

**WESTERN AUSTRALIA
ASSOCIATIONS INCORPORATION ACT 2015**

CONSTITUTION AND RULES

**ST BASIL'S AGED CARE SERVICES IN
WESTERN AUSTRALIA (VASILEIAS) INC**

(ST BASIL'S AGED CARE SERVICES)

**390 CHARLES STREET, NORTH PERTH WA 6006
TELEPHONE 92019655
EMAIL stbasils@stbasilswa.org.au**

ASSOCIATIONS INCORPORATION ACT 2015

CONSTITUTION AND RULES

St Basil's Aged Care Services in Western Australia (Vasileias) Inc.

1. NAME:

The name of the Association is St Basil's Aged Care Services in Western Australia (Vasileias) Inc.

2. INTERPRETATION AND DEFINITIONS

In this Constitution and Rules -

- 2.1. "Act" means the Associations Incorporation Act 2015 (WA);
- 2.2. "the Association" means the Association referred to in rule 1;
- 2.3. "The Archbishop" means the Primate and Archbishop for the time being of the Greek Orthodox Archdiocese of Australia;
- 2.4. "The Archdiocese" means the Greek Orthodox Archdiocese of Australia authorised by the Ecumenical Patriarchate of Constantinople in Istanbul, Turkey, to have jurisdiction over the Greek Orthodox Faithful of Australia;
- 2.5. "The Association" means the St. Basil's Aged Care Services in Western Australia (Vasileias) Inc.;
- 2.6. "The Board" means:
- 2.6.1. the Board of Directors for the time being of the Association; or
- 2.6.2. the Directors present at a meeting of Directors at which a quorum is present, as the context requires;
- 2.7. "Chairperson" means the elected chairperson of the Board, in accordance with rule 12.3;
- 2.8. "The Consolidated Trust" means the trust established under the Greek Orthodox Archdiocese of Australia Consolidated Trust Act 1994 (NSW);
- 2.9. "Director" means a person appointed or holding office in accordance with rule 12;
- 2.10. "Financial Year" means the 12 month period commencing 1 July each year;
- 2.11. "Member" means a member of the Association, in accordance with rule **Error! Reference source not found.**;
- 2.12. "Month" means calendar month;
- 2.13. "Objects" means the Objects of the Association as set forth in rule 4;

- 2.14. "The Office" means the office for the time being of the Association;
- 2.15. "Ordinary Resolution" means a resolution other than a special resolution;
- 2.16. "Rules" means this Constitution and Rules;
- 2.17. "The Seal" means the Common Seal of the Association;
- 2.18. "Secretary" means any person appointed to perform the duties of a secretary of the Association and includes a temporary or assistant Secretary;
- 2.19. "Special Resolution" has the meaning given by the Act;
- 2.20. "State" means the State of Western Australia;
- 2.21. "Treasurer" means the person or office holder referred to in sub-rule 15.3;
- 2.22. "The Trustees" shall mean the trustees of the Consolidated Trust;
- 2.23. Words importing the singular only include the plural number and vice-versa;
- 2.24. Words importing the masculine gender include the feminine gender and vice-versa;
- 2.25. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

3. OFFICE

The registered office of the Association shall be situated at 390 Charles Street, North Perth WA 6006 or at such other place in the said State as the Board may from time to time determine.

4. OBJECTS AND POWERS

The objects for which the Association is established are:

- 4.1. For the relief of poverty, sickness, suffering distress misfortune, destitution or helplessness without discrimination to every person of Greek Orthodox Faith and/or of Greek origin or decent or to any other persons of any religion, race or colour and to the spouse and children of such persons.
- 4.2. To establish and/or maintain and operate aged persons' self contained units, hostels, nursing homes, night shelters, refuges and home care for aged persons and any other charitable institutions as the Association may from time to time establish for the care of the aged, aging infirm sick or destitute persons and the relief of distress by social or spiritual agencies and without limiting the generality of the foregoing to visit the sick and dying and assist poor and destitute persons including the aged and elderly with administrative and financial matters.
- 4.3. To do all such things as the Association considers necessary from time to time to carry on the objects of the Association.

- 4.4. To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

Provided that no Member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competitions held or promoted by the Association.

