



# **CONSTITUTION OF**

## **West Australian**

### **Rifle Association Inc.**

**ABN 38 425 252 091**

An Association incorporated pursuant to the  
*Associations Incorporation Act 2015 (WA)*

# Contents

PART 1 – PRELIMINARY .....	4
1) Name .....	4
2) Type of entity .....	4
3) Terms used.....	4
4) Relationship between Constitution and Associations Act .....	5
5) Interpretation.....	5
6) Financial year .....	5
PART 2 – OBJECT AND POWERS.....	6
7) Objects .....	6
8) Powers.....	6
9) Not-for-profit body .....	6
PART 3 – MEMBERS .....	7
Division 1 – Membership .....	7
10) Number of members.....	7
11) Classes of membership and eligibility.....	7
12) Creation of new classes of members .....	7
13) Rights of members .....	7
14) Applying for membership .....	7
15) Dealing with membership applications .....	7
16) Becoming a member .....	8
17) When membership ceases.....	8
18) Resignation.....	8
19) Rights not transferable .....	8
Division 2 – Membership fees & register of members .....	8
20) Membership fees .....	8
21) Register of members.....	9
PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION.....	10
Division 1 – Term used.....	10
22) Term used: member.....	10
Division 2 – Disciplinary action .....	10
23) Suspension or expulsion .....	10
24) Consequences of suspension .....	10
Division 3 – Resolving disputes .....	11
25) Terms used.....	11
26) Application of Division .....	11
27) Parties to attempt to resolve dispute .....	11
28) How grievance procedure is started .....	11
29) Determination of dispute by Council .....	12
Division 4 – Mediation .....	12

30)	Application of Division .....	12
31)	Appointment of mediator .....	12
32)	Mediation process .....	12
33)	If mediation results in decision to suspend or expel being revoked .....	13
34)	Inability to resolve dispute.....	13
PART 5 – AFFILIATED BODIES .....		14
35)	Rifle Clubs.....	14
36)	District Rifle Associations .....	14
PART 6 – COUNCIL AND EXECUTIVE COMMITTEE .....		15
Division 1 – Powers of the Council.....		15
37)	Council.....	15
Division 2 – Composition of Council and duties of members .....		15
38)	Membership of Council.....	15
39)	Qualifications of Council members .....	15
40)	Council members duties .....	16
41)	President and Vice-Presidents .....	16
42)	Chair .....	17
43)	Deputy Chair .....	17
44)	Secretary .....	17
45)	Treasurer .....	17
Division 3 – Election of Council members and tenure of office.....		18
46)	How members become Council members.....	18
47)	Nomination .....	18
48)	Election.....	19
49)	Term of office.....	19
50)	Resignation and removal from office.....	20
51)	When membership of Council ceases.....	20
52)	Filling casual vacancies.....	20
53)	Validity of acts.....	21
Division 5 – Executive Committee .....		21
54)	Powers.....	21
55)	Membership.....	21
56)	Election.....	21
Division 6 – Council and Executive Committee meetings.....		21
57)	Council meetings.....	21
58)	Executive Committee meetings .....	21
59)	Notice of Council and Executive Committee meetings.....	21
60)	Procedure and order of business .....	22
61)	Use of technology to be present at Council and Executive Committee meetings .....	22
62)	Circular resolutions .....	22
63)	Quorum for Council meetings.....	23

64)	Voting at Council or Executive Committee meetings .....	23
65)	Minutes of Council and Executive Committee meetings.....	23
Division 7 – Sub Committees and subsidiary offices.....		24
66)	Sub Committees and subsidiary offices .....	24
67)	Delegation to Sub Committees and holders of subsidiary offices .....	24
PART 7 – GENERAL MEETINGS OF ASSOCIATION.....		25
68)	General meeting .....	25
69)	Annual general meeting.....	25
70)	Special general meetings .....	25
71)	Notice of general meetings.....	26
72)	Presiding member and quorum for general meetings.....	26
73)	Adjournment of general meeting .....	26
74)	Proxies at annual and special general meetings.....	27
75)	Voting at general meeting .....	27
76)	When special resolutions are required.....	28
77)	Determining whether resolution carried .....	28
78)	Minutes of general meeting.....	28
PART 8 – FINANCIAL MATTERS .....		30
79)	Source of funds .....	30
80)	Control of funds .....	30
81)	Use of common seal.....	30
82)	Financial statements and financial reports.....	30
PART 9 – GENERAL MATTERS.....		31
83)	Patrons and Vice-Patrons.....	31
84)	By-Laws .....	31
85)	Giving notices to members .....	31
86)	Custody of books and securities .....	31
87)	Inspection of documents .....	31
88)	Prohibited use of information on members register.....	32
89)	Publication by Council members of statements about Association business prohibited.	32
90)	Distribution of surplus property on cancellation of incorporation or winding up .....	32
91)	Changes to the Constitution .....	33

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## PART 1 – PRELIMINARY

### 1) Name

The name of the Association is West Australian Rifle Association Inc.

### 2) Type of entity

The Association is a not-for-profit Association incorporated under the *Associations Incorporation Act 2015* (WA).

### 3) Terms used

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2015*.

**Association** means West Australian Rifle Association Inc.

**Books** means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Act, however compiled, stored or recorded.

**Chair** means the person elected by the Council to hold this position.

**Clause** means a clause of this Constitution.

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

**Constitution** means this document as amended from time to time.

**Council** means the group of people, called Council members, who are responsible for the management of the affairs of the Association.

**Council meeting** means a meeting of the Council members.

**Council member** means a member of the Council appointed under clause 47)b).

**Executive Committee** means the group of people, called Executive Committee Members, who are responsible for the day-to-day administration of the Association between Council Meetings.

**Executive Officer** means a paid employee to whom the Council may delegate the duties of the Secretary and other duties.

**Financial records** includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry, such as sales day books, purchase day books, sales returns day books, purchases, returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements.

**Financial statements** means:

- (a) if the Association uses the cash basis of accounting:
  - (i) a statement of receipts and payments for the financial year;
  - (ii) a reconciled statement of bank account balances as at the end of the financial year; and
  - (iii) a statement of assets and liabilities as at the end of the financial year.
- (b) if the Association uses the accrual basis of accounting:
  - (i) a statement of income and expenditure for the financial year; and
  - (ii) a balance sheet.

**Financial year**, of the Association, means the 12 months commencing on 1 July and ending on 30 June each year.

**General meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend, and is either

- (a) an annual general meeting; or
- (b) a special general meeting.

