



# **RULES OF ASSOCIATION**

**SPECIAL RESOLUTION (as presented Ordinary Meeting 12 September 2017)**

"In accordance with Section 31 of the Act, ADVOCACY WA INCORPORATED seeks Commissioners approval of:

1. Change of name from Advocacy South West TO Advocacy WA Incorporated
2. amendments to the Association's Model Rules as presented at the Board Meeting 12 September 2017

**CARRIED Unanimously**

**SPECIAL RESOLUTION (as presented Annual General Meeting 10 October 2017)**

That:

1. "the membership in attendance at the Annual General Meeting endorse the Special Resolution unanimously agreed at the Board meeting dated 12 September, 2017, to seek the Commissioners approval of amendments to the Associations Model Rules as presented.
2. The amended Model Rules will become the Model Rules for Advocacy WA Incorporated upon approval of the change of name.

**CARRIED Unanimously**

**SPECIAL RESOLUTION (as presented Annual General Meeting 10 October 2017)**

That "the membership in attendance at the Annual General Meeting endorse the Special Resolution unanimously agreed at the Board meeting dated 12 September, 2017, to "seek the Commissioners approval of a Change of name from Advocacy South West to **Advocacy WA Incorporated**" as presented."

**CARRIED Unanimously**

Approved by Department of Commerce and Consumer Protection Dated 12 December 2017.

This information is part of the ADVOCACY WA INCORPORATED Rules of Association provided to members and the Commissioner under Section 29(5):

The name of the Association is:

Advocacy WA Incorporated

- A) The objects for which the Association is established exist for the benefit of the public and for the sole charitable, not for profit purpose, which is to provide advocacy to people with disabilities and their families in the South West region by:
1. providing individual issue based advocacy;
  2. promoting the human rights, interests and wellbeing of people with disability and promoting their full and valued inclusion as contributing and participating members of the community;
  3. influencing positive systemic changes in legislation, policy and service practice and works by promoting inclusive communities and awareness of disability issues;
  4. undertaking community development strategies to build networks and social capital in order to promote leadership and capacity building by people with disabilities and to strengthen their capacity to speak for themselves;
  5. doing all such other lawful things as are conducive or incidental to the attainment of any of the above.
- B) Any four (4) members of the Association personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- C) Any four (4) Board Directors constitute a quorum for the conduct of the business of a Board meeting, where the Board constituency is at least six (6) directors.
- D) The Association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

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## 1. Name of Association

The name of the Association is Advocacy WA Incorporated ("the Association") and is incorporated under the Associations and Incorporations Act 1987.

## 2. Definitions and Interpretations

In these rules, unless the contrary intention appears-

- 2.1 "Act" means Associations Incorporation Act 1987;
- 2.2 "Annual General Meeting" (AGM) means the meeting convened every calendar year after the termination of the financial year, as required by this Constitution;
- 2.3 "Association" means Advocacy WA Incorporated;
- 2.4 "Board" or "Board of Directors" means the collective board participants (directors) elected pursuant to this Constitution;
- 2.5 "Board Director" or "Director" means an individual elected to the Board in accordance with this Constitution;
- 2.6 "Disability" means any physical, intellectual or sensory disability that a person identifies as having;
- 2.7 "Financial Year" means the period between the first day of July and the last day of June in the following year;
- 2.8 "General Meeting" means a meeting to which all members of the Association are invited;
- 2.9 "Member" or "Membership" means any person or collective participants who are recognised as being a member of the Association;
- 2.10 "National Disability Advocacy Standards" means the standards set out by the Commonwealth Department of Social Services under its Disability Program;
- 2.11 "Office" means:
  - (a) the Registered Office of the Association where such be registered, or
  - (b) the place where the business of the Association is conducted.
- 2.12 "Ordinary Meeting" means any meeting called by the Board other than the Annual General Meeting or "Special Meeting";
- 2.13 "Ordinary Resolution" or "Natural Majority" means a resolution that is 50% +1;
- 2.14 "Poll" means voting conducted in written form (as opposed to a show of hands)
- 2.15 The singular includes the plural and the feminine the masculine and vice versa;
- 2.16 "Special Meeting" means any meeting convened on the requisition of the membership as provided by the Constitution;
- 2.17 "Special Resolution" or "Absolute Majority" means that a resolution must be carried by a majority of 75% or more. This usually refers to financial and other strategic decisions

- 2.18 “Writing” includes printing, electronic texts, type-writing or partly in one and partly in another.

