



CARAVAN INDUSTRY
ASSOCIATION
WESTERN AUSTRALIA

***Caravan Industry Association
Western Australia Incorporated
Constitution***

Incorporating amendments passed at Special General Meeting
held on 20th March 2019

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1. PRELIMINARY

1.1 Name of Association

The name of the Association is the Caravan Industry Association Western Australia (Incorporated). The official abbreviation is CIAWA.

1.2 Objects and Purposes of Association

The objects and purposes of the Association are:

- (a) To protect and promote the interests of persons or Organisations who promote the development of tourism in Western Australia in the caravan industry through either owning and/or operating of Caravan Parks or by the manufacture, repair, sale or hiring of Caravans and camping equipment or caravan and camping accessories or by the provision of related products and services considered by the Association as closely related to the caravan industry for the development of caravan tourism.
- (b) In furtherance of the Association's objects and purposes for the Association to provide Members with support and assistance in the following:
 - (i) to consider all matters connected with;
 - (A) the manufacture, repair, sale or hire of Caravans and camping equipment; and caravan and camping accessories;
 - (B) the operation of Caravan Parks; and
 - (C) the provision of other closely related products or services to the caravan and camping industry;
 - (ii) to promote fair dealing and closer relations and co-operation between all sections of the caravan industry and with the public;
 - (iii) to promote support or oppose legislation or other measures affecting or likely to affect the business of Members;
 - (iv) to collect and circulate statistics and other information as may be calculated to be of advantage to Members;
 - (v) to represent the interests of Members at any meetings with associations, government departments or other bodies;
 - (vi) to form a code of practice whereby the transactions of business relating to the aforesaid matters may be simplified or facilitated;

- (vii) to do all such lawful things as may be conducive to the extension of such business or trade or incidental to the attainment of the aforesaid roles; and
- (viii) to establish industry standards and practices which will enhance the promotion and development of tourism through caravanning and camping.

1.3 Quorum for Board Meetings

Any six (6) Board Members constitute a quorum for the conduct of the business at a Board Meeting.

1.4 Quorum for General Meetings

Twenty-five (25) Members entitled to vote or 25% of the total membership of Members entitled to vote, whichever shall be less, who are present and entitled to vote under these Rules at a General Meeting will constitute a quorum for the conduct of business at a General Meeting.

1.5 Financial Year

The Association's Financial Year, will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015 (WA)*;

Absolute Majority means a majority of all Board Members whether those Board Members are present at the Board Meeting or not;

Annual General Meeting or **AGM** means the annual general meeting convened under Rule 18.1;

Associate Member means a person or Organisation that satisfies the requirements of Rule 5.2(c) and whose application for membership is accepted by the Board under Rule 5.4;

Association means Caravan Industry Association Western Australia (Inc.);

Board means the management committee required by the Act which is the body responsible for the management of the affairs of the Association;

Board Meeting means a meeting referred to in Rule 14.1;

Board Member means the Office Holders and other members of the Board specified in Rule 10.2 and elected under Rule 12;

Books of the Association has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association;

By-laws are additional arrangements or processes adopted by members by Ordinary Resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner;

Caravan includes caravan, camper-trailer, tent-trailer, 5th wheelers, slide-on-camper, campervan, motorhome, relocatable home and park home;

Caravan Park includes caravan parks, tourist parks, mixed parks, residential parks, park home parks, lifestyle villages, camp sites and any other facility regulated under the *Caravan Park and Camping Grounds Act 1995 (WA)*, the *Residential Parks (Long-stay Tenants) Act 2006 (WA)* or any other Law amending or replacing those Laws in whole or in part;

Chief Executive Officer means the Chief Executive Officer of the Association appointed under Rule 11.4;

Code of Conduct means the Code of Conduct of the Association which may be amended or added to from time to time by the Board as it deems appropriate;

Commissioner means the person designated as the "Commissioner" from time to time under the Act;

Corporate Member means a person or Organisation that satisfies the requirements of Rule 5.2(b) and whose application for membership is accepted by the Board under Rule 5.4;

Corporate Member Business means a:

- (a) Caravan Park;
- (b) Trades Business; and
- (c) each location that a Trades Business conducts its business from (where such business is conducted from 2 or more different locations),

in which a Corporate Member has a direct or indirect ownership interest in.

Financial Records has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:

- (i) the methods by which financial statements are prepared; and
- (ii) adjustments to be made in preparing financial statements;

Financial Report has the meaning given to it in sections 62 and 63 of the Act;

Financial Statements has the meaning given to it in section 62 of the Act;

Financial Year has the meaning given to it in Rule 1.5;

General Meeting means a meeting of the Association which all Members are invited to attend;

General Member means a person or Organisation that satisfies the requirements of Rule 5.2(a) and whose application for membership is accepted by the Board under Rule 5.4;

Honorary Member means a person that is appointed by the Board under Rule 5.2(d);

Law means all statutes, rules, regulations, proclamations, ordinances or by-laws present or future;

Life Member means a person that is elected under Rule 5.2(e);

Member means a person or an Organisation that becomes a member of the Association under these Rules;

Office Holders means the persons holding the positions on the Board identified as office holders of the Association in Rule 10.2(b);

Ordinary Resolution means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

Organisation means a firm, partnership, company, trust, body corporate or an unincorporated body or association;

Parks Member means a General Member or Corporate Member whose business activity includes being engaged in the ownership or operation of a Caravan Park;

Poll means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

Postal Poll means a postal poll conducted pursuant to Rule 12.4;

Register means the register of Members referred to in Rule 8.1(a);

Rules mean these rules of the Association as amended from time to time under Rule 24.2;

Special General Meeting means the meeting convened under Rule 19;

Special Resolution is a resolution of the Association passed in accordance with Rule 20.1;

Surplus Property has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

Tier 1 Association has the meaning given to it in section 62 of the Act;

Tier 2 Association has the meaning given to it in section 62 of the Act;

Tier 3 Association has the meaning given to it in section 62 of the Act;

Trades Business means a business that is engaged in activity which includes the manufacture, repair, sale, hire, insuring or financing of Caravans and camping equipment or Caravan and camping accessories, or dealing in the provision of other products or services that are regarded by the Association as closely related to the caravan industry, but excludes a Caravan Park;

Trades Member means a General Member or Corporate Member whose business activity includes a Trades Business.

2.2 Interpretation

In these Rules, unless the contrary intention appears:

- (a) **(headings)** underlining, numberings, typesetting styles and layouts are for convenience only and do not affect the interpretation of these Rules;
- (b) **(gender)** a reference to any gender includes every gender;
- (c) **(person)** the word person unless the context requires does not include an Organisation or an authority;
- (d) **(may)** the word may is permissive and not mandatory;
- (e) **(singular includes plural)** the singular includes the plural and vice versa;
- (f) **(grammatical form)** where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (g) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (h) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;

- (i) **(from time to time)** a power, an authority or a discretion reposed in the Members, a Member, the Board or an office holder may be exercised at any time and from time to time;
- (j) **(function)** a reference to a function includes a reference to a power, authority and duty; and
- (k) **(exercise of a function)** a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.

2.3 Notices

- (a) Any notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated residential or business address of the addressee;
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to the Member's address as set out in the Register referred to in Rule 8.1.
- (c) When a notice is:
 - (i) delivered by hand under Rule 2.3(a)(i) it is properly served when delivered to, and received by, the recipient;
 - (ii) sent by ordinary pre-paid post under Rule 2.3(a)(ii), it is taken to have been received three days after posting;
 - (iii) sent by email under Rule 2.3(a)(iii), it is taken to have been received at the time when the sender receives confirmation on its server that the message has been transmitted;
 - (iv) sent by facsimile under Rule 2.3(a)(iii), it is taken to have been received at the time shown in the transmission report as the time the whole facsimile was sent.