**Member** means a person who is an ordinary or life member of the Association.

**Ordinary Council member** means a Council member who is not an office bearer of the Association.

**Ordinary resolution** means a resolution at a meeting that:

- (a) is not a special resolution; and

(b) is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting.

**Patron** means a person elected by the members under clause 83).

**President** means the Council member holding office as the President of the Association.

**Quorum** means the number of persons required to be present in order to conduct a meeting.

**Secretary** means the Council member holding office as the Secretary of the Association. If the Association employs an Executive Officer, the duties of this role may be delegated by the Council to that role.

**Special general meeting** means a general meeting of the Association other than the annual general meeting.

**Special resolution** means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting.

**Tier 2 association** means an association that, in a financial year:

(a) has a revenue of more than \$250,000 but less than \$1,000,000; or

(b) has been declared by the Commissioner to be a tier 2 association.

A tier 2 association must prepare financial reports that give a true and fair view of the association in accordance with Australian Accounting Standards that is reviewed by a professional accounting body holding a public practicing certificate.

**Treasurer** means the Council member holding office as the Treasurer of the Association.

#### 4) Relationship between Constitution and Associations Act

The Associations Act 2015 overrides any provision in this Constitution, which is inconsistent with the Associations Act 2015.

#### 5) Interpretation

In this Constitution:

a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and

b) reference to an 'act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

#### 6) Financial year

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

## **PART 2 – OBJECT AND POWERS**

### **7) Objects**

The objects of the Association shall be to:

- a) control and administer the sport of long-range target rifle shooting in Western Australia;
- b) promote District Association prize meetings and State Queen's Prize Meetings, international, national and other target shooting competitions in Western Australia and elsewhere;
- c) educate all people in the safe handling and responsible use of firearms of all types;
- d) cultivate good citizenship amongst all participants in the sport of target shooting;
- e) encourage participation in the sport, including providing opportunities for participants of all levels of ability to participate; and
- f) provide advice, information, recommendations and representations to Ministers of State including the Minister of Defence and any Government or statutory body, authority, or Boards bearing on or affecting target shooting generally throughout Western Australia.

### **8) Powers**

Subject to the Associations Act 2015, the Association may do all things necessary to lawfully pursue its objects purposes.

### **9) Not-for-profit body**

- a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b) A payment may be made to a member out of the funds of the Association only if it is authorised under clause 9)c).
- c) A payment to a member out of the funds of the Association is authorised if it is:
  - i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **PART 3 – MEMBERS**

### **Division 1 – Membership**

#### **10) Number of members**

The Association will have a minimum of six (6) members with full voting rights.

#### **11) Classes of membership and eligibility**

- a) The Association consists of Ordinary and Life members.
- b) A person can only belong to one class of membership.
- c) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- d) **Ordinary membership**
  - i) Upon application and agreement to be bound by this Constitution, membership of the Association is open to any person who is a registered member of any Rifle Club which is itself a member of a District Rifle Association recognised by the Association and is also a member of the National Rifle Association of Australia.
- e) **Life membership**
  - i) Any current member may nominate a member for consideration for Life Membership.
  - ii) A member or past member who has rendered notable service to the Association or has held important office may be elected a Life member by the Annual General Meeting upon the recommendation of the Council. The award shall be granted on a simple majority vote.
  - iii) Life members shall not be liable for any West Australian Rifle Association Inc. membership fees and have the full rights of a member as described in clause 13).

#### **12) Creation of new classes of members**

The Council has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable.

#### **13) Rights of members**

Ordinary and life members have rights of a member, including:

- a) the right to vote;
- b) the right to stand for office, subject to the provisions of clause 39);
- c) other rights and benefits determined by the Council; or
- d) other rights and benefits determined by resolution of the members at a general meeting.

#### **14) Applying for membership**

A person who wishes to become an Ordinary member under clause 11)d) must apply in writing to the Association.

#### **15) Dealing with membership applications**

- a) The Council must consider each application for membership of the Association and decide whether to accept or reject the application.
- b) Subject to clause 15)c), the Council must consider applications in the order in which they are received by the Association.
- c) The Council may delay its consideration of an application if the Council considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.



- d) The Council must not accept an application unless the applicant:
  - i) is eligible under clause 11); and
  - ii) has applied under clause 14).
- e) The Council may reject an application even if the applicant:
  - i) is eligible under clause 11); and
  - ii) has applied under clause 14).
- f) The Council must notify the applicant of the Council's decision to accept or reject the application as soon as practicable after making the decision.
- g) If the Council rejects the application, the Council is not required to give the applicant its reasons for doing so.

## 16) Becoming a member

An applicant for membership of the Association becomes a member when:

- a) the Council accepts the application; and
- b) the applicant pays any membership fees payable to the Association under clause 20)a).

## 17) When membership ceases

- a) A person ceases to be a member when any of the following takes place:
  - i) for a member who is an individual, the individual dies;
  - ii) the person resigns from the Association under clause 18);
  - iii) the person is expelled from the Association under clause 23); or
  - iv) the person ceases to be a member under clause 20)b).
- b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of;
  - i) the date on which the person ceased to be a member; and
  - ii) the reason why the person ceased to be a member.

## 18) Resignation

- a) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- b) The resignation takes effect:
  - i) when the Secretary receives the notice; or
  - ii) if a later time is stated in the notice, at that later time.
- c) 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.
- d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 19) Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## Division 2 – Membership fees & register of members

### 20) Membership fees

- a) Members shall pay a membership fee as set by the Council from time to time. The Council may set differing fees for the same class of membership, based on criteria set by the Council.

- b) Subject to clause 20)c), if a person fails to pay:
  - i) the annual membership fee to the Association within 3 months after the due date; or
  - ii) 48 hours prior to the annual general meeting, whichever comes firstthe person ceases to be a member.
- c) If a person ceases to be a member under clause 20)b) and subsequently pays all the member's outstanding fees to the Association, the Council may, if it considers fit and at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- d) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Association, including the costs of winding up of the Association.

## **21) Register of members**

- a) The Association shall maintain and keep updated a register of members which shall contain:
  - i) the full names of each member;
  - ii) the contact postal, residential or email addresses of each member;
  - iii) the class of membership held by each member; and
  - iv) the date upon which a person became a member.
- b) Within 28 days after a change in membership the Secretary shall ensure that a membership change is recorded in the register of members.
- c) The Secretary shall ensure that the register of members is kept and maintained at such place as the Council decides.
- d) A member may request to inspect the register of members, subject to the provisions of clause 87).

## PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 – Term used

#### 22) Term used: member

In this Part:

**member**, in relation to a member who is expelled from the Association, includes former member.

### Division 2 – Disciplinary action

#### 23) Suspension or expulsion

- a) The Council may decide to suspend a member's membership or to expel a member from the Association if:
  - i) the member refuses or neglects to comply with this Constitution; or
  - ii) the member acts detrimentally to the interests of the Association.
- b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Council meeting at which the proposal is to be considered by the Council.
- c) The notice given to the member must state:
  - i) when and where the Council meeting is to be held; and
  - ii) the grounds on which the proposed suspension or expulsion is based; and
  - iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the proposed suspension or expulsion.
- d) At the Council meeting, the Council must:
  - i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the proposed suspension or expulsion; and
  - ii) give due consideration to any submissions so made; and
  - iii) decide whether or not the member should be:
    - (1) expelled as member; or
    - (2) suspended as a member and if so the period of the member's suspension or the member's membership.
- e) A decision of the Council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- f) The Council must give the member written notice of the Council's decision, and the reasons for the decision, within 7 days after the Council meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Council's decision under clause 23)f), give written notice to the Secretary seeking to appeal the Council's decision to suspend or expel the member and requesting the appointment of a mediator under clause 31).
- h) If notice is given under clause 23)g), the member who gives the notice and the Council are the parties to the mediation.

#### 24) Consequences of suspension

- a) During the period a member's membership is suspended, the member:
  - i) loses any rights (including voting rights) arising as a result of membership; and
  - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

- b) When a member's membership is suspended, the Secretary must record in the register of members:
  - i) that the member's membership is suspended; and
  - ii) the date on which the suspension takes effect; and
  - iii) the period of the suspension.
- c) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

### Division 3 – Resolving disputes

#### 25) Terms used

In this Division:

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person:

- a) who is a party to the dispute; and
- b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

#### 26) Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- a) between members; or
- b) between one or more members and the Association.

#### 27) Parties to attempt to resolve dispute

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.

#### 28) How grievance procedure is started

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 27), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
  - i) the parties to the dispute; and
  - ii) the matters that are the subject of the dispute.
- b) Within 28 days after the Secretary is given the notice, a Council meeting must be convened to consider and determine the dispute.
- c) The Secretary must give each party to the dispute written notice of the Council meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d) The notice given to each party to the dispute must state:
  - i) when and where the Council meeting is to be held; and
  - ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the dispute.
- e) If:
  - i) the dispute is between one or more members and the Association; and
  - ii) any party to the dispute gives written notice to the Secretary stating that the party:
    - (1) does not agree to the dispute being determined by the Council; and
    - (2) requests the appointment of a mediator under clause 31),

the Council must not determine the dispute.

### **29) Determination of dispute by Council**

- a) At the Council meeting at which a dispute is to be considered and determined, the Council must:
  - i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the dispute; and
  - ii) give due consideration to any submissions so made; and
  - iii) determine the dispute.
- b) The Council must give each party to the dispute written notice of the Council's determination, and the reasons for the determination, within 7 days after the Council meeting at which the determination is made.
- c) A party to the dispute may, within 14 days after receiving notice of the Council's determination under clause 29)b), give written notice to the Secretary requesting the appointment of a mediator under clause 31).
- d) If notice is given under clause 29)c), each party to the dispute is a party to the mediation.

## **Division 4 - Mediation**

### **30) Application of Division**

- a) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
  - i) by a member under clause 23)g); or
  - ii) by a party to a dispute under clause 28)e)ii)(2) or 29)c).
- b) If this Division applies, a mediator must be chosen or appointed under clause 31).

### **31) Appointment of mediator**

- a) The mediator must be a person chosen:
  - i) if the appointment of a mediator was requested by a member under clause 23)g) by agreement between the Member and the Council; or
  - ii) if the appointment of a mediator was requested by a party to a dispute under clause 28)e)ii)(2) or 29)c) by agreement between the parties to the dispute.
- b) If there is no agreement for the purposes of clause 30)a)i) or 30)a)ii) then, subject to clauses c)31)c) and 31)d), the Council must appoint the mediator.
- c) The person appointed as mediator by the Council must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - i) a member under clause 23)g); or
  - ii) a party to a dispute under clause 28)e)ii)(2); or
  - iii) a party to a dispute under clause 29)c) and the dispute is between one or more members and the Association.
- d) The person appointed as mediator by the Council may be a member or former member of the Association but must not:
  - i) have a personal interest in the matter that is the subject of the mediation; or
  - ii) be biased in favour of or against any party to the mediation.

### **32) Mediation process**

- a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- c) In conducting the mediation, the mediator must:
  - i) give each party to the mediation every opportunity to be heard; and
  - ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- d) The mediator cannot determine the matter that is the subject of the mediation.
- e) 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.
- f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

### **33) If mediation results in decision to suspend or expel being revoked**

If:

- a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under clause 23)g); and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Council meeting or general meeting during the period of suspension or expulsion.

### **34) Inability to resolve dispute**

If a dispute cannot be resolved under the procedures set out in clause 32), any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act 2015 or otherwise at law.

## **PART 5 – AFFILIATED BODIES**

### **35) Rifle Clubs**

- a) Each affiliated Rifle Club will be a member of a District Rifle Association, as allocated by the Council.
- b) In order for Rifle Clubs to be eligible for, and to maintain affiliation with, the West Australian Rifle Association, each Rifle Club must:
  - i) accept that this Constitution constitutes an agreement between the Rifle Club and the West Australian Rifle Association and that they are bound by this Constitution and the By-Laws;
  - ii) at all times operate with, and promote, mutual trust and confidence between the Rifle Club and the members in pursuit of West Australian Rifle Association's objects;
  - iii) lodge a copy of their Constitution or other governing document with West Australian Rifle Association and provide a further copy whenever the document is updated;
  - iv) notify contact details of office bearers to the West Australian Rifle Association annually on request and notify the Association within 30 days of any change of office bearer details;
  - v) submit to West Australian Rifle Association a list of its affiliated members by a date determined by the Council. New Club members after this date shall be submitted to West Australian Rifle Association within twenty-eight days of their becoming a club member;
  - vi) accept any dispute or uncertainty as to the application of this Constitution to a Rifle Club shall be resolved by the Council in its sole discretion;
  - vii) accept that the Council may cancel the membership of any Rifle Club should that organisation fail to comply with this Constitution or any By-Laws implemented by the Council.

