

**RULES OF THE
GUILDERTON COMMUNITY ASSOCIATION INCORPORATED**

1. DEFINITIONS

- (1) In these Rules, except insofar as the context or subject matter otherwise indicates or requires:

'Permanent resident or ratepayer' means a permanent resident of Guilderton or ratepayer of the Guilderton-Moore River area and their immediate family members;

'the Act' means the Associations Incorporation Act 2015 (WA), as amended;

'the Regulations' means the Associations Incorporation Regulations 2015 (WA), as amended;

2. NAME

The name or title of the Association shall be the Guilderton Community Association Incorporated.

3. THE OBJECTS AND PURPOSES

- (1) The objects and purposes of the Association shall be:

- (a) to promote the interests of the Guilderton community;
- (b) to encourage, advance and assist in the improvement of the Guilderton in a manner which protects the natural environment of the Guilderton-Moore River area;
- (c) to conserve the natural environment of the Guilderton-Moore River area; and
- (d) to liaise with the Gingin Shire Council on behalf of the Guilderton community.

- (2) The property and income of the Association shall be applied solely towards the promotion of the objects and purposes 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 the objects and purposes of the Association.

4. POWERS OF THE GUILDERTON COMMUNITY ASSOCIATION INCORPORATED

The Association may do all the things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with and dispose of any real or personal property;

- (b) open and operate bank accounts;
- (c) invest its money:
 - (i) in any security in which trust moneys may 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; and
- (g) enter into any other contract it considers necessary or desirable.

5. **MEMBERSHIP**

- (1) Any person over 18 years of age who supports the objects of the Association may apply for membership of the Association.
- (2) The application for membership shall be in writing, signed by the applicant, and in such form as the committee shall prescribe from time to time.
- (3) Upon the acceptance of the application by the committee and upon payment of the membership fee the applicant shall be a member of the Association, and shall be given a copy of the Rules.

6. **MEMBERSHIP FEES**

- (1) The membership fee shall be determined by the members from time to time in general meeting.
- (2) The membership fee shall be payable annually on 1 January and the Association's financial year will be the period of 12 months commencing on 1st January and ending on 31st December.
- (3) Any member whose membership fee is outstanding for more than six (6) months after the due date for payment shall cease to be a member of the Association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

7. PROCEDURE FOR DEALING WITH A DISPUTE

Procedure for dealing with any dispute under or relating to the rules:

- (a) between members
 - (b) between members and the incorporate association.
- (1) 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.
- (2) 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 sub rule (1), 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 committee meeting must be convened to consider and determine the dispute.
 - (c) The secretary must give each party to the dispute written notice of the committee 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 of the dispute must state:
 - (i) when and where the committee meeting is to be held; and
 - (ii) that the party, or the party's representative, may attend the meeting and be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
 - (e) If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the secretary that the party:
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under sub rule (4),the committee must not determine the dispute.

(3) Determination of dispute by committee

- (a) At the committee meeting at which a dispute is to be considered and determined, the committee 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 committee about the dispute; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (a) (iii), give written notice to the secretary requesting the appointment of a mediator under sub rule (4).
- (d) If notice is given under sub rule (c), each party to the dispute is a party to the mediation.

(4) Appointment of mediator

- (a) The mediator must be a person chosen by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of sub rule (a), then, subject to sub rules (c) and (d), the committee must appoint the mediator.
- (c) The person appointed as mediator by the committee may 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 party to a dispute under sub rule (2) (e) (ii); or (3) (c);
 - (ii) a party to a dispute under sub rule (3) (c), and the dispute is between one or more members and the Association.
- (d) The person appointed as mediator by the committee 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.

(5) 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 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.

(6) If mediation results in decision to suspend or expel being revoked

If as the result of the mediation, the decision to expel the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension.

8. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person:

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the Association;
- (c) is expelled from the Association; or
- (d) fails to renew membership of the Association in accordance with rule 6.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

10. POWERS OF THE COMMITTEE

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

11. CONSTITUTION AND MEMBERSHIP OF THE COMMITTEE

(1) The committee shall consist of:

- (a) the office-bearers of the Association; and
- (b) not less than three (3) and not more than 10 ordinary committee members;

each of whom shall be elected pursuant to rule 12 or appointed in accordance with sub-rule (4).

(2) The office-bearers of the Association shall be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.

- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) The committee shall have power to co-opt members of the Association to serve on the committee as non-voting committee members.

12. **ELECTION OF COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members shall notified to the secretary of the Association not less than seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary committee members shall be conducted at the annual general meeting in such manner as the committee may direct.

