



Constitution

Carewest Association of Community Based Children's Services (WA) Inc.

January 2025

Table of contents

| | |
|--|----|
| CAREWEST ASSOCIATION OF COMMUNITY BASED CHILDREN'S SERVICES (WA) INC. | 1 |
| JANUARY 2025 | 1 |
| TABLE OF CONTENTS | 1 |
| 1. DEFINITIONS AND INTERPRETATION CLAUSES | 1 |
| 1.1 Definitions | 1 |
| 1.2 Terms defined in the Act | 3 |
| 1.3 Financial year | 3 |
| 2. NAME OF ASSOCIATION | 3 |
| 3. OBJECTS AND POWERS..... | 3 |
| 3.1 Objects..... | 3 |
| 3.2 Powers..... | 4 |
| 4. ASSOCIATION TO BE NOT FOR PROFIT BODY..... | 4 |
| 4.1 Not for profit body..... | 4 |
| 5. MEMBERS | 5 |
| 5.1 Eligibility for Membership | 5 |
| 5.2 Applying for Membership..... | 5 |
| 5.3 Dealing with Membership applications..... | 5 |
| 5.4 Becoming a Member..... | 6 |
| 5.5 Classes of Membership..... | 6 |
| 5.6 When Membership ceases | 6 |
| 5.7 Resignation..... | 7 |
| 5.8 Rights not transferable..... | 7 |
| 6. MEMBERSHIP FEES..... | 7 |
| 7. REGISTER OF MEMBERS..... | 7 |
| 8. EXECUTIVE COMMITTEE..... | 8 |
| 8.1 Powers of the Executive Committee..... | 8 |
| 8.2 Committee Members..... | 8 |
| 8.3 Chairperson | 9 |
| 8.4 Deputy Chairperson | 9 |
| 8.5 Secretary | 9 |
| 8.6 Treasurer | 10 |
| 8.7 How Members become Committee Members | 10 |
| 8.8 Nomination of Executive Committee Members | 10 |
| 8.9 Election of Office Holders | 11 |
| 8.10 Election of Ordinary Executive Committee Members..... | 11 |
| 8.11 Term of office | 12 |
| 8.12 When Membership of Executive Committee ceases | 12 |
| 8.13 Filling casual vacancies | 13 |
| 8.14 Validity of acts..... | 13 |
| 8.15 Payments to Executive Committee Members | 13 |
| 9. EXECUTIVE COMMITTEE MEETINGS..... | 13 |
| 9.1 Date, time and place of Executive Committee meetings..... | 13 |
| 9.2 Notice of Executive Committee Meetings | 14 |
| 9.3 Procedure and order of business..... | 14 |
| 9.4 Use of technology to be present at Executive Committee Meetings..... | 14 |
| 9.5 Quorum for Executive Committee Meetings..... | 15 |
| 9.6 Voting at Executive Committee Meetings..... | 15 |
| 9.7 Minutes of Executive Committee Meetings | 15 |
| 10. SUBCOMMITTEES AND SUBSIDIARY OFFICES | 16 |

| | | |
|-------|---|----|
| 10.1 | <i>Subcommittees and subsidiary offices</i> | 16 |
| 10.2 | <i>Delegation to Subcommittees and holders of subsidiary offices</i> | 16 |
| 11. | DISCIPLINARY ACTION, DISPUTES AND MEDIATION | 17 |
| 11.1 | <i>Terms used</i> | 17 |
| 11.2 | <i>Suspension or expulsion</i> | 17 |
| 11.3 | <i>Consequences of suspension</i> | 18 |
| 12. | RESOLVING DISPUTES | 18 |
| 12.1 | <i>Terms used</i> | 18 |
| 12.2 | <i>Application of Division</i> | 18 |
| 12.3 | <i>Parties to attempt to resolve dispute</i> | 19 |
| 12.4 | <i>How grievance procedure is started</i> | 19 |
| 12.5 | <i>Determination of dispute by Executive Committee</i> | 19 |
| 13. | MEDIATION..... | 20 |
| 13.1 | <i>Application of Clause</i> | 20 |
| 13.2 | <i>Appointment of mediator</i> | 20 |
| 13.3 | <i>Mediation process</i> | 20 |
| 13.4 | <i>If mediation results in decision to suspend or expel being revoked</i> | 21 |
| 14. | GENERAL MEETINGS OF ASSOCIATION | 21 |
| 14.1 | <i>Annual General Meeting</i> | 21 |
| 14.2 | <i>Special General Meetings</i> | 22 |
| 14.3 | <i>General Meetings</i> | 23 |
| 14.4 | <i>Proxies</i> | 23 |
| 14.5 | <i>Use of technology to be present at General Meetings</i> | 24 |
| 14.6 | <i>Presiding Member and quorum for General Meetings</i> | 24 |
| 14.7 | <i>Adjournment of General Meeting</i> | 25 |
| 14.8 | <i>Voting at General Meeting</i> | 25 |
| 14.9 | <i>When Special Resolutions are required</i> | 25 |
| 14.10 | <i>Determining whether resolution carried</i> | 26 |
| 14.11 | <i>Minutes of General Meeting</i> | 26 |
| 15. | FINANCIAL MATTERS | 27 |
| 15.1 | <i>Source of funds</i> | 27 |
| 15.2 | <i>Control of funds</i> | 27 |
| 15.3 | <i>Financial statements and Financial Reports</i> | 28 |
| 16. | GENERAL MATTERS..... | 28 |
| 16.1 | <i>By-laws</i> | 28 |
| 16.2 | <i>Executing documents and common seal</i> | 29 |
| 16.3 | <i>Giving notices to Members</i> | 29 |
| 16.4 | <i>Custody of books and securities</i> | 30 |
| 16.5 | <i>Record of Office Holders</i> | 30 |
| 16.6 | <i>Inspection of records and documents</i> | 30 |
| 16.7 | <i>Publication by Executive Committee Members of statements about Association business prohibited</i> | 31 |
| 16.8 | <i>Distribution of surplus property on cancellation of incorporation or winding up</i> | 31 |
| 16.9 | <i>Alteration of Constitution</i> | 31 |