### **36) District Rifle Associations**

- a) The number of, and geographical areas covered by, District Rifle Associations are set by the West Australian Rifle Association. The membership of the District Rifle Association is made up of Rifle Clubs, affiliated with the West Australian Rifle Association, as determined by the Council.
- b) In order to be eligible for, and to maintain affiliation with, the West Australian Rifle Association each District Rifle Association must:
  - i) accept that this Constitution constitutes an agreement between the District Rifle Association and the West Australian Rifle Association and that they are bound by this Constitution and the By-Laws;
  - ii) at all times operate with, and promote, mutual trust and confidence between the District Rifle Association and the West Australian Rifle Association in pursuit of West Australian Rifle Associations objects;
  - iii) lodge a copy of their Constitution with West Australian Rifle Association and provide a further copy whenever the Constitution is updated;
  - iv) notify contact details of office bearers to the West Australian Rifle Association annually on request and notify the Association within 30 days of any change of office bearer details;
  - v) accept any dispute or uncertainty as to the application of this Constitution to a District Rifle Association shall be resolved by the Council at its sole discretion; and
  - vi) accept that the Council may cancel the membership of any District Rifle Association should that organisation fail to comply with this Constitution or any By-Laws implemented by the Council.

## **PART 6 – COUNCIL AND EXECUTIVE COMMITTEE**

### **Division 1 – Powers of the Council**

#### **37) Council**

- a) The Council members are the persons who, as the Council of the Association, have the power to manage the affairs of the Association.
- b) Subject to the Act, this Constitution and any resolution passed at a general meeting, the Council has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- c) The Council must take all reasonable steps to ensure that the Association complies with the Act and this Constitution and all other relevant legislation applicable to the Association.

### **Division 2 – Composition of Council and duties of members**

#### **38) Membership of Council**

- a) The Council shall consist of:
  - i) Chair
  - ii) Deputy Chair
  - iii) Treasurer
  - iv) Secretary (when the Association has an employed Executive Officer, the duties of the Secretary will be delegated by the Council to the Executive Officer. The Executive Officer is not a voting member of the Council)
  - v) President (non-voting)
  - vi) Not less than 5 and not more than 8 ordinary Committee members.
- b) A person must not hold 2 or more of the offices mentioned in clauses 38)a)i) to 38)a)v) at the same time.
- c) At the first meeting of the Council after the end of the financial year, the Council will elect from its members the positions listed at clauses a)i) to a)iv) above.

#### **39) Qualifications of Council members**

- a) A person cannot be a Council member if:
  - i) they are aged under 18; or
  - ii) in the previous 5 years, they have been convicted of, or imprisoned for:
    - (1) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate;
    - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia; or
  - iii) they are:
    - (1) bankrupt; or
    - (2) unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws; or
    - (3) unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Council member's duties:
      - (a) duty of care and diligence;
      - (b) duty of good faith and proper purpose;
      - (c) duty to not improperly use their position;
      - (d) duty to ensure that the Association does not incur a debt while insolvent; or
      - (e) duty to not improperly use information gained while a Council member.
- b) Any member who has been suspended as a member under clause 23) cannot act in the position of a Council member until their period of suspension as a member has expired.



#### 40) Council members duties

##### a) General Council members duties

- i) Council members shall comply with their duties as Council members under legislation and common (judge-made) law, and, where applicable, with the duties described in Governance Standard 5 of the Australian Charities and Not for Profit Commission Regulations, and shall:
  - (1) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Council member of the Association;
  - (2) act in good faith in the best interests of the Association;
  - (3) act for a proper purpose;
  - (4) act to further the object and purposes of the Association;
  - (5) act in the best interests of the Association;
  - (6) not misuse information gained in their role as a Council member;
  - (7) disclose any perceived or actual material conflicts of interest;
  - (8) ensure that the financial affairs of the Association are managed responsibly;
  - (9) not allow the Association to operate while insolvent; and
  - (10) not improperly use:
    - (i) information obtained because they are or were a Council member; or
    - (ii) their position of Council member; to:
      1. gain an advantage for themselves or another person; or
      2. cause detriment to the Association.

##### b) Council members conflict of interest

- i) A Council member shall disclose to all the Council members present at the Council meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Council meeting.
- ii) Disclose the nature and extent of the interest at the next general meeting of the Association.
- iii) The disclosure of a conflict of interest by a Council member shall be recorded in the minutes of the Council meeting.
- iv) Each Council member who has a material personal interest in a matter that is being considered at a Council meeting (or that is proposed in a Council circular resolution) shall not, except as provided under clause 40)b)v) below:
  - (1) be present at the Council meeting while the matter is being discussed; or
  - (2) vote on the matter.
- v) A Council member may still be present and vote if:
  - (1) their interest relates to an insurance contract that insures, or would insure, the Council member against liabilities incurred by the Council member as a Council member;
  - (2) the Council members who do not have a material personal interest in the matter pass a resolution that:
    - (a) identifies the Council member, the nature and extent of the Council member's interest in the matter and how it relates to the Association's affairs, and
    - (b) states that those Council members who do not have a material personal interest in the matter are satisfied that the Council member's material personal interest in the matter should not prevent the Council member from being present at the Council meeting while the matter is being discussed or from voting on the matter.

#### 41) President and Vice-Presidents

- a) The President has the following duties:
  - i) officiate at the WARA's Rifle Shooting Championships Event;
  - ii) ensure the Council conducts business in accordance with the Constitution;
  - iii) official spokesperson of the Association; and
  - iv) execute under direction of the Council the signing of documents and execution of seal documents.
- b) The duties of the nominated Vice-President shall be, in the absence of the President, to perform those duties required of the President by these rules.

#### **42) Chair**

The Chair has the following duties:

- a) consulting with the Secretary regarding the business to be conducted at each Council and general meeting;
- b) convening and presiding at Council meetings and presiding at general meetings as outlined in this Constitution;
- c) holding all property books and records for which no other officer has responsibility; and
- d) performing any other duty which may be required or is deemed to be necessary, due to urgency, provided always that such action which is taken without prior approval must be consistent with the aims and objectives of the Association and must be subject to ratification by the Council.

#### **43) Deputy Chair**

The Deputy Chair has the following duties:

- a) support and assist the Chair in their duties;
- b) in the absence or incapacity of the Chair to exercise all their powers, authorities and duties; and
- c) carrying out any other duty given to the Deputy Chair under this Constitution or by the Council.