- 4.5. To subscribe to, become a member of and co-operate with or amalgamate with any other society, association or organisation, whether incorporated or not, whose objects are similar to those of this said Association. Provided that the Association shall not subscribe to or support with its funds or amalgamate with any other society, association or organisation which does not prohibit the distribution of its income and Consolidated among its members to an extent at least as great as that imposed on the Association under or by virtue these Rules.
- 4.6. To buy, sell and deal on behalf of the Consolidated Trust in the name of the Association in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the Members of the Association or persons residing from time to time in or on the Association's premises.
- 4.7. To purchase, take on lease or in exchange, hire and otherwise acquire on behalf of the Association in the name of the Consolidated Trust any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, or any of the objects of the Association.

Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- 4.8. To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive, the Association's object or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.9. To appoint, employ, remove or suspend such matters, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 4.10. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit employees or past employees of the Association of the dependents or connections of any such persons; and to grant pensions and allowances; and to make payment towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, of from any public, general or useful object, but only to funds, authorities or institutions within the meaning of Section 78(1)(a) of the Income Tax Assessment Act.
- 4.11. With the approval of the Trustees to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement,

maintenance, development, working, management, carrying out, alteration or control thereof.

- 4.12. To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- 4.13. With the approval of the Trustees to borrow or secure the payment of money in such manner as (he Board may think fit to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Board in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Consolidated Trust property (both present and future), and to purchase, redeem or pay off such securities.
- 4.14. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of landing and other negotiable or transferable instruments.
- 4.15. With the approval of the Trustees to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 4.16. With the approval of the Trustees to take of hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance to the purchase price, of any part of the Consolidated Trust property of whatsoever kind sold by the Consolidated Trust or any money due to the Association from purchases and others.
- 4.17. To take any gift of property whether subject to any special trust or not, for any or more of the objects of the Association but subject always to the proviso on paragraph 4.7.
- 4.18. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 4.19. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 4.20. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- 4.21. To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the Companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- 4.22. To make donations for patriotic or charitable purposes to funds authorities and institutions within the meaning of Section 78(1)(a) of the Income Tax Assessment Act.
- 4.23. To conduct promote give or support dinners, balls, concerts and musical, dramatic and other social entertainments.
- 4.24. To establish and carry on a hall for social activities for the use of the Association.
- 4.25. To build, alter, adopt, construct, repair, uphold, maintain and maintain and furnish any buildings, houses, office, hall or works necessary or convenient for the purposes of the Association provided that the approval of the Trustees shall first have been obtained.

- 4.26. To provide, maintain, extend and improve a library and a reading room containing such books, magazines and other literature as may be of interest.
- 4.27. To arrange functions of all kinds and raise funds by all means for charitable purposes.
- 4.28. To promote and provide information and subject of interest by lectures and discussions books correspondence with persons firms and companies.
- 4.29. To develop and maintain a community spirit and to promote a closer friendship between the Association and the local community and in particular of the people of Western Australia generally.
- 4.30. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5. INCOME AND PROPERTY

The property, assets and income of the Association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be paid or otherwise distributed directly or indirectly to the Directors or Members.

6. REGISTER OF MEMBERS OF ASSOCIATION

- 6.1. Each Director from time to time automatically becomes a Member for so long as they hold office as a Director.
- 6.2. Membership of the Association is restricted to those persons described in rule 6.1.
- 6.3. The Secretary shall on behalf of the Association keep and maintain the register of Members in accordance with the Act and that register shall be kept and maintained at his or her place of residence.
- 6.4. The Secretary shall cause the name of a person who dies or who ceases to be a Member under rule (7.3) or (8.1) or (9) to be deleted from the register of Members.

7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- 7.1. The Members shall from time to time at a general meeting determine the amount of the subscription to be paid by each Member.
- 7.2. Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determine under the subrule (7.1).
- 7.3. A Member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (7.2) ceases on the expiry of that period to be a Member, unless the Board decides otherwise.

8. RESIGNATION OF MEMBERS OF ASSOCIATION

- 8.1. A Member who delivers notice in writing of his or her resignation from the Association to the Secretary ceases on that delivery to be a Member.

8.2. A person who ceases to be a Member under subrule (8.1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. EXPULSION OF MEMBERS OF ASSOCIATION

9.1. If the Association considers that a Member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the Member -

9.1.1. notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and

9.1.2. particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (9.1).

9.2. At the Board meeting referred to in a notice communicated under subrule (9.1), the Board may', having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that Member from membership of the Association and shall, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.

9.3. Subject to subrule (9.5), a Member who is expelled under subrule (9.2) from membership of the Association ceases to be a Member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule (9.2).

9.4. A Member who is expelled under subrule (9.2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (9.3).

9.5. When notice is given under subrule (9.4) -

9.5.1. the Association in a general meeting may, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that Member; and

9.5.2. the Member who gave that notice does not cease to be a Member unless and until the decision of the Board to expel him or her is confirmed under this subrule.

