secretary or another Board member receives a notice in writing from a Member that they wish to terminate their Membership of the Association. That Member remains liable to pay to the Association the amount of any Membership fee due and payable by that Member to the Association but unpaid at the date of termination;
 - (c) a Member has not paid their Membership within three (3) months of the date fixed by the Board for Memberships to be paid, unless the Board decides otherwise; or
 - (d) a Member is suspended or expelled in accordance with rule 10.
- 9.2 The Secretary must keep a record, for at least one year after a Shed ceases to be a Member, of:
- (a) the date on which the Shed ceased to be a Member; and
 - (b) the reason why the Shed ceased to be a Member.

10. Suspension or expulsion of Members of Association

- 10.1 If the Board considers that a Member should be suspended or expelled from Membership of the Association because:
- (a) the Member has contravened any of these Rules; or

- (b) its conduct is detrimental to the interests of the Association,
the Board must provide the Member with written notice of the proposed suspension or expulsion and details of the time, date and place of the Board meeting where the suspension or expulsion will be decided. That notice is to include particulars of the conduct and be provided not less than 30 days before the date of the Board meeting.
- 10.2 At the Board meeting referred to in a notice communicated under sub-rule 10.1, the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from Membership of the Association and must communicate that decision in writing to that Member.
- 10.3 Subject to sub-rule 10.5, a Member has their Membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to the Member under sub-rule 10.2.
- 10.4 A Member who is suspended or expelled under sub-rule 10.2 must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule 10.3.
- 10.5 When notice is given under sub-rule 10.4:
- (a) the Association, in a General Meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
 - (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel the Member is confirmed under this sub-rule by vote of the General Meeting.
- 10.6 If a Member is suspended, during the period that 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.
- 10.7 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.
- 10.8 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.

11. Board

- 11.1 Subject to sub-rules 12.6 13.1 and 13.2, the affairs of the Association will be managed exclusively by a Board consisting of at least four (4) and up to nine (9) persons, comprising:

- (a) up to six (6) members elected from representatives of Ordinary Members of the Association by the Members at a General Meeting in accordance with sub-rules 12.1, 12.7 or 17(c)(ii) or appointed by the Board in accordance with these rules (**Elected Board member**); and
 - (b) up to three (3) independent members with specialised expertise appointed by the Board in accordance with sub-rule 12.8 (**Independent Board member**).
- 11.2 The Board shall elect the office holders, being:
- (a) President;
 - (b) Vice president;
 - (c) Secretary; and
 - (d) Treasurer.
- 11.3 A person must not hold two (2) or more of the offices mentioned in sub-rule 11.2 at the same time.
- 11.4 Board members must be elected to membership of the Board at an Annual General Meeting or appointed by the Board under sub-rule 12.6, 12.7, or 12.8.
- 11.5 A person may be a Board member if the person is an individual who has reached 18 years of age and:
- (a) is a representative of an Ordinary Member; or
 - (b) is appointed by the Board as an Independent Board member.
- 11.6 Subject to sub-rule 12.6, an Elected Board member's term will start from their election at an Annual General Meeting, or their appointment pursuant to sub-rule 12.6, and continue until the end of the Annual General Meeting for the year that is three (3) years later, and they are eligible for re-election to the Board for a second term until the end of the Annual General Meeting for the year that is a further three (3) years later.
- 11.7 An Independent Board member's term will start from the date of their appointment by the Board under sub-rule 12.8(c) and continue until the end of the Annual General Meeting for the year that is three (3) years later, and they are eligible for re-appointment to the Board for a second term until the end of the Annual General Meeting for the year that is a further three (3) years later.
- 11.8 A Board member may sit for a maximum of two (2) terms in total, either as an Elected Board member or an Independent Board member, and excluding any initial period of appointment to fill a vacancy under sub-rules 12.6 or 12.7. At the end of a Board member's second term, they are no longer eligible to be elected or appointed to the Board as either an Elected Board member or an Independent Board member.