#### **44) Secretary**

The Secretary has the following duties:

- a) dealing with the Association's correspondence;
- b) consulting with the Chair regarding the business to be conducted at each Council meeting and general meeting;
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
- d) unless another member is authorised by the Council to do so, maintaining on behalf of the Association:
  - i) the register of members, and recording in the register any changes in the membership;
  - ii) an up-to-date copy of this Constitution; and
  - iii) a record of Council members and other persons authorised to act on behalf of the Association;
- e) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- f) maintaining full and accurate minutes of Council meetings and general meetings; and
- g) carrying out any other duty given to the Secretary under this Constitution or by the Council.

#### **45) Treasurer**

The Treasurer has the following duties:

- a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

- b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Council;
- c) ensuring that any payments to be made by the Association that have been authorised by the Council or at a general meeting are made on time;
- d) taking out all necessary insurances;
- e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report; and
- h) carrying out any other duty given to the Treasurer under this Constitution or by the Council.

### **Division 3 – Election of Council members and tenure of office**

#### **46) How members become Council members**

- a) **President and Vice-Presidents**
  - i) The President becomes a member of the Council if the member is elected to the position of President at the Annual General Meeting.
  - ii) A Vice-President becomes a member of the Council if:
    - (1) the member is elected as a Vice-President at a general meeting; and
    - (2) the President, or in their absence, the Council, nominates one of the Vice-Presidents, in the President's absence, to undertake the role of President at a Council Meeting or for other duties.
- b) **District Rifle Association Representatives**  
Each District is entitled to nominate one member from their Association to be a member of the Council.
- c) **Co-opted Members**  
Co-opted members shall be appointed by the Council and shall hold office until otherwise determined by the Council.

#### **47) Nomination**

- a) **President and Vice-Presidents**
  - i) At least 42 days before an annual general meeting, the Secretary must send written notice to all members calling for nominations for the election of the President and Vice-Presidents.
  - ii) A member who wishes to be considered for election as President or Vice-President at the annual general meeting may nominate for election by sending written notice of the nomination to the Secretary 28 days before the annual general meeting.
  - iii) The written notice of nomination must include a statement by two (2) other members in support of the nomination.
  - iv) Details of all members standing for the positions of President or Vice-President must be sent by written notice to all members 14 days prior to the annual general meeting.

- b) **District Rifle Association Representatives**
  - i) District Rifle Association Representatives are elected for a 2-year term by their Association.
  - ii) The Secretary of the West Australian Rifle Association will call for nominations for the position of District Representative from each District's financial members.
  - iii) If only one nomination for District Representative is received, that nominee will be declared elected to that position.
  - iv) If more than one nomination for District Representative is received the Secretary of the West Australian Rifle Association will conduct a ballot of financial members of that District Rifle Association to determine the representative.

#### 48) Election

- a) **President and Vice-Presidents**
  - i) At the annual general meeting, a separate election must be held for the position of President and Vice-President(s).
  - ii) In addition to the nominations received by the Secretary under clause 47)a)ii), nominations will be called for from the ordinary and life members present at the meeting.
  - iii) If only one member has nominated for the position of President, the chairperson of the meeting must declare the Member elected to the position.
  - iv) If the number of nominated members for Vice-President is equal to or less than the number of Vice-President positions available, the chairperson of the meeting must declare the Member(s) elected to the position(s).
  - v) If there are more nominated Members for the position of President or Vice-President than there are positions, the members present at the meeting, in person or by proxy, must vote to decide who is to be elected to the position(s).
  - vi) The election shall be by confidential ballot and will be conducted by the chairperson of the meeting. The voting methodology shall be that the member receiving the highest number of votes (in order) will be elected to the position(s).
  - vii) Each member present at the meeting, in person or by proxy, may vote for one member who has nominated for each the position.
  - viii) A member who has nominated for the position may vote for himself or herself.
- b) **District Rifle Association Representatives**
  - i) If only one nomination for District representative is received Council shall so endorse that nomination.
  - ii) If more than one nomination is received the Secretary of the Council shall forward a voting slip to every registered member of that District Association.
  - iii) Voting shall be conducted in accordance with the procedures set out in the West Australian Rifle Association By-Laws.
  - iv) Should no nominations be received the District Association's Council shall appoint a member to the represent the District on the West Australian Rifle Association Council.

#### 49) Term of office

- a) The term of office of Council member begins:
  - i) in the case of the President and Vice-Presidents elected under clause 48)a), at the meeting at which they are elected;
  - ii) in the case of a District Representative, at the first Council Meeting following their election under 48)b);
  - iii) in the case of a co-opted member, is appointed by the Council under clause 46)c); or
  - iv) when the member is appointed to fill a casual vacancy under clause 52).
- b) Subject to clauses 50) and 51), a Council member holds office until the position they hold on the Council is declared vacant at the appropriate meeting.
- c) Each year at the Annual meeting of Council half of the positions filled by District Rifle Association representatives will become vacant, the details of which will be shown in the By-Laws.

- d) The President and Vice-Presidents positions shall be elected for a period of one year.
- e) All District Rifle Association representative positions shall be elected for a period of 2 years.
- f) No member, other than a President or Vice-Presidents, shall be eligible to be appointed for more than four consecutive terms unless agreed by the majority of members present, in person or by proxy, at a general meeting.
- g) After a break of 12 months membership of the Council, members are eligible to be re-elected to the Council.

#### **50) Resignation and removal from office**

- a) A Council member may resign from the Council by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair.
- b) The resignation takes effect:
  - i) when the notice is received by the Secretary or Chair; or
  - ii) if a later time is stated in the notice, at the later time.
- c) At a general meeting, the Association may by resolution:
  - i) remove a Council member from office; and
  - ii) elect a member who is eligible under clause 39) to fill the vacant position.
- d) A Council member who is the subject of a proposed resolution under clause 50)c)i) may make written representations (of a reasonable length) to the Secretary or Chair and may ask that the representations be provided to the members.
- e) The Secretary or Chair may give a copy of the representations to each member or, if they are not so given, the Council member may require them to be read out at the general meeting at which the resolution is to be considered.

#### **51) When membership of Council ceases**

A person ceases to be a Council member if the person:

- a) dies or otherwise ceases to be a member;
- b) resigns from the Council or is removed from office under clause 50);
- c) becomes ineligible to accept an appointment or act as a Council member under clause 39);
- d) becomes permanently unable to act as a Council member because of a mental or physical disability; or
- e) fails to attend 3 consecutive Council meetings, of which the person has been given notice, without having notified the Council that the person will be unable to attend.