3. POWERS OF THE ASSOCIATION

3.1 Powers of the Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner, and in particular may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money –
 - (i) as trust funds may be invested under the *Trustees Act 1962* (WA) Part III; or
 - (ii) in any other manner authorised by the Rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise, would contravene this Act or the Rules of the Association.

4. NOT FOR PROFIT

The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

5. BECOMING A MEMBER

5.1 Minimum Number of Members

The Association must have at least six Members with full voting rights.

5.2 Qualifications for Membership

- (a) General Member

Any person or Organisation whose principal business activity is:

- (i) being engaged with:
 - (A) the manufacture or repair of Caravans and camping equipment or caravan and camping accessories;
 - (B) the hiring, insuring or financing of Caravans and camping equipment or caravan and camping accessories;

- (C) the selling of Caravans and camping equipment; or
 - (D) the ownership, management and operation of a Caravan Park; or
- (ii) dealing in the provision of other products or services that are regarded by the Association to be closely related to the caravan industry,

may apply in the manner prescribed by Rule 5.3 to be a General Member of the Association.

General Members have the voting rights specified in Rule 6.2, may be nominated and appointed to the Board and may nominate a person for the Board.

(b) Corporate Member

Any person or Organisation that satisfies the requirements to apply to be a General Member and which has a direct or indirect ownership interest in:

- (i) 2 or more Caravan Parks; or
- (ii) 2 or more different Trades Businesses; or
- (iii) a Trades Business that conducts its business from 2 or more different locations,

must apply to be a Corporate Member of the Association.

Corporate Members have the voting rights specified in Rule 6.2, may be nominated and appointed to the Board and may nominate a person for the Board.

(c) Associate Member

- (i) Any person or Organisation not eligible to be a General Member that is:
 - (A) employed in, engaged in or associated with providing products or services to the caravan industry; or
 - (B) uses or is a consumer of the products or services of the caravan industry,

may apply in the manner prescribed by Rule 5.3 to be an Associate Member of the Association.

- (ii) An Associate Member shall enjoy the same privileges and be subject to the same obligations as a General Member save that an Associate Member shall have no voting rights and an Associate Member is not eligible for nomination or

appointment to the Board or to nominate a person for the Board.

(d) Honorary Member

- (i) The Board may for outstanding services rendered to the Association elect by an Absolute Majority resolution of the Board any person who is not a Member who has satisfied the prescribed qualifications set by the Board for selection of Honorary Members, to be an Honorary Member of the Association for life, or any lesser period.
- (ii) An Honorary Member shall enjoy the same privileges and be subject to the same obligations as a General Member save that an Honorary Member shall be exempt from payment of the annual subscription, shall have no voting rights and an Honorary Member is not eligible for nomination or appointment to the Board or to nominate a person for the Board.
- (iii) The Board may at any time, without being obliged to give any reason for so doing, cancel the membership of an Honorary Member by an Absolute Majority resolution of the Board.

(e) Life Member

- (i) The Board may, for distinguished services rendered to the Association, by an Absolute Majority resolution of the Board propose for election at the Annual General Meeting, any person who is a General Member or who is the nominee of any Organisation that is a General Member, and who has satisfied the prescribed qualifications set by the Board for election of Life Members, to be a Life Member of the Association for life.
- (ii) A Life Member shall enjoy the same privileges and be subject to the same obligations as a General Member save that a Life Member shall be exempt from payment of the annual subscription. Life Members have the voting rights specified in Rule 6.2, may be nominated and appointed to the Board and may nominate a person for the Board.
- (iii) The Board may subject to complying with Rule 7.7 at any time, for serious misconduct, by an Absolute Majority resolution of the Board request that the membership of a Life Member be cancelled at an AGM or a Special General Meeting.
- (iv) A Life Member who is dissatisfied with a decision made by the Board under Rule 5.2(e)(iii) may appeal the Board's decision by giving written notice to the Chief Executive Officer, within 14 days of receiving notice of the Board's decision under Rule 5.2(e)(iii), requesting the appointment of a mediator under Rule 28.2(c). Where a Life Member appeals such a decision by

the Board, the resolution of the Board will not be acted upon until the appeal process set out in Rule 28 has been complied with.

5.3 Applying for Membership

- (a) A person or Organisation who wants to become a Member must apply in writing to the Association, using the prescribed form (if any) together with any fees payable under Rules 9.1 and 9.2, and state;
 - (i) the full name of the applicant;
 - (ii) a nominated postal address, nominated residential or business address and nominated email or facsimile electronic address;
 - (iii) the business address of each location that the applicant operates its business from;
 - (iv) the principal objects and activities of the applicant's business with a profile of the applicant; and
 - (v) if applicable, appoint in writing a person, whether or not such person is a Member, to represent it at a particular General Meeting, or at all General Meetings, or on the Board provided that:
 - (A) the person appointed must either be employed by, or be an officer of, the Organisation;
 - (B) the Organisation may appoint up to 2 individual persons at any time to represent the Organisation in different capacities;
 - (C) an Organisation can only nominate one person at any one time to represent the Organisation as a Board Member.
- (b) An application to become a Corporate Member must include the information required for an application to become a General Member and in addition must identify:
 - (i) the person or Organisation that is applying to be the Corporate Member;
 - (ii) all Caravan Parks and Trades Businesses which the applicant for Corporate Membership has a direct or indirect ownership interest in; and
 - (iii) all locations that those Caravan Parks and Trades Businesses operate from.
- (c) All application forms must be signed by the applicant.

- (d) If the Association has more than one class of membership, the application form must specify the applicable class of membership.

5.4 Deciding Membership Applications

- (a) The Board will consider and decide whether to approve any membership application. The decision must be by Absolute Majority of the Board.
- (b) Subject to Rule 5.4(c) applications will be considered and decided in the order they are received by the Association.
- (c) When considering a membership application, the Board may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (d) The Board must not approve a membership application unless the applicant:
 - (i) meets all the eligibility requirements for the relevant membership class under Rule 5.2; and
 - (ii) applies under Rule 5.3.
- (e) If the Board approves an application to become a Corporate Member the Board must identify each Corporate Member Business of that Corporate Member.
- (f) The Board may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2.
- (g) A person under the age of 18 years is not to belong to a class of membership that confers voting rights.
- (h) As soon as is practicable after the Board has made a decision under Rule 5.4(a), the Board must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision, and the decision of the Board shall be final.

5.5 Becoming a Member

- (a) An applicant becomes a Member if:
 - (i) the applicant is eligible for membership under Rule 5.2;
 - (ii) the applicant applies in writing using the prescribed form to the Association under Rule 5.3;
 - (iii) the Board approves the applicant's application for membership submitted under Rule 5.4; and

- (iv) the applicant has paid the levy or any fees due under Rules 9.1 and 9.2.
- (b) The applicant immediately becomes a Member of the applicable class of membership, and is entitled to exercise all the rights and privileges of that class of membership and must comply with all of the obligations of membership under these Rules, when all of the requirements of Rule 5.5(a) has been fulfilled.

5.6 Recording Membership in the Register

The Chief Executive Officer must enter a person's or Organisation's name in the Register within 28 days after the person or Organisation becomes a Member.