12. Nomination and election of Board members

- 12.1 For the purpose of electing Elected Board members under rule 11.1(a), at least 30 days before an Annual General Meeting, the Secretary must send written notice to all the Members:
- (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the Secretary to comply with sub-rule 12.2.

- 12.2 Except for nominees under sub-rule 12.5, a person is not eligible for election to the Board unless an Ordinary Member has nominated them for election by delivering notice in writing of that nomination to the Secretary not less than seven (7) days before the day on which the Annual General Meeting concerned is to be held, signed by:
- (a) the nominator; and
 - (b) the nominee to signify their willingness to stand for election.
- 12.3 A person who is eligible for election or re-election to the Board may:
- (a) propose themselves for election or re-election; and
 - (b) vote for themselves.
- 12.4 If the number of persons nominated in accordance with sub-rule 11.5 for election to membership of the Board does not exceed the number of vacancies to be filled:
- (a) the Secretary must report the same to the Board accordingly; and
 - (b) the President must declare those persons to be duly elected as members of the Board at the Annual General Meeting.
- 12.5 If vacancies remain on the Board for Elected Board members after the declaration under sub-rule 12.4(b), additional nominations of Elected Board members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies available, the President must declare those persons to be duly elected as Elected Board members. Where the number of nominations from the floor exceeds the remaining number of vacancies for Elected Board members, elections for those vacant positions must be conducted in a manner determined by the Board.
- 12.6 If a vacancy of an Elected Board member position remains on the Board after the application of sub-rule 12.5, or when a casual vacancy within the meaning of rule 18 occurs in the membership of the Board:
- (a) the Board may appoint an individual representative of an Ordinary Member to fill that vacancy; and
 - (b) the Board member appointed under this sub-rule will:
 - (i) hold office until the next following Annual General Meeting;
 - (ii) be eligible for re-election to membership of the Board at the next Annual General Meeting; and
 - (iii) if elected pursuant to sub-rule (ii), the Elected Board member's term will start from their election at that Annual General Meeting and continue until the end of the Annual General Meeting for the year that is three (3) years later, and they are eligible for re-election to the Board for a second term until the end of the Annual General Meeting for the year that is a further three (3) years later.
- 12.7 If the position of Secretary becomes vacant, the Board must appoint a person who is eligible under sub-rule 11.5 (whether an existing Board member or not) to fill the position within 14 days after the vacancy arises.
- 12.8 For the purpose of appointing Independent Board members under sub-rule 11.1(b), the Board will:

- (a) perform a review of the skills of the existing Board members to identify the relevant expertise and experience required for the specific Independent Board member role that is vacant;
 - (b) following completion of the review under sub-rule (a), develop and approve a job definition format (**JDF**) to be advertised to the general public in such manner as the Board deems appropriate; and
 - (c) subject to the review and assessment of applicants, approve the appointment of an applicant who is eligible under sub-rule 11.5 and meets the criteria set out in the JDF to the role of Independent Board member.
- 12.9 Subject to the requirement for a quorum under sub-rule 19.9, the Board may continue to act despite any vacancy in its membership.
- 12.10 If there are fewer Board members than required for a quorum under sub-rule 19.9, the remaining Board members may act only for the purpose of:
- (a) appointing Board members under this rule;
 - responding to an emergency that requires them to act (and then only to that extent); or
 - (b) convening a General Meeting.

13. Subcommittees

- 13.1 The Board may create and delegate, in writing, to one (1) or more subcommittees (consisting of such persons as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- 13.2 A subcommittee may consist of the number of people, whether or not representatives of Members, that the Board considers appropriate.
- 13.3 Any delegation under sub-rule 13.1 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 13.4 The Board may, in writing, revoke wholly or in part any delegation under sub-rule 13.1.