13. **SECRETARY**

- (1) The secretary of the Association shall, as soon as practicable after being appointed as secretary, notify the Association of his or her address.
- (2) The secretary shall keep minutes of:
 - (a) all elections and appointments of office-bearers and ordinary committee members;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and

- (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (4) The secretary shall, until the committee determines otherwise:
 - (a) keep all the documents and records of the Association;
 - (b) keep a register of members, showing an up-to-date list of members' names and either residential, postal or email addresses;
 - (c) keep a record of -
 - (i) the names and residential addresses of the persons who hold the offices of the Association provided for by the rules of the Association; and
 - (ii) the names and residential addresses of any persons who are appointed or act as trustees on behalf of the Association; and
 - (d) keep all moveable property of the Association.

14. **TREASURER**

- (1) The treasurer of the Association shall:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (c) reimburse reasonable expenses properly incurred by a member on behalf of the Association, and which has been authorised at a meeting of the committee; and
 - (e) furnish a report at the annual general meeting of the Association which will be in the form of a summary of the receipts and payments made by himself/herself during the previous financial year.

15. REMOVAL OF COMMITTEE MEMBERS

The Association in general meeting may by resolution remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

16. COMMITTEE MEETINGS AND QUORUM

- (1) The committee shall meet at least three (3) times in each calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four (4) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) At meetings of the committee:
 - (a) the president or in the absence of the president, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent, one (1) of the remaining members of the committee may be chosen by the members present to preside.
- (7) A committee member with a material personal interest in a matter is required to express their interest to the committee at the time the matter is discussed and to members at the next general meeting.

17. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The committee may delegate to one (1) or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified by the committee other than:
 - (a) this power of delegation; and

- (b) a function which is a function imposed on the committee by the Act, by any other law of the State, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (4) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (5) The committee may revoke wholly or in part any delegation under this rule.
- (6) A sub-committee may meet and adjourn as it thinks proper.

18. **VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or disqualification of any member of the committee or sub-committee.

19. **ANNUAL GENERAL MEETINGS - HOLDING OF**

The Association shall, at least once in each calendar year and within the period of four (4) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

20. **ANNUAL GENERAL MEETINGS - CALL OF AND BUSINESS AT**

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect members of the committee, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to Section 26 the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 23.
- (4) The rules in relation to general meeting apply (except where the context to annual general meetings does not permit).

21. GENERAL MEETINGS - CALLING OF

- (1) The committee may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The committee shall, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a general meeting of the Association.
- (3) A requisition of members for a general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any one (1) or more of the members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.
- (5) A general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

22. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting, and the Member's right to attend and vote.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-rule 20(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

23. GENERAL MEETINGS - PROCEDURE AND QUORUM

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten (10) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall constitute a quorum.

24. PRESIDING MEMBER

- (1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the Association.
- (2) If the president and the vice-president are absent from a general meeting, the members present shall elect one (1) of their number to preside at the meeting.

25. ADJOURNMENT

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for fourteen (14) days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

26. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three (3) members present in person at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

27. VOTING

- (1) Subject to sub-rule (2), upon any question arising at a general meeting of the Association a member has one (1) vote only and all votes shall be given in person.
- (2) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

28. FUNDS - SOURCE

- (1) The funds of the Association shall be derived from membership fees, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act, such other sources as the committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall as soon as practicable after receiving any money, issue an appropriate receipt.

29. FUNDS - MANAGEMENT

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) A committee or committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a committee or sub-committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the committee or employees of the Association, being members of the committee or employees authorised to do so by the committee.

30. ALTERATION OF OBJECTS AND RULES

Subject to the Act these rules shall not be altered except by a motion passed by 75 per cent of the members of the Association present at an annual general meeting or general meeting provided that notice of any proposed amendment or alteration shall have been given to all members at least one month prior to such meeting.

31. COMMON SEAL, CUSTODY OF BOOKS AND SECURITIES

- (1) The Association does not have a Common Seal;**
- (2) Subject to sub-rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (3) 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.
- (4) Sub-rules (1) and (2) have effect except as otherwise decided by the committee.
- (5) The books of the Association must be retained for at least 7 years.

32. INSPECTION OF BOOKS

A member of the Association may at any reasonable time inspect without charge the books and records of the Association. A member must not use or disclose the information on the Membership Register other than for purposes approved by the Association, or to comply with a request from the Commissioner.

33. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, pre-paying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

34. DISSOLUTION

The Association shall not be dissolved except by a motion passed by 75 per cent of the members of the Association present at an annual general meeting or a general meeting provided that notice of the proposed dissolution shall have been given to all members at least one month prior to such meeting.

35. DISTRIBUTION OF SURPLUS PROPERTY ON DISSOLUTION

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -

(a) to another incorporated association having objects similar to those of the Association; or

(b) for charitable purposes;

which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorizing and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.