Carewest Association of Community Based Children's Services (WA) Inc. Constitution

1. DEFINITIONS AND INTERPRETATION CLAUSES

1.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the Associations Incorporation Act 2015 (WA);

Associate Member means a Member with the rights referred to in clause 5.5(f);

Association means Carewest Association of Community Based Children's Services (WA)

Inc. **Books of the Association**, includes the following:

- (a) a register;
- (b) Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

By laws means by-laws made by the Association under clause 16.1;

Chairperson means the Executive Committee Member holding office as the chairperson of the Association;

Children's Services means individual approved services which are centre based, providing education and care services in accordance with the Education and Care Services National Regulations (WA) 2012. These include centre-based education and care, occasional care, outside school hours care and family day care.

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

Constitution means this constitution of the Association, as in force for the time being and including any amendments made from time to time.

Education and Care Service has the meaning given to that term in section 5(1) of the *Education and Care Services National Law*, as amended by section 5 of the *Education and Care Services National Regulations (WA) 2012*.

Executive Committee means the management committee of the Association;

Executive Committee Meeting means a meeting of the Executive Committee;

Executive Committee Member means a Member of the Executive Committee;

Financial Records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and

- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which Financial Statements are prepared; and
 - (ii) adjustments to be made in preparing Financial Statements;

Financial Report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act.

Financial Statements means the Financial Statements in relation to the Association required under Part 5 Division 3 of the Act.

Financial Year, of the Association, has the meaning given in clause 1.3

General Meeting, of the Association, means a meeting of the Association that all Members are entitled to receive notice of and to attend.

Member means a person (including a body corporate) who is an Ordinary Member or an Associate Member of the Association.

Membership Criteria means the criteria for Membership specified by the Executive Committee from time to time by Special Resolution, as amended from time to time by the Executive Committee by Special Resolution.

Objects means the objects and purposes of the Association as set out in clause 3.1.

Office Holders means the following office holders of the Association:

- (a) the Chairperson;
- (b) the deputy Chairperson;
- (c) the Secretary; and
- (d) the Treasurer.

Ordinary Executive Committee Member means an Executive Committee Member who is not an Office Holder of the Association under clause 8.2(b).

Ordinary Member means a Member with the rights referred to in clause 5.5(e).

Register of Members means the Register of Members referred to in section 53 of the Act;

Secretary means the Executive Committee Member holding office as the secretary of the Association.

Special General Meeting means a General Meeting of the Association other than the annual General Meeting.

Special Resolution means:

- (a) in the case of the Members means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act by the votes of not less than 75% of the Members of the association who cast a vote at the meeting; and

- (b) in the case of the Executive Committee means a resolution passed by the Executive Committee Members at a Board Meeting in accordance by the votes of not less than 75% of the Executive Committee Members of the association who cast a vote at the meeting.

Subcommittee means a subcommittee appointed by the Executive Committee under clause 10.1(a)(i).

tier 1 association means an incorporated association to which section 64(1) of the Act applies.

tier 2 association means an incorporated association to which section 64(2) of the Act applies.

tier 3 association means an incorporated association to which section 64(3) of the Act applies.

Transition Members means the Members of the Association as at the date this Constitution is adopted by the Association.

Treasurer means the Executive Committee Member holding office as the treasurer of the Association.

Vice Chairperson means the Executive Committee Member holding office as the Vice Chairperson of the Association.

1.2 Terms defined in the Act

Words and phrases defined in the Act and used but not defined in this Constitution have the meaning given to them in the Act.

1.3 Financial year

- (a) The first Financial Year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (b) Each subsequent Financial Year of the Association is the period of 12 months commencing at the termination of the first Financial Year or the anniversary of that termination.
- (c) The financial year commences 1 July and ends 30 June each year.

2. NAME OF ASSOCIATION

The name of the Association is 'Carewest Association of Community Based Children's Services Inc.'

3. OBJECTS AND POWERS

3.1 Objects

- (a) to advocate for the rights of children, families and employees in early childhood education and care services;
- (b) to promote the standards of quality in early childhood education and care services
- (c) to act as a resource for networking and the exchange of information among education and care service providers;
- (d) to encourage community support for and involvement with community-based education and care services;

- (e) to actively promote the Association as a peak body [the representative body] for policies relating to Children's Services issues;
- (f) to foster communication and political awareness within the field of Education and Care Services and through the community on issues and developments relating to Children's Services;
- (g) to represent the Members in dealings with the Commonwealth, State and Local Governments and any agency or instrumentality thereof;
- (h) to promote and encourage the professional development of 'member services'
- (i) to act as the Western Australian State branch of Australian Community Children's Services (ACCS); and
- (j) to initiate and coordinate public action to promote and defend the provision of community-based Children's Services

3.2 Powers

Without limiting anything in section 14 of the Act and subject to this Constitution, the Association may do all things necessary or convenient for carrying out its Objects and purposes, and in particular, may:

- (a) become a member of, affiliate with, or co-operate with any organisation/association with similar 'Objects' as the Association, affiliation or co-operation does not prejudice the right of individuality of the Association or its Members;
- (b) acquire, hold, deal with, and dispose of any real or personal property;
- (c) open and operate bank accounts;
- (d) invest its money in the interest of the Association;
- (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; and
- (g) enter into any other contract it considers necessary or desirable.