14. President and Vice president

- 14.1 It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Board meeting and General Meeting.
- 14.2 The President has the powers and duties relating to convening and presiding at Board meetings and presiding at General Meetings provided for in these Rules.

15. Secretary

- 15.1 Unless authorised otherwise by the Board, the Secretary has the following duties:
- (a) dealing with the Association's correspondence and maintaining all records (other than the financial records, financial statements and financial reports) including legal documents and the Rules of Association;

- (b) ensuring the safe custody of the Association's books and securities, as applicable to the Association and in accordance with the requirements of the Act;
- (c) communicating on a regular basis with the President to ensure that the President is informed of any relevant matters requiring the President's attention arising from correspondence, General Meetings, or Board meetings, and any actions required;
- (d) calling all meetings including giving notice as required to Members for all General Meetings in accordance with these Rules of Association;
- (e) unless another Board member is authorised by the Board 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) and 53(2) of the Act;
- (f) maintaining, or where another Board member is authorised by the Board to do so, ensuring the maintenance of, on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) maintaining full and accurate minutes of Board meetings and General Meetings; and
- (h) carrying out any other duty given to the Secretary under these Rules or by the Board.

16. Treasurer

16.1 Unless authorised otherwise by the Board, 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 Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board 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 and in accordance with the requirements of the Act;
- (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 a 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; and

- (i) carrying out any other duty given to the Treasurer under these Rules or by the Board.

17. Resignation and removal from office

- (a) A Board member may resign by written notice given to the Secretary or, if the resigning Board member is the Secretary, given to the President.
- (b) The resignation takes effect:
 - (i) when the notice is received by the Secretary or President; or
 - (ii) if a later time is stated in the notice, at the later time.
- (c) At a General Meeting, the Association may by resolution:
 - (i) remove a Board member from office; and / or
 - (ii) if there is a vacancy on the Board for an Elected Board member, elect an individual who is eligible under sub-rule 11.5 to fill the vacant position.
- (d) A Board member who is the subject of a proposed resolution under sub-rule 17(c)(i) may make written representations (of a reasonable length) regarding the circumstances surrounding their removal to the Secretary or President and may ask that the representations be provided to the Members.
- (e) The Secretary or President may give a copy of the representations to each Member or, if they are not so given, the Board member may require the representations to be read out at the General Meeting at which the resolution is to be considered.

18. Casual vacancies in membership of the Board

18.1 A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice president, and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) three (3) consecutive Board meetings; or
 - (ii) three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings, of which meetings the Board member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a representative of an Ordinary Member of the Association; or
- (g) is the subject of a resolution passed by a General Meeting of Members removing them as a Board member pursuant to sub-rule 17(c)(i).

19. Proceedings of the Board

- 19.1 The Board must meet for the dispatch of business not less than four (4) times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 19.2 Notice of each Board meeting must be given to Board members at least 48 hours before the time of the meeting. 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.
- 19.3 The only business that may be conducted at the meeting is the business described in the notice referred to in sub-rule 19.2. However, urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.
- 19.4 The President or, in the President's absence, the Vice president must preside as chairperson of each Board meeting. If the President and Vice president are absent or are unwilling to act as chairperson of a Board meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- 19.5 A Board meeting may be held by teleconference, audio-visual link or other means of instantaneous communication provided that all other provisions of these Rules relating to these meetings are observed including:
- (a) required notice;
 - (b) entitlement to vote;
 - (c) quorum;
 - (d) the taking of minutes;
 - (e) adjournment; and
 - (f) that each Board member taking part in the meeting by means of instantaneous communication:
 - (i) announces his presence at the commencement of the meeting;
 - (ii) remains in contact throughout the whole of the meeting;
 - (iii) can participate in and hear all discussion taking place;
 - (iv) can vote on any resolutions; and
 - (v) announces his departure at the close of the meeting.
- 19.6 A Board member who participates in a Board meeting by teleconference, audio-visual link or other means of instantaneous communication is taken to be present at the Board meeting, may be considered to form part of the quorum required under sub-rule 19.9, and if the Board member votes at the meeting, the Board member is taken to have voted in person.
- 19.7 Each Board member has a deliberative vote.
- 19.8 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to their deliberative vote.