6. LIABILITY AND ENTITLEMENTS OF MEMBERS

6.1 Classes of Members

- (a) The membership of the Association consists of the following classes of Member:
 - (i) General Members;
 - (ii) Corporate Members;
 - (iii) Associate Members;
 - (iv) Honorary Members; and
 - (v) Life Members.
- (b) Trades Members and Parks Members as defined in Rule 2.1 are sub-classes of General Member and Corporate Member.
- (c) The Association may have any class of membership determined by Ordinary Resolution of Members at a General Meeting.
- (d) If the Association has two or more classes of members, then subject to Rule 6.1(e) no Member can belong to more than one class of membership.
- (e) Rule 6.1(d) does not prohibit a person who:
 - (i) is a partner of a firm or partnership that is a Member as an Organisation; or
 - (ii) is a member of an unincorporated body or unincorporated association that is a Member as an Organisation,
 from being at the same time a Life Member in their personal capacity.

- (f) Each class of membership shall have rights and benefits as determined by the Board or by Ordinary Resolution of Members at a General Meeting.
- (g) The maximum number of General Members is unlimited unless the Association in General Meeting decides otherwise.

6.2 Membership Voting Rights of Members

- (a) General Members, Corporate Members and Life Members are the only Members entitled to vote at a General Meeting of the Association and in a Postal Poll.
- (b) Each General Member that is entitled to vote that is not a Corporate Member has 1 vote at a General Meeting and in a Postal Poll.
- (c) Corporate Member voting rights are determined based on the number of its Corporate Member Businesses. Each Corporate Member that is entitled to vote:
 - (i) that has 2 to 5 Corporate Member Businesses has 1 vote at a General Meeting and in a Postal Poll;
 - (ii) that has 6 to 10 Corporate Member Businesses has 2 votes at a General Meeting and in a Postal Poll;
 - (iii) that has 11 or more Corporate Member Businesses has 3 votes at a General Meeting and in a Postal Poll.
- (d) Each Life Member that is entitled to vote has 1 vote at a General Meeting and in a Postal Poll.

6.3 Voting by Organisation

- (a) A Member which is an Organisation may appoint in writing a person, whether or not the person nominated is a Member, to represent it at a particular General Meeting, or at all General Meetings, or on the Board provided that:
 - (i) the person appointed must either be employed by, or be an officer of, the Organisation;
 - (ii) the Organisation may appoint up to 2 individual persons at any time to represent the Organisation in different capacities;
 - (iii) an Organisation can only nominate one person at any one time to represent the Organisation as a Board Member.
- (b) A copy of the written appointment using the prescribed form (if any) must be lodged with the Chief Executive Officer.
- (c) A person appointed under Rule 6.3(a) has authority to represent the Organisation as a Member:

- (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
- (ii) otherwise, until the appointment is revoked by the Organisation and notice of the revocation is given to the Chief Executive Officer.

6.4 Liability of Members

- (a) A Member is only liable for their outstanding levy or outstanding membership fees payable under Rules 9.1 and 9.2, if any.
- (b) Subject to Rule 6.4(a), a Member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.
- (c) Rule 6.4(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

6.5 Payment to Members

- (a) Subject to Rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 6.5(a) does not prevent:
 - (i) the payment in good faith to any Member or nominee of a Member Organisation of remuneration and discretionary bonuses as an employee of the Association pursuant to their employment by the Association or in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment in good faith of remuneration to any Member or any Member or nominee of a Member Organisation in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - (iii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member or any Member or nominee of a Member Organisation;
 - (iv) the payment of reasonable and proper rent by the Association to a Member or any Member or nominee of a Member Organisation for premises leased by the Member or any Member or nominee of a Member Organisation to the Association; or

- (v) the reimbursement of expenses incurred by the Chief Executive Officer, any Member, any Board Member or any nominee of a Member Organisation on behalf of the Association.

6.6 Membership Entitlements not Transferable

Subject to Rule 5.3(a)(iii) a right, privilege or obligation that a person or Organisation has because they are a Member of the Association:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person's or Organisation's membership ceases.

7. CEASING TO BE A MEMBER

7.1 Ending Membership

- (a) A person's membership ends, if the person:
 - (i) dies;
 - (ii) ceases to be a Member under Rule 9.1(d);
 - (iii) ceases to be a Member under Rule 9.2(d);
 - (iv) resigns as a Member under Rule 7.2; or
 - (v) is expelled from the Association under Rule 7.3.
- (b) For a period of one year after a person's membership ends, the Chief Executive Officer must keep a record of:
 - (i) the date on which a person ceases to be a Member under Rule 7.1(a); and
 - (ii) the reason why the person ceases to be a Member.

7.2 Resigning as a Member

- (a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Chief Executive Officer.
- (b) The Member resigns:
 - (i) at the time the Chief Executive Officer receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member.

7.3 Suspending or Expelling Members (other than Life Members)

- (a) The Board may, by resolution of the Board by an Absolute Majority, discipline a Member (other than a Life Member) by any means considered appropriate, or suspend or expel a Member from membership if, in the opinion of the Board:
 - (i) the Member refuses or neglects to comply with these Rules or the Code of Conduct; or
 - (ii) the Member's conduct or behaviour:
 - (A) is detrimental to the interests of the Association; or
 - (B) has brought the Association and/or the caravan industry into disrepute; or
 - (C) has brought discredit on the Association; or
 - (D) is an undischarged bankrupt; or
 - (iii) the Member applied for and obtained membership under a false pretence or by providing false information.
- (b) The Board must hold a Board Meeting to decide whether to suspend or expel a Member.
- (c) The Chief Executive Officer must, not less than 21 days before the Board Meeting referred to in Rule 7.3(b), give written notice to the Member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the Board Meeting;
 - (iii) that the Member, or the Member's representative, may attend the Board Meeting; and
 - (iv) that the Member, or the Member's representative, may address the Board at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Board Meeting referred to in Rule 7.3(b) the Board must:
 - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether the Member should be:

- (A) expelled from the Association; or
- (B) suspended from membership, and if so, the period that the Member should be suspended from membership; or
- (C) disciplined by any means considered appropriate, which may include, without limitation, reprimanding the Member or requesting that the Member resign from the Association,

and any such determination requires a resolution of the Board by an Absolute Majority.

- (e) Once the Board has decided to suspend or expel a Member under Rule 7.3(d), the Member is immediately suspended or expelled from membership of the Association.
- (f) The Chief Executive Officer must inform the Member in writing of the decision of the Board and the reasons for the decision, within 7 days of the Board Meeting referred to in Rule 7.3(d).

7.4 Right of Appeal of against Suspension or Expulsion

If a Member is suspended or expelled or disciplined under Rule 7.3, the Member may appeal the Board's decision by giving written notice to the Chief Executive Officer within 14 days of receiving notice of the Board's decision under Rule 7.3(f) requesting the appointment of a mediator under Rule 28.2(c).

7.5 Reinstatement of a Member

If the Board's decision to suspend or expel or discipline a Member is revoked under these Rules, any act performed by the Board or Members in General Meeting during the period that the Member was suspended or expelled from membership under Rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

7.6 When a Member is Suspended

- (a) If a Member's membership is suspended under Rule 7.3(e), the Chief Executive Officer must record in the Register:
 - (i) the name of the Member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the Board under Rule 7.3(d)(iii)(B).

- (b) A Member that has been suspended under Rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, the Chief Executive Officer must record in the Register that the Member is no longer suspended.