10. PATRON AND PRESIDENT

The Archbishop for the time being of the Archdiocese shall be the Patron and President of the Association.

11. VICE-PATRON

Vice-patron or Vice-patrons shall be such person or persons as approved from time to time by the Board and agreed upon by the Trustees.

12. BOARD OF DIRECTORS

12.1. The Board shall consist of the Archbishop as an ex-officio Director, a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and not less than four (4) and not more than

eight (8) other Directors. The Directors in office, not including the Archbishop as an officio Director, at the date of adoption of these Rules shall continue in office subject to the provisions of those Rules.

- 12.2. The Directors, not including the Archbishop shall be appointed by the Trustees for a term of two years at a time commencing on the first day of October.
- 12.3. On each occasion of the first meeting of the newly appointed Board of Directors, the Directors present shall elect from among themselves a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.
- 12.4. The Trustees may appoint to the Board:
 - 12.4.1. Any person who is a member of the Greek Orthodox Church and of the Archdiocese; and
 - 12.4.2. Any other person considered appropriate for the fulfilling of the objects and aims of the Association.
- 12.5. A Director may retire from his office upon giving fourteen days' notice in writing to the Association of this intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Board.
- 12.6. Where a Director so retires the Board shall notify the Trustees accordingly, whereupon the Trustees may appoint another person to fill such vacancy save and except that any person filling such vacancy shall remain a Director until the expiration of the term of the Board.
- 12.7. A Director shall, ipso facto, vacate office;
 - 12.7.1. If he be found to be lunatic or become of unsound mind;
 - 12.7.2. If he be removed by the Trustees for any behaviour deemed to be contrary to the aims and objects of the Archdiocese and of the Association.
 - 12.7.3. If written notice by him is given to the Board as provided in rule 12.5.
 - 12.7.4. If for more than three months is absent without permission of the Board from meetings of the Board during that period.

13. POWERS AND DUTIES OF THE BOARD

- 13.1. The management and control of the Association shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Association is by these Rules or otherwise authorised to exercise and do, and are not hereby directed or required to be exercised or done by the Association in general meeting. Without prejudice to or in any way limiting the general powers conferred by this Rule the Board shall have the following powers, that is to say:
 - 13.1.1. To determine who shall be entitled to sign receipts, cheques, releases, contracts and documents on behalf of the Association.
 - 13.1.2. To institute, conduct, defend, compound and/or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the

Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.

- 13.1.3. To refer any claims or demands by or against the Association to arbitration and observe and perform the award.
- 13.1.4. To appoint such officer or officers as the Board may deem advisable.
- 13.1.5. To pay general working expenses including the salaries and wages of any of the Association's officers.
- 13.1.6. To pay for any expenses incurred for legal assistance in connection with the business or interests of the Association and in particular in the prosecution or defence of any action at law or in other proceedings wherein the Board considers any question is involved of common interest or principle affecting the Members of the Association.
- 13.1.7. To pay any monies incurred in furthering or promoting the objects of the Association.

A retiring Director shall be eligible for re-appointment.

- 13.2. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation for the Association, provided that the Board shall first obtain the approval of the Trustees and of the Consolidated Trust.
- 13.3. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.
- 13.4. The Board shall cause minutes to be made:
 - 13.4.1. of all appointments of officers and servants;
 - 13.4.2. of names of Directors present at each meeting of the Board and of any committee of the Board;
 - 13.4.3. of all resolutions and proceeding at all meetings of the Association and of the Board and of any committee of the Board;
 - 13.4.4. such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

14. PROCEEDINGS OF THE BOARD

- 14.1. The Board may meet together at least once each month for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Board.
- 14.2. All questions arising at any meetings of the Board shall be decided by a show of hands, or if demanded, by a Director, by a division. Each Director shall have one vote. The

Chairperson shall have a deliberative vote and in the event of an equality of votes on any question shall have a casting vote also.

- 14.3. Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 14.4. The quorum necessary for the transaction of the business at any meeting of the Board shall be four Directors. A Board meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers, discretions for the time being vested in or exercisable by the Board generally.
- 14.5. The Chairperson of the Board shall preside as Chairperson at every meeting of the Board, or if there is no Chairperson or if at any meeting neither he nor his nominee is present within then minutes after the time appointed for holding the meeting, the Vice-Chairman shall act as Chairperson or if the Vice-Chairman is not present at the meeting then the Directors present may choose one of their number to be Chairperson of the Meeting.
- 14.6. The Board may delegate any of its powers and or functions to one or more subcommittees consisting of such Director or Directors as the Board thinks fit. Any subcommittees so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt and all members of such sub-committees shall have one vote.
- 14.7. The Board may appoint one or more advisory boards consisting of such Director or Directors as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt and all members of such advisory boards shall have one vote.
- 14.8. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes the Chairperson shall have a second or casting vote.
- 14.9. The Board may promote the formation of such Auxiliaries including a Ladies Auxiliary as it deems expedient and may authorise the raising of funds by such Auxiliaries for the purpose of the Association. For good cause shown, the Board may withdraw any such authority given.
- 14.10. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 14.11. A resolution in writing signed by all the Directors in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

15. GENERAL MEETINGS

- 15.1. The Chairperson of the Association shall -

Preside at all General Meetings and at all Board Meetings and if the Chairperson is not present then no meeting shall be held.

15.2. The Secretary of the Association shall - .

- 15.2.1. organise and co-ordinate the correspondence of the Association;
- 15.2.2. keep full and correct minutes of the proceedings of General Meetings and of Board Meetings in the English language;
- 15.2.3. on behalf of the Association comply with the Act in respect of –
 - 15.2.3.1. the register of Members;
 - 15.2.3.2. the constitution of the Association;
 - 15.2.3.3. the record of the office holders of the Association;
- 15.2.4. have custody of all books, documents, records, papers and registers of the Association, including those referred to in subrule (15.2.3), other than those required by clause 15.3.6 to be kept and maintained by, or in the custody of, the Treasurer;
- 15.2.5. perform such other duties as are imposed by these Rules on the Secretary; and
- 15.2.6. if any inwards correspondence is received in a language other than English, cause a faithful translation of it to be made in the English language and annexe the translation to the original, and if any outwards correspondence is in a language other than English, cause a faithful translation of it to be made in the English language and annexe the translation to the original.

15.3. The Treasurer of the Association shall -

- 15.3.1. be responsible for collecting and receiving all cash and cheques paid to or received by him or her on behalf of the Association and shall promptly issue receipts therefore in the name of the Association;
- 15.3.2. pay all cash and cheques referred to in sub-rule (15.3.1) without any deduction, setoff, or retention for petty cash into such bank, building society or credit union account or accounts of the Association as the Board may from time to time direct;
- 15.3.3. make payments from the funds of the Association after obtaining the prior authority of a General Meeting of a meeting of the Board, and in so doing ensure that all cheques or withdrawal forms are signed by two (2) Directors other than himself or herself;
- 15.3.4. comply on behalf of the Association with the Act in respect of the accounting records of the Association, and keep all records for which he or she is responsible in the English language;
- 15.3.5. whenever directed to do so by the Chairperson submit to the Board in the English language, a report, a statement of income and expenditure, a balance sheet, or complete financial statement of the Association in accordance with that direction;

- 15.3.6. have custody of all securities books and documents of a financial nature and of all accounting records of the Association including those referred to in sub-rule (15.3.4) and (15.3.5); and
 - 15.3.7. perform such other duties as are imposed by these Rules on the Treasurer.
- 15.4. The Board -
- 15.4.1. may at any time convene a special general meeting;
 - 15.4.2. shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act (specifically, by holding its annual general meeting within 6 months after the end of the Association's Financial Year): and
 - 15.4.3. shall within 30 days of-
 - 15.4.3.1. receiving a request in writing to do so from not less than 20% of Members, convene a special general meeting for the purposes specified in that request; or
 - 15.4.3.2. the Secretary receiving a notice under rule (9.4) convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
 - 15.4.4. The Members making a request referred to in subrule (15.4.3.1) shall -
 - 15.4.4.1. state in that request the purpose for which the special general meeting concerned is required; and
 - 15.4.4.2. sign that request.
 - 15.4.5. If a special general meeting is not convened within the relevant period of 30 days referred to -
 - 15.4.5.1. in subrule (15.4.3.1), the Members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - 15.4.5.2. in subrule (15.4.3.2), the Member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.
 - 15.4.6. When a special general meeting is convened under subrule (15.4.3.1) or (15.4.3.2) -
 - 15.4.6.1. the Board shall ensure that the Members or Member convening the special general meeting are supplied free of charge with particulars of all Members; and
 - 15.4.6.2. the Association shall pay the reasonable expenses of convening and holding the special general meeting.