The Board of Directors will have the sole responsibility of determining the interpretation of these Rules and any By-Rules made under these Rules and their decision will be binding on all members of the Association.

### **3. Objects of Association**

The objects for which the Association exist for the benefit of the public and for the sole charitable, not for profit purpose, which is to provide advocacy to people with disabilities and their families in the South West region by:

- 3.1 Individual issue based advocacy –
- (a) promoting the human rights, interests, resiliency and wellbeing of people with disability;
  - (b) promoting their full and valued inclusion as contributing and participating members of the community;
  - (c) monitoring and comply with relevant current policies and practices individual advocacy.
- 3.2 Systemic advocacy–
- (a) influencing through participation positive systemic changes in legislation, policy and service practice and works by promoting inclusive communities and awareness of disability issues;
  - (b) offering advice and report to government and non-government bodies and to promote the interests and rights of people with disabilities.
- 3.3 Self-advocacy - undertaking community development strategies to build networks and social capital in order to promote leadership and capacity building by people with disabilities and to strengthen their capacity to speak for themselves;
- 3.4 Securing such services or supports as are necessary to carry out any of the objects of the Association and do all such other lawful things as are conducive or incidental to the attainment of any of the above.

## 4. Powers of Association

4.1 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects.

The powers for which the Association has been established are to:

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- (c) Invest its money:
  - I. in any security in which trust monies may lawfully be invested; 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;
- (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 than as a trustee, would contravene this Act or the rules of the Association;
- (i) Purchase, take on, lease or, in exchange, hire and otherwise acquire any real or personal property, or any legal or equitable interest therein, and any business and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association and to sell, improve, lease, manage, dispose of, or otherwise deal with all or any part of such property, rights and privileges. Provided that in case the Association shall take or hold any property, which may be subjected to any trusts, the Association shall duly deal with the same in such manner as is allowed by law having regard to such trusts;
- (j) Enter into any contract or other arrangement with any government, non-government bodies (Commonwealth, State, local, or other) that may seem conducive to the Associations objects, or any one of them, and to obtain from any such government or non-government bodies, any rights, privileges and concessions which the Association may think I desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (k) Invest and deal with the money of the Association immediately required in such a manner as the Board deems fit and may be permitted by law for the investment of funds as documented by normal accounting procedures and protocols;
- (l) Impose and collect from any member subscription, funds and levies or other monies, for the purpose of carrying out or furthering the objects of the Association to apply the same for that purpose in accordance with the Constitution;
- (m) Subscribe (or donate to) or become a member of and cooperate with any other body of persons whose objects are altogether, or in part, similar to those of this Association and, in particular, federation with similar bodies in Australia and/or elsewhere;
- (n) Solely apply the income and property of the Association, when and how derived, to the promotion of the objects of the Association;
- (o) Do all such other things as are incidental or conducive to the attainment of the objects of the Association or to the exercise of these powers.

## **5. Membership of Association**

- 5.1 Anyone who supports the purposes of the Association may make application to become a member with the exception of immediate past employees, where there is a waiting period of minimum of 2 years between roles.
- 5.2 An application for membership must be submitted to the Board of Directors for its consideration in writing, on the prescribed form and accompanied with the appropriate fee, if any.
- 5.3 The minimum number of members of the Association with full voting rights on the Board of Directors is six (6).
- 5.4 Application Approvals Process
  - (a) The Board must consider each membership application at a Board meeting where it may be accepted or rejected, regardless if it complies with the requirements in clause 5.2 or not and a reason is not required or compelled to be provided for such acceptance or rejection;
  - (b) Members shall pay a membership fee upon joining and annually thereafter, as set by the Board;
- 5.4.1 Where the Board accepts an application, the applicant shall become a member of the Association;
- 5.4.2 Membership of the Association shall be deemed to commence upon acceptance of the application by the Board. The "Membership Register" shall be updated accordingly as soon as prescribed;
- 5.4.3 Where the Board rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Board. No reasons for rejection need to be provided.