7.7 Cancelling Life Membership

- (a) To make a request pursuant to Rule 5.2(e)(iii) the Board must hold a Board Meeting to consider such a request.
- (b) The Chief Executive Officer must, not less than 21 days before the Board Meeting referred to in Rule 7.7(a), give written notice to the Life Member:
 - (i) of the proposed cancellation and the grounds on which it is based;
 - (ii) of the date, place and time of the Board Meeting;
 - (iii) that the Life Member, or the Life Member's representative, may attend the Board Meeting; and
 - (iv) that the Life Member, or the Life Member's representative, may address the Board at the meeting and will be given a full and fair opportunity to state the Life Member's case orally, or in writing, or both.
- (c) At the Board Meeting referred to in Rule 7.7(c) the Board must:
 - (i) give the Life Member, or the Life Member's representative, a full and fair opportunity to state the Life Member's case orally;
 - (ii) give due consideration to any written statement submitted by the Life Member; and
 - (iii) determine whether a request should be made that the Life Member's membership be cancelled, and any such determination requires a resolution of the Board by an Absolute Majority.
- (d) Once the Board has decided a request should be made that the Life Member's membership be cancelled:
 - (i) the Chief Executive Officer must inform the Life Member in writing of the decision of the Board and the reasons for the decision, within 7 days of the Board Meeting referred to in Rule 7.7(c); and
 - (ii) if the Life Member does not appeal the decision of the Board within 14 days of being served with notice of the decision of

the Board, the Chief Executive Officer must call a General Meeting to determine whether the Life Member's membership will be cancelled.

8. MEMBERSHIP REGISTER

8.1 Register of Members

- (a) The Chief Executive Officer or a person authorised by the Board from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
 - (i) the full name of each Member;
 - (ii) a nominated postal address, nominated residential or business address and nominated email or facsimile electronic address of each Member;
 - (iii) the class of membership held by the Member;
 - (iv) the location and identifying particulars of all Corporate Member Businesses; and
 - (v) the date on which the person or Organisation became a Member.
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Association's principal place of business or at such other place as the Board decides.

8.2 Inspecting the Register

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Chief Executive Officer to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

8.3 Copy of the Register

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Board may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

- (c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time.

8.4 When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact or send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board, or
- (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP ANNUAL FEES AND LEVIES

9.1 Annual Membership Fee

- (a) Subject to Rule 9.1(b) the Board may from time to time determine the amount of the annual membership fee, if any, to be paid by each Member or each class of Members.
- (b) The annual membership fee for a Corporate Member must be determined based on the number of its Corporate Member Businesses and will be the sum of the following amounts:
 - (i) a fee for the first Corporate Member Business that is equal to the annual membership fee set for a General Member; plus
 - (ii) an additional fee per Corporate Member Business that is equal to fifty percent (50%) of the annual membership fee set for a General Member for each of the second to the fifth Corporate Member Business; plus
 - (iii) an additional fee per Corporate Member Business that is equal to forty percent (40%) of the annual membership fee set for a General Member for each of the sixth to the tenth Corporate Member Business; plus
 - (iv) an additional fee per Corporate Member Business that is equal to thirty five percent (35%) of the annual membership fee set for a General Member for each Corporate Member Business in excess of 10.

- (c) Each Member must pay the Member's annual membership fee determined under Rule 9.1(a) to the Treasurer, or a person authorised by the Board to receive payments, as and when decided by the Board.
- (d) If a Member pays the annual membership fee within 3 calendar months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including if they are a General Member, Corporate Member or Life Member the right to vote.
- (e) Subject to Rule 9.1(e), if a Member fails to pay the annual membership fee within 3 calendar months after the due date, then they cease to be a Member.
- (f) If a person ceases to be a Member under Rule 9.1(d), and subsequently pays to the Association all the Member's outstanding membership fees, the Board may, if it thinks fit, reinstate that Member with all of the Member's rights and privileges from the date on which the outstanding fees are paid.

9.2 Members Levy

- (a) The Board may from time to time determine the amount of any levy to be paid by each Member or each class of Members from time to time.
- (b) Each Member must pay any levy determined under Rule 9.2(a) to the Treasurer, or a person authorised by the Board to receive payments, as and when decided by the Board.
- (c) If a Member pays the levy determined under Rule 9.2(a) within 3 calendar months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including if they are a General Member, Corporate Member or Life Member the right to vote.
- (d) Subject to Rule 9.2(e), if a Member fails to pay the levy determined under Rule 9.2(a) within 3 calendar months after the due date, then they cease to be a Member.
- (e) If a Member ceases to be a Member under Rule 9.2(d), and subsequently pays to the Association all of the levy determined under Rule 9.2(a), the Board may, if it thinks fit, reinstate that Member with all of the Member's rights and privileges from the date on which the outstanding levy is paid.

10. POWERS AND COMPOSITION OF THE BOARD

10.1 Powers of the Board

- (a) The governing body of the Association is to be called the Board and it has authority to control and manage the affairs of the Association.

- (b) Subject to the Act, these Rules and any By-law or lawful resolution passed by the Association in General Meeting, the Board:
 - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are Required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has power to perform all acts and do all things as appears to the Board to be necessary or desirable for the proper management of the business and affairs of the Association.

10.2 Board Members

- (a) The Board is to consist of:
 - (i) 12 Board Members comprising:
 - (A) 6 Board Members who are Trades Members or persons appointed to represent an Organisation that is a Trades Member; and
 - (B) 6 Board Members who are Parks Members or persons appointed to represent an Organisation that is a Parks Member;

and

 - (ii) the immediate past President subject to Rule 12.1(b).
- (b) The Office Holders of the Association are:
 - (i) the President;
 - (ii) Vice President (Parks);
 - (iii) Vice President (Trades); and
 - (iv) Treasurer,

who are elected by the Board in accordance with Rule 12.
- (c) A Board Member must be:
 - (i) a natural person;
 - (ii) over 18 years of age;
 - (iii) satisfy any minimum requirements set by the Board pursuant to Rule 10.2(d); and
 - (iv) be either:
 - (A) a General Member; or

- (B) a Corporate Member; or
 - (C) a Life Member; or
 - (D) a person appointed under Rule 6.3(a) and who has authority to represent an Organisation as a General Member or a Corporate Member.
- (d) The Board may, by an Absolute Majority resolution of the Board, from time to time determine or change the minimum requirements to be a Board Member.
- (e) No person shall be entitled to hold more than one of the positions set out in Rule 10.2(b) at any time.
- (f) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
- (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.
- (g) No person shall be entitled to hold a position on the Board if the person is, according to the *Interpretation Act 1984 (WA)* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

11. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS AND OFFICERS

11.1 Obligations of the Board

The Board must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

11.2 Responsibilities of Board Members

- (a) A Board Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Board Member must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A Board Member or former Board Member must not improperly use information obtained because he or she is a Board Member to:

- (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A Board Member or former Board member must not improperly use their position to:
- (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (e) A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
- (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of their interest to the Board;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (iii) not be present while the matter is being considered at the Board Meeting or vote on the matter.
- (f) Rule 11.2(e) does not apply in respect of a material personal interest that:
- (i) exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) the Board Member has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Chief Executive Officer must record every disclosure made by a Board Member under Rule 11.2(e) in the minutes of the Board Meeting at which the disclosure is made.
- (h) No Board 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 Board to do so and such authority is recorded in the minutes of the Board Meeting.

11.3 President

The President:

- (a) may convene special meetings of the Board under Rule 14.1(c);
- (b) may preside as chairperson over Board Meetings under Rule 14.3;
- (c) may preside as chairperson over General Meetings under Rule 17.4; and
- (d) must ensure that the minutes of a General Meeting or Board Meeting are reviewed and signed as correct under Rule 21.1(c).

