



**WA BRANCH  
THE CHILDREN'S  
BOOK COUNCIL  
OF AUSTRALIA**

**SINCE 1945 — YOUR CONNECTION TO STORY**

**The Children's Book Council of Australia  
WA Branch (Inc.)**

**Constitution**

**May 2019**

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## Part 1: Preliminary

### 1. Terms used –

1.1	<b>Act</b> means the Associations Incorporation Act 2015.
1.2	<b>AGM</b> means the Annual General Meeting.
1.3	<b>Books of the Association</b> includes the following: <ul style="list-style-type: none"> <li>• a register of members;</li> <li>• financial records, financial statements or financial reports, however, compiled, recorded or stored;</li> <li>• a document; and</li> <li>• any other record of information pertinent to the business of the Branch.</li> </ul>
1.4	<b>The Committee</b> means the management committee of the WA Branch Committee as elected by the members.
1.5	<b>The Executive</b> means the Executive Committee referred to in Rule 10.1.1
1.6	<b>Financial records</b> includes: <ul style="list-style-type: none"> <li>• invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;</li> <li>• documents of prime entry;</li> <li>• working papers and any other documents needed to explain: <ul style="list-style-type: none"> <li>• the methods by which financial statements are prepared; and</li> <li>• adjustments to be made in preparing financial statements.</li> </ul> </li> </ul>
1.7	<b>The financial year</b> of the Association is defined in Rule 2 and runs from January 1 to December 31 of any given year.
1.8	<b>General meeting of the Association</b> means a meeting of the Association that all members are entitled to receive notice of and to attend.
1.9	<b>In writing</b> means delivery of text by post or electronic means.
1.10	<b>Member</b> means member of the Children's Book Council of Australia, WA Branch (Inc.) as defined in Rule 6.
1.11	<b>Register of members</b> means the register of members referred to in Section 53 of the Act.
1.12	<b>Rules</b> means these rules of the Association as set out in this Constitution.
1.13	<b>Special General Meeting</b> means a general meeting of the Association other than the Annual General Meeting (AGM).
1.14	<b>Special resolution</b> means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

## 2. Financial year

2.1	The <u>financial year of the Association</u> is from January 1 to December 31.
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## 3. Name of the Association

3.1	The name of the association shall be THE CHILDREN'S BOOK COUNCIL OF AUSTRALIA, WA BRANCH (INC.), hereafter referred to as CBCA WA or the Branch.
3.2	The letters CBCA WA shall be the recognised contraction for the name of this association.

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## Part 2: Association to be a not-for-profit body

### 4. Not-for-profit body

4.1	The property and income of the Association must be applied solely for the promotion of the objects or purpose of the Association. 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.	
4.2	A payment may be made to a member out of the funds of the Association only if it is authorised under Rule 4.3.	
4.3	A payment to a member out of the funds of the Association is authorised if:	
	4.3.1	the payment is in good faith to the member as a reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
	4.3.2	the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
	4.3.3	the payment of reasonable rent to the member for premises leased by the member to the Association; or
	4.3.4	the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
4.4	CBCAWA is a Tier 1 association. This means:	
	4.4.1	the Association must prepare an annual financial statement;
	4.4.2	the financial statement undergoes an annual review; and
	4.4.3	the financial statement is presented at the AGM as per Rules <u>11.5</u> and <u>14.7.3</u> .

## 5. Objectives of the Association

5.1	<p>CBCA WA aims to encourage reading and literary creativity and to promote quality young adult and children's literature by:</p> <ul style="list-style-type: none"> <li>• Raising the profile of The Children's Book Council of Australia, the Book of the Year Awards and CBCA Book Week;</li> <li>• Promoting and encouraging literary creativity amongst young people;</li> <li>• Fostering, encouraging and promoting Western Australian authors, illustrators, storytellers and publishers;</li> <li>• Fostering, encouraging and promoting Australian authors and illustrators;</li> <li>• Fostering and developing an awareness of quality children's literature;</li> <li>• Supporting independent bookstores which specialise in quality children's literature;</li> <li>• Disseminating information about children's books amongst authors, illustrators, publishers, teachers, booksellers, teacher-librarians, librarians, parents and the wider community in order to encourage reading; and</li> <li>• Providing assistance and support to the national body of The Children's Book Council of Australia.</li> </ul>
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## Part 3: Members