- 19.9 At a Board meeting, four (4) Board members constitute a quorum. No business is to be conducted at a Board meeting unless a quorum is present. If a quorum is not present within 30 minutes after the notified commencement time of a Board 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.
- 19.10 If a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub-rule 19.9(b), and at least 2 Board members are present at the meeting, those Board members present are taken to constitute a quorum.
- 19.11 Subject to these Rules, the procedure and order of business to be followed at a Board meeting may be determined by the Board members present at the Board meeting.
- 19.12 A Member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board. A person invited to attend a Board meeting:
- (a) has no right to any agenda, minutes or other document circulated at the meeting;
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- 19.13 As required under sections 42 and 43 of the Act, a Board member having any direct or indirect pecuniary or personal interest in a matter, contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only because the Board member is a member of a class of persons for whose benefit the Association is established), must:
- (a) as soon as that Board member becomes aware of that interest, disclose the nature and extent of their interest to the Board;
 - (b) not be present while the matter is being considered at the meeting;
 - (c) not take part in any deliberations or decision of the Board with respect to that matter; and
 - (d) disclose the nature and extent of the interest at the next General Meeting of the Association.

20. Validity of acts

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

21. General Meetings

- 21.1 The Board:
- (a) must determine the date, time and place of the Annual General Meeting to be held each year;
 - (b) may convene a Special General Meeting at any time;

- (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than 20% of the Membership, convene a Special General Meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under sub-rule 10.4, convene a General Meeting to deal with the appeal to which that notice relates;
 - (d) must, after receiving a notice under sub-rule 10.4 convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Board's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Board.
- 21.2 The Members making a request referred to in sub-rule 21.1(c)(i) must:
- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (b) sign that request.
- 21.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to:
- (a) in sub-rule 21.1(c)(i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or
 - (b) in sub-rule 21.1(c)(ii), the Member who gave the notice concerned may convene a Special General Meeting as if they were the Board.
- 21.4 When a Special General Meeting is convened under sub-rule 21.3(a) or 21.3(b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 21.5 Subject to sub-rule 21.7 the Secretary must give all Members at least 14 days notice of a Special General Meeting and that notice must specify:
- (a) when and where the General Meeting is to be held; and
 - (b) particulars of the business to be transacted at the General Meeting concerned and the order in which that business is to be transacted.
- 21.6 Subject to sub-rule 21.7, the Secretary must give to all Members not less than 21 days notice of an Annual General Meeting and that notice must specify:
- (a) when and where the Annual General Meeting will be held;
 - (b) the particulars and order of business to transacted, including:
 - (i) confirmation of 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;
 - (ii) the Board's annual report on the Association's activities during the preceding financial year;
 - (iii) the consideration of the financial statements of the Association;

- (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;
- (v) the election of Elected Board members to replace outgoing Elected Board members;
- (vi) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (vii) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by Members; and
- (viii) any other business requiring consideration by the Association at the General Meeting.

21.7 If it is proposed to hold the Annual General Meeting more than six (6) months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission to do so under section 50(3)(b) of the Act within four (4) months after the end of the financial year.

21.8 A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in sub-rule 21.5 or 21.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

21.9 The Secretary must give a notice under sub-rule 21.5, 21.6 or 21.8 by:

- (a) serving it on a Member personally; or
- (b) sending it by post to a Member at the address of the Member appearing in the Register of Members kept and maintained under rule 6; or
- (c) sending it via electronic means to all Members who have provided their email addresses as the means to communicate with them.

21.10 When a notice is sent by:

- (a) post under sub-rule 21.9(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail; or
- (b) email under sub-rule 21.9(c), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and emailed to the last known email address provided by that Member.

