

WELLSTEAD PROGRESS ASSOCIATION INC.



Constitution

February 2019

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PART 1 - PRELIMINARY

1. Name of Association

The name of the Association is the Wellstead Progress Association Inc. hereafter referred to as 'the Association'.

2. Objects

- (1) The principle objects are to, within the District of Wellstead:
- Support and foster a sense of community and well-being for the residents and ratepayers;
 - Assist with ecologically sustainable environmental management practice
 - Contribute and support the broadening of heritage knowledge and protection of heritage values;
 - Control and manage Recreation Reserve Location No: 28228, 60 Windsor Road, Wellstead WA 6328; and
 - Represent the interests of the Wellstead District community.

3. Quorum for Committee Meetings

At a Committee meeting 50% plus one of Committee Members (or the lowest whole number) constitute a quorum for the conduct of the business of a Committee meeting.

4. Quorum for Annual and General Meetings

At an Annual and/or General Meeting five (5) Members present and eligible to vote, constitute a quorum for the conduct of the business at the Meeting.

5. Financial Year

The financial year shall commence on 1 January and shall conclude on 31 December each year.

6. Terms Used

In these rules, unless the contrary intention appears -

Act means the *WA Associations Incorporation Act 2015*; its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules;

AGM means the Annual General Meeting;

Association means the Incorporated Association to which these rules apply;

books, of the Association, includes the following —

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

Committee means the management Committee of the Association;

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

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

financial records include:

- (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 statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year means from 1 July to 30 June in the following year;

General Meeting of the Association means a meeting of the Association that all Members are entitled to receive notice of and to attend. It includes Special General Meetings and Annual General Meetings;

Member means a Member of the Association entered in the Register;

Wellstead District means the area roughly extending from the south coast north to the Stirling Ranges, west to Green Range and east to the Pallinup River and includes the town of Wellstead. It is bounded by the Districts of Gnowellen, Kojaneerup, Wellstead and Mettler.

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

rules mean the section of this Constitution;

Special General Meeting means a meeting convened in accordance with rule 48, at which only business that has been described in the notice may be transacted;

Special resolution means a resolution passed by three-fourths of the Members present and eligible to vote at a General Meeting in accordance with section 51 of the Act;

Sub-committee means a sub-committee appointed by the Committee under rule 45.

PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

7. Not-For-Profit Body

- (1) The property and income of the Association must 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 any Member, except in good faith in the promotion of those objects.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

8. Powers of the Association

- (1) The Association has all the powers of an Incorporated Association under the Act.
- (2) The Association may only use its powers to do:
 - (a) Anything which it considers will advance or achieve the objects; and

- (b) All other things that are incidental to carrying out the objects.

PART 3 - MEMBERSHIP

9. Members

- (1) The minimum number of Members of the Association is six (6).
- (2) Membership is open to any person who supports the objects of the Association.
- (3) An individual who is aged 18 or older is eligible to apply for Membership that confers full voting rights.
- (4) An individual who is aged under 18 is eligible to apply for a class of Membership that does not confer voting rights.

10. Categories of Membership

- (1) The Members of the Association shall consist of the following **Ordinary Members** and any Associate Members provided under sub-rule (2):
 - (a) **Adult Members** – any person who is a financial Member and aged eighteen (18) or over. Adult Members shall have one vote at General Meetings, including the AGM and are entitled to hold any office and enjoy the privileges of the Association;
 - (b) **Junior Members** – any person who is a financial Member aged under eighteen (18). Junior Members will not have voting rights and shall not hold any office;
 - (c) **Life Members** – a Life Member is a Member of long standing, who has rendered meritorious service and who has been recommended to an Annual General Meeting by the Committee and elected by a three quarters majority of Ordinary Members present. Life Members shall enjoy all the privileges of Ordinary Membership and are not subject to an annual Membership fee;
 - (d) **Patron** – the Association, may at its discretion, elect a patron for such period as may be deemed necessary. Patrons shall not be eligible to vote or hold any office, unless a current member of the Association.
- (2) The Committee has the right and power from time to time to create new categories of **Associate Members**, and determine the rights, privileges and obligations to those associate Members.
- (3) No Member can belong to more than one class of Membership.