### 6. Qualifications for membership of the Association

6.1	Members shall be persons supportive of the objectives of the Association.	
6.2	An individual who has a criminal record is not eligible to sit on the Association Committee, as per Rule <u>10.1.4</u> .	
6.3	An individual who has not reached the age of eighteen (18) years is not eligible to apply for membership.	
6.4	Categories of membership include:	
	6.4.1	<p>Personal membership</p> <p>Each individual member shall have one vote at all <u>General Meetings</u>.</p>
	6.4.2	<p>Institutional membership</p> <p>Institutional members shall be admitted to membership under such conditions as the committee shall determine. Each institutional member shall have one vote at all <u>General Meetings</u>.</p>
	6.4.3	<p>Concessional membership – students, retired persons, members of SCBWI (Society of Children's Book Writers and Illustrators), WA Branch supporting bookstores</p> <p>Student members shall be persons currently enrolled as a student at a tertiary educational institution and not currently in fulltime paid employment. Each concessional member shall have one vote at all <u>General Meetings</u>.</p>
	6.4.4	<p>Honorary Membership</p> <p>This category of membership shall be persons who have an interest in maintaining</p>

		links with the Association, but are not employed in the industry. Honorary Members do not have voting rights at <u>General Meetings</u> .
6.4.5	Life Membership	<p>Individuals who have given outstanding service to the Branch may be nominated to become Life Members. They shall be persons who have given notable service in fostering the objectives of the Association. Nominations for Life Membership must be made in writing to the Branch President at least fourteen (14) days before the Annual General Meeting.</p> <ul style="list-style-type: none"> <li>• Life membership shall be conferred at the AGM of the Association and shall carry with it all the rights and privileges of personal membership.</li> <li>• A roll of Honorary Life Members shall be kept.</li> <li>• A life member shall be conferred lifetime membership to the Association.</li> <li>• A life member shall have one vote at all <u>General Meetings</u>.</li> </ul>

## 7. Register of members of the Association

7.1	The Membership Officer shall on behalf of the Association be responsible for the <u>register of members</u> in accordance with Section 27 of the Act.
7.2	The Membership Officer shall ensure the name of a person who dies or ceases to be a member under <u>Rule 9</u> and <u>Rule 21</u> to be deleted from the register of members referred to in <u>Rules 21</u> and <u>22</u> .
7.3	The Membership Officer shall be 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.
7.4	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.
7.5	The register of members must be kept at the Membership Officer's place of residence, or at another place determined by the committee.
7.6	A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
7.7	<p>If —</p> <p>(a) 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</p> <p>(b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,</p> <p>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 that the purpose is connected with the affairs of the Association.</p> <p>Under section 56 of the Act the management committee is authorised to determine a reasonable charge for providing a copy of the register.</p>

## 8. Membership subscriptions for members of the Association

8.1	A person who wants to become a member must apply in writing to the Association using the appropriate subscription form.	
8.2	The applicant must specify the class of membership in the application.	
8.3	The members shall from time to time at an AGM determine the amount of the subscription fee to be paid by each member for the subscription period.	
8.4	Each member shall pay to the Treasurer, annually by the 28 February or such other date as the Committee from time to time determines, the amount of the subscription determined under Rule 8.3.	
8.5	Receipt of the annual subscription shall confer the rights and privileges of membership for the financial year (Rule 2.1) in respect of which the subscription is paid.	
	8.5.1	For individual members (Rules 6.4.1, 6.4.3 and 6.4.4) this includes access to the members' only resources on the Association website, attendance at the members' rate for Association professional development activities and any other activities as negotiated by the CBCA WA Committee.
	8.5.2	For institutional members this includes access to the members' only resources on the Association website for the nominated number of members included in the institutional subscription, attendance at the members' rate for Association professional development activities for the nominated number of members included in the institutional subscription, and any other activities as negotiated by the CBCA WA Committee.
8.6	If the CBCA WA Committee rejects an application it is not required to give the applicant its reasons for doing so.	
	8.6.1	The committee may reject an application even if the applicant — (a) is eligible under rule 6; and (b) has applied under rule 6.
	8.6.2	The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.