4. ASSOCIATION TO BE NOT FOR PROFIT BODY

4.1 Not for profit body

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a Member out of the funds of the Association only if it is authorised under clause 4.1(c).
- (c) A payment to a Member out of the funds of the Association is authorised if it is:

- (i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (ii) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
- (iii) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

5. MEMBERS

5.1 Eligibility for Membership

- (a) Any person [or corporation] that:
 - (i) is a not for profit or community-based Children's Service in Western Australia; and
 - (ii) supports the objects or purposes of the Association; and
 - (iii) meets the Membership Criteria,
 is eligible to apply to become a Member.
- (b) Any person that:
 - (i) does not receive financial or in-kind benefits from any for-profit organisation that provides services to the Children's Services sector, or operates as a for-profit Children's Service within Western Australia; and
 - (ii) supports the objects or purposes of the Association; and
 - (iii) meets the Membership Criteria,
 is eligible to apply to become a Member.
- (c) An individual who has not reached the age of 18 years is not eligible to apply for a class of Membership that confers full voting rights.

5.2 Applying for Membership

- (a) A person who wants to become a Member must apply in writing to the Association.
- (b) The applicant must specify in the application the class of Membership, if there is more than one, to which the application relates.

5.3 Dealing with Membership applications

- (a) The Executive Committee must consider each application for Membership of the Association and decide whether to accept or reject the application.
- (b) Subject to clause 5.3(c) the Executive Committee must consider applications in the order in which they are received by the Association.
- (c) The Executive Committee may delay its consideration of an application if the Executive Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

- (d) The Executive Committee must not accept an application unless the applicant:
 - (i) is eligible under clause 5.1; and
 - (ii) has applied under clause 5.2.
- (e) The Executive Committee may reject an application even if the applicant:
 - (i) is eligible under clause 5.1; and
 - (ii) has applied under clause 5.2.
- (f) The Executive Committee must notify the applicant of the Executive Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (g) If the Executive Committee rejects the application, the Executive Committee is not required to give the applicant its reasons for doing so.

5.4 Becoming a Member

- (a) An applicant for Membership of the Association becomes a Member when:
 - (i) the Executive Committee accepts the application; and
 - (ii) the applicant pays any Membership fees payable to the Association under clause 6.

5.5 Classes of Membership

- (a) The Association consists of Ordinary Members and any Associate Members provided for under clause 5.5(b).
- (b) The Association may have any class of Associate Membership approved by Special Resolution at a General Meeting, including honorary Membership and life Membership.
- (c) An individual who has not reached the age of 18 years is only eligible to be an Associate Member.
- (d) A person can only be an Ordinary Member or belong to one class of Associate Membership.
- (e) An Ordinary Member has full voting rights and any other rights conferred on Members by this Constitution or approved by Special Resolution at a General Meeting or determined by the Executive Committee.
- (f) An Associate Member has the rights referred to in clause 5.5(e) other than full voting rights.
- (g) The number of Members of any class is not limited unless otherwise approved by Special Resolution at a General Meeting.

5.6 When Membership ceases

- (a) A person ceases to be a Member when any of the following takes place —
 - (i) for a Member who is an individual, the individual dies;
 - (ii) for a Member who is a body corporate, the body corporate is wound up;
 - (iii) the person resigns from the Association under clause 5.7;

- (iv) the person is expelled from the Association under clause 11.2;
 - (v) the person ceases to be a Member under clause 6(d).
- (b) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:
 - (i) the date on which the person ceased to be a Member; and
 - (ii) the reason why the person ceased to be a Member.

5.7 Resignation

- (a) A Member may resign from Membership of the Association by giving written notice of the resignation to the Secretary.
- (b) The resignation takes effect:
 - (i) when the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) A person who has resigned from Membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

5.8 Rights not transferable

The rights of a Member are not transferable and end when Membership ceases.

6. MEMBERSHIP FEES

- (a) The Executive Committee must determine the Membership fee (if any) to be paid for Membership of the Association.
- (b) The fees determined under clause 6(a) may be different for different classes of Membership.
- (c) A Member must pay the annual Membership fee to the Treasurer, or another person authorised by the Executive Committee to accept payments, by the date (the **due date**) determined by the Executive Committee.
- (d) If a Member has not paid the annual Membership fee within the period of 3 months after the due date, the Member ceases to be a Member on the expiry of that period.
- (e) If a person who has ceased to be a Member under clause 6(d) offers to pay the annual Membership fee after the period referred to in that clause has expired:
 - (i) the Executive Committee may, at its discretion, accept that payment; and
 - (ii) if the payment is accepted, the person's Membership is reinstated from the date the payment is accepted.

7. REGISTER OF MEMBERS

- (a) The Secretary, or another person authorised by the Executive Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain

the Register of Members and record in that register any change in the Membership of the Association.

- (b) 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 each Member becomes a Member.
- (c) The Register of Members must be kept at the Secretary's place of residence, or at another place determined by the Executive Committee.
- (d) A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- (e) If:
 - (i) a Member 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
 - (ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

the Executive Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

8. EXECUTIVE COMMITTEE

8.1 Powers of the Executive Committee

- (a) The Executive Committee Members are the persons who, as the management committee of the Association (as that term is defined in the Act), have the power to manage the affairs of the Association.
- (b) Subject to the Act, this Constitution and the By-laws (if any), the Executive Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (c) The Executive Committee must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and the By-laws (if any).