#### **52) Filling casual vacancies**

- a) In the event that a District representative position becomes vacant under clause 50), the District Rifle Association, which the member represented will appoint a new representative.
- b) In the event that a co-opted position becomes vacant under clause 50), the Council may appoint a member who is eligible under clause 39) to fill that position.
- c) Subject to the requirement for a quorum under clause 63), the Council may continue to act despite any vacancy in its membership.

- d) If there are fewer Council members than required for a quorum under clause 63), the Council may act only for the purpose of:
  - i) appointing Council members under this clause; or
  - ii) convening a general meeting.

### **53) Validity of acts**

The acts of the Council, Executive Committee or Sub Committee, or of a Council member or member of a Sub Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Council member or member of a Sub Committee.

## **Division 5 – Executive Committee**

### **54) Powers**

The Executive Committee has the power to administer the business of the Association between Council meetings.

### **55) Membership**

The Executive Committee comprises of the following positions Council positions:

- a) Chair
- b) Deputy Chair
- c) Treasurer
- d) Three other members

provided that no person shall hold more than one office on the Executive Committee.

### **56) Election**

The Executive Committee will be elected annually by the Council from its members at its first meeting in each financial year of the Association and shall take office from the conclusion of that Meeting for the period expiring at the conclusion of the first meeting of Council in the succeeding financial year unless the member's position becomes vacant in accordance with clause 51).

## **Division 6 – Council and Executive Committee meetings**

### **57) Council meetings**

- a) The Council must meet at least 4 times in each year on the dates and at the times and places determined by the Council.
- b) The date, time and place of the annual meeting of Council must be determined by the Council members to occur as soon as is practicable on or after 1 July.
- c) Special Council meetings may be convened by the Chair or any 2 Council members.

### **58) Executive Committee meetings**

- a) The Executive Committee must meet at least 2 times in each year on the dates and at the times and places determined by the Executive Committee.
- b) Special Executive Committee meetings may be convened by the Chair or any 2 Committee members.

### **59) Notice of Council and Executive Committee meetings**

- a) Notice of each Council or Executive Committee meeting must be given to each Council or Executive Committee member at least 21 days before the time of the meeting.

- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c) Unless 59)d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d) Urgent business that has not been described in the notice may be conducted at the meeting if the members at the meeting unanimously agree to treat that business as urgent.

#### **60) Procedure and order of business**

- a) The Chair or, in the Chair's absence, the Deputy Chair shall preside as chairperson of each Council or Executive Committee meeting.
- b) If the Chair and Deputy Chair are absent or are unwilling to act as chairperson of a meeting, the members at the meeting must choose one of them to act as chairperson of the meeting.
- c) The procedure to be followed at a Council or Executive Committee meeting must be determined from time to time by the Council or Executive Committee.
- d) The order of business at a Council or Executive Committee meeting may be determined by the members at the meeting.
- e) A member or other person who is not a Council or Executive Committee member may attend a Council or Executive Committee meeting if invited to do so by the Council or Executive Committee.
- f) A person invited under 60)e) to attend a Council or Executive Committee meeting:
  - i) has no right to any agenda, minutes or other document circulated at the meeting; and
  - ii) must not comment about any matter discussed at the meeting unless invited by the Council or Executive Committee to do so; and
  - iii) cannot vote on any matter that is to be decided at the meeting.

#### **61) Use of technology to be present at Council and Executive Committee meetings**

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

#### **62) Circular resolutions**

- a) The Council or Executive Committee may pass a circular resolution without a meeting being held.
- b) A circular resolution is passed if all the members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in c) to e) below.
- c) Each member may sign:
  - i) a single document setting out the resolution and containing a statement that they agree to the circular resolution; or
  - ii) separate copies of that document, as long as the wording of the circular resolution is the same in each copy.
- d) The Association may send a circular resolution by email to the Council or Executive Committee members and the members may agree to the circular resolution by sending a reply email to that effect, including the text of the circular resolution in their reply.
- e) A circular resolution is passed when 75% of the eligible members sign or otherwise agrees to the circular resolution.

### **63) Quorum for Council meetings**

- a) The quorum for a Council or Executive Committee meeting shall be a majority (more than 50%) of members.
- b) Subject to clause 63)e), no business is to be conducted at a Council or Executive Committee meeting unless a quorum is present.
- c) A quorum must be present for the entire Council or Executive Committee meeting.
- d) If a quorum is not present within 30 minutes after the notified commencement time of a meeting:
  - i) in the case of a special meeting, the meeting lapses; or
  - ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- e) If:
  - i) a quorum is not present within 30 minutes after the commencement time of a meeting held under 63)d)ii); and
  - ii) at least 2 members are present at the meeting, those members present are taken to constitute a quorum.

### **64) Voting at Council or Executive Committee meetings**

- a) Each member present at a meeting, with the exception of the President who is non-voting, has one vote on any question arising at the meeting.
- b) A motion is carried if a majority of the members present at the meeting vote in favour of the motion.
- c) A vote may take place by the members present indicating their agreement or disagreement or by a show of hands, unless the Council or Executive Committee decides that a secret ballot is needed to determine a particular question. There is no casting vote.
- d) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

### **65) Minutes of Council and Executive Committee meetings**

- a) The Council or Executive Committee must ensure that minutes are taken and kept of each meeting.
- b) The minutes must record the following:
  - i) the names of the members present at the meeting;
  - ii) the name of any person attending the meeting under clause 60)e);
  - iii) the business considered at the meeting; and
  - iv) any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d) The chairperson must ensure that the minutes of a meeting are reviewed and signed as correct by:
  - i) the chairperson of the meeting; or
  - ii) the chairperson of the next meeting.
- e) When the minutes of a meeting have been signed as correct they are, until the contrary is proved, evidence that:
  - i) the meeting to which the minutes relate was duly convened and held; and



- ii) the matters recorded as having taken place at the meeting took place as recorded; and
- iii) any appointment purportedly made at the meeting was validly made.