## 9. Resignation of members of the Association

9.1	A person ceases to be a member when any of the following takes place — (a) for a member who is an individual, the individual dies; (b) for a member who is an Institutional Member, the Institution is wound up; (c) the person is expelled from the Association under rule 21;	
9.2	A member who delivers notice <u>in writing</u> of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.	
9.3	Termination of membership may occur if a member has not renewed membership by payment of subscription by 31 March of the current year.	

## 10. Committee of management of the Association

10.1	A person may be a committee member if the person is an individual who has reached 18 years of age. The affairs of the Association shall be managed by the executive and committee consisting of the following members:	
	10.1.1	Executive Committee: These five (5) members shall constitute the Executive of the Association and shall be empowered to carry on the affairs on the Association between meetings of the Association Committee. <ul style="list-style-type: none"> <li>• President</li> <li>• Vice-President</li> <li>• Secretary</li> <li>• Treasurer</li> <li>• Immediate Past President</li> </ul>
	10.1.2	Members of the Executive Committee may hold a position for a maximum of five (5) consecutive years.
	10.1.3	The Association Committee shall consist of a minimum of eight (8) other members of the Association elected to membership of that Committee at an AGM or appointed under Rules <u>10.4</u> and <u>10.5</u>
	10.1.4	All Association Committee members must comply with police checks and be able to produce evidence they do not have a criminal record upon request, as per <u>Rule 6.2</u> .
10.2	Nomination of CBCA WA representatives to other professional groups shall be determined by the Committee.	
10.3	The Association Committee shall be elected at each AGM.	
	10.3.1	At least 21 days before an annual general meeting, the Secretary must send written notice to all the members calling for nominations for election to the committee; and stating the date by which nominations must be received by the Secretary to comply with Rule 10.3.2
	10.3.2	Nominations for membership of the Committee must be received <u>in writing</u> at least seven (7) days prior to the AGM. Nominations must include the names of the proposer and the seconder, and indicate agreement of the nominee. Nominees for the Committee will receive confirmation of their nomination two (2) days prior to the AGM.
	10.3.3	Committee members shall be elected for a period of one (1) year, unless decided otherwise by the incumbent committee.
10.4	If a position on the Committee is not filled at the AGM, the Committee has the power to make an appointment for that position under the same terms as Rule 13.	
	10.4.1	The Committee may co-opt persons with special knowledge, who shall be <i>ex-officio</i> .
10.5	The Committee may decide to form sub committees to be responsible for and report on special duties.	
	10.5.1	The Leader of a sub-committee must be a Committee member who reports back to the Committee.
	10.5.2	The Committee may co-opt Association members to participate on a sub-committee.



10.6	The President shall have a casting vote at all meetings.
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## 11. Duties of Executive Committee members

11.1	All Executive Committee members will represent the broad perspective of the Association and so consider the needs of all members during their deliberations.
11.2	<p>The President shall:</p> <ul style="list-style-type: none"> <li>• convene and preside at all Executive Committee meetings, Committee meetings, Special meetings and the Annual General Meeting;</li> <li>• represent and be the public spokesperson for CBCA WA;</li> <li>• work with the incumbent Committee to plan events for members and</li> <li>• perform any other duties as decided by the incumbent committee.</li> <li>• consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.</li> </ul>
11.3	<p>The Vice President shall:</p> <ul style="list-style-type: none"> <li>• assist the President, by taking on delegated duties and assume responsibilities of the President in their absence.</li> </ul>
11.4	<p>The Secretary shall be responsible for:</p> <ul style="list-style-type: none"> <li>• dealing with the Association's correspondence;</li> <li>• consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;</li> <li>• preparing the notices required for meetings and for the business to be conducted at meetings;</li> <li>• unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;</li> <li>• maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;</li> <li>• unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;</li> <li>• 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;</li> <li>• maintaining full and accurate minutes of committee meetings and general meetings;</li> <li>• carrying out any other duty given to the secretary under these rules or by the committee.</li> <li>• custody of the Common Seal of the Association.</li> </ul>