- 5.5 A copy of the Constitution will be provided to all new members of the Association.
- 5.6 An applicant whose application for membership of the Association is rejected under clause 5.4 must, if they wish to appeal against that decision, notice is given to the Secretary of their intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 5.6.1 Members may re-apply for membership of the Association in accordance with the policies and procedures set down by the Board from time to time
- 5.7 Honorary Membership may be bestowed on any individual whether a member of the Association or not
- 5.7.1 Approval for Honorary Membership is dependent upon:
- (a) when the person has rendered honorary, professional or other service to or on behalf of the Association
  - (b) the nomination of the person by two financial members of the Association
  - (c) approval of the nomination for Honorary Membership by a 75% majority vote by the Board of Directors.
- 5.7.2 Any patron selected by the Board is deemed to be an Honorary Member.
- 5.8 Cessation of Membership- A person ceases to be a member of the Association when any of the following takes place:
- (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) the person resigns from the Association under rule 10;
  - (d) the person is expelled from the Association under sub rule 5.6.1;
  - (e) the person ceases to be a member when a member has not paid outstanding fees within 90 days after the due date.
- 5.8.1 If any member of the Association shall, in the opinion of the Board of Directors, refuse or neglect to comply with the provisions of these rules or shall be guilty of any conduct which is deemed unbecoming or a member or is prejudicial to the interests of the Association, the Board shall have the power by resolution to censure, suspend or expel the member from the Association in accordance with the current policies and procedures.
- 5.8.2 A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- 5.8.3 The resignation takes effect —
- (a) when the secretary receives the notice, or
  - (b) if a later time is stated in the notice, at that later time.

- 5.8.4 A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- 5.8.5 The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
- 5.7 The secretary must keep a record, for at least one year after a person ceases to be a member, of —
- (a) the date on which the person ceased to be a member, and
  - (b) the reason why the person ceased to be a member.
- 5.8 The rights of a member are not transferable and end when membership ceases.
- 5.9 Membership fees
- 5.9.1 The Board must determine the annual membership fee (if any) to be paid for membership of the Association.
- 5.9.2 A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date determined by the committee.
- 5.9.3 If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- 5.9.4 If a person who has ceased to be a member offers to pay the annual membership fee after the period referred to in that sub-rule 5.7.3 has expired:
- (a) the Board may, at its discretion, accept that payment;
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- 5.9.6 In the event of a member ceasing to be a member before the end of the financial year of the Association, no refund (or part thereof) of the membership fee is payable.

## **6. Register of Members of Association**

- 6.1 The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register Association of members and record in that register any change in the membership of the
- 6.1.1 The Register must contain the members:
- (a) full name
  - (b) contact postal, residential or email address
  - (c) class of membership (if appropriate)
  - (d) registration date (when the person became a member)

- 6.2 The Secretary must cause the name of a person who dies or who ceases to be a member under sub rule 5.6 to be deleted from the Membership Register;
- 6.3 The Membership Register must be so kept and maintained at the Association's principal place of business.

## **7. Inspection of Membership Register**

- 7.1 A member who wishes to inspect the Membership Register must contact the secretary to make the necessary arrangements.
- 7.2 Where a member inspecting the Membership Register wishes to receive a copy or extract from the Membership Register, they must make a formal written request to the Board.
- 7.3 The Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- 7.4 When using the information in the Membership Register, a member must not use or disclose the information on the Register for any other purpose unless the purpose:
  - (a) is directly connected with the affairs of the Association; or
  - (b) relates to the provision of information to the Commissioner in accordance with a requirement of the Act

## **8. Liability of Members**

- 8.1 A member is only liable for their outstanding fees payable if any
- 8.2 A member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of dissolving the Association.
- 8.3 Rule 8.2 does not apply to liabilities incurred by or on behalf of the Association by the member before incorporation.

## **9. Meetings**

- 9.1 Annual General Meetings
  - 9.1.1 The Board of Directors must convene Annual General Meetings within the time limits provided for the holding of such meetings, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation.
  - 9.1.2 The Secretary must give notice to all members not less than 21 days of an Annual General Meeting and that notice must specify:
    - (a) when and where the annual general meeting is to be held;
    - (b) the particulars and order in which business is to be transacted, as follows-

- (i) first, the consideration of the accounts and reports of the Board of Directors;
- (ii) second, the election of Directors to the Board to replace outgoing Directors; and
- (iii) third, any other business requiring consideration by the Association at the General Meeting.