8.2 Committee Members

- (a) The Executive Committee Members consist of:
 - (i) the Office Holders of the Association; and
 - (ii) up to 3 Ordinary Executive Committee Members
- (b) The following are the Office Holders of the Association:
 - (i) the Chairperson;
 - (ii) the Deputy Chairperson;
 - (iii) the Secretary;
 - (iv) the Treasurer.
- (c) A person may be an Executive Committee Member if the person is:
 - (i) an individual who has reached 18 years of age; and

- (ii) an Ordinary Member.
- (d) A person must not hold two or more of the offices mentioned in clause 8.2(b) at the same time.

8.3 Chairperson

- (a) It is the duty of the Chairperson to consult with the Secretary and all other office holders regarding the business to be conducted at each Executive Committee Meeting and General Meeting.
- (b) The Chairperson has the powers and duties relating to convening and presiding at Executive Committee Meetings and presiding at General Meetings provided for in this Constitution.

8.4 Deputy Chairperson

It is the duty of the Deputy Chairperson to assist the Chairperson with the Chairperson's duties under this Constitution and to perform the duties of the Chairperson if the Chairperson is unavailable.

8.5 Secretary

The Secretary has the following duties:

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each Executive Committee Meeting and General Meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another Member is authorised by the Executive Committee to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the Membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of this Constitution, as required under section 35(1) of the Act;
- (f) unless another Member is authorised by the Executive Committee to do so, maintaining on behalf of the Association a record of Members, Executive Committee Members, Office Holders and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Executive Committee Meetings and General Meetings; and
- (i) carrying out any other duty given to the Secretary under this Constitution or by the Executive Committee.

8.6 Treasurer

The Treasurer has the following duties:

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

8.7 How Members become Committee Members

A Member becomes an Executive Committee Member if the Member:

- (a) is nominated and elected to the Executive Committee at a General Meeting; or
- (b) is appointed to the Executive Committee by the Executive Committee to fill a casual vacancy under clause 8.13.

8.8 Nomination of Executive Committee Members

- (a) At least 21 days before an annual General Meeting, the Secretary must send written notice to all the Members:
 - (i) calling for nominations for election to the Executive Committee; and
 - (ii) stating the date by which nominations must be received by the Secretary to comply with clause 8.8(b).
- (b) A Member who wishes to be considered for election to the Executive Committee at the annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the annual General Meeting.
- (c) The written notice must include a signature by another Member in support of the nomination.

- (d) A Member may nominate for one specified position of office holder of the Association or to be an ordinary Executive Committee Member..
- (e) A Member whose nomination does not comply with this clause is not eligible for election to the Executive Committee unless the Member is nominated under clause 8.9(b) or 8.10(b)(ii).

8.9 Election of Office Holders

- (a) At the annual General Meeting, a separate election must be held for each position of Office Holder of the Association.
- (b) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Ordinary Members at the meeting.
- (c) If only one Ordinary Member has nominated for a position, the Chairperson of the meeting must declare the Ordinary Member elected to the position.
- (d) If more than one Ordinary Member has nominated for a position, the Ordinary Members at the meeting must vote to decide who is to be elected to the position.
- (e) Each Ordinary Member present at the meeting may vote for one Ordinary Member who has nominated for the position.
- (f) An Ordinary Member who has nominated for the position may vote for himself or herself.
- (g) The Chairperson of the meeting must declare the Ordinary Member with the most votes for the position as the person elected to the position.
- (h) On completion of the election for the Chairperson, the person elected Chairperson of the Association may take over as the Chairperson of the meeting.

8.10 Election of Ordinary Executive Committee Members

- (a) The Association must decide by Special Resolution at the Annual General Meeting if there is to be more than 3 Ordinary Executive Committee Members to hold office.
- (b) If the number of Ordinary Members nominating for the position of Ordinary Executive Committee Member is not greater than the number to be elected, the Chairperson of the meeting:
 - (i) must declare each of those Ordinary Members to be elected to the position; and
 - (ii) may call for further nominations from the Ordinary Members at the meeting to fill any positions remaining unfilled after the elections under clause 8.10(b)(i).
- (c) If:
 - (i) the number of Ordinary Members nominating for the position of Ordinary Executive Committee Member is greater than the number to be elected; or
 - (ii) the number of Ordinary Members nominating under 8.10(b)(ii) is greater than the number of positions remaining unfilled,

the Ordinary Members at the meeting must vote to decide the Members who are to be elected to the position of ordinary Executive Committee Member.

- (d) An Ordinary Member who has nominated for the position of Ordinary Executive Committee Member may vote in accordance with that nomination.

8.11 Term of office

- (a) The term of office of an Executive Committee Member begins when the Member:
 - (i) is elected at an annual General Meeting or under clause 8.11(f)(ii); or
 - (ii) is appointed to fill a casual vacancy under clause 8.13.
- (b) Subject to clause 8.12, an Executive Committee Member holds office for a maximum term of 3 years. Once the maximum term has been reached or the office holder has to resign from their position then that position is declared vacant at the next annual General Meeting.
- (c) An Executive Committee Member may be re-elected into a different position of office.

Resignation and removal from office:

- (d) An Executive Committee Member may resign from the Executive Committee by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- (e) The resignation takes effect:
 - (i) when the notice is received by the Secretary or Chairperson; or
 - (ii) if a later time is stated in the notice, at the later time.
- (f) At a General Meeting, the Association may by resolution —
 - (i) remove an Executive Committee Member from office; and
 - (ii) elect a Member who is eligible under clause 8.2(c) to fill the vacant position.
- (g) An Executive Committee Member who is the subject of a proposed resolution under clause 8.11(f)(i) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the Members.
- (h) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Executive Committee Member may require them to be read out at the General Meeting at which the resolution is to be considered.