11.5	<p>The Treasurer shall:</p> <ul style="list-style-type: none"> <li>• ensure that any amounts payable to the Association are collected and issue receipts for those amounts in the Association's name;</li> <li>• ensure that the Association complies with the relevant requirements of Part 5 of the Act;</li> <li>• maintain and coordinate all <u>financial records</u> of the Association in accordance with accepted book-keeping practice;</li> <li>• prepare financial statements for Committee meetings and the AGM or as requested by the Committee;</li> <li>• 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;</li> <li>• provide any assistance required by an auditor conducting an audit of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and</li> <li>• prepare, and have reviewed, an annual statement for presentation to the AGM.</li> </ul>
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## 12. Duties of Committee members

12.1	<p>Duties of Committee members shall be designed and allocated by agreement of the incumbent Committee. The Committee shall assist the Executive with the management of the Branch; their duties shall be designed and allocated by agreement of the incumbent Committee</p>
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## 13. Casual vacancies in membership of the Committee

13.1	<p>A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:</p> <ul style="list-style-type: none"> <li>• dies;</li> <li>• resigns by notice <u>in writing</u> delivered to the President or, if the Committee member is the President, to the Vice-President;</li> <li>• is permanently incapacitated by mental or physical ill-health;</li> <li>• is absent from three (3) Committee meetings in the same <u>financial year</u> without an apology to the person presiding at each of those Committee meetings; or</li> <li>• ceases to be a member of the Association.</li> </ul>
13.2	<p>If an office bearer position becomes vacant the committee has the power to appoint another financial member to the position until the next AGM</p>
13.3	<p>The committee may appoint a member who is eligible under Model Rule 27(4) to fill a position on the committee that was not filled by election at the most recent annual general meeting or under Model Rule 36(3)(b).</p>
13.4	<p>A member appointed under Model Rule 13.2 shall hold office until the commencement of and be eligible for, election to membership of the Committee at the next AGM</p>

## 14. Meetings

14.1	Committee meetings	
	14.1.1	The committee must meet at least eight (8) times in each year on the dates and at the times and places determined by the committee.
	14.1.2	Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
	14.1.3	The President or, in the President's absence, the Vice President must preside as chairperson of each committee meeting.
	14.1.4	The quorum for a Committee meeting shall be seven (7) members of the Committee at least three (3) who shall be members of the Executive.
	14.1.5	The order of business at a committee meeting may be determined by the committee members at the meeting
	14.1.6	Each committee member present at a committee meeting has one vote on any question arising at the meeting.
14.2	Material Personal Interests of Committee Members	
	<p>Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:</p> <ul style="list-style-type: none"> <li>• as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;</li> <li>• disclose the nature and extent of the interest at the next general meeting of the association</li> </ul> <p>Under section 42(3) of the Act this rule does not apply in respect of a material personal interest</p> <p>(a) that exists only because the member-</p> <ul style="list-style-type: none"> <li>• is an employee of the incorporated association; or</li> <li>• is a member of a class of persons for whose benefit the association is established; or</li> </ul> <p>(b) that the member has in common with all, or a substantial proportion of, the members of the Association.</p> <p>Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.</p> <p>Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.</p>	
14.3	General Meetings	
	14.3.1	<p>For the purpose of fulfilling the conditions relating to the frequency of such meetings as set out in this rule, Annual General Meetings or Special General Meetings of which all members have received notice, may be regarded as General Meetings.</p> <p>The association is required to hold an Annual General Meeting each year within 6 months after the end of the association's financial year (Model Rule 50). Any other General Meeting is considered to be a Special General Meeting and may be convened:</p> <ul style="list-style-type: none"> <li>• by the committee at any time; or</li> <li>• if requested by at least 20% of members.</li> </ul>