## Division 7 – Sub Committees and subsidiary offices

### 66) Sub Committees and subsidiary offices

- a) To help the Council in the conduct of the Association's business, the Council may, in writing, do either or both of the following:
  - i) appoint one or more Sub Committees;
  - ii) create one or more subsidiary offices and appoint people to those offices.
- b) A member of the Council shall be nominated as an ex-officio member of each Sub Committee.
- c) A Sub Committee may consist of the number of people, whether or not members, that the Council considers appropriate.
- d) A person may be appointed to a subsidiary office whether or not the person is a member.
- e) Subject to any directions given by the Council:
  - i) a Sub Committee may meet and conduct business as it considers appropriate; and
  - ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 67) Delegation to Sub Committees and holders of subsidiary offices

- a) In this clause:  
**non-delegable duty** means a duty imposed on the Council by the Act or another written law.
- b) The Council may, in writing, delegate to a Sub Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Council other than:
  - i) the power to delegate; and
  - ii) a non-delegable duty.
- c) A power or duty, the exercise or performance of which has been delegated to a Sub Committee or the holder of a subsidiary office under this clause, may be exercised or performed by the Sub Committee or holder in accordance with the terms of the delegation.
- d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Council specifies in the document by which the delegation is made.
- e) The delegation does not prevent the Council from exercising or performing at any time the power or duty delegated.
- f) Any act or thing done by a Sub Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Council.
- g) The Council may, in writing, amend or revoke the delegation.

## PART 7 – GENERAL MEETINGS OF ASSOCIATION

### 68) General meeting

A general meeting is a meeting of the members of the Association. There are two types of general meetings, namely:

- i) An annual general meeting; and
- ii) A special general meeting.

### 69) Annual general meeting

- a) The Council must determine the date, time and place of the annual general meeting.
- b) The Association shall hold an annual general meeting each calendar year:
  - i) within 6 months after the end of the Association's financial year, or
  - ii) within a longer period if the Commissioner so allows.
- c) If the Association requires the approval from the Commissioner to hold its annual general meeting within a longer period under subclause 69)b)ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- d) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Association and shall comply with clause 69)e).
- e) The ordinary business of the annual general meeting is as follows:
  - i) confirmation of the minutes of the previous annual general meeting;
  - ii) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed);
  - iii) elect President, Vice-Presidents, Patron and Vice-Patrons and any other honorary positions;
  - iv) receive the financial statements for the previous financial year; and
  - v) receive:
    - (1) the reviewer's report on the financial statements for the previous financial year (if any); or
    - (2) the auditor's report on the financial statements for the previous financial year (if any).
- f) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

### 70) Special general meetings

- a) Any meeting of members which is not an annual general meeting is a special general meeting.
- b) The Council may convene a special general meeting.
- c) The Council must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- d) The members requiring a special general meeting to be convened must:
  - i) make the requirement by written notice given to the Secretary;
  - ii) state in the notice the business to be considered at the meeting; and
  - iii) each sign the notice.
- e) The special general meeting must be convened within 28 days after notice is given under clause 70)d)i) and may only consider the business stated in the notice by which the requirement was made.

- f) If the Council does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- g) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under 70)f).

#### **71) Notice of general meetings**

- a) In the case of Annual General Meetings, the Secretary must give to each member at least 42 days' notice of the meeting.
- b) In the case of Special General Meetings, the Secretary or, in the case of a special general meeting convened under clause 70)c), the members convening the meeting, must give to each member at least 21 days' notice of the general meeting.
- c) The notice must:
  - i) specify the date, time and place of the meeting;
  - ii) indicate the general nature of each item of business to be considered at the meeting;
  - iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Council under clause 47)a)ii); and
  - iv) if a special resolution is proposed:
    - (1) set out the wording of the proposed resolution; and
    - (2) state that the resolution is intended to be proposed as a special resolution.

#### **72) Presiding member and quorum for general meetings**

- a) The Chair or, in the Chair's absence, the Deputy Chair must preside as chairperson of each general meeting.
- b) If the Chair and Deputy Chair are absent or are unwilling to act as chairperson of a general meeting, the Council members at the meeting must choose one of them to act as chairperson of the meeting.
- c) Twenty (20) members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- d) No business is to be conducted at a general meeting unless a quorum is present.
- e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - i) in the case of a special general meeting the meeting lapses; or
  - ii) in the case of the annual general meeting the meeting is adjourned to:
    - (1) the same time and day in the following week; and
    - (2) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- f) If:
  - i) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under 72)e)ii); and
  - ii) at least 2 members are present at the meeting; those members present are taken to constitute a quorum.

#### **73) Adjournment of general meeting**

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting 73)a), a meeting may be adjourned:

- i) if there is insufficient time to deal with the business at hand; or
  - ii) to give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 71).

#### **74) Proxies at annual and special general meetings**

- a) A member may appoint a proxy to attend and vote at an annual general meeting or special general meeting on their behalf.
- b) The appointed proxy must be a member.
- c) A proxy appointed to attend and vote for a member has the same rights as the member to:
- i) speak at the annual general meeting or special general meeting; and
  - ii) cast a vote (but only to the extent allowed by the proxy's appointment).
- d) An appointment of proxy shall be signed by the appointing member and shall contain:
- i) the appointing member's name and address;
  - ii) the Association's name;
  - iii) the proxy's name or the name of the office held by the proxy; and
  - iv) the annual general meeting(s) and special general meeting(s) at which the appointment may be used by the proxy.
- e) At least twenty four (24) hours before the annual general meeting or special general meeting for which the proxy relates is scheduled to commence, proxy forms shall be received by the Association at the address stated in the notice of the annual general meeting or special general meeting, or at the Association's registered address.
- f) A proxy does not have the right to speak or vote for a member at an annual general meeting or special general meeting while the member is present at the annual general meeting or special general meeting.
- g) Unless the Association receives written notice before the start or resumption of an annual general meeting or special general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- i) dies;
  - ii) is mentally incapacitated; or
  - iii) revokes the proxy's appointment.
- h) A member may specify the way the proxy shall vote on a particular resolution.

#### **75) Voting at general meeting**

- a) On any question arising at a general meeting, subject to 75)d), each member present, in person or by proxy, has one vote.
- b) Before a vote is taken, the Chair of the meeting will state whether any proxy votes have been received and, if so, how the proxy votes shall be cast.
- c) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting, in person or by proxy, vote in favour of the motion.
- d) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- e) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- f) For a person to be eligible to vote, in person or by proxy, at a general meeting as a member, the member:
  - i) must have been a member at the time notice of the meeting was given under clause 71); and
  - ii) must have paid any fee or other money payable to the Association by the member.