8.12 When Membership of Executive Committee ceases

A person ceases to be an Executive Committee Member if the person:

- (a) dies or otherwise ceases to be a Member; or
- (b) resigns from the Executive Committee or is removed from office under clause 5.7; or
- (c) becomes ineligible to accept an appointment or act as an Executive Committee Member under section 39 of the Act;
- (d) becomes permanently unable to act as an Executive Committee Member because of a mental or physical disability; or

- (e) fails to attend 3 consecutive Executive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

8.13 Filling casual vacancies

- (a) The Executive Committee may appoint an Ordinary Member who is eligible under clause 8.2(c) to fill a position on the Executive Committee that:
 - (i) has become vacant under clause 8.12; or
 - (ii) was not filled by election at the most recent annual General Meeting or under clause 8.11(f)(ii).
- (b) If the position of Secretary becomes vacant, the Executive Committee must appoint an Ordinary Member who is eligible under clause 8.2(c) to fill the position within 30 days after the vacancy arises.
- (c) Subject to the requirement for a quorum under clause 9.5, the Executive Committee may continue to act despite any vacancy in its Membership.
- (d) If there are fewer Executive Committee Members than required for a quorum under clause 9.5, the Executive Committee may act only for the purpose of:
 - (i) appointing Executive Committee Members under this clause; or
 - (ii) convening a General Meeting.

8.14 Validity of acts

The acts of the Executive Committee or a Subcommittee, or of an Executive Committee Member or Member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of an Executive Committee Member or Member of a Subcommittee.

8.15 Payments to Executive Committee Members

- (a) In this clause:
 - (i) **Executive Committee Member** includes a Member of a Subcommittee;
 - (ii) **Executive Committee Meeting** includes a meeting of a Subcommittee.
- (b) An Executive Committee Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (i) in attending a special meeting in connection with the Association's business, once approval has been sought by the Association.

9. EXECUTIVE COMMITTEE MEETINGS

9.1 Date, time and place of Executive Committee meetings

- (a) The Executive Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Executive Committee.

- (b) The date, time and place of the first Executive Committee Meeting must be determined by the Executive Committee Members as soon as practicable after the annual General Meeting at which the Executive Committee Members are elected.
- (c) Executive Committee Meetings may be convened by the Chairperson and any 2 Executive Committee Members.

9.2 Notice of Executive Committee Meetings

- (a) Notice of each Executive Committee Meeting must be given to each Executive Committee Member at least 7 days before the time of the meeting.
- (b) 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.
- (c) Unless clause 9.2(d), the only business that may be conducted at the meeting is the business described in the notice.
- (d) Urgent business that has not been described in the notice may be conducted at the meeting if the Executive Committee Members at the meeting unanimously agree to treat that business as urgent.

9.3 Procedure and order of business

- (a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Executive Committee Meeting.
- (b) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Executive Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (c) The procedure to be followed at an Executive Committee Meeting must be determined from time to time by the Executive Committee.
- (d) The order of business at an Executive Committee Meeting may be determined by the Executive Committee Members at the meeting.
- (e) A Member or other person who is not an Executive Committee Member may attend an Executive Committee Meeting if invited to do so by the Executive Committee.
- (f) A person invited under 9.3(e) to attend an Executive Committee Meeting:
 - (i) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (ii) must not comment about any matter discussed at the meeting unless invited by the Executive Committee to do so; and
 - (iii) cannot vote on any matter that is to be decided at the meeting.

9.4 Use of technology to be present at Executive Committee Meetings

- (a) The presence of an Executive Committee Member at an Executive Committee Meeting need not be by attendance in person but may be by that Executive Committee Member and each other Executive Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- (b) A Member who participates in an Executive Committee Meeting as allowed under clause 9.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

9.5 Quorum for Executive Committee Meetings

- (a) Subject to clause 8.13(d), no business is to be conducted at an Executive Committee Meeting unless a quorum is present.
- (b) Until otherwise determined by a Special Resolution of Members no fewer than three Executive Committee Members, at least two of whom must be Office Holders (present in person or by proxy, subject to clause 9.4) are a quorum at an Executive Committee Meeting.]
- (c) If a quorum is not present within 30 minutes after the notified commencement time of an Executive Committee Meeting:
 - (i) in the case of a special meeting — the meeting lapses; or
 - (ii) otherwise, the meeting is adjourned to 'as soon afterwards as is practicable

9.6 Voting at Executive Committee Meetings

- (a) Each Executive Committee Member present at an Executive Committee Meeting has one vote on any question arising at the meeting.
- (b) Except where this Constitution provides that a Special Resolution of the Executive Committee is required, a motion is carried if a majority of the Executive Committee Members present at the Executive Committee Meeting vote in favour of the motion.
- (c) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (d) A vote may take place by the Executive Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Executive Committee decides that a secret ballot is needed to determine a particular question.
- (e) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

9.7 Minutes of Executive Committee Meetings

- (a) The Executive Committee must ensure that minutes are taken and kept of each Executive Committee Meeting.
- (b) The minutes must record the following:
 - (i) the names of the Executive Committee Members present at the meeting;
 - (ii) the name of any person attending the meeting under clause 9.3(e);
 - (iii) the business considered at the meeting;
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (c) The Chairperson must ensure that the minutes of an Executive Committee Meeting are reviewed and signed as correct by:

- (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next Executive Committee Meeting.
- (d) When the minutes of an Executive Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any appointment purportedly made at the meeting was validly made.