- 15.4.7. Subject to subrule (15.4.10), the Secretary shall give to all Members not less than 14 days' notice of a general meeting and of any motions to be moved at the general meeting.
- 15.4.8. A notice given under subrule (15.4.7) shall specify -
- 15.4.8.1. when and where the general meeting concerned is to be held;
 - 15.4.8.2. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted; and
 - 15.4.8.3. Members' rights to attend and vote at the general meeting,
- and for the avoidance of doubt, all Members are entitled to receive notice of, and attend, any general meeting of the Association.
- 15.4.9. In the case of an annual general meeting, the order in which business is to be transacted is -
- 15.4.9.1. first, the consideration of the accounts and reports of the Board;
 - 15.4.9.2. second, the election of Directors to replace outgoing Directors; and
 - 15.4.9.3. third, any other business requiring consideration by the Association in a general meeting.
- 15.4.10. The Secretary shall give to all Members not less than 21 days of notice of a general meeting at which special resolution is to be proposed and of any other motions to be moved at that general meeting.
- 15.4.11. The Secretary may give a notice under subrule (15.4.7) or (15.4.10) by -
- 15.4.11.1. serving it on a Member personally; or
 - 15.4.11.2. sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under the Act.
- 15.4.12. When a notice is sent by post under subrule (15.4.11.2), sending if the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary pre-paid mail.

16. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- 16.1. At a general meeting 50% Members present in person or by proxy constitute a quorum.
- 16.2. If within 30 minutes after the time specified for the holding of a general meeting in notice under rule (15.4.7) or (15.4.10) -
- 16.2.1. as a result of a requested or notice referred to in rule (15.4.2) or as a result of action taken under rule (15.4.2) a quorum is not present, the general meeting lapses; or

- 16.2.2. otherwise than as a result of a request, notice or action referred to in sub-rule (16.2.1), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 16.3. If within 30 minutes of the time appointed by sub-rule (16.2.2) for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that general meeting from time to time and from place to place.
- 16.4. The Chairperson may, with the consent of a general meeting at which a quorum is present and shall if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 16.5. There shall not be transacted at an adjourned general meeting any business other than business left unfinished to the agenda at the time when the general meeting was adjourned.
- 16.6. When a general meeting is adjourned for a period of 30 days or more, the Secretary' shall give notice under rule 15 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 16.7. At a general meeting -
- 16.7.1. an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands: and
- 16.7.2. a special resolution put to the vote shall be decided in accordance with Section 51 of the Act.
- 16.8. A declaration by the Chairperson at a general meeting that a resolution has been passes as on ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (16.9).
- 16.9. At a general meeting, a poll [may be demanded by the Chairperson at the general meeting or by these or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- 16.10. If a poll is demanded and taken under subrule (16.9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 16.11. A poll demanded under subrule (16.9) on the election of a person to reside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand.
17. MINUTES OF MEETINGS OF ASSOCIATION
- 17.1. The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in minute book kept for that purpose.
- 17.2. The Chairperson shall ensure that the minutes taken of a general meeting or Board meeting under subrule (17.1) are checked and signed as correct by the Chairperson of the general

meeting of Board meeting to which those minutes relate of the next succeeding general meeting or Board meeting, as the case requires.

17.3. When minutes have been entered and signed as correct under this rule they shall until the contrary is proved be evidence that -

17.3.1. the general meeting of Board meeting to which they relate (in this subrule called 'the meeting') was duly convened and held;

17.3.2. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

17.3.3. all appointments or election purposing to have been made at the meeting have been validly made.

18. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

18.1. Subject to these Rules, each Member present in person or by proxy at a general meeting is entitled to a deliberative vote.

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

18.3. An appointment made under subrule (18.2) shall be so made by a resolution of the board or other governing body of the body corporate concerned -

18.3.1. which resolution is authenticated under the common seal of the body corporate; and

18.3.2. a copy of which resolution is lodged with the Secretary.

18.4. A person appointed under subrule (18.2) to represent a Member which is a body corporate shall be deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not revoked, the conclusion of that general meeting.

19. PROXIES OF MEMBERS OF ASSOCIATION

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

20. RULES OF ASSOCIATION

20.1. The Association may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in section 30 of the Act.

20.2. These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

21. ACCOUNTS AND FUNDS OF THE ASSOCIATION

- 21.1. The Board shall cause proper accounting and other records to be kept and prepared every year profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by Law.
- 21.2. A copy of the Annual Report and Statement of Accounts shall be displayed at the Office of the Association, and a copy shall be forwarded within sixty (60) days of the 30th June each year to the Trustees and to the Consolidated Trust, such Statement having been previously examined and certified correct by the Auditor of the Association.
- 21.3. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 21.4. Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- 21.5. The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 21.6. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
- 21.6.1. 2 Directors; or
- 21.6.2. one Director and a person authorised by the Board.
- 21.7. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

22. AUDIT

A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Law applicable in this said State.

23. INSPECTION OF RECORDS

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

24. COMMON SEAL OF ASSOCIATION

- 24.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 24.2. The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in rule 17.
- 24.3. The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

24.4. The common seal of the Association shall be kept in the custody of the Secretary or such other person as the Board from time to time decides.

25. BY-LAWS AND REGULATIONS

The Board shall have the power from time to time to make amend and repeal by-laws and or regulations as may be required for the proper management and conduct of the affairs of the Association. No by-laws and or regulations so made shall contravene any of the provisions hereof or shall be ultra vires to the Object of the Association.

26. INDEMNITY

26.1. Every Director, auditor, secretary and other officer and employee for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the appropriate Law in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

27. DISPUTES

27.1. The procedure in this rule 27 applies to a dispute under or in relation to these Rules:

27.1.1. between Members; or

27.1.2. between one or more Members and the Association,

which for the purpose of this rule 27 shall referred to as a **Dispute**.

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

27.3. If the parties to a Dispute are unable to resolve the Dispute between themselves within the time required by rule 27.2, the following grievance process applies:

27.3.1. Any party to the Dispute may start the grievance procedure by giving written notice to the Chairperson of.

27.3.1.1. the parties to the Dispute; and

27.3.1.2. the matters that are the subject of the Dispute.

27.3.2. Within 28 days after the Chairperson is given the notice in accordance with this rule 27.3, a Board meeting must be convened by the Chairperson in accordance with these Rules to consider and determine the Dispute.

27.3.3. Within 7 days after a determination regarding the Dispute is made in accordance with rule 27.3.2, the Chairperson must give each party to the Dispute written notice of the determination, and the reasons for that determination.

27.4. A party to a Dispute may, within 14 days after receiving a notice of determination of the Dispute in accordance with rule 27.3.3, give written notice to the Chairperson requesting the appointment of a mediator in accordance with the following:

- 27.4.1. The mediator and their remuneration must be:
- 27.4.1.1. decided by agreement between the parties to the Dispute, within 7 days after notice was given to the Chairperson in accordance with this rule 27.4; or
 - 27.4.1.2. if the parties cannot reach agreement in accordance with rule 27.4.1.127.4.127.4.1.1 determined by the President of the Law Society of Western Australia (or their nominee) at the request of any party to the Dispute.
- 27.4.2. The mediation process must be as follows:
- 27.4.2.1. The parties must attempt in good faith to settle the Dispute.
 - 27.4.2.2. At least 5 days before the mediation takes place, each party must give the mediator a written statement of the issues that need to be considered at mediation.
- 27.4.3. In conducting the mediation, the mediator must —
- 27.4.3.1. give each party every opportunity to be heard;
 - 27.4.3.2. allow each party to give due consideration to any written statement given by another party; and
 - 27.4.3.3. ensure that natural justice is given to the parties throughout the mediation process.
- 27.4.4. The mediator cannot determine the Dispute or matters that are the subject of the Dispute.
- 27.4.5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 27.4.6. The costs of the mediation are to be paid by the party or parties to the Dispute who requested the appointment of a mediator in accordance with this rule 27.4.

28. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

If on the winding up of the Association any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up, that property shall subject to section 24 of the Act be distributed to a fund or institution referred to in either Subsection 78(4) or (5) of the Income Tax Assessment Act, 1936 which incorporated association or purposes, as the case requires shall be determined by resolution of the Members when authorizing and directing the Board to prepare a distribution plan within the meaning of the Act for the distribution of the surplus property of the Association.

29. INTERPRETATION

- 29.1. In the event of any doubt or difficulty arising as to how any of these Rules are to be interpreted such doubt shall be referred to the Trustees for an interpretation and the decision of the Trustees thereon shall be final.
- 29.2. If any case arise which is not or in the opinion of the Board is not provided for in these Rules it shall be determined by the Board in such manner as it shall think fit and its decision shall be final provided that such does not conflict with these Rules.

30. AMENDMENT OF RULES

The Trustees shall unreservedly retain the right to vary alter add repeal or amend these Rules either in part or wholly, in accordance with rule 20.1.