11. Life Members

- (1) To be eligible for Membership as a Life Member, an individual must have provided outstanding service (for at least 10 years) to the Association in promoting the objects.
- (2) Any Ordinary or Life Member may submit nominations in writing, for consideration for Life Members, with details of the nominees contribution, to the Committee two months prior to the AGM.
- (3) The Committee shall recommend Life Member nominations to the Annual General Meeting for approval.
- (4) A resolution of the Annual General Meeting to confer Life Membership must be passed by a Special resolution, with at least three-fourths of voting Members present approving the nomination.

12. Deeming Provisions

- (1) All Members who were Members or Life Members of the Association, prior to the time of approval of this Constitution under the Act, shall continue to be acknowledged as Members and Life Members, and will be entitled to such benefits as was conferred on them by the Association.

13. Applying for Membership

- (1) Every application for Membership must:
 - (a) be on a written form, approved by the Committee for that purpose and signed by the applicant;

- (b) be submitted to the Secretary or in any other way approved by the Committee;
- (c) be accompanied by the appropriate fee.
- (2) The Committee must consider each application for Membership to the Association and decide whether to accept or reject the application, without giving reason.
- (3) The Secretary must notify the applicant of the outcome of their application within a reasonable time.
- (4) Where the Committee rejects an application, the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.
- (5) If the Committee approves the Membership application, the Secretary must:
 - (a) notify the applicant; and
 - (b) within 28 days after becoming a Member, enter the Members name in the register.

14. Membership Obligations and Rights

- (1) An applicant for Membership of the Association becomes a Member when;
 - (a) the Committee accepts the application; and
 - (b) the applicant pays any Membership fees payable to the Association; and
 - (c) 28 days after payment, the Member is eligible to vote (if the Membership class makes them eligible for voting)
- (2) Every Member undertakes to the best of their ability to:
 - (a) comply with this constitution and any by-laws of the Association in force from time to time; and
 - (b) be bound by all resolutions passed at a General Meeting, whether they are present or not at the meeting;
 - (c) promote the objects and interests of the Association.
- (3) Ordinary Members have all the rights provided to Members under this constitution, including (but not limited to) the right to:
 - (a) receive notices from the Association;
 - (b) attend, request the convening of and vote at all General Meetings of the Association;
 - (c) provided with a copy of the Associations constitution or directed to where this can be viewed; and
 - (d) be elected or appointed to the Committee or any sub-committee of the Association.
- (4) Any class of Associate Membership created will have the rights given to them in accordance with rule 10(2).

15. When Membership Ceases

- (1) A Member ceases to be a Member when any of the following takes place -
 - (a) the Member dies;
 - (b) the Member resigns from the Association under rule 16;
 - (c) the Member is expelled from the Association under rule 63;
 - (d) the Member is un-financial.

16. Resignation

- (1) A Member may resign from the Association by giving written notice to the Committee of such intention to withdraw or resign;
- (2) Upon the date the notice is received by the Secretary or President, the Member shall cease to be a Member.
- (3) The Secretary must keep a record, for at least one year after Membership ceases, of —
 - (a) the date on which the Membership ceased; and
 - (b) the reason the Membership ceased.

17. Consequences of Ceasing to be a Member

- (1) Any Member ceasing to be a Member:
 - (a) will have their name removed from the register;
 - (b) is not entitled to any refund (or part refund) of any Membership fees paid; and
 - (c) will remain liable for and must pay to the Association all fees and any other amounts which are due to the Association at the date they cease to be a Member.

18. Rights Not Transferable

- (1) The rights of a Member are not transferable and end when Membership ceases.

19. Membership Fees

- (1) Membership fees may consist of any fees determined by the Committee from time to time.
- (2) The Committee may:
 - (a) set different Membership fees for different categories of Members; and
 - (b) in its absolute discretion may waive all or part of a Membership fee payable by any Member.
- (3) Each Member must pay the Membership subscription, fees and any levies payable to the Treasurer, or another person authorised by the Committee to receive payments, as and when decided by the Committee.