		Discussion on any matter relating to the purpose of the affairs of the Association may be initiated at such a meeting by any member.
	14.3.2	Special General Meetings are called by the Committee as per Rule 14.4. Items on the agenda are restricted to the reason for calling the Special General Meeting.
14.4	A Special General Meeting may be called:	
	14.4.1	by the Committee at its discretion; or
	14.4.2	<p>by the Committee at the request, <u>in writing</u>, of ten (10) financial members of the Association whose signatures appear on the request.</p> <p>The secretary or, in the case of a special general meeting convened under Model Rule 51(5), the members convening the meeting, must give to each member:</p> <ul style="list-style-type: none"> <li>• at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or</li> <li>• at least 14 days' notice of a general meeting in any other case. if a special resolution is proposed —</li> <li>• set out the wording of the proposed resolution as required by section 51(4) of the Act; and</li> <li>• state that the resolution is intended to be proposed as a special resolution; and</li> <li>• comply with Model Rule 53(7).</li> <li>• The special general meeting must be convened within 28 days after notice is given under Model Rule 51(3)(a).</li> <li>• The Quorum shall be the same as for a General Meeting (<u>Rule 15.1</u>).</li> </ul>
14.5	Members eligible to vote at meetings of the Association may do so either in person or by proxy. Proxy votes must be lodged one full day before the meeting <u>in writing</u> to the Secretary or a person nominated by the Committee.	
14.6	An Annual General Meeting will be held once a year, on a date to be determined by the committee within six months after the end of the <u>Association's financial year</u> .	
	14.6.1	Notification of the AGM must be given to members in writing, at least twenty-one (21) days, prior to the scheduled meeting date, stating the place, date and time of the Annual General meeting of the Association.
14.7	The business to be conducted at the meeting shall be:	
	14.7.1	the reading and acceptance of the minutes of the previous AGM;
	14.7.2	the acceptance of the annual reports of the Committee of the Association;
	14.7.3	the acceptance of the annual statement of a review of the <u>Association's finances</u> provided to members;
	14.7.4	the election of office holders for the ensuing year; if there is no nomination for a position the chairperson of the meeting may call for nominations from ordinary members at the meeting.
	14.7.5	nomination of an auditor for the Association's finances as per <u>Rule 4.4</u> ;
	14.7.6	any changes to the Constitution of the Association as determined by the Committee or any member ( <u>Rule 18.3</u> ); and
	14.7.7	general business as outlined in the agenda for the AGM.
	14.7.7.1	General business items must be submitted to a person designated by the Committee <u>in writing</u> at least five (5) working days before the AGM.

## 15. Quorum in proceedings at General Meetings

15.1	The Quorum for a General Meeting (including a Special General Meeting) shall be a minimum of fifteen (15) financial members who shall include at least three (3) members of the Committee.	
	15.1.2	The quorum for an AGM shall be a minimum of fifteen (15) financial members who shall include five (5) members of the Committee.
	15.1.3	No business is to be conducted at a general meeting unless a quorum is present.
		<p>If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —</p> <p>(a) in the case of a special general meeting — the meeting lapses; or</p> <p>(b) in the case of the annual general meeting — the meeting is adjourned to —</p> <p>(i) the same time and day in the following week; and</p> <p>(ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.</p>

## 16. Minutes of meetings of the Association

16.1	The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then a copy forwarded to each committee member within thirty (30) days after the holding of each meeting.	
16.2	<p>The President shall ensure that the minutes of a General or Committee meeting are checked as correct and accepted by members present or the Committee. The President must ensure that the minutes of a general meeting are reviewed and signed as correct by —</p> <p>(a) the chairperson of the meeting; or</p> <p>(b) the chairperson of the next general meeting.</p>	
16.3	<p>The minutes must record the following —</p> <p>(1) the names of the committee members present at the meeting;</p> <p>(2) the name of any person attending the meeting under Model Rule 43(5);</p> <p>(3) the business considered at the meeting;</p> <p>any motion on which a vote is taken at the meeting and the result of the vote.</p>	
16.4	When minutes have been entered and signed as correct, they shall, until the contrary is proved, be evidence that:	
	16.4.1	the General meeting or Committee meeting to which they relate was duly convened and held;
	16.4.2	all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
	16.4.3	all appointments or elections purporting to have been made at the meeting are valid.