10. SUBCOMMITTEES AND SUBSIDIARY OFFICES

10.1 Subcommittees and subsidiary offices

- (a) To help the Executive Committee in the conduct of the Association's business, the Executive Committee may, in writing, do either or both of the following:
 - (i) appoint one or more Subcommittees;
 - (ii) create one or more subsidiary offices and appoint people to those offices.
- (b) A Subcommittee may consist of the number of people, whether or not Members, that the Executive Committee considers appropriate.
- (c) A person may be appointed to a subsidiary office whether or not the person is a Member.
- (d) Subject to any directions given by the Executive Committee:
 - (i) a Subcommittee may meet and conduct business as it considers appropriate; and
 - (ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

10.2 Delegation to Subcommittees and holders of subsidiary offices

- (a) In this clause:

non-delegable duty means a duty imposed on the Executive Committee by the Act or another written law.
- (b) The Executive Committee may, in writing, delegate to a Subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Executive Committee other than:
 - (i) the power to delegate; and
 - (ii) a non-delegable duty.
- (c) A power or duty, the exercise or performance of which has been delegated to a Subcommittee or the holder of a subsidiary office under this clause, may be exercised or performed by the Subcommittee or holder in accordance with the terms of the delegation.

- (d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Executive Committee specifies in the document by which the delegation is made.
- (e) The delegation does not prevent the Executive Committee from exercising or performing at any time the power or duty delegated.
- (f) Any act or thing done by a Subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Executive Committee.
- (g) The Executive Committee may, in writing, amend or revoke the delegation.

11. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

11.1 Terms used

In this clause, **Member**, in relation to a Member who is expelled from the Association, includes former Member.

11.2 Suspension or expulsion

- (a) The Executive Committee may decide to suspend a Member's Membership or to expel a Member from the Association if:
 - (i) the Member contravenes any of this Constitution; or
 - (ii) the Member acts detrimentally to the interests of the Association.
- (b) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Executive Committee Meeting at which the proposal is to be considered by the Executive Committee.
- (c) The notice given to the Member must state:
 - (i) when and where the Executive Committee Meeting is to be held; and
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion;
- (d) At the Executive Committee Meeting, the Executive Committee must:
 - (i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) decide:
 - (A) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or

- (B) whether or not to expel the Member from the Association.
- (e) A decision of the Executive Committee to suspend the Member's Membership or to expel the Member from the Association takes immediate effect.
- (f) The Executive Committee must give the Member written notice of the Executive Committee's decision, and the reasons for the decision, within 7 days after the Executive Committee Meeting at which the decision is made.
- (g) A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under 11.2(f) give written notice to the Secretary requesting the appointment of a mediator under clause 13.2.
- (h) If notice is given under 11.2(g), the Member who gives the notice and the Executive Committee are the parties to the mediation.

11.3 Consequences of suspension

- (a) During the period a Member's Membership is suspended, the Member:
 - (i) loses any rights (including voting rights) arising as a result of Membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for Membership fees paid, or payable, to the Association.
- (b) When a Member's Membership is suspended, the Secretary must record in the Register of Members:
 - (i) that the Member's Membership is suspended; and
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) 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.

12. RESOLVING DISPUTES

12.1 Terms used

In this clause:

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person:

- (a) who is a party to the dispute; and
- (b) who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.

12.2 Application of Division

The procedure set out in this clause (the grievance procedure) applies to disputes:

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

12.3 Parties to attempt to resolve dispute

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

12.4 How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 12.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- (b) Within 28 days after the Secretary is given the notice, an Executive Committee Meeting must be convened to consider and determine the dispute.
- (c) The Secretary must give each party to the dispute written notice of the Executive Committee Meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) The notice given to each party to the dispute must state:
 - (i) when and where the Executive Committee Meeting is to be held; and
 - (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute.
- (e) If:
 - (i) the dispute is between one or more Members and the Association; and
 - (ii) any party to the dispute gives written notice to the Secretary stating that the party
 - (A) does not agree to the dispute being determined by the Executive Committee; and
 - (B) requests the appointment of a mediator under clause 13.2,

the Executive Committee must not determine the dispute.

12.5 Determination of dispute by Executive Committee

- (a) At the Executive Committee Meeting at which a dispute is to be considered and determined, the Executive Committee must:
 - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute; and

- (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) The Executive Committee must give each party to the dispute written notice of the Executive Committee's determination, and the reasons for the determination, within 7 days after the Executive Committee Meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the Executive Committee's determination under clause 12.5(a)(iii) give written notice to the Secretary requesting the appointment of a mediator under clause 13.2.
- (d) If notice is given under clause 12.5(c), each party to the dispute is a party to the mediation.

13. MEDIATION

13.1 Application of Clause

- (a) This clause applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - (i) by a Member under clause 11.2(g); or
 - (ii) by a party to a dispute under clause 12.4(e)(ii)(B) or 12.5(c).
- (b) If this Division applies, a mediator must be chosen or appointed under clause 13.2.

13.2 Appointment of mediator

- (a) The mediator must be a person chosen:
 - (i) if the appointment of a mediator was requested by a Member under clause 11.2(g), by agreement between the Member and the Executive Committee; or
 - (ii) if the appointment of a mediator was requested by a party to a dispute under clause 12.4(e)(ii)(B) or 12.5(c), by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of 13.2(a)(i) or (ii), then the Executive Committee must ask the President of the Law Society of Western Australia to appoint a suitably qualified and experienced mediator.

13.3 Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (c) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and

- (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note: Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's Constitution

13.4 If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a Member whose Membership is suspended or who is expelled from the Association gives notice under clause 11.2(g); and
- (b) as the result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked,

that revocation does not affect the validity of any decision made at an Executive Committee Meeting or General Meeting during the period of suspension or expulsion.