11.4 Chief Executive Officer

- (a) The Board shall appoint from time to time a Chief Executive Officer for the Association and any other paid officers as may be required to conduct the affairs of the Association and may also terminate such appointments.
- (b) The Chief Executive Officer shall be responsible for:
 - (i) fulfilling the directives of the Board and implementing the policies, plans and decisions of the Association and the Board, in accordance with the directions from the Board;
 - (ii) assisting the Board, the President, and the committees in their conduct of the various activities of the Association;
 - (iii) managing the day to day operations of the Association; and
 - (iv) performing any other duties imposed by these Rules or the Board on the Chief Executive Officer.
- (c) The Board may confer on the Chief Executive Officer such other responsibilities, duties, powers or authorities as may be appropriate and can vary or withdraw these responsibilities, duties, powers and authorities as it deems fit.
- (d) The Chief Executive Officer in the exercise of all responsibilities, duties, powers and authorities is subject to the control of the Board and is responsible and reports to the Board and to the President, on all matters relating to the Association.

11.5 The Treasurer

The Treasurer must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in Rule 11.5(b)(i) into the account or accounts of the Association as the Board may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Board;
- (d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;

- (f) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the annual general meeting of the Association;
- (g) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the annual general meeting of the Association;
- (h) assist the reviewer or auditor (if any) in performing their functions; and
- (i) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

11.6 Record of Office Holders

- (a) The Chief Executive Officer or a person authorised by the Board from time to time must maintain a record of Office Holders.
- (b) The record of Office Holders must include:
 - (i) the full name of each office holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current nominated contact postal address, nominated residential or business address and nominated email or facsimile electronic address of each office holder.
- (c) The record of Office Holders must be kept and maintained at the principal place of business of the Association, or at such other place as the Board decides.

11.7 Inspecting the Record of Office Holders

- (a) Any Member is able to inspect the record of Office Holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of Office Holders but has no right to remove the record for that purpose.

12. APPOINTING THE BOARD

12.1 Appointment to the Board

- (a) Board Members specified in Rule 10(2)(a)(i) are appointed to the Board by:
 - (i) election pursuant to Rule 12; or

- (ii) appointment to fill a casual vacancy under Rule 13.1(b).
- (b) The immediate past President upon ceasing to be President will continue to be a member of the Board as the immediate past President for a 1 year term immediately following their term as President.

12.2 Nominating for Membership of the Board

- (a) The following persons are eligible to be nominated and elected as a Board Member:
 - (i) a person who is a General Member or a Corporate Member;
 - (ii) a person nominated by a General Member Organisation or a Corporate Member Organisation to represent that Member Organisation; and
 - (iii) a person who is a Life Member.
- (b) A nomination of a person eligible for election to be a Board Member pursuant to Rule 12.2(a) must be made by a General Member, a Corporate Member or a Life Member using the prescribed form nominating that person as a candidate for election.
- (c) The Chief Executive Officer must send a notice calling for nominations for election to the Board and specifying the date for the close of nominations, to all General Members, Corporate Members and Life Members at least 56 days before the date on which the AGM is to be held.
- (d) Nominations for election to the Board shall close not less than 35 days before the AGM.
- (e) The nomination for election must:
 - (i) be in the prescribed form in writing;
 - (ii) be signed by the nominator, and the nominee (to signify their willingness to stand for election);
 - (iii) specify whether the nominee is a Trades Member or a Parks Member or a person nominated by a Trades Member Organisation or a Parks Member Organisation to represent that Member Organisation; and
 - (iv) delivered in person or by facsimile transmission, email, or post to the Chief Executive Officer on or before the time and date for the close of nominations.
- (f) If a nomination for election to the Board is not made in accordance with Rule 12.2(e) the nomination is invalid and the Member will not be eligible for election pursuant to Rule 12.3 or Rule 12.4 but may subsequently nominate at the AGM if Rule 12.5(a) applies.

12.3 Electing Board Members

- (a) Subject to Rule 12.3(c) if the number of valid nominations received under Rule 12.2 for Trades Member positions on the Board is equal or less than the maximum number of vacancies to be filled at that election to comply with Rule 10.2(a)(i), the persons nominated shall be deemed to be elected to that Trades Member position on the Board at the AGM.
- (b) Subject to Rule 12.3(c) if the number of valid nominations received under Rule 12.2 for Parks Member positions on the Board is equal or less than the maximum number of vacancies to be filled at that election to comply with Rule 10.2(a)(ii), the persons nominated shall be deemed to be elected to that Parks Member position on the Board at the AGM.
- (c) If the number of valid nominations received under Rule 12.2 for Trades Member positions on the Board exceeds the number of vacancies to be filled for Trades Member positions then elections by Postal Poll for the relevant positions must be conducted.
- (d) If the number of valid nominations received under Rule 12.2 for Parks Member positions on the Board exceeds the number of vacancies to be filled for Parks Member positions then elections by Postal Poll for the relevant positions must be conducted.

12.4 Election by Postal Poll

The following provisions apply if a Postal Poll is required:

- (a) The Chief Executive Officer must post or send by email a ballot paper to each Member entitled to vote, at least 28 days before the AGM.
- (b) The ballot paper must contain:
 - (i) particulars of the Board positions to be filled;
 - (ii) full names of each candidate for each position;
 - (iii) instructions on how to record a vote for a candidate;
 - (iv) a notice specifying:
 - (A) the method and place for returning the ballot paper; and
 - (B) the latest date and time for returning the ballot paper which must be at least 21 days after the date of posting the ballot paper and no later than 48 hours prior to the commencement of the AGM; and
 - (C) a resume of each candidate.

- (c) Where a Member is entitled to more than one vote a separate ballot paper for each vote the Member is entitled to must be sent to that Member.
- (d) If a ballot paper is not completed in accordance with the instructions in Rule 12.4(b)(iii) or is not returned by the latest time and date in accordance with Rule 12.4(b)(iv) the vote of that ballot paper will be invalid and will not be counted in the election.
- (e) The Chief Executive Officer shall be the returning officer and the votes may be counted by the Chief Executive Officer or a person nominated by the Chief Executive Officer.
- (f) The results of the election of the Board must be declared at the AGM.
- (g) In the event of an equality of votes in favour of two or more candidates and it being necessary that one should have a majority over any other candidate or candidates to secure election, the election must be resolved by lot conducted by the President in such manner as the President determines.
- (h) The accidental omission to send a ballot paper in relation to a Postal Poll to any Member or the failure of any Member to receive any such ballot paper does not invalidate the result of such Postal Poll.

12.5 Election of unfilled Board positions at AGM

- (a) If the number of valid nominations received under Rule 12.2 is less than the number of vacancies for the relevant positions on the Board, the candidates nominated are (if any) deemed to be elected pursuant to Rule 12.3(a) and Rule 12.3(b) and further nominations may be received from the floor of the AGM.
- (b) A person who is eligible for election or re-election may be nominated by a General Member, a Corporate Member or a Life Member from the floor of the AGM for election or re-election.
- (c) If the number of valid nominations received under Rule 12.5(b) is equal or less than the number of remaining vacancies to be filled for the relevant position on the Board, the person nominated shall be deemed to be elected to that position at the AGM.
- (d) If the number of valid nominations received under Rule 12.5(b) exceeds the number of remaining vacancies on the Board, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor of the AGM for the number of vacancies on the Board that remain, each relevant position on the Board is declared vacant by the person presiding as chairperson at the AGM and Rule 13.1(b) applies.

- (f) The elections for members of the Board are to be conducted in the manner directed by the Board.

12.6 Voting at AGM in Elections for Membership of the Board

- (a) Subject to Rules 17.1, 20.3 and 20.4, each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Board.
- (b) Elections for a position on the Board at the AGM shall be conducted by secret ballot.
- (c) If any candidates receive an equal number of votes, the successful candidate shall be determined by a second or further ballots between the candidates with the equal number of votes until a clear winner is determined.

12.7 Term of Office of Board Members

- (a) The Board Members appointed prior to the adoption of this Constitution by the Association will hold office only until the next AGM after adoption of this Constitution and will be eligible, on nomination under Rule 12.2, for re-election.
- (b) Each Board Member of the Association shall be elected for a 2 year term with elections for all 12 Board Member positions being held and declared at the first AGM after adoption of this Constitution and after that AGM elections must be held at the AGM every second year.
- (c) Subject to Rule 12.7(a), a Board Member's term will commence on:
 - (i) the closing of the AGM at which they were declared elected; or
 - (ii) the date of appointment to fill a casual vacancy that arises under Rule 13.1(b).
- (d) All retiring Board Members are eligible, on nomination under Rule 12.2, for re-election.

12.8 Election of Office Holders

- (a) Only Board Members are eligible to be Office Holders of the Association.
- (b) To be eligible for the position of President a Board Member must have served on the Board for a minimum of two (2) years.
- (c) Only Board Members that are either Parks Members or a person nominated by a Parks Member Organisation are eligible to be elected to the position of Vice-President (Parks).
- (d) Only Board Members that are either a Trades Member or a person nominated by a Trades Member Organisation are eligible to be elected to the position of Vice-President (Trades).

- (e) The Office Holders of the Association are to be elected from the Board Members by the Board at the next Board Meeting following an AGM.
- (f) Each Board Member present and eligible to vote at the Board Meeting may vote for one candidate for each vacant office holder position.
- (g) Elections for each office holder position shall be conducted by secret ballot.
- (h) If any candidates receive an equal number of votes, the successful candidate shall be determined by a second or further ballots between the candidates with the equal number of votes until a clear winner is determined.

13. CEASING TO BE A MEMBER OF THE BOARD

13.1 Vacant Positions on the Board

- (a) A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
 - (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes disqualified from holding a position under Rule 10.2(f) or 10.2(g) as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office under Rule 13.2;
 - (vi) is removed from office by a resolution at a General Meeting pursuant to Rule 13.3; or
 - (vii) is absent from more than:
 - (A) 3 consecutive Board Meetings without leave of absence that has been granted by the Board; or
 - (B) 3 Board Meetings in the same Financial Year without tendering an apology to the person presiding as chairperson at each of those Board Meetings, where the Board Member received notice of the meetings,

and the Board has resolved to declare the office vacant.
- (b) If a position on the Board is declared vacant under Rule 12.3(e), or there is a casual vacancy within the meaning of Rule 13.1(a), the continuing Board Members may:

- (i) appoint a Member to fill that vacancy until the conclusion of the next AGM at which an election of Board Members is to be held pursuant to Rule 12; and
 - (ii) subject to Rule 13.1(c), act despite the vacant position on the Board.
- (c) If the number of Board Members is less than the number fixed under Rule 1.3 as the quorum for Board Meetings, the continuing Board Members may act only to:
- (i) increase the number of Members on the Board to the number required for a quorum; or
 - (ii) convene a General Meeting of the Association.

13.2 Resigning from the Board

- (a) A Board Member may resign from the Board by giving written notice of resignation to the Chief Executive Officer, or to the President.
- (b) The Board Member resigns:
 - (i) at the time the notice is received by the Chief Executive Officer or President under Rule 13.2(a); or
 - (ii) if a later time is stated in the notice, at the later time.

13.3 Removal from Board

- (a) A Board Member may be removed from their position on the Board by Ordinary Resolution in favour of that removal at a General Meeting of the Association.
- (b) The Board Member who faces removal from the Board pursuant to Rule 13.3(a) must be given a full and fair opportunity at the General Meeting at which the resolution is to be put, to state their case as to why the Board Member should not be removed from their position on the Board.
- (c) If all Board Members are removed by Ordinary Resolution at a General Meeting, then at the same General Meeting, an interim Board must be elected. The interim Board must, within two months, convene a General Meeting of the Association for the purpose of electing a new Board to hold office until the next AGM.

14. BOARD MEETINGS

14.1 Meetings of the Board

- (a) The Board must meet at least 7 times in each year, with no more than 2 months between meetings.

- (b) The Board is to determine the place and time of all Board Meetings.
- (c) Special meetings of the Board may be convened under Rule 14.2 by:
 - (i) the President; or
 - (ii) any two Board Members.

14.2 Notice of Board Meetings

- (a) The Chief Executive Officer must give each Board Member at least 48 hours' notice of each Board Meeting before the time appointed for holding the meeting.
- (b) Notice of a Board Meeting must specify:
 - (i) the general nature of the business to be transacted at the meeting; and
 - (ii) the available technology (if any) for a Board Member to attend pursuant to Rule 14.4(d)(ii).
- (c) Subject to Rule 14.2(d), only the business specified on the notice of the Board Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Board Meetings if the Board Members present at a Board Meeting unanimously agree to treat the business as urgent.

14.3 Chairing at Board Meetings

The President will preside as chairperson at all meetings of the Board. If the President is not present within 15 minutes of the time appointed for the meeting, or is unable or unwilling to preside, then the person to preside as chairperson will be a Board Member chosen by a majority of Board Members present at the Board Meeting.

14.4 Procedure of the Board Meeting

- (a) The quorum for a Board Meeting is specified at Rule 1.3. The Board cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to a time, day and place that is not less than 7 days after the date of the meeting being adjourned.
- (c) If at a meeting adjourned under Rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Board Members present will constitute a quorum.
- (d) Board Meetings may take place:

- (i) where the Board Members are physically present together; or
 - (ii) where the Board Members are able to communicate by using any technology noted in the Notice of Board Meeting that reasonably allows the Board Member to participate fully in discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the Member in the Board Meeting must be made known to all other Members.
- (e) A Board Member who participates in a meeting as set out in Rule 14.4(d)(ii):
- (i) is deemed to be present at the Board Meeting; and
 - (ii) continues to be present at the Board Meeting for the purposes of establishing a quorum,
- for so long as the means of communication is maintained or until the Board Member notifies the other Board Members that he or she is no longer taking part in the Board Meeting.
- (f) Subject to these Rules, the Board Members present at the Board Meeting are to determine the procedure and order of business to be followed at a Board Meeting.
 - (g) All Board Members have the right to attend and vote at Board Meetings.
 - (h) All Members, or other guests, may attend Board Meetings if invited by the Board but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
 - (i) The Chief Executive Officer or a person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all Board Meetings together with a record of the names of persons present at each meeting.

14.5 Voting at Board Meetings

- (a) Each Board Member present at a Board Meeting has a deliberate vote.
- (b) A question arising at a Board Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Board Meeting is entitled to exercise a second or casting vote.
- (c) Decisions may be made by general agreement or a show of hands.

- (d) A Poll by secret ballot must be used if requested by any one Board Member who prefers to determine a matter in this way and the chairperson presiding over the Board Meeting is to oversee the ballot.

14.6 Acts not Affected by Defects or Disqualifications

Any act performed by the Board, a sub-committee or a person acting as a Board Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Board Member, sub-committee or person holding a subsidiary office; or
- (b) a Board Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

15. REMUNERATION OF BOARD MEMBERS

- (a) The Association may pay a Board Member's travelling and other expenses as properly incurred:
 - (i) in attending Board Meetings;
 - (ii) in attending any General Meetings of the Association; and
 - (iii) in connection with the Association's business.
- (b) The Association may pay an honorarium fee to a Board Member only if such honorarium fee has been approved by a resolution of Members at a General Meeting.
- (c) Board Members must not receive any remuneration for their services as Board Members other than as described at Rule 6.5, Rule 15(a) or Rule 15(b).