## 9.2 General Meetings

- 9.2.1 The Board may convene a (special) General Meeting at any time upon the direction of at least 3 or 25% (whichever is greatest) Board Directors or more than 50% of registered membership in writing.
- 9.2.2 Notice of a General Meeting stating its purpose, time and place of the General Meeting shall be given to all members of the Association not less than 14 days (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) for all Annual General Meetings and General Meetings.
- 9.2.3 If the Board fails to convene the meeting within the prescribed timeframe, then those who called the meeting, or the majority of them may convene the meeting in the manner provided for convening General Meetings.
- 9.2.4 The notice concerning such a meeting shall state the particular matter(s) to be discussed, and no resolution will be binding unless at least four (4) members of the Association are present and take part in the voting, and no business other than that specified is dealt with. Members may attend in person or by telephone conference, video conference or by proxy.

## 9.3 Appointment of a Proxy

- 9.3.1 A member of the Association is entitled to appoint a proxy and instruct them to vote in favour of or against and proposed resolution but, unless so instructed, the proxy may vote as he or she thinks fit.
- 9.3.2 Where it is desired to accord members of the Association an opportunity of voting for or against a resolution the instrument appointing the proxy shall be completed on the form as per Appendix 1 entitled "Forms".

## 10 Special General Meeting

- 10.1 The Board of Directors may convene a Special General Meeting of the Association at any time within 28 days after receiving a written request from at least 40% of the Association membership.
- 10.2 A request for a Special General Meeting must be lodged with the Secretary stating the purpose of the meeting and be signed by 40% of the membership.
- 10.3 If a Special General Meeting is not convened within the relevant period of 28 days then members who made the request may themselves convene a Special General Meeting within three (3) months after the original request was lodged as if they were the Board of Directors.

- 10.4 When a Special General Meeting is convened, the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 10.5 A “special resolution” may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members of the Association not less than 21 days’ notice of the meeting at which a “special resolution” is to be proposed. In addition to those matters specified in sub-rule 10.2 or 10.4, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a “Special Resolution”.

## 11 Proceedings at General Meetings

- 11.1 No business shall be undertaken or transacted at any General Meeting unless a quorum of comprising minimum of 50% + 1 membership is present at the time when the meeting proceeds to business.
  - 11.1.1 Members may attend in person, telephone conference call or video conference call, or by proxy.
  - 11.1.2 If a quorum is not present within thirty (30) minutes of the time appointed for the meeting:
    - (a) Where the meeting was convened upon the requisite number of members, the meeting will be dissolved, or
    - (b) In any other cases, the meeting stands adjourned to such days and such time and place as the Chairperson determines or, if no determination is made, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
  - 11.1.3 If within 30 minutes of the time appointed by sub-rule 11.1.2 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 as if a quorum were present.
- 11.2 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 11.3 For the purposes of determining whether a quorum is present a person attending as a proxy (whether a member of the Association in their own right) shall be counted as a separate member for each proxy, provided:
  - (a) **no person** shall hold more than two (2) proxy votes
  - (b) the total number of member’s present shall be not less than three (3).
- 11.4 The Chairperson should preside at every General Meeting.
  - 11.4.1 When the Chairperson is not present within ten (10) minutes after the time appointed for the holding of the meeting; or the Chairperson is unable to so act, the Deputy Chairperson shall assume the role of Chairperson.

11.4.2 If the Deputy Chairperson is not present within twenty (20) minutes after the time appointed for the commencement of the meeting, or they are unwilling to so act, the members of the Association present shall elect one of their number to be Chairperson of the meeting.

## 11.5 Adjournment of Meetings

11.5.1 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.5.2 When a meeting is adjourned thirty (30) days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.

## 11.6 Voting

11.6.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the show of hands:

- (a) by the Chair, or
- (b) by at least three (3) members present or by proxy

11.6.2 Unless a poll is so demanded, a declaration by the Chair that a resolution has, by a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.6.3 The demand for a poll may be withdrawn.

11.6.4 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and subject to sub-regulation 6.4.5 the result of the poll shall be the resolution of the meeting at which the poll was demanded.

11.6.5 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.

11.6.6 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

11.6.7 At meetings each member of the Association is entitled to vote in person or by proxy or attorney.

11.6.8 On a show of hands every person present who is a member of the Association has one vote.

11.6.9 On a poll every person in attendance, or by proxy, or attorney has one vote provided that no person shall hold more than two proxies.