14. GENERAL MEETINGS OF ASSOCIATION

14.1 Annual General Meeting

- (a) The Executive Committee must determine the date, time and place of the Annual General Meeting.
- (b) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year.
- (c) The ordinary business of the annual General Meeting is as follows:
 - (i) to confirm the minutes of the previous annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (ii) to receive and consider:
 - (A) the Executive Committee's annual report on the Association's activities during the preceding Financial Year; and
 - (B) if the Association is a tier 1 association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act; and

- (C) if the Association is a tier 2 association or a tier 3 association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act;
- (D) 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;
- (iii) to elect the Office Holders of the Association and other Executive Committee Members;
- (iv) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
- (v) to confirm or vary the Membership fees, subscriptions and other amounts (if any) to be paid by Members.
- (d) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual General Meeting.

14.2 Special General Meetings

- (a) The Executive Committee may convene a Special General Meeting.
- (b) The Executive Committee must convene a Special General Meeting if at least 20% of the Ordinary Members require a Special General Meeting to be convened.
- (c) The Ordinary Members requiring a Special General Meeting to be convened must:
 - (i) make the requirement by written notice given to the Secretary; and
 - (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign the notice.
- (d) The Special General Meeting must be convened within 28 days after notice is given under clause 14.2(c)(i).
- (e) If the Executive Committee does not convene a Special General Meeting within that 28 day period, the Ordinary Members making the requirement (or any of them) may convene the special General Meeting.
- (f) A Special General Meeting convened by Ordinary Members under clause 14.2(e):
 - (i) must be held within 3 months after the date the original requirement was made; and
 - (ii) may only consider the business stated in the notice by which the requirement was made.
- (g) The Association must reimburse any reasonable expenses incurred by the Ordinary Members convening a Special General Meeting under clause 14.2(e).

14.3 General Meetings

Date, time and place of meetings

- (a) The Association must meet at least 4 times in each calendar year on the dates and at the times and places determined by the Executive Committee.

Notice of General Meetings.

- (b) The Secretary or, in the case of a Special General Meeting convened under clause 14.2(e), the Members convening the meeting, must give to each Member:
 - (i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a General Meeting in any other case.
- (c) The notice must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if the meeting is the annual General Meeting, include the names of the Ordinary Members who have nominated for election to the Executive Committee under clause 8.8(b); and
 - (iv) if a Special Resolution is proposed:
 - (A) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (B) state that the resolution is intended to be proposed as a Special Resolution; and
 - (C) comply with clause 14.4(g).

14.4 Proxies

- (a) Subject to clause 14.4(b), an Ordinary Member may appoint an individual who is an Ordinary Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) An Ordinary Member may be appointed the proxy for not more than 5 other Members.
- (c) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (d) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (e) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.

- (f) If the Executive Committee has approved a form for the appointment of a proxy, the Member may use that form or any other form —
 - (i) that clearly identifies the person appointed as the Member's proxy; and
 - (ii) that has been signed by the Member.
- (g) Notice of a General Meeting given to an Ordinary Member under clause 14.3 must —
 - (i) state that the Member may appoint an individual who is an Ordinary Member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Executive Committee has approved for the appointment of a proxy.
- (h) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.
- (i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

14.5 Use of technology to be present at General Meetings

- (a) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A Member who participates in a General Meeting as allowed under clause 14.5(a) is taken to be present at the meeting and, in the case of an Ordinary Member that votes at the meeting, the Ordinary Member is taken to have voted in person.

14.6 Presiding Member and quorum for General Meetings

- (a) The Chairperson or, in the Chairperson's absence, the deputy Chairperson must preside as Chairperson of each General Meeting.
- (b) If the Chairperson and deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Executive Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (c) No business is to be conducted at a General Meeting unless a quorum is present.
- (d) Until otherwise determined by a Special Resolution of Members, no fewer than eight Members, at least five of whom must be Ordinary Members (present in person or by proxy, subject to clause 14.5) are a quorum at a General Meeting.
- (e) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) in the case of a Special General Meeting — the meeting lapses; or
 - (ii) in the case of the Annual General Meeting — the meeting is adjourned to:
 - (A) a time as soon afterward as practicable.

14.7 Adjournment of General Meeting

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Ordinary Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting clause 14.7(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 14.3.

14.8 Voting at General Meeting

- (a) On any question arising at a General Meeting:
 - (i) subject to clause 14.8(d), each Ordinary Member has one vote unless the Member may also vote on behalf of a body corporate under clause 14.8(b); and
 - (ii) Ordinary Members may vote personally or by proxy.
- (b) An Ordinary Member that is a body corporate is represented by an individual, to vote on behalf of the body corporate on any question at a particular General Meeting or at any General Meeting, as specified in the document by which the appointment is made.
- (c) 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.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.
- (f) For a person to be eligible to vote at a General Meeting as an Ordinary Member, or on behalf of an Ordinary Member that is a body corporate under clause 14.8(b), the Ordinary Member:
 - (i) must have been an Ordinary Member at the time notice of the meeting was given under clause 14.3; and
 - (ii) must have paid any fee or other money payable to the Association by the Member.

14.9 When Special Resolutions are required

- (a) A Special Resolution is required if it is proposed at a General Meeting:
 - (i) to affiliate the Association with another body; or

- (ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (b) Clause 14.9(a) does not limit the matters in relation to which a Special Resolution may be proposed.