## 17. Voting rights of members of the Association

17.1	Each financial member shall be entitled to a single vote, on any motion and in respect of any election.
17.2	Institutional members shall be required to nominate one person who may cast a vote in respect of that institutional membership.
17.3	Where a personal member is also the nominee of an Institution, he or she shall be entitled to vote both as a personal member and as an institutional representative.
17.4	Life Members are considered to be financial members of the Association as per <u>Rule 6.4.5</u> .
17.5	Decisions shall be made by a simple majority of all those present and entitled to vote and by a form of communication agreed to by the members of the Committee.
17.6	The President shall have a casting vote at all meetings.

## Part 4: Constitution of the Association

### 18. Rules of the Association

18.1	The Association may make additional rules, alter or rescind the rules as set out in this Constitution, in accordance with the procedure set out in <u>the Act</u> .
18.2	These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
18.3	The rules of the association may be altered by special resolution at a general meeting of the association. In addition to <u>Rule 14.7.6</u> , notice of motion to amend the rules of the Constitution may be given by any member.
	18.3.1 Such notice shall be <u>in writing</u> and shall be lodged with the Secretary or at any meeting of the Association.
	18.3.2 The motion should be discussed at the General Meeting.
	18.3.3 Notice of the motion shall be sent to the members at least twenty-one (21) days before the date of the General Meeting and shall give precise details of the proposed amendment including: <ul style="list-style-type: none"> <li>• the date, time and place of the meeting</li> <li>• the full proposed resolution</li> <li>• a statement of the intention that the motion be proposed as a special resolution</li> </ul>
	18.3.4 A seventy-five percent (75%) majority of those voting shall be necessary for the amendment of the Rules of the Association.
	18.3.5 Proxy voting <u>in writing</u> shall be available to those members requesting this facility.
18.4	Any payment to a committee member or member from the Association's funds must be authorised by a resolution of the Association at the <u>AGM</u> or a Committee meeting as per Rule <u>4.3</u>

## 19. Inspection of books of the Association

19.1	An up-to-date copy of the Constitution of the Association is available to members upon request <u>in writing</u> from the Secretary.	
19.2	An up-to-date copy of the <u>Registry of the Association</u> is available to members upon request in writing from the Secretary, in accordance with Rule 7.7.	
19.3	An up-to-date copy of the securities, books and documents of a <u>financial nature and accounting records of the Association</u> is available to members upon request from the Treasurer, so long as the inspection of the books is directly connected with the affairs of the Association in accordance with <u>the Act</u> and the <i>Commonwealth Privacy Act of 2014</i> .	
	19.3.1	The books of the Association must be retained for at least 7 years.

## 20. Common seal of the Association

20.1	The Common Seal of the Association shall be held by the Secretary.	
20.2	The name of the Association must appear in legible characters on the common seal; and a document may only be sealed with the common seal by the authority of the committee and in the presence of two (2) committee members.	

## Part 5: Disciplinary action, disputes and mediation

### 21. Disciplinary action – suspension of membership or expulsion

21.1	The Committee may decide to suspend a member's membership or exclude a member from the Association if the member:	
	21.1.1	contravenes any of the Rules of the Association contained in this Constitution.
	21.1.2	acts detrimentally to the interests or objectives of the Association ( <u>Rule 5</u> ).