22. Quorum and proceedings at General Meetings

22.1 The President or, in the President's absence, the Vice president must preside as chairperson of each General Meeting. If the President and Vice president are absent or are unwilling to act as chairperson of a General Meeting, a Member elected by the other Members present at the General Meeting must preside at the General Meeting.

22.2 At a General Meeting, eight (8) Members present in person or via teleconference, audio-visual link or other means of instantaneous communication constitute a quorum.

- 22.3 If a quorum is not present within 30 minutes after the time specified for the holding of a General Meeting in a notice given under sub-rule 21.5, 21.6 or 21.8:
- (a) as a result of a request or notice referred to in sub-rule 21.1(c) , the General Meeting lapses; or
 - (b) otherwise, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue if possible.
- 22.4 If a quorum is not present within 30 minutes of the time appointed by sub-rule 22.3(b) for the resumption of an adjourned General Meeting, the Members who are present in person, or by proxy, teleconference, audio-visual link or other means of instantaneous communication may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 22.5 The chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 22.6 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 22.7 When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned General Meeting as if that General Meeting were a new General Meeting.
- 22.8 At a General Meeting:
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast by a show of hands or communicated verbally via teleconference link, subject to sub-rule 22.11; and
 - (b) a Special Resolution put to the vote will be decided in accordance with section 51 and 52 of the Act.
- 22.9 A declaration by the chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 22.10.
- 22.10 At a General Meeting, a poll may be demanded by the chairperson or by three (3) or more Members present in person, or by proxy or by teleconference, audio-visual link or other means of instantaneous communication and, if so demanded, must be taken in such manner as the chairperson directs.
- 22.11 If a poll is demanded and taken under sub-rule 22.10 in respect of an ordinary resolution, a declaration by the chairperson of the result of the poll is evidence of the matter so declared.
- 22.12 A poll demanded under sub-rule 22.10 must be taken immediately on that demand being made.

23. Minutes of meetings of the Association

- 23.1 The Secretary must cause proper minutes of all proceedings of all General Meetings and Board meetings to be taken.
- 23.2 The minutes must record the following:

- (a) in the case of Board meetings:
 - (i) the names of the Board members present at the meeting;
 - (ii) the name of any person attending the meeting under rule 19.12;
 - (iii) the business considered at the meeting; and
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote; and
 - (b) in the case of General Meetings:
 - (i) the business considered at the meeting, any resolution on which a vote is taken and the result of the vote;
 - (ii) the names of the Members attending the meeting;
 - (iii) any proxy appointments given to the Secretary under sub-rule 25.4;
 - (iv) the financial statements or financial report presented at the meeting; and
 - (v) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- 23.3 The minutes of a Board meeting or General Meeting (as the case may be) must be entered in the Association's minute book within 30 days after the meeting is held.
- 23.4 The President must ensure that the minutes taken of a General Meeting or Board meeting are approved as correct at the next succeeding General Meeting or Board meeting.
- 23.5 When minutes have been approved as correct under sub-rule 23.4, they are, until the contrary is proved, evidence that:
- (a) the General Meeting or Board meeting to which they relate (in this sub-rule called 'the meeting') was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

24. Voting rights of Ordinary Members of Association

- 24.1 Subject to these Rules, each Ordinary Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- 24.2 An Ordinary Member has one (1) vote only. All Ordinary Members may nominate one (1) voting individual as a delegate to vote at any General Meeting. To vote at any General Meeting, the given individual nominated must be a current registered member of a Member Shed within the state of Western Australia.
- 24.3 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.
- 24.4 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

24.5 If the question is whether or not to confirm the minutes of a previous General Meeting, only Ordinary Members who were present at that meeting may vote.

25. Proxies of Ordinary Members of Association

25.1 An Ordinary Member may appoint, in writing, another Ordinary Member as a proxy and to attend, and vote on behalf of the Ordinary Member at any General Meeting.

25.2 The Ordinary Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

25.3 If no instructions are given to the proxy, the proxy may vote on behalf of the Ordinary Member in any matter as the proxy sees fit.

25.4 The Ordinary Member must provide the Secretary a copy of the appointment referred to in sub-rule 25.1 at least 24 hours before the commencement of the General Meeting for which the proxy is appointed.

25.5 The appointment has effect until:

- (a) the end of any General Meeting to which the appointment applies; or
- (b) the appointment is revoked by the Ordinary Member and written notice of the revocation is given to the Secretary.

26. Powers of Association

26.1 The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes. In particular the Association shall have the power to:

- (a) purchase, sell, hold, lease, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow, raise or secure the payment of moneys to secure the repayment or performance of debt, liability, contract or guarantee incurred or to be entered into by the Association upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into contracts considered necessary or desirable;
- (h) act as trustee and accept and hold real and personal property upon trust but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
- (i) make gifts or give prizes; and

- (j) do all such other things as are conducive or incidental to the objects of the Association.

27. Rules of Association

- 27.1 The Association may alter or rescind these Rules, or make rules additional to these Rules, only by Special Resolution and in accordance with the procedure set out in Part 3, Division 2 of the Act.
- 27.2 These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

28. Common Seal of Association

- 28.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 28.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minutes of the meeting where its use was agreed to.
- 28.3 The affixing of the common seal of the Association must be witnessed by any two (2) office holders of the Board, or by one (1) office holder of the Board and one (1) Board member.
- 28.4 The Secretary must make a written record of who is authorised to use the common seal and each use of the common seal.
- 28.5 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

29. Inspection of Association records

- 29.1 A Member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Association.
- 29.2 The Member must contact the Secretary to make the necessary arrangements for the inspection.
- 29.3 The inspection must be free of charge.
- 29.4 To protect the privacy of individuals, only the name, residential or postal address, plus email address of the Member will be made available.
- 29.5 If the Member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by Members.
- 29.6 The Member may make a copy of or take an extract from the Register of Members or record of office holders, but does not have a right to remove the record or document for that purpose.
- 29.7 The Member must not use or disclose information in a record or document that is not the Register of Members or record of office holders, 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.

30. Disputes and mediation

- 30.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association; or
 - (c) if the Association provides services to non-Members, those non-Members who receive services or assistance from the Association, and the Association.
- 30.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 30.3 If the parties are unable to resolve the dispute at the meeting referred to in sub-rule 30.2, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 30.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a Member or relevant non-Member (as referred to in sub-rule 30.1(c)) and the Association, a person who acts as a mediator for another not-for-profit organisation, such as a community legal centre.
- 30.5 A Member of the Association can be a mediator.
- 30.6 The mediator cannot be a Member who is a party to the dispute.
- 30.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 30.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 30.9 The mediator must not determine the dispute.
- 30.10 The mediation must be confidential and without prejudice.
- 30.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

31. Patrons and Vice-Patrons

- 31.1 The Board may resolve to appoint one (1) or more persons to be Patrons or Vice-Patron of the Association to serve in this capacity for such periods of time and on

such terms as the Board may determine from time to time and to offer support and guidance to the Association in connection with the pursuit of some or all its objects.

32. Distribution of surplus property on winding up of Association

32.1 In these sub-rules, surplus property, in relation to the Association, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association but does not include books relating to the management of the Association.

32.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution and by reference to the persons mentioned in section 24(1) of the Act.

32.3 In the event of the winding up or the dissolution of the Association, the Commissioner of Taxation shall be advised of the date of the dissolution within 30 days of the dissolution.

33. Revoking of deductible gift recipients (DGR) status

33.1 If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution covered by Division 30 of the *Income Assessment Act 1997* (Cth) and to which income tax deductible gifts can be made.