14.10 Determining whether resolution carried

- (a) In this clause:

poll means the process of voting in relation to a matter that is conducted in writing.
- (b) Subject to clause 14.10(d) the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost.
- (c) If the resolution is a Special Resolution, the declaration under clause 14.10(b) must identify the resolution as a Special Resolution.
- (d) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Ordinary Members present in person or by proxy:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson;
 - (ii) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (e) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- (f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (g) A declaration under 14.10(b) or (d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

14.11 Minutes of General Meeting

- (a) The Secretary, or a person authorised by the Executive Committee from time to time, must take and keep minutes of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must record:
 - (i) the names of the Ordinary Members attending the meeting; and

- (ii) any proxy forms given to the Chairperson of the meeting under clause 14.4(h); and
 - (iii) the Financial Statements or Financial Report presented at the meeting, as referred to in clause 14.1(c)(ii)(B) or (C); and
 - (iv) any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting, as referred to in clause 14.1(c)(ii)(D).
- (d) The minutes of a General Meeting must be written and sent to all members of the Association within 30 days after the meeting is held.
- (e) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by —
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next General Meeting.
- (f) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any election or appointment purportedly made at the meeting was validly made.

15. FINANCIAL MATTERS

15.1 Source of funds

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

15.2 Control of funds

- (a) 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 funds received by the Association are deposited.
- (b) Subject to any restrictions imposed at a General Meeting, the Executive Committee may approve expenditure on behalf of the Association.
- (c) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (i) two Executive Committee Members; or
 - (ii) one Executive Committee Member and a person authorised by the Executive Committee.
- (e) All electronic payments made on behalf of the Association must be approved by:

- (i) two Executive Committee Members; or
 - (ii) one Executive Committee Member and a person authorised by the Executive Committee.
- (f) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

15.3 Financial statements and Financial Reports

- (a) For each Financial Year, the Executive Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Report of the Association are met.
- (b) Without limiting clause 15.3(a), those requirements include:
 - (i) if the Association is a tier 1 association, the preparation of the Financial Statements; and
 - (ii) if the Association is a tier 2 association or tier 3 association, the preparation of the Financial Report; and
 - (iii) if required, the review or auditing of the Financial Statements or Financial Report, as applicable; and
 - (iv) the presentation to the annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - (v) if required, the presentation to the annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the Financial Statements or Financial Report.

16. GENERAL MATTERS

16.1 By-laws

- (a) The Association may, by Special Resolution at a General Meeting, make, amend or revoke by-laws.
- (b) By-laws may:
 - (i) provide for the rights and obligations that apply to any classes of Associate Membership approved under clause 5.5(b); and
 - (ii) impose restrictions on the Executive Committee's powers, including the power to dispose of the association's assets; and
 - (iii) impose requirements relating to the Financial Reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (iv) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (c) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this Constitution.

- (d) Without limiting clause 16.1(c), a by-law made for the purposes of clause 16.1(b)(iii) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (e) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

16.2 Executing documents and common seal

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) two Executive Committee Members; or
 - (ii) one Executive Committee Member and a person authorised by the Executive Committee.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Executive Committee and in the presence of:
 - (A) 2 Executive Committee Members; or
 - (B) one Executive Committee Member and a person authorised by the Executive Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.
- (c) The Secretary must make a written record of each use of the common seal.
- (d) The common seal must be kept in the custody of the Secretary or another Executive Committee Member authorised by the Executive Committee.

16.3 Giving notices to Members

- (a) In this clause:

recorded means recorded in the Register of Members.
- (b) A notice or other document that is to be given to a Member under this Constitution is taken not to have been given to the Member unless it is in writing and:
 - (i) delivered by hand to the recorded address of the Member; or
 - (ii) sent by prepaid post to the recorded postal address of the Member; or
 - (iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

16.4 Custody of books and securities

- (a) Subject clause 16.4(b), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (b) The Financial Records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (c) Clause 16.4(a) and (b) have effect except as otherwise decided by the Executive Committee.
- (d) The books of the Association must be retained for at least 7 years.

16.5 Record of Office Holders

The record of Executive Committee Members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

16.6 Inspection of records and documents

- (a) Clause 16.6(b) applies to a Member who wants to inspect —
 - (i) the Register of Members under section 54(1) of the Act; or
 - (ii) the record of the names and addresses of Executive Committee Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (iii) any other record or document of the association.
- (b) The Member must contact the Secretary to make the necessary arrangements for the inspection.
- (c) The inspection must be free of charge.
- (d) If the Member wants to inspect a document that records the minutes of an Executive Committee Meeting, the right to inspect that document is subject to any decision the Executive Committee has made about minutes of Executive Committee Meetings generally, or the minutes of a specific Executive Committee Meeting, being available for inspection by Members.
- (e) The Member may make a copy of or take an extract from a record or document referred to in clause 16.6(a)(iii) but does not have a right to remove the record or document for that purpose.
- (f) The Member must not use or disclose information in a record or document referred to in clause 16.6(a)(iii) except for a purpose:
 - (i) that is directly connected with the affairs of the Association; or
 - (ii) that is related to complying with a requirement of the Act.

16.7 Publication by Executive Committee Members of statements about Association business prohibited

An Executive Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Executive Committee Meeting unless:

- (a) the Executive Committee Member has been authorised to do so at an Executive Committee Meeting; and
- (b) the authority given to the Executive Committee Member has been recorded in the minutes of the Executive Committee Meeting at which it was given.

16.8 Distribution of surplus property on cancellation of incorporation or winding up

- (a) In this clause —

surplus property, in relation to the Association, means property remaining after satisfaction of:

- (i) the debts and liabilities of the Association; and
- (ii) 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.

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

16.9 Alteration of Constitution

If the Association wants to alter or rescind or add to this Constitution, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.