



Government of **Western Australia**  
Department of **Commerce**  
Consumer Protection

Mr Stuart Diepeveen  
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BALCATTA WA 6021

By Email: gm@egt.net.au

Our Ref: Job No. 1703556;  
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1 June 2017

Dear Mr Diepeveen,

*ASSOCIATIONS INCORPORATION ACT 2015*  
**THE ELECTRICAL AND COMMUNICATIONS ASSOCIATION OF WESTERN  
AUSTRALIA INC. (the Association)**

I refer to the Notice of Special Resolution received by this office on 26 April 2017.

The changes have been lodged effective **1 June 2017** and placed on our records on the basis that the Association's executive or committee have declared that the amended rules were passed by special resolution. Lodgement should not be taken as validation that the rules conform to the requirements of the *Associations Incorporation Act 2015* (the Act).

It is important to be aware that if the rules do not meet the Scheduled requirements or are inconsistent with the Act, those provisions will be deemed invalid. The parts of the Prescribed Model Rules that deals with those matters will continue to apply as the Association's rules from 1 July 2019.

As you will appreciate the process of applying the Prescribed Model Rule(s) has the potential to be confusing for members. It may also lead members to make decisions based on incorrect requirements. In light of this, the Association is strongly encouraged to conduct its own examination of its rules to ensure they address the mandatory requirements set out in the Act.

The Department of Commerce – Consumer Protection Division (Consumer Protection) has developed the *Associations Transition Pack 3* which includes a checklist of requirements which can be used as a guide to assist the Association to comply with its obligations under the Act. This Associations Transition Pack 3 is available online at <http://www.commerce.wa.gov.au/publications/associations-transition-pack-3>

If you find that the rules are non-compliant you must take steps to amend the rules at the next available opportunity. Further information about how to amend the rules of the Association can be found in the Department's *Inc – A Guide for Incorporated Associations* available online from [www.commerce.wa.gov.au/associationsguide/](http://www.commerce.wa.gov.au/associationsguide/).

Consumer Protection undertakes random audit reviews of revised rules with regard to the matters set out in Schedule 1 but this is not conducted for every lodgement. The Association will be contacted should any problems be identified in the event that a review is undertaken.

Lastly, it is also opportune to remind the Association that under the Act there is now the requirement to submit an Information Statement (the Statement) to Consumer Protection. The Statement is required to be lodged no later than six months after the end of the association's end of financial year. The Statement can be submitted using AssociationsOnline which is available [www.commerce.wa.gov.au/associationsonline](http://www.commerce.wa.gov.au/associationsonline).

Should you require any further information in relation to this matter please contact the Associations Registration staff on 1300 30 40 74 or by email to [associations@commerce.wa.gov.au](mailto:associations@commerce.wa.gov.au).

Yours sincerely

A handwritten signature in black ink, consisting of a large loop at the top and several horizontal strokes below it.

for  
Commissioner for Consumer Protection

**Please complete:**

This is the annexure of [.....] pages marked "A" referred to in the Form No [. .... ] signed by me and dated

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## RULES OF ASSOCIATION

### Name of Association

**1** The name of the Association is The Electrical and Communications Association of Western Australia Inc.

### Definitions

**2** In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Board meeting" means a meeting referred to in rule 15;

"Board member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 A (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

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

"the Association" means the Association referred to in rule 1;

"the President" means-

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 A (1) or, if that person is unable to perform his or her functions, the Vice President;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Board" means the Board of Management of the Association referred to in rule 10 A (1);

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10 A (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 A (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 10 A (1).

## **Objects of Association**

**3** (1) The objects of the Association are-

- a) To establish and administer a Registered Training Organisation and Group Training Organisation for the electrical, electronic, communications, instrumentation, refrigeration and air-conditioning industry (the 'Industry').
- b) To employ and indenture apprentices and trainees to itself and second such apprentices and trainees to various employers for varying periods.
- c) To advance the education of, and to train any member of the public who has the appropriate aptitude for a building trade apprenticeship and who wishes to become an apprentice or trainee to any trade in the Industry.
- d) To advance the education of, and to train any member of the public who has the aptitude in all other skilled, semi-skilled, professional and non-professional occupations relevant to or servicing the Industry.
- e) To produce or cause to be produced training aids for the education of persons in the community in relation to the Industry.
- f) Without limiting the generality of these objects, the objects shall include establishing and maintaining libraries and information services for all persons who wish to become either skilled, semi-skilled, professional or non-professional persons relevant to or servicing the Industry.
- g) To improve the access of the Industry and any section of it, to properly trained apprentices.
- h) To promote, carry out, encourage and support any act, matter or thing and establish anybody having objects altogether or in part similar to any of these objects and to sponsor or otherwise support activities of any such body insofar as those activities shall be incidental to or in furtherance of any of these objects.

- i) To promote such legislative, social or administrative reforms or amendments, to issue such publications or disseminate and publicise such propaganda and information and generally to do all acts and things which the Association shall think desirable in the interest and welfare of employees and employers in the Industry.
- j) To provide for Industry, the means of formulating and making known its common purposes and the means of action in regard to industrial, commercial, economic, fiscal, labour, social, educational, legal and technical matters.
- k) To promote and improve the quality of workmanship and work practices for the Industry to improve electrical safety outcomes for the general public.
- l) To promote equality of opportunity and access of training of all persons wishing to enter the Industry. To advance the collection, assessment and dissemination to the general public of information relating to the Industry and to implement strategies to increase Industry career awareness among the public generally and specifically amongst school students.
- m) To undertake, hold or promote competitions, events, displays, seminars, workshops, conventions and other meetings in any part of the state of Western Australia or elsewhere and to promote and hold either alone or jointly with any other Association or Company, competitions, exhibitions and trials and to accept, offer, give or contribute towards prizes, medals, awards and certificates and to promote, give or support lectures and other sources of instruction in furtherance of these objects.

AND IT IS DECLARED THAT the objects set forth in any sub-rule of this rule shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference or inference from any other object or objects set forth in such sub-rule or from the terms of any other sub-rule or by the name of the Association.

(2) 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 or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects and in accordance with these Rules.

## **Powers of Association**

**4** 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, and in particular, may -

- (a) acquire, hold, 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 money 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 any other contract it considers necessary or desirable;
- (h) may 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) establish, acquire, administer and maintain for the purposes of the Association any real or personal property and in particular any lands, buildings, furniture or furnishings, fittings, vehicles and appliances and so far as the law may from time to time allow to sell, demise, let, mortgage, deal with, exchange or dispose of any or all of the same;
- (j) administer the collection and expenditure of training funds (including the receipt of administrative and special grants from Governments) and to purchase additional facilities offering incentives to those in the Industry to increase the quantity of training, and develop new training programs;
- (k) invest and deal with any of the monies of the Association not immediately required for the purposes thereof upon such securities and property and in such manner as may from time to time be determined by the Board and from time to time vary and realise such investments;
- (l) borrow or raise money by gift subscription or by such means as the Board see fit;
- (m) engage professional or other assistance of any kind and to remunerate any person for services rendered or to be rendered in or about the formation, carrying on or promotion of the Association or its objects or the conduct of its affairs;
- (n) expend funds for the purpose of carrying out all or any of the objects of the Association;
- (o) charge and accept payments from persons and other entities for the supply of goods and services of the Association;
- (p) charge and accept payment for the supply of goods and services to the Association to persons or entities;
- (q) engage in lawful activities in relation to the furtherance of the objects of the Association as the Board may from time to time determine;
- (r) do all such other things as are incidental and/or conducive to the attainment of the objects and the exercise of the powers of the Association; and
- (s) co-operate with any Commonwealth or Western Australian Government authority or department empowered with the governing of the Industry and employment and training within the Industry.

## **Qualifications for membership of Association**

### **5 (1) Membership of the Association is open to-**

Any person or body corporate engaged in the business of selling and installing electrical products and any person or body corporate who is an Electrical Contractor, Communications Contractor or Refrigeration and Airconditioning Contractor and who is substantially engaged in the work usually performed by an Electrical, Communications, Refrigeration or Airconditioning Contractor.

For the purposes of this rule:

- a) Electrical Contractor means a person or body corporate who holds an Electrical Contractors Licence issued under the provisions of the *Electricity (Licensing) Regulations 1991 (WA)*; and
- b) Communications Contractor means a person or body corporate who perform work which is regulated by the Australian Communications & Media Authority under the provisions of the *Telecommunications Act 1997 (Cth)*; and
- c) Refrigeration & Airconditioning Contractor means a person or body corporate who holds a Refrigeration & Airconditioning Mechanic Licence, issued under the provisions of the *Electricity (Licensing) Regulations 1991 (WA)*.
- d) The Association may accept Associate members in the following circumstances;
  - A) The organisation is one which performs a similar role to the Association in a similar or different industry grouping;
  - B) Any person who holds an Electrical Workers Licence issued under the provisions of the *Electricity (Licensing) Regulations 1991 (WA)*;
  - C) Any apprentice or trainee engaged pursuant to a registered Training Contract;
  - D) Any organisation which is a supplier of electrical products or training to members; or
  - E) Approval of the President has been given.

For the purpose of this rule, a Training Contract is an agreement between an employer and an apprentice or trainee which is registered with an apprenticeship authority under State legislation in any of the following trades:

electrical, instrumentation, electronic/communications, refrigeration air-conditioning or power lines and cable jointing.

Associate members shall not be empowered to vote at any meeting of the Association and shall not be eligible to hold any Office or position on the Board.

(2) A person who wishes to become a member or Associate member must-

(a) apply for membership to the Board in writing-

- (i) signed by that person and by both of the members referred to in paragraph (b); and
- (ii) in such form as the Board from time to time directs; and

(b) be proposed by one member and seconded by another member.

(3) The Board members must consider each application made under sub-rule (2) at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.

(4) An applicant whose application for membership of the Association is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(5) When notice is given under sub-rule (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

(6) Any individual who has been a member (in their own right or appointed under rule 19) for an extended period of time and has given outstanding or meritorious service to the Association may be nominated by the Board and appointed as a Life member of the Association by members at a meeting of the Board. Life Members shall not be entitled to vote in the event that they cease to be a member pursuant to sub-rule (2). Life members are not required to pay any membership fees to the Association with respect to their life membership.

(7) An applicant becomes a member if:

- (a) The applicant is eligible for membership under sub-rule 5(1);
- (b) The applicant applies in writing to the Association under sub-rule 5(2)(a);

- (c) The Board accepts the applicant's application for membership under sub-rule 5(3); and
- (d) The applicant pays any subscription due under rule 7.

### **Register of members of Association**

**6** (1) The Secretary, on behalf of the Association, must comply with Part 4 Divisions 5 and 6 of the Act by keeping and maintaining-

in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

(3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

(4) The Secretary must enter a person's name in the register of members referred to in sub-rule (1) within 28 days after the person becomes a member.

(5) Payment to members

- (a) Subject to sub-rule 6(5)(b) no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members.
- (b) Sub-rule 6(5)(a) does not prevent:
  - (i) The payment in good faith of remuneration to any officer, employee, or member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
  - (ii) The payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any member;
  - (iii) The payment of reasonable and proper rent by the Association to a member for premises leased by the member to the Association; or
  - (iv) The reimbursement of expenses incurred by any member or any Board member on behalf of the Association.

### **Subscriptions of members of Association**

**7** (1) The Board may from time to time at a Board meeting determine the amount of the subscription to be paid by each member and Associate member.

(2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Board allows.

### **Termination of membership of the Association**

**8** Membership of the Association may be terminated upon-



- (a) receipt by the Secretary or another Board member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with rule 9.

### **Suspension or expulsion of members of Association**

**9** (1) If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the member-

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,

not less than 30 days before the date of the Board meeting referred to in paragraph (a).

(2) At the Board meeting referred to in a notice communicated under sub-rule (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, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his or her 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 him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (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 him or her is confirmed under this sub-rule.

### **Board of Management and Election of Office-Bearers**

**10 A** (1) Subject to rule 10 B (11), the affairs of the Association will be managed exclusively by a Board of Management consisting of ten (10) members namely-

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;

(d) a Treasurer; and

(e) not less than six (6) other persons, nine of the Board members must be members of the Association.

(2) With the exception of the Secretary, Board members must be elected to membership of the Board in accordance with this rule 10 A or appointed under rule 10 B (10). Save for the Secretary, all members of the Board shall hold office for a term of three years commencing from the declaration of their election and terminating on the date of the declaration of the result of the Board election held three years thereafter. Each year three members of the Board shall retire and those offices shall be subject to election such that in any year only one-third of the Board shall be subject to election. Retiring members shall be eligible for re-election, except that the President may hold office only for three (3) years.

(3) Before the 1st day of May in each year the Secretary shall cause a notice to be given to each member of the Association calling for nominations for the Board and shall advise members of the closing date of nominations which shall be not earlier than 14 days after the date of giving the notice and of the number of persons to be elected to the Board. The Secretary shall close the roll of voters for the election of the Board ten (10) working days prior to calling for such nominations. The Secretary will cause for a copy of the Register of members as at the close of this roll to be kept for a period of 7 years.

(4) Nominations for the office of a member of the Board shall be made in the form prescribed by the Board.

(5) Each nomination shall be made by a financial member of the Association (not being an Associate member) and shall be signed by the nominator and the candidate and shall be addressed to the Secretary at the office of the Association and shall be posted or delivered so as to reach that office not later than the closing date.

(6) After close of nominations the Secretary shall inspect the nominations and satisfy himself that they are regular and valid.

(7) If the Secretary finds a nomination to be defective he shall before rejecting such nomination notify the person concerned of the defect and, where it is practicable to do so, give him the opportunity of remedying the defect within not less than seven days of it being so notified.

(8) If only the required number of nominations or less to fill the number of members on the Board are received, the Secretary shall by letter or email addressed to the Association declare the persons nominated to be elected unopposed.

(9) If more than the number of nominations required to the Board are received elections shall be conducted by the Secretary by a secret ballot to determine which of the candidates shall fill the offices.

(10) In relation to any election the Secretary shall:-

- (a) prepare or caused to be prepared such number of ballot papers (which may be done by electronic means) as there are members, upon which ballot papers the names of the nominated candidates shall appear;
- (b) not later than 31 May in the current year forward to each financial member of the Association (other than an Associate member) one ballot paper for such election;
- (c) with each such ballot paper forward to each member a notification -

- of the closing date for the receipt of returned ballot papers which shall be not earlier than 14 days after the forwarding of the ballot paper and not later than 15 June in the current year,
  - that the voting is to be conducted by striking out the name of each candidate for whom the member does not desire to vote,
- (d) hire or otherwise arrange for a post office box, other receptacle or electronic means to which ballot papers may be forwarded to him and arrange as far as possible that such box, receptacle or electronic means shall not be available to be opened or accessed by any person other than himself;
- (e) after the closing date collect the ballot papers, and mix the ballot papers so that they cannot be identified;
- (f) admit the ballot papers and count the votes thereon indicated;
- in the case of a tie between candidates draw lots;
  - immediately following the conclusion of the count advise the Association by letter or email of the names of the persons declared by him to be elected.

A member who is entitled to vote, who will be absent during the period of the election may apply for an absent vote by lodging with the Secretary prior to the distribution of the ballot papers, a written request for an absent vote together with an address at which he can receive communications. The Secretary shall forward a ballot paper to the address so specified and shall notify the member of the closing date for an absentee vote to be lodged.

(11) A candidate for election may appoint a member of the Association as scrutineer. The appointment shall be in writing and shall be signed by the candidate and lodged with the Secretary not less than seven days prior to the last day for the return of ballot papers.

- (a) All scrutineers shall be entitled to observe the form and distribution of ballot papers, the collection of ballot papers on their return, the admission and counting of votes, the conduct of the determination of the election by lot (if any) and the declaration of the result of the ballot. In every case it shall be the right and the duty of the scrutineers to observe any act performed or directed by the Secretary which may affect the result of the election and the Secretary shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise this right; but no election shall be invalidated by reason of the fact that the scrutineer does not, in fact, exercise all or any of such rights if he has had a reasonable opportunity to do so.
- (b) A scrutineer shall direct the attention of the Secretary to any irregularity he may detect whether in the nomination forms, the form of distribution of ballot papers or in respect of any other matter to be observed or done under these rules in connection with the election. A scrutineer shall do all things necessary so that the conduct of an election shall conform to these rules and so that the secrecy of the ballots shall be observed.

**10 B** (1) At the first meeting of the Board to be held after the Board election the members present shall elect by collegiate voting the office-bearers.

(2) Office-bearers shall hold office for a term of one year commencing from the declaration of their election and terminating at the date of the meeting at which the next office-bearers are elected. Retiring members shall be eligible for re-election, except that the President may hold office only for three (3) consecutive years.

- (3) The Secretary shall call for nominations from those present at the meeting for all of the offices to be filled.
- (4) Each nominee shall be a member of the Board and shall be proposed and seconded by two members of the Board. A nomination shall only be valid after the candidate has signified his acceptance of the nomination.
- (5) If the Secretary finds a nomination to be defective he shall, before rejecting the nomination notify the person concerned of the effect and, where it is practicable to do so, give him an opportunity of remedying the defect within the period of one half hour or such other period as he deems to be reasonable.
- (6) If only the required number of nominations to fill any office or offices is received the Secretary shall declare the person or persons so nominated elected.
- (7) If more than the number of nominations required to fill in any office is received an election shall be taken by a secret ballot of all members of the Board then present and shall be conducted as provided in rule 10 B (9) hereof.
- (8) A member of the Board who is entitled to vote, and who will be absent during the period of the election may apply for an absent vote by lodging with the Secretary prior to the distribution of the ballot papers, a written request for an absent vote together with an address at which he can receive communications. The Secretary shall forward the ballot paper to the address so specified and shall notify the member of the closing date for an absentee vote to be lodged.
- (9) The Secretary shall -
- (a) Permit any duly nominated candidate to appoint any member of the Association a scrutineer to represent him at the election. The conduct and duties of a scrutineer shall be the same as those prescribed by rule 10 A (11) for a scrutineer at an election for members of the Board;
  - (b) Satisfy himself so far as he reasonably can that the nominations of candidates are regular and valid;
  - (c) Prepare or cause to be prepared such number of ballot papers as there are Board members present upon which ballot papers the names of the duly nominated candidates shall appear in alphabetical order;
  - (d) Supply to each Board member present one ballot paper which the Secretary shall have previously initialled;
  - (e) Direct each Board member present to strike out on the ballot paper the name of each candidate for whom he does not desire to vote and thereafter to so fold the ballot paper so that the marking thereon is not visible until unfolded and to deposit the same in a receptacle which the Secretary shall have procured;
  - (f) Remove the folded ballot papers from the receptacle;
  - (g) Admit the ballot papers properly marked and count the votes thereon indicated;
  - (h) In the case of a tie between candidates, draw lots;
  - (i) At the conclusion of the count, including the counting of any absentee votes, declare the candidate or candidates as the case may be receiving the majority of votes elected.

(10) If a vacancy remains on the Board after the application of election process in these sub-rules, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Board-

- (a) the Board may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will -
  - (i) hold office until the election referred to in these sub-rules; and
  - (ii) be eligible for election to membership of the Board.

(11) The Board may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association 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.

(12) Any delegation under sub-rule (11) 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) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (11).

(14) The Secretary of the Association shall be appointed by the Board. The Secretary shall perform the duties as set out in rule 12 and such duties in relation to or on behalf of the Association as the Board may require of him. The Secretary shall not be entitled to vote.

### **President and Vice-President**

**11** (1) Subject to this rule, the President must preside at all general meetings and Board meetings.

(2) In the event of the absence from a general meeting of-

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a member elected by the other members present at the general meeting,

must preside at the general meeting.

(3) In the event of the absence from a Board meeting of-

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a Board member elected by the other Board members present at the Board meeting,

must preside at the Board meeting.

### **Secretary**

**12** The Secretary must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board and of the Association;
- (c) comply on behalf of the Association with-
  - (i) Part 4 Division 5 of the Act with respect to the register of members of the Association, as referred to in rule 6;

(ii) section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(iii) section 58 of the Act by maintaining a record of -

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 22; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph

(c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

(e) perform such other duties as are imposed by these rules on the Secretary.

## **Treasurer**

### **13 The Treasurer must-**

(a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;

(b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;

(c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board;

(d) comply on behalf of the Association with sections 66 and 70 of the Act with respect to the accounting records of the Association by-

(i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

(iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

(e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;

- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

### **Casual vacancies in membership of Board**

**14** 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) 3 consecutive Board meetings; or

- (ii) 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 member received notice, and the Board has resolved to declare the office vacant;

- (f) ceases to be a member of the Association; or

- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

### **Proceedings of Board**

**15** (1) The Board must meet together for the dispatch of business not less than six (6) 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.

(2) With the exception of the Secretary, each Board member has a deliberative vote.

(3) A question arising at a Board meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

(4) At a Board meeting three Board members constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

(6) As required under sections 42 and 43 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and

- (b) not take part in any deliberations or decision of the Board with respect to that contract.

(7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.

(8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

**(9) Remuneration of Board members**

- (a) The Association may pay a Board member's travelling and other expenses as properly incurred:
  - (i) in attending Board Meetings or sub-committee meetings;
  - (ii) in attending any General Meetings of the Association; and
  - (iii) in connection with the Association's business.
- (b) Board members must not receive any remuneration for their services as Board members as described at sub-rule (9)(a).

**General meetings**

**16 (1) The Board-**

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 30 days of-
  - (i) receiving a request in writing to do so from not less than two (2) per cent of the total number of members, convene a special general meeting for the purpose specified in that request; or
  - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 5 (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 his or her application and the Association at that meeting must confirm or set aside the decision of the Board.

**(2) The members making a request referred to in sub-rule (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.

**(3) If a special general meeting is not convened within the relevant period of 30 days referred to-**

- (a) in sub-rule (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 (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-



(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (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 is to be held;

(b) the particulars and order in which business is to be transacted, as follows-

(i) first, the consideration of the accounts and reports of the Board;

(ii) second, the election of Board members to replace outgoing Board members; and

(iii) third, any other business requiring consideration by the Association at the general meeting.

(7) 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 (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary must give a notice under sub-rule (5), (6) or (7) 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 by electronic means.

(9) When a notice is sent by post under sub-rule (8) (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. When a notice is sent by email under sub-rule (8) (c) the notice is deemed to be issued and received as provided under sections 13 and 14 of the *Electronic Transactions Act 2011* (WA).

## **Quorum and proceedings at general meetings**

**17** (1) At a general meeting fifteen (15) members present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-

(a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) 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.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the President 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 (9).

(9) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

### **Minutes of meetings of Association**

**18** (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, 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.

### **Voting rights of members of Association**

**19** (1) Subject to these rules, each member, excluding Associate members, present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) shall be made in the form prescribed by the Board..

(4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **Proxies of members of Association**

**20** A member (in this rule called "the appointing member") may appoint in writing another member or Associate member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

## **Rules of Association**

**21** (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act, which is as follows-

- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of the Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(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.

## **Common seal of Association**

**22** (1) The Association must have a common seal on which its corporate name appears in legible characters.

(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 minute book referred to in rule 18.

(3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) 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.

## **Inspection of records, etc. of Association**

**23** A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **Disputes and mediation**

**24** (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 from the Association, and the Association.
- (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 of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, 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.
- (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;
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (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.

### **Distribution of surplus property on winding up of Association**

**25** If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, Associate members or former members or former Associate members. The surplus property must be given or transferred to another association incorporated under the Act which:

- a) by its constitution is required to apply its profits (if any) or other income in promoting its objects;
  - (b) objects are similar to the objects of the Association; and
  - (c) is prohibited from paying any dividend to its members.
- and which association shall be determined by resolution of the members.

So long as six members remain clear on the books of this Association, it shall not be dissolved, nor its funds appropriated to any purpose other than those set forth in the foregoing rules. This rule shall not be rescinded or amended unless twelve months' notice has been given to that effect at a general meeting of members of the Association.