#### 11.7 Pecuniary Interest

11.7.1 No person shall vote or debate on any matter in which he or she is personally pecuniarily interested, without the permission of the majority of the persons present and voting for him or her to so vote on or debate such matters.

## 12. Board of Directors

12.1. The affairs of the Association will be managed exclusively by a Board of Directors representing the membership and consisting of no less than a total of six (6) directors, all of whom must be members of the Association, and consisting:

- (a) Chairperson
- (b) Deputy Chairperson
- (c) Secretary
- (d) Treasurer
- (e) Committee members.

(NB: The executive positions of Chairperson, Deputy Chair, Secretary and Treasurer may be combined into dual roles e.g. Chair/Secretary; Secretary / Treasurer.)

12.1.1 The Board of Directors shall have power at any time, and from time to time, to appoint any person to the Board to fill any casual vacancy. Any member of the Association so appointed shall hold office only until the next following Annual General Meeting, but subject to this Constitution, shall be eligible for re-election.

12.1.2 Individual(s) may be co-opted to the Board of Directors in an advisory non-voting capacity for such period as determined by the Board.

12.1.3 Immediate past employees / volunteers of the Association are not eligible to be Directors of the Board for a minimum of 2 years as at the next appropriate Annual General Meeting.

12.1.4 Wherever possible, at least one (1) Board Director is to be a consumer of the Association's services and programmes.

12.2 Wherever possible, Directors are elected to the Board at an Annual General Meeting or appointed under sub-rules 12.1.2. for a period of two (2) years so that 50% of the Board are re-elected at any one AGM.

12.3 Nominations for election to vacant Board Director positions must be signed by the nominee and a nominating member of the Association and be lodged with the Chairperson not less than seven (7) days prior to the Annual General Meeting.

- 12.4 The office of a Director shall become vacant if the Director:
- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (b) resigns his or her office by notice in writing to the Association;
  - (c) fails to be present at three (3) consecutive meetings without leave of the Board;
  - (d) ceases to be a member of the Association;
  - (e) fails to observe, comply with, or conform to, any of the rules or by-laws.
- 12.5 The Board shall, at its first meeting following the Annual General Meeting in each year, elect the Board Executive, comprising of Chairperson, Deputy Chairperson, Secretary, and Treasurer.
- 12.6 In the event that the Chairperson shall not serve out his or her full term, the Deputy Chairperson shall succeed to the Chairperson role for the unexpired remainder of the operating year.

In the event of any other Director being unable to serve his or her term, the Board shall appoint an interim successor until the next meeting of the Board. Any contingency resulting from the vacating of an office, which is not otherwise included in this paragraph, shall be dealt with by the Board.

#### 12.7 Retirement

- 12.7.1 Wherever possible, directors shall be elected for a term of two (2) years and be restricted to three such terms of service without a break of at least one (1) year unless the Board provides otherwise.
- 12.7.2 Any vacancy among the elected members of the Board, may be filled by the Board and the member so elected shall hold office until the next Annual General Meeting.
- 12.7.3 Upon retirement, all outgoing Directors must transfer all assets and records of the Association to the new Board upon ceasing to be a Director.

### 13. Responsibility of Directors

- 13.1 A Director must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 13.2 A Director must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose
- 13.3 A Director having any material personal interest in a matter being considered at a Board meeting must:
- (a) as soon as they become aware of that interest, disclose the nature and extent of his or her interest to the Board;

- (b) disclose the nature and extent of the interest at the next General Meeting of the Association; and
- (c) not be present while the matter is being considered at the Board meeting or vote on the matter.

13.4 Rule 13.3 does not apply in respect of a material personal interest that:

- (a) exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
- (b) the Director has in common with all, or a substantial proportion of, the members of the Association.

13.5 The Secretary must record every disclosure made by a Director under Rule 13.3 in the minutes of the Board meeting at which the disclosure is made.

13.6 No Director shall make any public statement verbally or via an 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.

## **14. Management**

14.1 The management of the Association shall be vested in the Board which shall have and exercise powers, authorities and discretions hereinafter mentioned.

14.2 The business of the Board shall be managed by the Board who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by these regulations, required to be exercised by the Association in General Meetings.