#### 76) When special resolutions are required

- a) A special resolution is needed for the following provisions:
  - i) amend this constitution;
  - ii) amend the name of the Association;
  - iii) affiliate the Association with another body;
  - iv) transfer the incorporation of the Association;
  - v) voluntarily wind up the Association;
  - vi) cancel the incorporation of the Association, or
  - vii) request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- b) Clause 76)a) does not limit the matters in relation to which a special resolution may be proposed.

#### 77) Determining whether resolution carried

- a) In this clause:
  - poll** means the process of voting in relation to a matter that is conducted in writing.
- b) Subject to 77)d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - i) carried; or
  - ii) carried unanimously; or
  - iii) carried by a particular majority; or
  - iv) lost.
- c) If the resolution is a special resolution, the declaration under 77)b) must identify the resolution as a special resolution.
- d) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person:
  - i) the poll must be taken at the meeting in the manner determined by the chairperson;
  - ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- g) A declaration under clause 77)b) or 77)d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

#### 78) Minutes of general meeting

- a) The Secretary, or a person authorised by the Council from time to time, must take and keep minutes of each general meeting.

- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must record:
  - i) the names of the members attending the meeting; and
  - ii) the financial statements or financial report presented at the meeting, as referred to in clause 69)e)iv); and
  - iii) any report of the reviewer or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause 69)e)v).
- d) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
  - i) the chairperson of the meeting; or
  - ii) the chairperson of the next general meeting.
- f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
  - i) the meeting to which the minutes relate was duly convened and held; and
  - ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - iii) any election or appointment purportedly made at the meeting was validly made.

## **PART 8 – FINANCIAL MATTERS**

### **79) Source of funds**

The funds of the Association may be derived from annual fees, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

### **80) Control of funds**

- a) 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.
- b) Subject to any restrictions imposed at a general meeting, the Council may approve expenditure on behalf of the Association.
- c) The Council may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes, electronic payments and other negotiable instruments of the Association must be authorised by:
  - i) two (2) Council members; or
  - ii) one Council member and a person authorised by the Council.
- e) All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

### **81) Use of common seal**

- a) The Association may decide to have a common seal on which its corporate name appears in legible characters.
- b) If the Association does decide to have a common seal under this rule:
  - i) the secretary shall ensure its safe custody; and
  - ii) it shall only be used under resolution of the Council.
- c) The Association shall sign off on a document without using a common seal (if any) if the document is signed as shown in sub-clause d) below.
- d) The Association shall sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
  - i) the President and a person authorised by the Council; or
  - ii) in the absence of the President, a Vice-President and a person authorised by the Council.
- e) The secretary shall ensure that every use of the common seal is recorded in the Common Seal register and is minuted at the next Council Meeting.

### **82) Financial statements and financial reports**

- a) For each financial year, the Council must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- b) Without limiting 82)a), as a tier 2 association:
  - i) within 6 months from the end of a financial year the Association shall prepare a financial report for the financial year;
  - ii) the Association shall ensure that the financial report is reviewed and that a review report is prepared and presented for consideration by the annual general meeting; and
  - iii) if:
    - (1) a majority of members present at a general meeting pass a resolution to this effect, or

- (2) the Commissioner directs the Association to do so, it shall ensure:
  - (a) that its financial statements for the relevant financial year are audited; and
  - (b) that a copy of the auditor's report is submitted to the annual general meeting;
- iv) as required by the Act, lodge the annual return with the Commissioner.

## **PART 9 – GENERAL MATTERS**

### **83) Patrons and Vice-Patrons**

- a) At the Annual General Meeting there shall be elected a Patron and such number of Vice-Patrons as the meeting shall consider desirable.
- b) Patrons are:
  - i) entitled to notice of all general meetings;
  - ii) entitled to attend and speak at general meetings; and
  - iii) not entitled to vote at any general meeting.

### **84) By-Laws**

- a) Provided that they are not inconsistent with this Constitution or the Associations Act 2015, the Council may make, amend and repeal By-Laws for the management of the Association by way of an ordinary resolution at a Council meeting.
- b) Any By-Laws made under clause 84)a) do not form part of this Constitution and are not required to be lodged with the Commissioner.

### **85) Giving notices to members**

- a) In this clause:  
**recorded** means recorded in the register of members.
- b) A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and:
  - i) delivered by hand to the recorded address of the member; or
  - ii) sent by prepaid post to the recorded postal address of the member; or
  - iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### **86) Custody of books and securities**

- a) Subject to 86)b), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- c) Clauses 86)a) and 86)b) have effect except as otherwise decided by the Council.
- d) The books of the Association must be retained for at least 7 years.

### **87) Inspection of documents**

- a) A member may request to inspect:
  - i) the register of members; or
  - ii) the record of the names and addresses of Council members, and other persons authorised to act on behalf of the Association; or
  - iii) any other record or document of the Association.
- b) Despite clause 87)a), the Council may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal,



employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- c) The member must contact the Secretary to make the necessary arrangements for the inspection.
- d) The inspection must be free of charge.
- e) Subject to clause 87)b), the member may make a copy of or take an extract from a record or document referred to in clause 87)a) but does not have a right to remove the record or document for that purpose.
- f) The member must not use or disclose information in a record or document referred to in clause 87)a) except for a purpose:
  - i) that is directly connected with the affairs of the Association; or
  - ii) that is related to complying with a requirement of the Act.
- g) The Council may require a member who requests access to records under clause 87)a) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

#### **88) Prohibited use of information on members register**

- a) A member shall not use or disclose the information on the members register,
- b) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- c) To contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- d) For any other purpose unless the use of the information:
  - i) is approved by the Council; and
  - ii) for a purpose directly connected;
    - (1) to the Association's affairs; or
    - (2) to the provision of information to the Commissioner under the *Associations Incorporation Act 2015*.

#### **89) Publication by Council members of statements about Association business prohibited**

A Council member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Council meeting unless:

- a) the Council member has been authorised to do so at a Council meeting; and
- b) the authority given to the Council member has been recorded in the minutes of the Council meeting at which it was given.

#### **90) Distribution of surplus property on cancellation of incorporation or winding up**

- a) In this clause:
  - surplus property**, in relation to the Association, means property remaining after satisfaction of:
    - i) the debts and liabilities of the Association; and
    - ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association;but does not include books relating to the management of the Association.
- b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

## 91) Changes to the Constitution

An amendment to the constitution changing the Association's:

- i) name; or
- ii) object or purposes;

does not become effective until:

- (1) the required documents are lodged with the Commissioner; and
- (2) the Commissioner's written approval to the changes is received by the Association.