20. Register of Members and Committee

- (1) The Secretary (or another person authorised by the Committee) shall maintain a register of Members and record in that register any change in the Membership within 28 days of the change occurring.
- (2) The register must include each Member's name and –
 - (a) a contact, postal, residential or email address of each Member,
 - (b) the class of Membership held by the Member, and
 - (c) the date on which the person became a Member.
- (3) A record of Committee Members and other persons authorised to act on behalf of the Association is required to be maintained by the Secretary.
- (4) The register of Members and Committee must be kept at the Secretary's place of residence, or at another place determined by the Committee.

21. Inspection of Register

- (1) Any Member can inspect the register free of charge, at a time and place mutually convenient to the Association and Member.
- (2) A Member must contact the Secretary and President to request the inspection.
- (3) 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.
- (4) The Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring the purpose is connected to the affairs of the Association.
- (5) A Member must not use or disclose any information in the register for any purpose other than a purpose that:
 - (a) is directly connected to the affairs of the Association; or
 - (b) relates to the administration of the Act.

PART 4 – MANAGEMENT COMMITTEE

22. Management Committee Members

The affairs of the Association will be managed by a Committee consisting of:

- (1) The following Office Holders:
 - (a) the President;
 - (b) Vice President
 - (c) the Secretary;
 - (d) the Treasurer; and
- (2) a minimum of two (2) and a maximum of five (5) Ordinary Committee Members.
- (3) Active clubs using the facilities will be encouraged to nominate a representative as an Ordinary committee member to the Management Committee.
- (4) The maximum number of Committee Members shall not exceed nine (9).

23. Powers of the Committee

- (1) The Committee has the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, and any resolutions passed at a General Meeting, the Committee has the power to do all things necessary or convenient for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, and these rules.

24. Responsibilities of Committee Members

- (1) A Committee Member must exercise their powers and discharge their duties:
 - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
 - (b) in good faith in the best interests of the Association and for a proper purpose.
- (2) A Committee Member or former Committee Member must not improperly use information obtained because they are a Committee Member to:
 - (a) gain an advantage for themselves, their team or another person; or
 - (b) cause detriment to the Association.
- (3) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee; and
 - (b) agree with the Committee on the most appropriate manner to handle the disclosure of interest as set out in the by-laws;
 - (c) not be present while the matter is considered at the meeting or vote on the matter; and
 - (d) ensure the nature and extent of the interest is disclosed at the next General Meeting.
- (4) The Secretary or delegated officer must record every disclosure made by a Committee Member in the minutes of the Committee Meeting at which the disclosure is made.
- (5) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (6) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - (a) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (c) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.
- (7) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

25. Payment to Committee Members

- (1) The Association must not pay fees to a Committee Member for acting as a Committee Member.
- (2) The Committee may consider out-of-pocket travel and accommodation expenses incurred in connection with the attendance at Committee meetings and General Meetings.

26. Duty of President

- (1) It is the duty of the President, or in the absence of the President, then the Vice President to
 - (a) represent the Association;
 - (b) consult with the Secretary regarding the business to be conducted at each Committee meeting and General Meeting;

- (c) convene and preside at Committee meetings and preside at Special and General Meetings provided for in these rules;
 - (d) ensure that the minutes of a General Meeting or Committee meeting are reviewed and signed as correct;
 - (e) report activities to the Members at the AGM;
 - (f) carry out any other duty under these rules or as requested by the Committee.
- (2) In the absence of the President from a Committee or General Meeting, the Vice President will chair the meeting.

27. Duty of Secretary

- (1) The Secretary has the following duties (or another member authorised by the committee) -
- (a) maintain on behalf of the Association the register of Members, and record in the register any changes in the Membership;
 - (b) co-ordinate the Associations correspondence;
 - (c) consult with the President regarding the business to be conducted at each Committee meeting and General Meeting;
 - (d) prepare the notices required for meetings and for the business to be conducted at meetings;
 - (e) recording in the minutes, any disclosures of material personal interest of Committee Members made at Committee meeting and General Meetings;
 - (f) maintain on behalf of the Association an up-to-date copy of these rules;
 - (g) maintain on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association;
 - (h) ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports;
 - (i) maintain full and accurate minutes of Committee meetings and General Meetings;
 - (j) carry out any other duty given to the Secretary under these rules or by the Committee.

28. Duty of Treasurer

- (1) The Treasurer has the following duties (or another member authorised by the committee) -
- (a) ensure that any amounts payable to the Association are collected and issuing receipts for those amounts in the Associations name;
 - (b) pay all monies into such account or accounts of the Association, as the Committee from time to time direct;
 - (c) make payments from the funds of the Association by cheque or Electronic Funds Transfer (EFT) on the authority of two Committee Members (as set out in rule 59)
 - (d) ensure that any payments to be made by the Association have been authorised by the Committee are made on time;
 - (e) ensure that the Association complies with the relevant requirements of Part 5 of the Act as described in rule 59(5);
 - (f) report to the Committee on the financial status and performance of the Association;
 - (g) ensure the safe custody of the financial records, financial statements and financial reports;
 - (h) coordinate the preparation of the Association's financial statements before their submission to the Annual General Meeting;
 - (i) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial reports;
 - (j) carry out any other duty given to the Treasurer under these rules or by the Committee.

29. Duty of Vice President

- (1) The Vice President has the following duties -
- (a) oversee and ensure all sub-committees are responsible and accountable;
 - (b) provide support and assistance to the President;
 - (c) in the absence of the President, undertake all the roles and responsibilities of the President;

- (d) carry out any other duty given to the Vice President under these rules or by the Committee.

30. Eligibility for the Committee

- (1) Any person may become a Committee Member either:
 - (a) by election at an Annual General Meeting; or
 - (b) by appointment of the Committee under rule 36.
- (2) A person is eligible for election to the Committee if they:
 - (a) are aged 18 or over; and
 - (b) are a Member; and
 - (c) are not disqualified from being an Office Holder of the Committee under sections 39 and 40 of the Act (as set out in rules 24(6) and 24(7)); and
 - (d) satisfy any eligibility requirements determined by the Committee from time to time.

31. Nomination of Committee Members

- (1) A Member who wishes to be elected to the Committee must complete a nomination form, prior to or at the AGM, indicating whether they wish to nominate for an Office Holder position or an Ordinary Committee Member position.
- (2) A nomination must be in writing in such form as is approved by the Committee from time to time and signed by the Member.
- (3) In the nomination form the Member must certify that they are eligible to be elected to the Committee in accordance with rule 30(2).

32. Election of Committee

- (1) At the Annual General Meeting, each Committee Member's term of office ends and all positions on the Committee, whether as Office Holder or Ordinary Committee Member are open for election.
- (2) There must be a separate election for each position on the Committee, whether as Office Holder or Ordinary Committee Member.
- (3) No person may be elected to more than one position on the Committee.
- (4) If the number of nominations received for the Committee is equal to the number of vacancies to be filled, the President must declare the Members elected to the position.
- (5) If the number of nominations received for the Committee is less than the vacancies to be filled, the meeting may call for nominations from the Members attending the AGM.
- (6) If the number of nominations received for the Committee is greater than the vacancies to be filled, the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (7) A Member who has nominated for a position may vote for themselves.
- (8) On the Member's election, the new President of the Association may take over as the Chairperson of the meeting.
- (9) Any person elected to the Committee who has not completed a nomination form in accordance with rule 31(3) must within 14 days confirm in writing to the Committee their eligibility under rule 30(2).
- (10) If the person is not eligible under rule 30(2), their appointment to the Committee is deemed not to have taken place.

33. Term of Committee

- (1) The term of office of a Committee Member begins when the Member -
 - (a) is elected at an Annual General Meeting or
 - (b) is appointed to fill a casual vacancy under rule 36.
- (2) The term of office of a Committee Member ends at the conclusion of the next annual General Meeting.
- (3) All positions shall be eligible for re-election for up to three consecutive terms.
- (4) Any Office Holder serving three consecutive terms in a position, must have a minimum one term break from that position, before being eligible for re-election.

- (5) Any Ordinary Committee Member serving three consecutive terms, must have a minimum one term break before being eligible for re-election.

34. Vacancy on the Committee

- (1) A Committee Member's term of office ends and that office becomes vacant if the Committee Member:
 - (a) resigns from the Committee by giving written notice to the Secretary or President;
 - (b) dies;
 - (c) is, or becomes ineligible to act as a Committee Member under rules 24(6) or 24(7);
 - (d) becomes physically or mentally incapable of performing the duties and the Committee resolves that their office be vacated for that reason;
 - (e) is absent for more than 3 consecutive meetings without leave of absence;
 - (f) ceases to be a Member; or
 - (g) is the subject of a Special resolution passed by Members to terminate their appointment as a Committee Member.

35. Return of Books and Records

- (1) Under section 41 of the Act the Committee Member, as soon as practicable after their term of office ends, must deliver to the Committee all the relevant documents and records they hold pertaining to the management of the Association's affairs.
- (2) The Committee may require the outgoing Committee Member to certify in writing that, having complied with sub-rule (1) and that they have destroyed all remaining electronic copies of books, records and documents of the Association.

36. Filling Casual Vacancies

- (1) The Committee may appoint a Member who is eligible to fill a position on the Committee that-
 - (a) has become vacant under rule 34; or
 - (b) was not filled by election at the AGM.
- (2) The vacancy shall be filled until the next AGM of the Association.
- (3) Subject to the requirement for a quorum under rule 3, the Committee may continue to act despite any vacancy in its Membership.
- (4) If there are fewer Committee Members than required for a quorum under rule 3, the Committee may act only for the purpose of -
 - (a) appointing Committee Members under this rule; or
 - (b) convening a General Meeting.

PART 5 - COMMITTEE MEETINGS

37. Committee Meetings

- (1) The Committee must meet not less than four (4) times in each year, on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee Members as soon as practicable after the AGM, at which the Committee Members were elected and appointed.
- (3) Special Committee meetings may be convened by the President or any four (4) Committee Members.

38. Notice of Committee Meetings

- (1) Notice of each Committee meeting must be given to each Committee Member at least one week before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.

- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee Members at the meeting unanimously agree to treat that business as urgent.

39. Procedure and Order of Business

- (1) The President or, in the President's absence, the Vice-President must preside as Chairperson of each Committee meeting.
- (2) If the President or Vice President is absent or unwilling to act as Chairperson of a meeting, the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting will be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee Members at the meeting.
- (5) A Member or other person who is not a Committee Member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under sub-rule (5) to attend a Committee meeting -
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

40. Use of Technology at Committee Meetings

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

41. Quorum for Committee Meetings

- (1) No business is to be conducted at a Committee meeting unless a quorum is present.
- (2) At a Committee meeting 50% plus one Committee Members (or the lowest whole number) constitute a quorum for the conduct of the business of a Committee meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting -
 - (a) in the case of a Special meeting - the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If -
 - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under sub-rule (3)(b); and
 - (b) at least 3 Committee Members are present at the meeting, those Members present are taken to constitute a quorum.

42. Voting at Committee Meetings

- (1) Each Committee Member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee Members present at the Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the President (or Chairperson, if not the President) has a second or casting vote.
- (4) A vote may take place by the Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a decision.
- (5) If a secret ballot is needed, the President must decide how the ballot is to be conducted.

43. Circular Resolution Without a Meeting

- (1) Subject to subrule 42 (2), the Committee may pass a circular resolution without a Committee meeting being held.
- (2) The Committee must not pass a circular resolution in relation to any of the following matters-
 - (a) the removal of an auditor;
 - (b) the appointment or removal a Committee Member; and
 - (c) a matter that must be dealt with by Special resolution.
- (3) A circular resolution is passed if all the Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrule (4) and (5).
- (4) Each Committee Member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (5) The Association may send a circular resolution by electronic means to the Committee Members and the Committee Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

44. Minutes of Committee Meetings

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following -
 - (a) the names of the Committee Members present at the meeting;
 - (b) the name of any additional persons attending the meeting under rule 39(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote;
 - (e) the disclosure of a Committee Member's material personal interest in a matter being considered at a Committee meeting.
- (3) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and passed as correct by -
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Committee meeting.
- (4) When the minutes of a Committee meeting have been passed as correct they are, until the contrary is proved, evidence that -
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

45. Sub-committees and Subsidiary Offices

- (1) To help the Committee in the conduct of the Associations business the Committee may, in writing, do either or both of the following -
 - (a) appoint one or more Sub-committees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A sub-committee may consist of the number of people, whether or not Members, the Committee considers appropriate.
- (3) Each sub-committee must include at least one Member of the Committee.
- (4) Subject to any directions given by the Committee -
 - (a) a Sub-committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

46. Delegation to Sub-committees and Holders of Subsidiary Offices

- (1) In this rule -
non-delegable duty means a duty imposed on the Committee by the Act or another written law.

- (2) The Committee may, in writing, delegate to a Sub-committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than -
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a Sub-committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Sub-committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a Sub-committee 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 Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

PART 6 - GENERAL MEETINGS

47. Annual General Meeting (AGM)

- (1) The Committee must determine the date, time and place of the AGM.
- (2) The AGM must be held within 4 months of the end of the Association's financial year.
- (3) A notice convening the AGM shall be sent to all Members.
- (4) The ordinary business of the Annual General Meeting is as follows -
 - (a) to confirm the minutes of the previous Association's AGM and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) receive and consider the annual report on the Associations activities during the preceding financial year; and
 - (i) if a Tier 1 Association, receive the financial statements of the Association for the preceding financial year;
 - (ii) if a Tier 2 Association or a Tier 3 Association, receive the financial report for the preceding financial year;
 - (c) 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;
 - (d) elect the Office Holders and Committee Members of the Association;
 - (e) vote on any Life Membership nominations; and
 - (f) any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

48. Special General Meetings

- (1) The Committee may convene a Special General Meeting.
- (2) The Committee must convene a Special General Meeting if at least 20% of the Members require a Special General Meeting to be convened.
- (3) The Members requiring a Special General Meeting to be convened must —
 - (a) make the request in writing to the Secretary; and
 - (b) state in the notice the Special resolution to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice under sub-rule (3).
- (5) If the Committee does not convene a Special General Meeting within 28 days, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (6) A Special General Meeting convened by Members under sub-rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub-rule (5).

- (8) A Special resolution may be moved either at a Special General Meeting or at an AGM, but all Members must be given not less than 14-days notice of the meeting in which a Special resolution is to be proposed.
- (9) The Special resolution must be passed by not less than three-quarters of the eligible and presiding voting Members of the Association.

49. Notice of General Meetings

- (1) A General Meeting may be held on the dates and at the times and places determined by the Committee.
- (2) The Secretary or, in the case of a Special General Meeting convened under rule 48, the Members convening the meeting, must give to every Member -
 - (a) at least 14 days' notice of a General Meeting if a Special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (3) The notice must -
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Committee; and
 - (d) if a Special resolution is proposed -
 - (i) set out the wording of the proposed resolution; and
 - (ii) state that the resolution is intended to be proposed as a Special resolution; and
 - (iii) comply with rule 48.

50. Presiding Member and Quorum for General Meetings

- (1) The President or in their absence, the Vice President will preside as Chairperson of any General Meeting.
- (2) No business is to be conducted at a General Meeting unless a quorum is present.
- (3) At a General Meeting five (5) Members who are present and eligible to vote will constitute a quorum for the conduct of business at a General Meeting (as set out in rule 4).
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
 - (a) where the meeting is convened on the requisition of Members, the meeting will be dissolved; and
 - (b) in any other case:
 - (i) the meeting stands adjourned to a day, time and place as the Committee decides, or at the same time and day in the following week; and
 - (ii) if no quorum is present at the resumed meeting, provided at least four (4) Members are present at the resumed meeting, they will be taken to constitute a quorum.

51. Proxy Votes

- (1) No proxy or postal votes will be considered for any meetings.

52. Adjournment of General Meetings

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned -
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

53. Voting at General Meetings

- (1) On any question arising at a General Meeting each eligible voting Member has one vote.
- (2) If votes are divided equally on a question, the President (or in the President's absence, the Vice-President) has a second or casting vote.

54. When Special Resolutions are Required

- (1) A Special resolution must be moved at a General Meeting where notice of the Special resolution has been given.
- (2) A Special resolution is required if it is proposed at a General Meeting -
 - (a) to affiliate the Association with another body; or
 - (b) amend the name of the Association; or
 - (c) amend the rules; or
 - (d) voluntarily wind up the Association; and
 - (e) cancel incorporation.
- (3) Subrule (1) does not limit the matters in relation to which a Special resolution may be proposed.
- (4) Notice of a Special resolution must:
 - (a) be in writing;
 - (b) include the place, date and time of the meeting;
 - (c) include the intention to propose a Special resolution; and
 - (d) give notice to all Members.

55. Determining Whether Resolution Carried

- (1) In this rule -
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) 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; and
 - (b) A Special resolution put to the vote will be decided in accordance with section 51 of the Act, and if a poll is demanded, in accordance with sub-rule (3).
- (3) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Members present in person -
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson;
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll;
 - (c) the poll must be taken immediately.

56. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of any General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) The President must ensure that the minutes of a General Meeting are reviewed and passed as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next General Meeting.
- (4) When the minutes of a General Meeting have been passed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 - FINANCIAL MATTERS

57. Financial Year

- (1) The Association's financial year will be the period of 12 months commencing on 1 January and shall conclude on the 31 December each year (as set out in rule 5).

58. Source of Funds

- (1) The funds of the Association may be derived from Membership fees, levy's, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Committee.

59. Control of Funds

- (1) The funds of the Association must be kept in an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit, without requiring approval from the Committee for each item on which the funds are expended.
- (4) All expenditure above the maximum set by the Committee from time to time, in sub-rule (3) must be approved at a Committee meeting.
- (5) The authorised signatories to the Association's financial account are to be the four (4) office holders.
- (6) All authorised payments or acknowledgement of debt needs to be approved by:
 - (a) the Treasurer or President; and
 - (b) at least one other of the authorised signatories in sub-rule (5).
- (7) All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

60. Financial Statements and Financial Reports

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include:
 - (a) if the Association is a tier 1 Association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 or tier 3 Association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual General Meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report
- (3) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (4) The Association must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.
- (5) A statement showing the financial position of the Association shall be tabled at each committee meeting by the Treasurer.

61. Auditor

- (1) At the AGM of each year, the Members may appoint an auditor/s at such remuneration as they determine.
- (2) The auditor (if appointed) shall examine the books, accounts, receipts and other financial records of the Association and report thereon to the next AGM.

PART 8 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

62. Suspension or Expulsion

- (1) The Committee may decide to suspend a Member's Membership or to expel a Member from the Association if -
 - (a) the Member contravenes any of these rules; or
 - (b) the Member acts detrimentally to the interests of the Association.
- (2) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the Member must state -
 - (a) when and where the Committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the Member may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
- (4) At the Committee meeting, the Committee must -
 - (a) give the Member a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide -
 - (i) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or
 - (ii) whether or not to expel the Member from the Association.
- (5) A decision of the Committee to suspend the Member's Membership or to expel the Member from the Association takes immediate effect.
- (6) The Committee must give the Member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A Member whose Membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 69.
- (7) If notice is given under subrule (7), the Member who gives the notice and the Committee are the parties to the mediation.

63. Consequences of suspension

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

64. Resolving Disputes

- (1) This rule applies to:
 - (a) disputes between Members; or
 - (b) disputes between the Association and one or more Members; that arise under the rules or relate to the rules of the Association.
- (2) In this rule 'Member' includes any former Member whose Membership ceased not more than three months before the dispute occurred.

65. Parties to Attempt to Resolve Disputes

- (1) 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.

66. How the Grievance Procedure is Started

- (1) If the parties are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving the Secretary written notice of -
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state -
 - (a) when and where the Committee meeting is to be held; and
 - (b) that the party may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (5) If -
 - (a) the dispute is between one or more Members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator under rule 69,the Committee must not determine the dispute.

67. Determination of Dispute by Committee

- (1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must -
 - (a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the meeting at which the determination is made.
- (3) A party to the dispute may, within 7 days after receiving notice of the Committee's determination request the appointment of a mediator under rule 69.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

68. Application of Mediation Rule

- (1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator -
 - (a) by a Member; or
 - (b) by a party to a dispute under rule 66(5)(b)(ii) or rule 67(3).
- (2) If this section applies, a mediator must be chosen or appointed under rule 69.

69. Appointment of a Mediator

- (1) The mediator must be a person chosen -
 - (a) if the appointment of a mediator was requested; and
 - (b) by agreement between the Member and the Committee; or
 - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be -
 - (a) a person who acts as a mediator for a similar not-for-profit Association; and
 - (b) must not have a personal interest in the matter that is subject of the mediation; and
 - (c) must not be biased in favour of or against any party of the mediation.

70. Mediation Process

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

71. If Mediation Results in Decision to Suspend or Expel Being Revoked

- (1) If -
 - (a) mediation takes place because a Member whose Membership is suspended or who is expelled from the Association; and
 - (b) as the result of the mediation, the decision to suspend the Member's Membership or expel the Member is revoked,that revocation does not affect the validity of any decision made at a Committee meeting or General Meeting during the period of suspension or expulsion.

PART 9 - GENERAL MATTERS

72. By-Laws

- (1) The Committee may formulate, issue, adopt, interpret and amend additional by-laws for the proper advancement, management and administration of the Association, the advancement of the Objects and as it thinks necessary or desirable from time to time;
- (2) Such by-laws must be consistent with this Constitution and the Act;
- (3) All by-laws shall be binding on the Members of the Association;
- (4) At the request of a Member, the Secretary must make a copy of the by-laws available for inspection by the Member or direct the Member to the appropriate electronic site for them to be viewed.

73. Giving Notices to Members

- (1) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and -
 - (a) delivered by hand to the recorded address of the Member; or

- (b) sent by prepaid post to the recorded postal address of the Member; or
- (c) sent by electronic transmission to an appropriate recorded number or address of the Member.

74. Common Seal

- (1) The Association may execute a document without using a common seal if the document is signed by:
 - (a) the President, and
 - (b) at least one Committee Member or person authorised by the Committee.
- (2) If the Association has a common seal it must only be used with the authority of the Committee.
- (3) The Secretary or another authorised Member must ensure the safe custody of the seal.
- (4) The Secretary must make a written record of each use of the common seal.

75. Indemnification

- (1) The Association will indemnify any person who is a Committee Member, officer, or agent or who is or was servicing in another capacity at the request of the Association to the extent authorised by law and may purchase and maintain liability insurance on behalf of such persons or to protect itself against liability for such indemnification to the extent authorised by law.

76. Inspection of Records and Documents

- (1) Subject to the Act and to this constitution, the Committee must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members, other than Committee Members.
- (2) A Member, other than a Committee Member does not have the right to inspect any document of the Association, except as provided by the Act or otherwise as agreed by the Committee.

77. Dissolution of the Association

- (1) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:
 - (a) apply to the Commissioner for cancellation of its incorporation; or
 - (b) appoint a liquidator to wind up its affairs.
- (2) The Association must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- (3) Upon the winding up or cancellation of the Association, if there remains any property whatsoever, the same may not be paid to or distributed among the members, or former members.
- (4) On the winding up of the Association, the historical collection including all 'hard copies' and objects within the Wellstead Historical and Heritage sub-committee will be given across to the WA State historical archive collection; with all rights to retain and use the electronic copies of these items retained in the Wellstead District community collection for use in any future publications, educational or heritage interpretation resources.
- (5) Any additional surplus property must be given or transferred to another association incorporated under the Act which has similar objects, which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

78. Alteration of Rules

- (1) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a Special resolution is carried by a three-fourths majority of Members present and with voting rights at an Annual or Special General Meeting.

- (2) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least fourteen (14) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (3) Within one month after the making of any amendment or addition to the rules of the Association, passed by Special resolution, the Committee shall send or deliver the required documents and a certified copy of the amendment or alteration to the relevant department. No effect will be given to the amendments without the approval of this department.

END