14.3 The Association may exercise all the powers of the Association to borrow money and to mortgage or change its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.

14.4 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 one of two (2) identified Directors of the Board AND the Chief Executive Officer by delegation, or in such other manner as the Board from time to time determines.

14.5 The Board shall cause "Minutes" to be made which will include:

- (a) the names of members present at all meetings of the Board of Directors, and
- (b) all proceedings at all meetings of the Board.

14.6 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Chairperson shall be at the request of three (3) Directors of the Board summon a meeting of the Board as an Extraordinary Meeting.

14.7 Meetings of the Board

- 14.7.1 Subject to these regulations, questions arising at any meeting of the Board shall be decided by a majority of the Directors of the Board and 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.
- 14.7.2 Where prior to a meeting of the Board notice of a motion or resolution intended to be moved at such meeting has been forwarded to Directors of the Board, if any such director shall for any reason be unable to attend such meeting a proxy form or a paper duly signed by such a Board director setting out the terms of the resolution and stating that such Board director votes for or against such resolution. Such vote shall be as effective as if the Board director had voted in person on such a resolution.
- 14.7.3 The fact that such Board director has voted in writing shall be recorded in the minutes of the meeting.

#### 14.8 Board Quorum

- 14.8.1 The quorum necessary for the transaction of the business of the Board shall be four (4) Directors present, including at least one (1) executive Director, or such greater or lesser numbers as may be fixed by the Board from time to time.
- 14.8.2 The continuing Directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations as the necessary quorum of the Board, the continuing Director(s) may act for the purpose of increasing the number or for summoning a General Meeting of the Board, but for no other purpose.
- 14.8.3 The Chairperson shall preside as Chair of every meeting of the Board or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, or is unable to so act, the Deputy Chairperson shall be Chair or if the Deputy Chairperson is not present then the Directors may choose one of their number to be Chair of the meeting.

#### 14.9 Actions of the Board

- 14.9.1 All acts done by any meeting of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment or the disqualification of any such individual, be as valid as if every such individual had been duly appointed and was qualified to be a director or appointee of the Board or sub-committee.
- 14.9.2 A resolution in writing signed by all the Board Directors for the time being entitled to receive a 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 of the Board. The documents constituting such resolutions shall be placed in the book containing the "Minutes of Proceedings" of the Board.

## 15. The Secretary

15.1 The Secretary must cause the following to be carried out:

- (a) Appropriate management of the correspondence of the Association;
- (b) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Board Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- (c) keep and maintain in up to date condition the rules of the Association;
- (d) maintenance of the Register of the Members;
- (e) maintenance of the record of office holders of the Association;
- (f) ensure the safe custody of the Books (with the exception of the accounting records) of the Association;
- (g) the full and correct minutes of Board Meetings and General Meetings are kept;
- (h) perform any other duties as are imposed by these Rules of the Association on the Secretary.

## 16. Treasurer

NB: Definitions

The tiers are set as follows:

Tier 1: less than \$250,000 in revenue;

**Tier 2: \$250,000 to \$1,000,000 in revenue;**

Tier 3: over \$1,000,000 in revenue.

16.1 The Treasurer must:

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

- (h) **if the Association is a Tier 2 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;**
- (i) assist the reviewer or auditor (if any) in performing their functions;
- (j) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

## **17. Sub-Committees and Delegations**

### **17.1 Appointment of Sub-Committee**

- (a) The Board may appoint 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;
- (b) Sub-committees may comprise members and non-members of the Association (in such numbers as the Board determines);
- (c) 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.

### **17.2 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.

### **17.3 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 sub-committee and remains responsible for the exercise of those functions at all times.

## **18. Regulations and By-Laws**

- 18.1 The Association and Board may make such rules or laws as may seem necessary or expedient for the efficient conduct and management of the Association, its branches and its affairs and may at any time annul or vary such rules or by-laws PROVIDED THAT such rules or by-laws shall not be inconsistent with the terms of the Constitution.

18.2 A notice may be given to the Association to any member of the Association either personally or by sending it by post to him or her at his or her registered address or (if he or she has not registered an address within the Commonwealth) to the address, if any, within the Commonwealth supplied by him or her to the Association for giving of notice to them. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

18.2.1 Notice of every General Meeting shall be given in any manner herein before authorised to:

- (a) every member except those members who have no registered address within the Commonwealth for the giving of notices to them;
- (b) the auditor or auditors for the time being of the Association (if applicable).