16. SUB-COMMITTEES AND DELEGATION

16.1 Appointment of Sub-Committee

- (a) The Board shall appoint the following sub-committees annually to examine and report on matters under their purview:
 - (i) Executive Committee
 - (ii) Parks Standing Committee;
 - (iii) Trade Standing Committee;
 - (iv) Constitution and Governance Standing Committee; and
 - (v) Finance Standing Committee.
- (b) The Board may appoint (or may cancel) one or more sub-committees as considered appropriate by the Board from time to time to assist with

the conduct of the Association's operations, or to examine or report on any matter.

- (c) Sub-committees may comprise (in such numbers as the Board determines) members and non-members.
- (d) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting
- (e) The sub-committee shall remain responsible to, and must follow any directions of, the Board at all times.

16.2 Delegation by Board to Sub-Committee

- (a) The Board may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (b) Despite any delegation under this Rule, the Board may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

16.3 Delegation to Subsidiary Offices

- (a) The Board may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Board may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (c) Despite any delegation under this Rule, the Board may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

17. GENERAL MEETINGS

17.1 Procedure for General Meetings

- (a) General Meetings may take place:
 - (i) where the Members are physically present together; or
 - (ii) where the Members are able to communicate by using any technology noted in the Notice of General Meetings that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the

Member in the General Meeting must be made known to all other Members.

- (b) A Member who participates in a meeting as set out in Rule 17.1(a)(ii):
 - (i) is deemed to be present in person at the General Meeting; and
 - (ii) continues to be present in person at the meeting for the purposes of establishing a quorum,

for so long as the means of communication is maintained or until the Member notifies the chairperson of the General Meeting that they are no longer taking part in the General Meeting.

17.2 Quorum for General Meetings

- (a) The Quorum for General Meetings is specified in Rule 1.4.
- (b) Subject to Rules 17.2(c) and 17.2(d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within 30 minutes of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting is to stand adjourned to:
 - (A) a place, date, and time as determined by the Board; and
 - (B) the Chief Executive Officer must give notice of the adjourned Special General Meeting in the same or substantially the same manner as Special General Meetings are convened;
 - (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - (A) the same time and day in the following week; and
 - (B) the same place unless another place is specified by the President at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

17.3 Notice of General Meetings and Motions

- (a) The Chief Executive Officer must give at least:

- (i) 21 days' notice of a General Meeting to each Member; or
 - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
- (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting; and
 - (iii) the available technology (if any) for the Member to attend the General Meeting pursuant to Rule 17.1(a)(ii).
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 2.3.

17.4 Presiding Chairperson

The President will preside as chairperson at all General Meetings. If the President is not present within 15 minutes of the time appointed for the meeting, or is unable or unwilling to preside, then the person to preside as chairperson will be a Member chosen by a majority of the Members present at the General Meeting who are eligible to vote.

17.5 Adjournment of General Meetings

- (a) The person presiding as chairperson over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Chief Executive Officer must give notice of the adjourned meeting in accordance with Rules 2.3 and 17.3 as if that General Meeting was a new General Meeting.

18. ANNUAL GENERAL MEETINGS

18.1 Annual General Meeting

- (a) Subject to Rules 18.1(b) and 18.1(c), the Association must convene an AGM each calendar year:
 - (i) within 6 months after the end of the Association's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.

- (b) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under Rule 18.1(a)(ii), the Chief Executive Officer must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

18.2 Notice of AGM

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with Rules 2.3 and 17.3 (as applicable).

18.3 Business to be Conducted at AGM

- (a) Subject to Rule 18.1, the AGM of the Association is to be convened on a date, time and place as the Board decides.
- (b) At each AGM of the Association, the Association:
 - (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - (ii) if the Association is a Tier 1 Association, must receive the Financial Statements of the Association for the preceding Financial Year;
 - (iii) if the Association is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of the Association for the preceding Financial Year;
 - (iv) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
 - (v) if applicable, must present a copy of the report of the review or the auditor's report to the Association; and
 - (vi) must declare or elect the Board Members pursuant to Rule 12.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meeting

- (a) The Board may at any time convene a Special General Meeting of the Association.
- (b) The Chief Executive Officer must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least twenty per cent of the combined total number of General Members and Corporate Members.

19.2 Request for Special General Meeting

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of General Members and Corporate Members making the request as specified in Rule 19.1(b); and
- (c) be lodged with the Chief Executive Officer.

19.3 Failure to Convene Special General Meeting

- (a) If the Chief Executive Officer fails to convene a Special General Meeting within the 28 days referred to in Rule 19.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if those Members were the Board.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Board and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

20. MAKING DECISIONS AT GENERAL MEETINGS

20.1 Special Resolutions

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 20.1(c).
- (b) A Special Resolution of the Association is required to:
 - (i) amend the name of the Association;
 - (ii) amend the Rules, under Rule 24.2;
 - (iii) affiliate the Association with another body;
 - (iv) transfer the incorporation of the Association;
 - (v) amalgamate the Association with one or more other incorporated associations;
 - (vi) voluntarily wind up the Association;
 - (vii) cancel incorporation; or
 - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
 - (i) be in writing;

- (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;
 - (iv) set out the wording of the proposed Special Resolution; and
 - (v) be given in accordance with Rule 2.3.
- (d) If notice is not given in accordance with Rule 20.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present in person or through the use of technology as under Rule 17.1(a)(ii), or by postal vote, and eligible to cast a vote at the meeting.

20.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

20.3 Voting at meetings

- (a) Subject to these Rules, each General Member, Corporate Member and Life Member has the number of votes specified in Rule 6.2 at a General Meeting of the Association.
- (b) A person casts a vote at a meeting either by:
- (i) voting at the meeting either in person or through the use of technology as under Rule 17.1(a)(ii); or
 - (ii) by postal vote in accordance with Rule 20.4(a).
- (c) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member is not entitled to vote at any General Meeting or in a Postal Poll unless all money due and payable by the Member to the Association has been paid in accordance with Rules 9.1 and 9.2.
- (e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under Rule 17.3.
- (f) A Member is only entitled to vote in a Postal Poll if the Member's name is recorded in the Register as at the date the ballot papers were sent out under Rule 12.4.

20.4 Postal Voting for General Meetings

Any Member entitled to vote, but unable to attend any Annual General Meeting or Special General Meeting, may vote by postal vote on any resolutions included in the notice calling the General Meeting, provided the Member:

- (a) has requested in writing at least 10 days prior to the Annual General Meeting or Special General Meeting that the Chief Executive Officer provide a postal vote form;
- (b) exercise their vote by such postal vote in the prescribed form sent by the Chief Executive Officer for that purpose; and
- (c) returned the form marked and signed as prescribed in a sealed envelope (marked "postal vote") to the Chief Executive Officer at least 48 hours before the date and time set for the Annual General Meeting or Special General Meeting.

Such postal votes will be counted prior to the commencement of the Annual General Meeting or Special General Meeting by a returning officer appointed for such purpose by the Board. The number of postal votes for and against a resolution will be declared at the time that the resolution is put to a vote at the General Meeting.

20.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under Rule 20.6, a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, and a declaration must be made by the chairperson of the General Meeting that the resolution has been:
 - (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to Rule 20.1(c), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under Rule 20.5(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under Rule 20.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

20.6 Poll at General Meetings

- (a) At a General Meeting, a Poll on any question may be demanded by either:

- (i) the chairperson of the meeting; or
 - (ii) at least three Members present in person.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
- (i) immediately in the case of a Poll which relates to electing a person to preside as chairperson over the meeting;
 - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
 - (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

21. MINUTES OF MEETINGS

21.1 Minutes of Meetings

- (a) The Chief Executive Officer or a person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Board Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (c) The President must ensure that the minutes of a General Meeting or Board Meeting under Rule 21.1(a) are reviewed and signed as correct by:
- (i) the chairperson of the General Meeting or Board Meeting to which those minutes relate; or
 - (ii) the chairperson of the next succeeding General Meeting or Board Meeting.
- (d) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
- (i) the General Meeting or Board Meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting or Board Meeting did in fact take place at the meeting; and

- (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of General Meetings may be inspected by a Member under Rule 27.2.
- (f) The minutes of Board Meetings may be inspected by a Member under Rule 27.2 unless the Board determines that the minutes of Board Meetings generally, or the minutes of a specific Board Meeting are not to be available for inspection.

22. FUNDS AND ACCOUNTS

22.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Board.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) The Chief Executive Officer shall open and operate and maintain bank accounts in the name of the Association and shall have all moneys received by the Association deposited into such an account.
- (d) Cheques drawn on the Association's Account shall be signed by:
 - (i) the Chief Executive Officer or in their absence by a duly authorised Board Member; and
 - (ii) must be countersigned by another duly authorised Board Member.
- (e) The Chief Executive Officer may open investment bank accounts in the name of the Association for the investment of Association moneys received into the Association bank account. Moneys drawn from the investment account shall be signed by:
 - (i) the Chief Executive Officer or in their absence by a duly authorised Board Members; and
 - (ii) must be countersigned by another duly authorised Board Member.
- (f) All expenditure above the maximum amount set by the Board from time to time must be approved or ratified at a Board Meeting.

22.2 Source of Association Funds

- (a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Board.

- (b) The Association must, as soon as practicable:
 - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - (ii) after receiving any money, issue an appropriate receipt.

22.3 Financial Records

- (a) The Association must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

22.4 Financial Statements and Financial Reports

For each Financial Year, the Association must ensure that the requirements under Part 5 of the Act are met.

22.5 Review or Audit of Financial Statements or Financial Report

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (a) the Association is a Tier 2 or Tier 3 Association;
- (b) the By-laws of the Association require a review or audit;
- (c) the Members require a review or audit by Ordinary Resolution at a General Meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

23. FINANCIAL YEAR OF THE ASSOCIATION

The Financial Year of the Association is specified in Rule 1.5.

24. RULES OF THE ASSOCIATION

24.1 Rules of the Association

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.

- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time membership commences, to each person who becomes a Member under Rule 5.5.
- (c) The Association must keep a current copy of the Rules.

24.2 Amendment of Rules, Name and Objects

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 20.1 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the Special Resolution is passed; or
 - (ii) a longer period as the Commissioner may allow.
- (c) Subject to Rule 24.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
 - (i) the name of the Association; or
 - (ii) the objects or purposes of the Association,
 does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b) and the approval of the Commissioner is given in writing.

25. BY-LAWS OF THE ASSOCIATION

25.1 Making By-laws

The Members of the Association may make, amend and repeal By-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the By-laws are not inconsistent with the Rules or the Act.

25.2 Effect of By-laws

The By-laws made under Rule 25.1:

- (a) do not form part of the Rules;
- (b) may make provision for:
 - (i) classes of membership and the rights and obligations that apply to each class of membership;

- (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (iii) restrictions on the powers of the Board including the power to dispose of assets;
 - (iv) a requirement for members to hold a specified educational, trade or professional qualification; and
 - (v) any other matter that the Association considers necessary or appropriate; and
- (c) must be available for inspection by Members.

26. AUTHORITY REQUIRED TO BIND ASSOCIATION

26.1 Executing Documents

The Association does not have a common seal and may execute a document pursuant to a resolution of the Board by:

- (a) both the President and any other Board Member executing the document; or
- (b) both any one Board Member and another person authorised by the Board.

27. THE ASSOCIATION'S BOOKS AND RECORDS

27.1 Custody of the Books of the Association

- (a) Except as otherwise decided by the Board from time to time, the Chief Executive Officer must keep in their custody or under their control all of the Books of the Association, including the Financial Records.
- (b) The Books of the Association must be retained for at least 7 years.

27.2 Inspecting the Books of the Association

- (a) Subject to these Rules, and in particular Rule 20.1(f), a Member is able to inspect the Books of the Association, with the exception of the Financial Records, free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must make a request in writing to the Chief Executive Officer to inspect the Books of the Association.
- (c) The Member may only make handwritten notes of the details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

- (d) The Member must not use or disclose information contained in the Books of the Association except for a purpose:
 - (i) that is directly connected with the affairs of the Association; or
 - (ii) that is related to the provision of information to the Commissioner in accordance with a requirement of the Act.
- (e) The Board may require a Member who requests to inspect the Books of the Association to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

27.3 Prohibition on Use of Information in the Books of the Association

A Member must not use or disclose information in the Books of the Association except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

27.4 Returning the Books of the Association

Outgoing Board Members are responsible for transferring all relevant assets and Books of the Association to the new Board within 14 days of ceasing to be a Board Member.

28. RESOLVING DISPUTES

28.1 Disputes Arising under the Rules

- (a) This Rule applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between the Association and one or more Members that arise under the Rules or relate to the Rules of the Association.
- (b) In this Rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the Chief Executive Officer of the parties to, and details of, the dispute.

- (e) The Chief Executive Officer must convene a Board Meeting within 28 days after the Chief Executive Officer receives notice of the dispute under Rule 28.1(d) for the Board to determine the dispute.
- (f) At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (g) The Chief Executive Officer must inform the parties to the dispute of the Board's decision and the reasons for the decision within 7 days after the Board Meeting referred to in Rule 28.1(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Board they may elect to initiate further dispute resolution procedures as set out in the Rules.

28.2 Mediation

- (a) This Rule applies:
 - (i) where a person is dissatisfied with a decision made by the Board under Rule 28.1; or
 - (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Board.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this Rule does not apply until the procedure under Rule 7.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 28.1(c), or a party to the dispute is dissatisfied with a decision made by the Board under Rule 28.1(g) a party to a dispute may:
 - (i) provide written notice to the Chief Executive Officer of the parties to, and the details of, the dispute;
 - (ii) agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member – a person appointed by the Board; or

- (B) if the dispute is between a Member or more than one Member and the Association, the Board or a Board Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

28.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

29. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the General Members, Corporate Members and Life Members, who are on the Register of Members and who are eligible to vote under the Rules, resolve by Special Resolution that the Association will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.

- (b) The Association must be wound up under Rule 29(a)(ii) 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.
- (c) Upon cancellation of the Association, and subject to Rule 29(d), the Surplus Property must only be distributed to one or more of the following, having objects similar to the objects of the Association:
 - (i) an incorporated association under the Act;
 - (ii) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001* (Cth);
 - (iii) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001*(Cth);
 - (iv) a body corporate that:
 - (A) is a Member or former member of the Association; and
 - (B) at the time of the Surplus Property is distributed, has Rules that prevent the property being distributed to its members;
 - (v) a trustee for a body corporate referred to in Rule 29(c)(iv); or
 - (vi) a co-operative registered under the *Co-operatives Act 2009* (WA) that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.
- (d) If the Surplus Property is not able to distributed under Rule 29(c), then the Surplus Property shall be distributed to a body corporate that at the time of the distribution is they holder of a licence under the charitable collections legislation in Western Australia.