### 22. Consequences of suspension of membership

22.1	During the period a member's membership is suspended, the member:	
	22.1.1	loses any rights (including voting rights) arising as a result of membership of the Association.
	22.1.2	is not entitled to a refund, rebate or credit for membership fees paid or payable to the Association.
22.2	When a member's membership is suspended, the Membership Officer must record in the <u>Register of Members</u> that:	

	22.2.1	the member's membership has been suspended;
	22.2.2	the date on which suspension takes place; and
	22.2.3	the period of suspension.
22.3	When the period of suspension ends, the Secretary must record in the Register of Members that the member's membership is no longer suspended and inform the member.	

### 23. Dispute resolution

23.1	Any member may apply to the Committee for a dispute resolution. Disputes may be between members or between one or more members and the Association.	
23.2	The parties to a dispute MUST attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the notice of each party.	
	23.2.1	During the resolution negotiations, parties must keep a record of their activities and conclusions.
	23.2.2	Once a dispute is resolved, a Resolution Report, signed by both parties, must be sent to the Secretary or person designated by the Committee within fourteen (14) days of the dispute resolution.
23.3	In the event a dispute cannot be resolved amicably between the parties involved, both parties must then apply to the Committee to go to mediation.	
	23.3.1	Both parties involved in an unresolved dispute must apply for mediation within fourteen (14) days of submitting the Resolution Report to the Committee
	23.3.2	On receipt of the Resolution Report, the Committee will appoint a mediator.
	23.3.3	The person appointed as mediator by the Committee may be:
	23.3.3.1	a person who acts as a mediator for another not-for-profit body, such as a community legal centre; or
	23.3.3.2	a member or former member of the Association, but must not have a personal interest in the matter subject to mediation or be biased towards either party involved in the mediation.
	23.3.4	The Secretary or person designated by the Committee will inform all parties of the location and time of the mediation fourteen (14) days before the mediation takes place.
	23.3.5	The parties involved in mediation will present a summary of their issues to the mediator five (5) days before the mediation takes place.
	23.3.6	All parties will attempt to settle the matter under mediation in good faith.
	23.3.7	The mediator will write a Mediation Report, to be submitted to the Committee fourteen (14) days after the mediation has taken place.
23.4	In the event a dispute cannot be resolved through mediation, the dispute will be resolved by the Committee at a Special Committee Meeting.	
	23.4.1	The quorum for a Special Committee Meeting is the same as for a Committee meeting, as per Rule 14.1.4
	23.4.2	The parties involved in the dispute will abide by the ruling of the Committee of the Association.



	23.4.3	A full record of the Special Committee meeting will be documented and stored as part of the <u>books of the Association</u> .
	23.4.4	A copy of the minutes of the Special Committee Meeting will be sent to both parties involved in the dispute.
	23.4.5	There will be no other agenda items at a Special Committee Meeting convened to resolve a dispute.

## Part 6: Dissolution of the Association

### 24. Dissolution of the Association

24.1	The Association shall not be dissolved except at a Special General Meeting of the Association specially convened for the purpose and by special resolution carried by seventy-five percent (75%) of members present and eligible to vote.	
	24.1.1	The process for such a meeting shall be the same as for an AGM, as per Rule 14.6.
24.2	If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts or liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred:	
	24.2.1	to another association incorporated under the Act; or
	24.2.2	for charitable purposes.
	24.2.3	To – <ul style="list-style-type: none"> <li>• an incorporated association; a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;</li> <li>• a company holding a licence that continues in force under the Corporations Act section 151;</li> <li>• a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;</li> <li>• a body corporate that — <ul style="list-style-type: none"> <li>• is a member or former member of the incorporated association; and</li> <li>• at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;</li> </ul> </li> <li>• a trustee for a body corporate referred to in paragraph (e);</li> <li>• a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.</li> </ul>
24.3	The decision for the transference of any funds shall be determined by a resolution of the members attending the meeting.	
24.4	In the event of the winding up or dissolution of the Association, notification of the date of dissolution shall be provided within thirty (30) days of the dissolution to:	
	24.4.1	the Commissioner of Taxation; and

	24.4.2	the relevant department responsible for the incorporation of associations in the Western Australian Government.
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