18.2.2 No other person shall be entitled to receive notices of General Meetings.

## **19. Seal**

19.1 The Board shall provide for the safe custody of the Seal, which shall only be used by authority of the Board.

19.2 Every instrument to which the Seal is affixed shall be signed by a Director of the Board and shall be countersigned by a second Director of the Board or by some other person appointed by the Board for that purpose.

## **20. Indemnity**

20.1 Every member of the Board, and other officer 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 or her office which is incurred by him or her defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted.

## **21. Funds and accounts**

21.1 Control of Funds

21.1.1 The funds of the Association must be kept in an account in the name of the Association held with a financial institution as determined by the Board.

21.1.2 The funds of the Association are to be used in pursuance of the objects of the Association.

21.1.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:

- (a) any two Directors, or

- (b) one Director and a person authorised by the Board, or
- (c) as delegated by the Board via the “Delegations Policy” and duly minuted.

21.1.4 All expenditure above the delegated maximum amount set by the Board from time to time must be approved or ratified at a Board Meeting.

## 21.2 Source of Association Funds

21.2.1 The funds of the Association may be derived from entrance fees and annual membership fees of members of the Association, donations, fund raising activities, grants, interest, and any other sources approved by the Board;

21.2.2 The Association must, as soon as practicable:

- (a) deposit all money received by the Association, to the credit of the Association's bank account without deduction; and
- (b) after receiving any money, issue an appropriate receipt.

## 21.3 Financial Records

21.3.1 The Association must keep Financial Records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

21.3.2 The Association must retain its Financial Records for at least seven (7) years after the transactions covered by the records are completed.

## 21.4 Financial Statements and Financial Reports

21.4.1 For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

## **22. 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 by-laws of the Association require a review or audit;
- (b) the Members require a review or audit by resolution at a General Meeting;
- (c) an audit or review is directed by the Commissioner; or
- (d) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence (deductible gift recipient).

## **23. Alterations to Regulations**

23.1 The Association shall have the power subject as hereinafter provided to alter, amend or make additions to the original Constitution at an Annual General

Meeting or at a Special General Meeting and the alterations, amendments or additions shall be as binding and effectual as if the same were inserted and contained in the original Constitution, provided no such alterations, amendments or additions to the Regulations shall be made except by special resolution passed by three-quarters of those members present in person or voting by proxy unless otherwise provided.

- 23.2 The Department of Commerce in Western Australia is to be advised of any alterations to the Constitution.

## **24. Cancellation and Distribution of Surplus Property**

- 24.1 The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:

- (a) apply to the Commissioner for cancellation of its incorporation, or
- (b) appoint a liquidator to wind up its affairs.

- 24.2 The Association must be wound up in accordance with this Constitution and Part 9 of the Act before cancellation can take place if it has outstanding debts or any outstanding legal obligations, or is a party to any current legal proceedings.

- 24.3 Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:

- (a) an incorporated association under the Act
- (b) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia
- (c) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Commonwealth)
- (d) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Commonwealth)
- (e) a body corporate that:
  - (i) is a Member or former Member of the Association, and
  - (ii) at the time of the Surplus Property is distributed, had rules that prevent the property being distributed to its members
- (f) a trustee for a body corporate 19(c)(v); or
- (g) a co-operative registered under the Co-operatives Act 2009 that, as the time of the distribution, is a non-distributing co-operative as defined in that Act.

## **25. General Regulations**

- 25.1 The income and property of the Association, whencesoever derived, shall be applied solely toward the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise howsoever by way of profit to the persons

who at any time are or have been members of the Association, to any of them or to any person claiming through any of them, providing that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, to any employees of the Association, or to any member of the Association, or the representative of a member, or other persons in return for any services actually rendered to the Association, nor prevent the payment of interest on money borrowed from or lawfully due to any member of the Association, nor reasonable out-of-pocket expenses properly incurred by a member or representative of a member employed under the authority of the Association in related matters.

## **26. Declaration**

I hereby declare the aforementioned to be a true and accurate copy of the Constitution of Advocacy WA Incorporated.

Signed:

Chairperson: Print Name

Date: