

Not for Profit Organisation Incorporated under the  
*Associations Incorporation Act 2015 (WA)*

# CONSTITUTION

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**Tourism North West Incorporated**  
Registered number: A0822024T

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## PART 1 - PRELIMINARY

### 1 TERMS USED

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1.1 In these Rules, unless the contrary intention appears:

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

**Affiliated Body** means an association having an objective or objectives complimentary to those of the Organisation;

**Board** means the management committee of the Organisation;

**Board Meeting** means a meeting of the Board;

**Board Member** means a member of the Board;

**Books**, of the Organisation, includes the following:

- (a) a register;
- (b) Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;
- (c) a document; and
- (d) any other record of information;

**Chairperson** means the Board Member holding office as the chairperson of the Organisation;

**Chief Executive Officer (CEO)** means the senior employee of the Organisation who is responsible for making decisions about the day-to-day running of the Organisation;

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

**Financial Records** includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which Financial Statements are prepared; and
  - (ii) adjustments to be made in preparing Financial Statements;

**Financial Report**, of a Tier 3 association, has the meaning given in section 63 of the Act;

**Financial Statements** means the financial statements in relation to the Organisation required under Part 5 Division 3 of the Act;

**Financial Year**, of the Organisation, has the meaning given in **Rule 2**;

**General Meeting**, of the Organisation, means a meeting of the Organisation that all Members are entitled to receive notice of and to attend;

**Geographical Area** of Tourism North West (**the Region**) means the geographic area of Western Australia which is bounded by the local government municipalities of:

- (a) Shire of Ashburton;
- (b) Shire of Broome;

- (c) Shire of Derby-West Kimberley;
- (d) Shire of East Pilbara;
- (e) Shire of Halls Creek;
- (f) City of Karratha;
- (g) Town of Port Hedland; and
- (h) Shire of Wyndham-East Kimberley;

**Member** means a person (including a body corporate) who is a Member of the Organisation;

**Objects** of the Organisation has the meaning given in **Rule 3**;

**Ordinary Board Member** means a Board Member who is not an office holder of the Organisation under **Rule 27.7**;

**Organisation** means Tourism North West Incorporated;

**Register of Members** means the register of Members referred to in section 53 of the Act;

**Rules** mean these rules of the Organisation, as in force for the time being;

**Special General Meeting** means a General Meeting of the Organisation other than the Annual General Meeting;

**Special Resolution** means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

**Subcommittee** means a subcommittee appointed by the Board under **Rule 44(a)**; and

**Tier 3 association** means an incorporated association to which section 64(3) of the Act applies.

## 2 FINANCIAL YEAR

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- 2.1 The Organisation's Financial Year will be the period of **twelve (12) months** commencing on 1 July and ending on 30 June of the following year.
- 2.2 Each subsequent Financial Year of the Organisation is the period of **twelve (12) months** commencing at the termination of the previous Financial Year or the anniversary of that termination.

## 3 OBJECTS

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- 3.1 The Objects of the Organisation are to:
  - (a) in partnership with the Western Australian Tourism Commission, implement and participate in marketing strategies determined to increase the Region's tourism income in a sustainable manner;
  - (b) in partnership with the Western Australian Tourism Commission, coordinate tourism industry promotion, services and facilities within the Region;
  - (c) promote the region in its entirety whilst recognising the distinct sub-regions of the Pilbara and Kimberley and their brand identity within the marketplace;
  - (d) develop community understanding of the benefits of tourism for the Region;
  - (e) identify and encourage the provision of the requirements of tourists visiting the Region for the long-term social, environmental and economic benefit of the Region;

- (f) provide information and assistance to the regional stakeholders to aid in the development of strategies which will enhance sustainable tourism;
- (g) cooperate with local governments and other key organisations, whether in adjacent areas or otherwise, where the objective may reasonably be expected to benefit tourism within the Region;
- (h) work to maintain existing and develop new sources of revenue from among its Members and other stakeholders in the Region or benefactors from within Australia;
- (i) foster the preservation, improvement and development of tourist attractions in the Region and adjacent regions; and
- (j) liaise with any bureau, office, information centre, visitor centre, or any other organisation involved in tourism in the Region to foster greater levels of tourism and travel in the Region and adjacent regions.

## PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

### 4 NOT FOR PROFIT BODY

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- 4.1 The property and income of the Organisation must be applied solely towards the promotion of the Objects of the Organisation 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.
- 4.2 A payment may be made to a Member out of the funds of the Organisation only if it is authorised under **Rule 4.3**.
- 4.3 A payment to a Member out of the funds of the Organisation is authorised if it is:
  - (a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Organisation, or for goods supplied to the Organisation, in the ordinary course of business;
  - (b) the payment of interest, on money borrowed by the Organisation from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
  - (c) the payment of reasonable rent to the Member for premises leased by the Member to the Organisation; or
  - (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Organisation.

## PART 3 - MEMBERS

### DIVISION 1 - MEMBERSHIP

#### 5 ELIGIBILITY FOR MEMBERSHIP

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- 5.1 Any organisation, business, local authority or person whose aims and activities support and include the development or promotion of tourism in the Region is eligible to apply to become a member of the Organisation.

#### 6 APPLYING FOR MEMBERSHIP

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- 6.1 An organisation, business, local authority or person who is eligible to apply under **Rule 5.1** and who wants to become a Member must:

- (a) apply in writing to the Board of the Organisation; and
- (a) pay the prescribed Subscription Fee.

## **7 DEALING WITH MEMBERSHIP APPLICATIONS**

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- 7.1 The consideration of an application for membership of the Organisation and the decision to either accept or reject an application may be delegated to the CEO in accordance with the Organisation's 'Code of Conduct'.
- 7.2 The Board, or the CEO where delegated in accordance with **Rule 7.1**, must consider each application for membership of the Organisation and decide whether to accept or reject the application.
- 7.3 The Board, or the CEO where delegated in accordance with **Rule 7.1**, must notify the applicant of the decision to accept or reject the application as soon as practicable after making the decision.
- 7.4 If the Board, or the CEO where delegated in accordance with **Rule 7.1**, rejects the application there is no requirement to give the applicant its reasons for doing so.

## **8 BECOMING A MEMBER**

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- 8.1 An applicant for membership of the Organisation becomes a Member when:
  - (a) the Board, or the CEO where delegated in accordance with **Rule 7.1**, accepts the application; and
  - (b) the applicant pays the prescribed Subscription Fee.
- 8.2 The Organisation must give a copy of these Rules, free of charge, to each person who becomes a Member of the Organisation by:
  - (a) email; or
  - (b) providing the details for the website where these Rules may be downloaded by the Member,

save and except where the Member makes a request to the CEO for a hard copy of these Rules in which case the Organisation must provide a hard copy of these Rules to the Member.

## **9 WHEN MEMBERSHIP CEASES**

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- 9.1 An organisation, business, local authority or person ceases to be a Member when any of the following takes place:
  - (a) after having given **one (1) months'** notice in writing of the Member's intention to resign, that notice expires;
  - (b) the Member fails to pay the prescribed Subscription Fee within **three (3) months** of it becoming due, provided the Member has been given notice by the Organisation within **two (2) months** after the due date for payment, of its intention to terminate the membership;
  - (c) the Board, after proper investigation and by resolution passed by a majority of the Board present, decides that membership should be terminated because the Member's conduct is in serious conflict with the Objects of the Organisation;
  - (d) the Member is expelled from the Organisation under **Rule 14**;
  - (e) for a Member who is an individual, the individual dies; or
  - (f) for a Member who is a body corporate, the body corporate is wound up or

otherwise ceases to exist.

- 9.2 A organisation, business, local authority or person whose membership has been terminated in accordance with **Rule 9.1(c)**:
- (a) may appeal to a Special General Meeting which must be called by the Board upon receipt of the Member's notice of appeal which shall be provided to the Board within **fourteen (14) days** of the date of the Board providing the Member with written notice of the termination;
  - (b) must be reinstated as a Member upon the passing of a Special Resolution to that effect at the Special General Meeting; or
  - (c) if not reinstated in accordance with **Rule 9.2(b)** must not be accepted as a Member unless approved by resolution carried by the Board.
- 9.3 The CEO must keep a record, for at least **one (1) year** after a person ceases to be a Member, of:
- (a) the date on which the person ceased to be a Member; and
  - (b) the reason why the person ceased to be a Member.

## **10 RIGHTS NOT TRANSFERABLE**

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- 10.1 The rights of a Member are not transferable and end when membership ceases.

## **DIVISION 2 – SUBSCRIPTION FEES**

### **11 SUBSCRIPTION FEES**

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- 11.1 The Board must:
- (a) determine the annual subscription fee to be paid for membership of the Organisation by a Member or Affiliated Body (**Subscription Fee**) no less than **one (1) month** prior to the commencement of the Financial Year to which the Subscription Fee applies; and
  - (b) provide all Members and Affiliated Bodies with written notice of the Subscription Fee to be paid for membership of the Organisation at the commencement of the Financial Year to which the Subscription Fee applies.
- 11.2 The Subscription Fee must be:
- (a) paid within no less than **one (1) month** of the Organisation issuing a tax invoice to the Member at the commencement of the relevant Financial Year; and
  - (b) paid in accordance with **Rule 11.2(a)** prior to any Member or Affiliated Body being entitled to exercise any of the privileges of the Organisation.
- 11.3 The Subscription Fee must be paid to the CEO, or another person authorised by the Board to accept payments.
- 11.4 Each and every Member and Affiliated Body shall indemnify the Organisation for its reasonable costs incurred in relation to recovering Subscription Fees that remain outstanding for a period of **sixty (60) days** or more. For the purposes of this **Rule 11.4** 'reasonable costs' shall include but not be limited to legal fees, court fees, sheriff fees and/or registration fees.



**DIVISION 3 - REGISTER OF MEMBERS**

**12 REGISTER OF MEMBERS**

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- 12.1 The CEO is responsible for the requirements imposed on the Organisation under section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Organisation within **twenty eight (28) days** after any such change.
- 12.2 In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- 12.3 The Register of Members must be kept at the CEO's workplace/office, or at another place determined by the Board.
- 12.4 A Member who wishes to inspect the Register of Members must contact the CEO to make the necessary arrangements.
- 12.5 If:
- (a) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the Register of Members under section 54(2) of the Act; or
  - (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,
- the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Organisation.

**PART 4 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

**DIVISION 1 - TERM USED**

**13 TERM USED: MEMBER**

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- 13.1 In this Part '**Member**', in relation to a Member who is expelled from the Organisation, includes a former Member.

**DIVISION 2 - DISCIPLINARY ACTION**

**14 SUSPENSION OR EXPULSION**

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- 14.1 The Board may decide to suspend a Member's membership or to expel a Member from the Organisation if:
- (a) the Member contravenes any of these Rules; or
  - (b) the Member acts detrimentally to the interests of the Organisation.
- 14.2 The CEO must give the Member written notice of the proposed suspension or expulsion at least **twenty eight (28) days** before the Board Meeting at which the proposal is to be considered by the Board.
- 14.3 The notice given to the Member must state:
- (a) when and where the Board Meeting is to be held;
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) 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 Board about the proposed suspension or expulsion.

14.4 At the Board Meeting, the Board must:

- (a) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (b) give due consideration to any submissions so made; and
- (c) decide:
  - (i) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (ii) whether or not to expel the Member from the Organisation.

14.5 A decision of the Board to suspend the Member's membership or to expel the Member from the Organisation takes immediate effect.

14.6 The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within **seven (7) days** after the Board Meeting at which the decision is made.

14.7 A Member whose membership is suspended or who is expelled from the Organisation may, within **fourteen (14) days** after receiving notice of the Board's decision under **Rule 14.6**, give written notice to the CEO requesting the appointment of a mediator under **Rule 22**.

14.8 If notice is given under **Rule 14.7**, the Member who gives the notice and the Board are the parties to the mediation.

## 15 CONSEQUENCES OF SUSPENSION

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15.1 During the period in which a Member's membership is suspended, the Member:

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for any Subscription Fees paid, or payable, to the Organisation.

15.2 When a Member's membership is suspended, the CEO must record in the Register of Members:

- (a) that the Member's membership is suspended;
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

15.3 When the period of the suspension ends, the CEO must record in the Register of Members that the Member's membership is no longer suspended.

## DIVISION 3 - RESOLVING DISPUTES

### 16 TERMS USED

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16.1 In this Division:

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

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

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

**17 APPLICATION OF DIVISION**

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

- (a) between Members; or
- (b) between **one (1)** or more Members and the Organisation.

**18 PARTIES TO ATTEMPT TO RESOLVE DISPUTE**

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18.1 The parties to a dispute must attempt to resolve the dispute between themselves within **fourteen (14) days** after the dispute has come to the attention of each party.

**19 HOW GRIEVANCE PROCEDURE IS STARTED**

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19.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Rule 18**, any party to the dispute may start the grievance procedure by giving written notice to the CEO of:

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

19.2 Within **twenty eight (28) days** after the CEO is given the notice, a Board Meeting must be convened to consider and determine the dispute.

19.3 The CEO must give each party to the dispute written notice of the Board Meeting at which the dispute is to be considered and determined at least **seven (7) days** before the meeting is held.

19.4 The notice given to each party to the dispute must state:

- (a) when and where the Board Meeting is to be held; and
- (b) 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 Board about the dispute.

19.5 If:

- (a) the dispute is between **one (1)** or more Members and the Organisation; and
- (b) any party to the dispute gives written notice to the CEO stating that the party:
  - (i) does not agree to the dispute being determined by the Board; and
  - (ii) requests the appointment of a mediator under **Rule 22**,

the Board must not determine the dispute.

**20 DETERMINATION OF DISPUTE BY THE BOARD**

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20.1 At the Board Meeting at which a dispute is to be considered and determined, the Board must:

- (a) 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 Board about the dispute;
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

20.2 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within **seven (7) days** after the Board Meeting at which the determination is made.

- 20.3 A party to the dispute may, within **fourteen (14) days** after receiving notice of the Board determination under **Rule 20.1(c)**, give written notice to the CEO requesting the appointment of a mediator under **Rule 22**.
- 20.4 If notice is given under **Rule 20.3**, each party to the dispute is a party to the mediation.

## **DIVISION 4 - MEDIATION**

### **21 APPLICATION OF DIVISION**

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- 21.1 This Division applies if written notice has been given to the CEO requesting the appointment of a mediator:
- (a) by a Member under **Rule 14.7**; or
  - (b) by a party to a dispute under **Rule 19.5(b)(ii)** or **Rule 20.3**.
- 21.2 If this Division applies, a mediator must be chosen or appointed under **Rule 22**.

### **22 APPOINTMENT OF MEDIATOR**

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- 22.1 The mediator must be a person chosen:
- (a) if the appointment of a mediator was requested by a Member under **Rule 14.7** - by agreement between the Member and the Board; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under **Rule 19.5(b)(ii)** or **Rule 20.3** - by agreement between the parties to the dispute.
- 22.2 If there is no agreement for the purposes of **Rule 22.1(a)** or **Rule 22.1(b)**, then, subject to **Rule 22.3** and **Rule 22.4**, the Board must appoint the mediator.
- 22.3 The person appointed as mediator by the Board 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:
- (a) a Member under **Rule 14.7**;
  - (b) a party to a dispute under **Rule 19.5(b)(ii)**; or
  - (c) a party to a dispute under **Rule 20.3** and the dispute is between **one (1)** or more Members and the Organisation.
- 22.4 The person appointed as mediator by the Board may be a Member or former Member of the Organisation but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### **23 MEDIATION PROCESS**

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- 23.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 23.2 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 **five (5) days** before the mediation takes place.
- 23.3 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard;
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and

- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

23.4 The mediator cannot determine the matter that is the subject of the mediation.

23.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

23.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## **24 IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED**

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24.1 If:

- (a) mediation takes place because a Member whose membership is suspended or who is expelled from the Organisation gives notice under **Rule 14.7**; 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 Board Meeting or General Meeting during the period of suspension or expulsion.

## **PART 5 – THE BOARD**

### **DIVISION 1 - POWERS OF THE BOARD**

#### **25 THE BOARD**

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25.1 The Board are the persons who have the power to manage the affairs of the Organisation.

25.2 Subject to the Act, these Rules and any resolution passed at a General Meeting:

- (a) the affairs of the Organisation shall be under the management of the Board elected at the Annual General Meeting or otherwise as elected in accordance with these Rules; and
- (b) the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Organisation.

25.3 The Board must take all reasonable steps to ensure that the Organisation complies with the Act and these Rules.

#### **26 POWERS OF THE BOARD**

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26.1 Subject to the Act, these Rules and any resolution passed at a General Meeting the Board shall have powers specified in **Rule 26.2**.

26.2 The Organisation shall manage its affairs in accordance with these Rules and shall have the power to do all such acts and things whether solely or in conjunction with any person or persons as may be considered incidental or conducive to the Objects of the Organisation including, but not limited to the following powers:

- (a) to purchase, take or lease, build or otherwise acquire and maintain, improve or alter any building or other real property or personal property;
- (b) to sell, exchange, lease, mortgage, hire, dispose of, or turn to account or otherwise deal with all or any of the real and personal property of the Organisation;

- (c) to borrow, raise or secure payment of money in any manner whatsoever together with the power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property, real or personal, either present or future, of the Organisation and to redeem or pay off any existing or future security;
- (d) to conduct appeals for funds, to accept subsidies or donations, whether from real or personal estates;
- (e) to invest and deal with monies of the Organisation not immediately required for the purposes of the Organisation in a manner which is beneficial to the Organisation;
- (f) to hold property on any trust on such terms as the Organisation shall from time to time decide;
- (g) to open and operate a bank account;
- (h) to appoint, employ and pay officers, agents and servants and suspend and dismiss any officer, agent or servant;
- (i) to enter into contracts and agreements with any person, firm, corporation or any organisation, or to join and cooperate with any person, firm, corporation or any other organisation in any act, matter or thing which may be conducive to the attainment or performance of any activity or venture within the Objects of the Organisation;
- (j) to form Subcommittees as specified in **Rule 44** to assist the Board in fulfilling its obligations under these Rules; and
- (k) to delegate (by absolute majority decision) to:
  - (i) any Subcommittee the exercise of any of the Board's powers or the discharge of any of the Board's duties under these Rules, in accordance with **Rule 45.2**; or
  - (ii) the CEO the exercise of any of the Board's powers or the discharge of any of the Board's duties under these Rules, except the following:
    - (A) a power or duty requiring an absolute majority decision;
    - (B) accepting a tender;
    - (C) acquiring or disposing of property;
    - (D) borrowing money on behalf of the Organisation; and
    - (E) any other restrictions and/or conditions as imposed by the Board.

### **DIVISION 2 - COMPOSITION OF THE BOARD AND DUTIES OF MEMBERS OF THE BOARD**

#### **27 BOARD MEMBERS**

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27.1 The Board shall consist of a maximum of **nine (9)** members comprising of:

- (a) **subject to Rule 27.5, five (5)** elected Board Members; and
- (b) subject to **Rules 27.2 to 27.5** up to **four (4)** co-opted members as identified by the Board.

27.2 The Board may co-opt up to **four (4)** members to the Board to provide additional skills as required by the Board.

27.3 Co-opted members of the Board shall be appointed at the first Board Meeting following

the Annual General Meeting.

27.4 Co-opted members of the Board shall have the same rights, duties, obligations and responsibilities as members elected to the Board and no differentiation, other than the method of appointment, shall be made between co-opted and elected members of the Board.

27.5 In order to facilitate the transition of the structure of the Board to the composition specified in **Rule 27.1**, the following transitional provisions shall apply:

### **2017**

(a) At the 2017 Annual General Meeting **two (2)** members shall be elected to the Board who shall each serve for a term of **two (2) years** only.

(b) The Board shall then co-opt **two (2)** members to the Board at the first Board meeting following the 2017 AGM who shall each serve a term of **two (2) years**.

### **2018 and beyond**

(c) At the 2018 Annual General Meeting **three (3)** members shall be elected to the Board who shall each serve for a term of **two (2) years** ; and

(d) the Board shall co-opt **two (2)** members to the Board at the first Board meeting following the AGM who shall each serve for a term of **two (2) years**.

(e) The numbers of elected members will then alternate between two and three for each year thereafter with **two (2)** members elected in the odd years (2019, 2021, 2023 and so forth) and **three (3)** members elected in the even years (2020, 2022, 2024 and so forth).

27.6 The Chairperson and Deputy Chairperson shall be chosen by the members of the Board at the first Board Meeting following the Annual General Meeting. The Board shall elect the Chairperson and Deputy Chairperson from among its members.

27.7 The following are the office holders of the Organisation:

(a) the Chairperson; and

(b) the Deputy Chairperson.

27.8 A person may be a Board Member if the person is:

(a) an individual who has reached **eighteen (18) years** of age; and

(b) a Member, or, a person who is not a Member subject to **Rule 27.9**.

27.9 A person who is not a Member may only be appointed to be a Board Member if there are no more than **four (4)** such appointed persons at one time. The termination of that appointment can only be made by a simple majority of the Board.

27.10 In accordance with section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a Board Member:

(a) a person who is, according to section 13D of the *Interpretation Act 1984 (WA)*, a bankrupt or person whose affairs are under insolvency laws; or

(b) subject to **Rule 27.11**, a person who has been convicted, within or outside Western Australia, of:

(i) an indictable offence in relation to the promotion, formation or management of a body corporate;

(ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than **three (3) months**; or

(iii) an offence under Part 4 Division 3 of the Act or section 127 of the Act.

27.11 **Rule 27.10(b)** only applies to a person who has been convicted of the offences specified in **Rule 27.10(b)** for a period of **five (5) years** from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

27.12 A person must not hold **two (2)** or more of the offices mentioned in **Rule 27.7** at the same time.

27.13 A Board Member must:

- (a) make disclosure of any material personal interest in accordance with section 42 of the Act;
- (b) not be present whilst any matter in which a Board Member has a material personal interest is being considered at a Board Meeting, or vote on the matter, in accordance with section 43 of the Act;
- (c) exercise his or her powers and discharge his or her duties with care and diligence in accordance with section 44 of the Act;
- (d) exercise his or her powers and discharge his or her duties in good faith in the best interests of the Organisation, and, for a proper purpose, in accordance with section 45 of the Act;
- (e) not improperly use his or her position to gain an advantage for him or herself or another person, or, to cause detriment to the Organisation in accordance with section 46 of the Act; and
- (f) not improperly use any information gained by virtue of being a Board Member so as to gain an advantage for him or herself or another person, or, to cause detriment to the Organisation, in accordance with section 47 of the Act.

## 28 CHAIRPERSON

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28.1 It is the duty of the Chairperson to consult with the CEO regarding the business to be conducted at each Board Meeting and General Meeting.

28.2 The Chairperson has the powers and duties relating to chairing, convening and presiding at Board Meetings and presiding at General Meetings provided for in these Rules.

## 29 CHIEF EXECUTIVE OFFICER (CEO)

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29.1 The Board, acting on behalf of the Organisation, shall employ the CEO on such terms and conditions as the Board may, in its absolute discretion, think fit and, subject to the terms of any contract of employment of the CEO, the Board may revoke or terminate the employment of the CEO and appoint and employ any other person as CEO.

29.2 The duties the CEO shall perform during the term of employment shall include (but not be limited to):

- (a) with the authority of the Board, employing such staff that may be necessary to assist the CEO, on terms and conditions approved by the Board;
- (b) attending and taking part in all meetings of the Board and Members of the Organisation;
- (c) supervising the day-to-day running of the Organisation in compliance with all directions given by the Board from time to time;
- (d) complying with and fulfilling the duties of the CEO as specified by the Board in



the CEO's duty statement, as provided by the Board to the CEO from time to time;

- (e) advising the Board as to the best means of administering and promoting the affairs of the Organisation;
- (f) coordinating all correspondence relating to the Organisation, the Board and Members of the Organisation;
- (g) being the returning officer for Board elections and business, unless otherwise determined by the Board;
- (h) performing the duties designated or delegated to the CEO in these Rules; and
- (i) being responsible for keeping all the proper records of the Organisation, in accordance with the requirements of the Act and these Rules.

### **DIVISION 3 - ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE**

#### **30 HOW MEMBERS BECOME BOARD MEMBERS**

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30.1 A person becomes a Board Member if that person is:

- (a) elected to the Board at a General Meeting;
- (b) co-opted to the Board; or
- (c) appointed to the Board by the Board to fill a casual vacancy under **Rule 34**.

#### **31 TERM OF OFFICE AND ELECTION OF BOARD MEMBERS**

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31.1 Except as provided in **Rule 27**, **Rule 31** and **Rule 34** the Chairperson and the Board Members shall serve for a period of **two (2) years**.

31.2 Board Members are eligible for re-election on completion of their terms of office.

31.3 A call for nominations for elected Board Members shall be provided to the Members in writing not less than **forty (40) calendar days** prior to the Annual General Meeting.

31.4 Subject to **Rule 31.6** nominations must be received in writing by the CEO not less than **twenty five (25) calendar days** prior to the Annual General Meeting.

31.5 Nominations must be signed by the nominee as an indication of willingness to accept the nomination to the Board.

31.6 Votes shall be sent out not less than **twenty one (21) calendar days** prior to the Annual General Meeting.

31.7 All elections shall be by postal and/or electronic voting prior to the Annual General Meeting; no voting shall take place at the Annual General Meeting. The results of the postal and/or electronic voting shall be announced at the Annual General Meeting.

31.8 Where no more than the required number of candidates is nominated for any office, those so nominated shall be elected.

31.9 In the case of no nominations for any of the Board positions or in the case where the Board Member ceases to be a Board Member, the Board has the power to appoint a Board Member to serve until the next election.

31.10 Where there are more nominees for a Board position:

- (a) The 'First Past the Post' voting method shall be used. To be deemed a valid ballot paper an elector is to mark the ballot paper by placing a tick in the box opposite the name of the candidates who the elector wishes to elect, but is not to place ticks in more boxes than the number of offices to be filled.

- (b) Ballot papers received by the CEO past the date prescribed by the Organisation as that for which the ballot papers are to be returned to the CEO will be declared invalid.
- (c) To determine the result of the ballot the scrutineer shall take the number of marks placed against each nominee of valid ballot papers. The nominee receiving the highest total shall be deemed duly elected. In the case that more than **one (1)** representative is to be elected then that number of nominees with the highest totals will be deemed duly elected.
- (d) At the discretion of the Board, the CEO may co-ordinate the advertising and/or promotion of the electoral nominees to the membership.

### 32 RESIGNATION AND REMOVAL FROM OFFICE

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- 32.1 A Board Member may resign from the Board by written notice given to the Chairperson.
- 32.2 The resignation takes effect:
- (a) when the notice is received by the Chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- 32.3 At a General Meeting, the Organisation may by resolution:
- (a) remove a Board Member from office; and
  - (b) elect a Member who is eligible under **Rule 27.8** to fill the vacant position.
- 32.4 A Board Member who is the subject of a proposed resolution under **Rule 32.3(a)** may make written representations (of a reasonable length) to the Chairperson and may ask that the representations be provided to the Members.
- 32.5 The Chairperson may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the General Meeting at which the resolution is to be considered.

### 33 WHEN MEMBERSHIP OF BOARD CEASES

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- 33.1 A person ceases to be a Board Member at the expiration of their term and otherwise if the person:
- (a) dies or otherwise ceases to be a Member;
  - (b) resigns from the Board or is removed from office under **Rule 32**;
  - (c) becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act;
  - (d) becomes permanently unable to act as a Board Member because of a mental or physical disability; or
  - (e) fails to attend **three (3)** consecutive Board Meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

### 34 FILLING CASUAL VACANCIES

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- 34.1 The Board may appoint a Member who is eligible under **Rule 27.8** to fill a position on the Board that:
- (a) has become vacant under **Rule 33**; or
  - (b) was not filled by election at the most recent Annual General Meeting or under **Rule 32.3(b)**.

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- 34.2 Subject to the requirement for a quorum under **Rule 41**, the Board may continue to act despite any vacancy in its membership.
- 34.3 If there are fewer Board Members than required for a quorum under **Rule 41**, the Board may act only for the purpose of:
  - (a) appointing Board Members under this rule; or
  - (b) convening a General Meeting.

**35 VALIDITY OF ACTS**

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35.1 The acts of a Board or Subcommittee, or of a Board Member or member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or member of a Subcommittee.

**36 PAYMENTS TO BOARD MEMBERS**

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- 36.1 In this rule:
  - Board Member** includes a member of a Subcommittee; and
  - Board Meeting** includes a meeting of a Subcommittee.
- 36.2 A Board Member is entitled to be paid out of the funds of the Organisation:
  - (a) a sitting fee in line with the Government’s schedule for sitting fees for their services on the Board; and
  - (b) by way of reimbursement for any reasonable out of pocket expenses for travel and accommodation properly incurred:
    - (i) in attending a Board Meeting;
    - (ii) in attending a General Meeting;
    - (iii) in attending an Annual General Meeting; or
    - (iii) otherwise in connection with the Organisation’s business.

**DIVISION 4 - BOARD MEETINGS**

**37 BOARD MEETINGS**

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- 37.1 The Board shall meet on the dates and at the times and places determined by the Board and shall, where reasonable practicable, support the seasonal variations and requirements of the Board Members.
- 37.2 Subject to approval by the Board, the Board Meetings shall, where reasonably practicable, be held in various locations through the Region.

**38 NOTICE OF BOARD MEETINGS**

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- 38.1 At the request of the Chairperson, the CEO must, by notice to the Board, advise the date, time and place of the meeting. The notice must also describe the general nature of the business to be conducted at the meeting.
- 38.2 Notice of each Board Meeting must be given to each Board Member at least **forty eight (48) hours** before the time of the meeting.
- 38.3 Unless **Rule 38.4** applies the notice must state that the only business that may be conducted at the meeting is the business described in the notice.
- 38.4 Urgent business that has not been described in the notice may be conducted at the

meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

### **39 PROCEDURE AND ORDER OF BUSINESS**

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- 39.1 The Chairperson or in the Chairperson's absence, the Deputy Chairperson must preside as chairperson of each Board Meeting.
- 39.2 If the Chairperson and Deputy Chairperson are absent or are unwilling to act as chairperson of a Board Meeting, the Board Members at the meeting must choose one of them to act as chairperson of the Board Meeting.
- 39.3 Subject to the Act and these Rules, the procedure to be followed at a Board Meeting may be determined from time to time by the Board.
- 39.4 Subject to the Act and these Rules, the order of business at a Board Meeting may be determined by the Board Members at the meeting.
- 39.5 A Member or other person who is not a Board Member may attend a Board Meeting if invited to do so by the Board.
- 39.6 A person invited under **Rule 39.5** to attend a Board Meeting:
- (a) has no right to any agenda, minutes or other document circulated at the meeting;
  - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

### **40 USE OF TECHNOLOGY TO BE PRESENT AT BOARD MEETINGS**

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- 40.1 The presence of a Board Member at a Board Meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 40.2 A Member who participates in a Board Meeting as allowed under **Rule 40.1** 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.

### **41 QUORUM FOR BOARD MEETINGS**

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- 41.1 Any **five (5)** Board Members constitute a quorum for the conduct of business of a Board Meeting.
- 41.2 Subject to **Rule 34.3**, no business is to be conducted at a Board Meeting unless a quorum is present.
- 41.3 If a quorum is not present within **thirty (30) minutes** after the notified commencement time of a Board Meeting:
- (a) in the case of a special meeting - the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- 41.4 If:
- (a) a quorum is not present within **thirty (30) minutes** after the commencement time of a Board Meeting held under **Rule 41.3(b)**; and
  - (b) at least **two (2)** Board Members are present at the meeting, those Members present are taken to constitute a quorum.

**42 VOTING AT BOARD MEETINGS**

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- 42.1 Each Board Member present at a Board Meeting has **one (1)** vote on any question arising at the meeting.
- 42.2 Except as otherwise provided for in the Act and these Rules, a motion is carried if a simple majority of the Board Members present at the Board Meeting vote in favour of the motion.
- 42.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 42.4 A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- 42.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- 42.6 A resolution may be passed without a Board Meeting. A resolution in writing signed or assented to by each Board Member is valid and effectual as if it had been passed at a meeting of that Board.
- 42.7 If a Board Member has a material personal interest in a matter being considered at Board Meeting the member shall comply with section 43 of the Act.

**43 MINUTES OF BOARD MEETINGS**

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- 43.1 The CEO must ensure that minutes are taken and kept of each Board Meeting.
- 43.2 The minutes must record the following:
- (a) the names of the Board Members present at the meeting;
  - (b) the name of any person attending the meeting under **Rule 39.5**;
  - (c) the business considered at the meeting; and
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- 43.3 The minutes of a Board Meeting must be entered in the Organisation's minute book within **thirty (30) days** after the meeting is held.
- 43.4 The Chairperson must ensure that the minutes of a Board Meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Board Meeting.
- 43.5 When the minutes of a Board Meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

**DIVISION 5 - SUBCOMMITTEES AND SUBSIDIARY OFFICES**

**44 SUBCOMMITTEES AND SUBSIDIARY OFFICES**

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- 44.1 To help the Board in the conduct of the Organisation's business, the Board may (by absolute majority decision), in writing, do either or both of the following:

- (a) appoint **one (1)** or more Subcommittees; and/or
  - (b) create **one (1)** or more subsidiary offices and appoint people to those offices.
- 44.2 A Subcommittee may consist of the number of people, whether or not Members (and may include advisers or employees of the Organisation), as the Board considers appropriate provided that Members shall always be in the majority and a Board Member shall be Chairman thereof.
- 44.3 A person may be appointed to a subsidiary office whether or not the person is a Member.
- 44.4 Subject to any directions given by the Board:
- (a) a Subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- 44.5 The Board may, in writing, do either or both of the following at any time:
- (a) cancel the appointment of any **one (1)** or more Subcommittees; and/or
  - (b) cancel the appointment of any **one (1)** persons appointed to a subsidiary office.

#### **45 DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES**

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- 45.1 In this rule '**Non-delegable Duty**' means a duty imposed on the Board by the Act or another written law.
- 45.2 The Board may (by absolute majority decision), in writing, delegate to a Subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
- (a) the power to delegate;
  - (b) a power or duty requiring an absolute majority decision;
  - (c) accepting a tender;
  - (d) acquiring or disposing of property;
  - (e) borrowing money on behalf of the Organisation;
  - (f) any other restrictions and/or conditions as imposed by the Board; and
  - (g) a Non-delegable Duty.
- 45.3 A power or duty, the exercise or performance of which has been delegated to a Subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the Subcommittee or holder in accordance with the terms of the delegation.
- 45.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- 45.5 The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 45.6 Any act or thing done by a Subcommittee 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 Board.
- 45.7 The Board may, in writing, amend or revoke the delegation.

## PART 6 - GENERAL MEETINGS OF ASSOCIATION

### 46 ANNUAL GENERAL MEETING

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- 46.1 The Annual General Meeting shall be held prior to 29 December in each year. The Board must determine the date, time and place of the Annual General Meeting.
- 46.2 If it is proposed to hold the Annual General Meeting more than **six (6) months** after the end of the Organisation's Financial Year, the CEO must apply to the Commissioner for permission under section 50(3)(b) of the Act within **four (4) months** after the end of the Financial Year.
- 46.3 The ordinary business of the Annual General Meeting shall be as follows:
- (a) welcome;
  - (b) apologies;
  - (c) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (d) to consider any matters arising from the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
  - (e) to receive and consider:
    - (i) the Chairperson's annual report on the Organisation's activities during the preceding Financial Year;
    - (ii) the Financial Report of the Organisation for the preceding Financial Year presented under Part 5 of the Act;
    - (iii) the Auditor's report on the Financial Report for the preceding Financial Year;
  - (f) to elect and/or announce the election of the Board Members;
  - (g) if applicable, to appoint or remove a reviewer or auditor of the Organisation in accordance with the Act; and
  - (h) to consider any special or other business of which notice has been given in accordance with these Rules.

### 47 SPECIAL GENERAL MEETINGS

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- 47.1 The Board may convene a Special General Meeting.
- 47.2 The Board must convene a Special General Meeting if at least **twenty percent (20%)** of the Members require a Special General Meeting.
- 47.3 The Members requiring a Special General Meeting to be convened pursuant to **Rule 47.2** must:
- (a) make the requirement by written notice given to the CEO;
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- 47.4 The Special General Meeting must be convened and held within **twenty eight (28) days** after the notice being given under **Rule 47.3(a)**.
- 47.5 If the Board does not convene a Special General Meeting within that **twenty eight (28) day** period, the Members making the requirement (or any of them) may convene the Special General Meeting.

47.6 A Special General Meeting convened by Members under **Rule 47.5**:

- (a) must be held within **three (3) months** after the date the original requirement was made; and
- (b) may only consider the business stated in the notice by which the requirement was made.

47.7 The Organisation must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under **Rule 47.5**.

### **48 NOTICE OF GENERAL MEETINGS**

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48.1 The CEO or, in the case of a Special General Meeting convened under **Rule 47.5**, the Members convening the meeting, must give to each Member:

- (a) at least **twenty one (21) days** written notice of the Annual General Meeting;
- (b) at least **twenty one (21) days** written notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
- (c) at least **fourteen (14) days** notice of a General Meeting in any other case.

48.2 The notice must:

- (a) specify the date, time and place of the meeting;
- (b) indicate the general nature of each item of business to be considered at the meeting;
- (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board under **Rule 31**; and
- (d) if a Special Resolution is proposed:
  - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act;
  - (ii) state that the resolution is intended to be proposed as a Special Resolution; and
  - (iii) comply with **Rule 49.7**.

### **49 PROXIES**

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49.1 Subject to **Rule 49.2**, a Member may appoint an individual who is a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.

49.2 A Member may be appointed the proxy for not more than **five (5)** other Members.

49.3 An appointment made under **Rule 49.1** must be made in the form as set out in **Schedule 1** to this Constitution or such other form as the Board may from time to time direct and must be given to the CEO not less than **twenty four (24) hours** prior to the General Meeting.

49.4 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the CEO not less than **twenty four (24) hours** before the commencement of the General Meeting.

49.5 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

49.6 If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.

49.7 Notice of a General Meeting given to an ordinary Member under **Rule 48** must:



- (a) state that the Member may appoint an individual who is an ordinary Member as a proxy for the meeting; and
- (b) include a copy of any form that the Board has approved for the appointment of a proxy.

**50 USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETINGS**

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- 50.1 The presence of a Member at a General 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.
- 50.2 A Member who participates in a General Meeting as allowed under **Rule 50.1** 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.

**51 PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS**

---

- 51.1 The Chairperson or, in the Chairperson’s absence, the Deputy Chairperson, must preside as chairperson of each General Meeting.
- 51.2 If the Chairperson and the Deputy Chairperson are absent or are unwilling to act as chairperson of a General Meeting, then those Board Members present at the General Meeting must choose one of them to act as chairperson of the meeting.
- 51.3 No business is to be conducted at a General Meeting unless a quorum is present.
- 51.4 Any **ten percent (10%)** of Members present personally and remotely in accordance with **Rule 50** (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.
- 51.5 If a quorum is not present within **thirty (30) minutes** after the notified commencement time of a General Meeting:
  - (a) in the case of a Special General Meeting - the meeting lapses; or
  - (b) in the case of the Annual General Meeting - the meeting is adjourned to:
    - (i) the same time and day in the following week; and
    - (ii) 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.
- 51.6 If:
  - (a) a quorum is not present within **thirty (30) minutes** after the commencement time of an Annual General Meeting held under **Rule 51.5(b)**; and
  - (b) at least **five (5)** Members are present at the meeting,  
those Members present are taken to constitute a quorum.

**52 ADJOURNMENT OF GENERAL MEETINGS**

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- 52.1 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.
- 52.2 Without limiting **Rule 52.1**, a meeting may be adjourned:
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business.

52.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

52.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for **fourteen (14) days** or more, in which case notice of the meeting must be given in accordance with **Rule 48**.

### **53 VOTING AT GENERAL MEETINGS**

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53.1 On any question arising at a General Meeting:

- (a) subject to **Rule 53.5**, each Member has **one (1)** vote unless the Member may also vote on behalf of a body corporate under **Rule 53.2**; and
- (b) Members may vote personally or by proxy.

53.2 A Member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a Member, to vote on behalf of the body corporate on any question at a particular General Meeting or at any General Meeting, as specified in the document by which the appointment is made.

53.3 A copy of the document by which the appointment is made must be given to the CEO before any General Meeting to which the appointment applies.

53.4 The appointment has effect until:

- (a) the end of any General Meeting to which the appointment applies; or
- (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the CEO.

53.5 Except as otherwise provided for in these Rules, voting on any matter shall be by a show of hands.

53.6 Except in the case of a Special Resolution, a motion is carried if an absolute majority of the Members present at a General Meeting vote in favour of the motion. For the purpose of this **Rule 53.5** 'absolute majority' means a number of votes constituting more than **fifty (50) percent** of the votes cast.

53.7 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

53.8 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.

53.9 For a person to be eligible to vote at a General Meeting as a Member, or on behalf of a Member that is a body corporate under **Rule 53.2**, the Member:

- (a) must have been an Member at the time notice of the meeting was given under **Rule 48**; and
- (b) must have paid the Subscription Fee or other money payable to the Organisation by the Member.

53.10 Person(s) not being Members may be invited to attend a General Meeting, at the discretion of the Chairperson, to speak on any matter before the General Meeting but such person(s) shall have no vote determining any matter.

### **54 WHEN SPECIAL RESOLUTIONS ARE REQUIRED**

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54.1 A Special Resolution is required if it is proposed to:

- (a) to affiliate the Organisation with another body;
- (b) to request the Commissioner to apply to the State Administrative Tribunal under

section 109 of the Act for the appointment of a statutory manager; or

(c) as otherwise required by the Act and these Rules.

54.2 **Rule 54.1** does not limit the matters in relation to which a Special Resolution may be proposed.

### 55 DETERMINING WHETHER RESOLUTION CARRIED

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55.1 Subject to **Rule 55.4**, the chairperson of a General Meeting may declare that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost.

55.2 If the resolution is a Special Resolution, the declaration under **Rule 55.1** must identify the resolution as a Special Resolution.

55.3 In this rule '**Poll**' means the process of voting in relation to a matter that is conducted in writing.

55.4 In the event of a disagreement with the declaration of the Chairperson, or, a Poll is demanded on any question by at least **three (3)** other Members present in person or by proxy:

- (a) the Poll must be taken at the meeting in the manner determined by the chairperson; and
- (b) the chairperson must declare the determination of the resolution on the basis of the Poll.

55.5 If a Poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.

55.6 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.

55.7 A declaration under **Rule 55.1** or **Rule 55.4** 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.

### 56 MINUTES OF GENERAL MEETINGS

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56.1 The CEO must take and keep minutes of each General Meeting.

56.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

56.3 In addition, the minutes of each Annual General Meeting must record:

- (a) the names of the Members attending the meeting;
- (b) any proxy forms given to the CEO under **Rule 49.3**;
- (c) the Financial Statements or Financial Report presented at the meeting, as referred to in **Rule 46.3(e)**; and
- (d) any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting, as referred to in **Rule 46.3(e)**.

56.4 The minutes of a General Meeting must be entered in the Organisation's minute book within **thirty (30) days** after the meeting is held.

- 56.5 The CEO must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next General Meeting.
- 56.6 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:
- (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 57 FINANCIAL MANAGEMENT

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- 57.1 The CEO shall be responsible to the Board for the proper financial management of the Organisation, including, but not limited to:
- (a) the receipt of all monies paid to or received by the Organisation and shall issue receipts for those monies when requested in the name of the Organisation;
  - (b) payment of all monies referred to in **Rule 57.1(a)** into such account or accounts of the Organisation as the Board may, from time to time, direct;
  - (c) making payments from the funds of the Organisation with the authority of the Board and in doing so ensure that all cheques are signed in accordance with guidelines from time to time issued by the Board;
  - (d) maintaining custody of all securities, books and documents of a financial nature and accounting records of the Organisation;
  - (e) preparation of Financial Reports; and
  - (f) preparation of the budget.

### 58 SOURCE OF FUNDS

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- 58.1 The funds of the Organisation may be derived from entrance fees (if any), annual Subscription Fees, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### 59 CONTROL OF FUNDS

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- 59.1 The Organisation must open an account in the name of the Organisation with a financial institution from which all expenditure of the Organisation is made and into which all funds received by the Organisation are deposited.
- 59.2 Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Organisation.
- 59.3 The Board may authorise the CEO to expend funds on behalf of the Organisation up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 59.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Organisation must be signed by:
- (a) **two (2)** Board members;

- (b) **one (1)** Board Member and the CEO; or
- (c) **one (1)** Board Member and a person authorised by the Board.

59.5 All funds of the Organisation must be deposited into the Organisation's account within **five (5) working days** after their receipt.

## **60 FINANCIAL REPORT**

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60.1 For each Financial Year, the Board must ensure that the requirements imposed on the Organisation under Part 5 of the Act relating to the Financial Statements or Financial Reports of the Organisation are met.

60.2 Without limiting **Rule 60.1**, those requirements include the:

- (a) preparation of the Financial Report;
- (b) auditing of the Financial Report;
- (c) presentation to the Annual General Meeting of the Financial Report; and
- (d) presentation to the Annual General Meeting of the copy of the auditor's report on the Financial Report.

## **61 AUDITOR**

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61.1 The Board shall appoint a qualified auditor for the Organisation at the first meeting following the Annual General Meeting.

61.2 The auditor:

- (a) does not have to be a Member of the Organisation;
- (b) must not be a Board Member; and
- (c) may be remunerated for the auditing services provided to the Organisation.

61.3 The duties of the auditor shall include but not be limited to:

- (a) as directed by the Chairperson from time to time, the preparation of an auditor's report on the Financial Report which shall be submitted to the Board; and
- (b) the preparation of an auditor's report on the Financial Report for the preceding Financial Year which shall be submitted to the Members at each Annual General Meeting.

## **PART 8 - GENERAL MATTERS**

### **62 EXECUTING DOCUMENTS AND COMMON SEAL**

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62.1 The Organisation shall have a common seal on which the name of the Organisation must appear in legible characters.

62.2 A document may only be sealed with the common seal by the authority of resolution of the Board and in the presence of any **two (2)** of:

- (a) the Chairperson;
- (b) the Deputy Chairperson; and
- (c) the CEO,

and each of them is to sign the document to attest that the document was sealed in their presence.

62.3 The CEO shall make a written record of each use of the common seal.

62.4 The common seal shall be kept in the custody of the CEO.

### **63 GIVING NOTICES TO MEMBERS**

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63.1 In this rule '**Recorded**' means recorded in the Register of Members.

63.2 A notice or other document that is to be given to a Member under these Rules is taken not to have been given to the Member unless it is in writing and:

- (a) delivered by hand to the Recorded address of the Member;
- (b) sent by prepaid post to the Recorded postal address of the Member; or
- (c) sent by facsimile or electronic transmission to an appropriate Recorded number or Recorded electronic address of the Member.

### **64 CUSTODY OF BOOKS AND SECURITIES**

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64.1 The following must be kept in the CEO's custody or under the CEO's control;

- (a) the Organisation's Books;
- (b) any securities of the Organisation; and
- (c) the Financial Records and the Financial Reports of the Organisation.

64.2 **Rule 64.1** has effect except as otherwise decided by the Board.

64.3 The Books of the Organisation must be retained for at least **seven (7) years**.

### **65 RECORD OF OFFICE HOLDERS**

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65.1 The record of Board Members and other persons authorised to act on behalf of the Organisation that is required to be maintained under section 58(2) of the Act must be kept in the CEO's custody or under the CEO's control.

### **66 INSPECTION OF RECORDS AND DOCUMENTS**

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66.1 **Rule 66.2** applies to a Member who wants to inspect:

- (a) the Register of Members under section 54(1) of the Act;
- (b) the record of the names and addresses of Board Members, and other persons authorised to act on behalf of the Organisation, under section 58(3) of the Act; or
- (c) any other record or document of the Organisation.

66.2 The Member must contact the CEO to make the necessary arrangements for the inspection.

66.3 The inspection must be free of charge.

66.4 If the Member wants to inspect a document that records the minutes of a Board Meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board Meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Members.

66.5 The Member may make a copy of or take an extract from a record or document referred to in **Rule 66.1(c)** but does not have a right to remove the record or document for that purpose.

66.6 The Member must not use or disclose information in a record or document referred to in **Rule 66.1(c)** except for a purpose:

- (a) that is directly connected with the affairs of the Organisation; or

- (b) that is related to complying with a requirement of the Act.

**67 PUBLICATION BY BOARD MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS PROHIBITED**

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67.1 A Board Member must not publish, or cause to be published, any statement about the business conducted by the Organisation unless:

- (a) the Board Member has been authorised to do so at a Board Meeting; and  
(b) the authority given to the Board Member has been recorded in the minutes of the Board Meeting at which it was given.

**68 DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP**

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68.1 In this rule '**Surplus Property**' in relation to the Organisation, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Organisation; and  
(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Organisation,

but does not include Books relating to the management of the Organisation.

68.2 On the cancellation of the incorporation or the winding up of the Organisation, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.

**69 INSPECTION OF RULES**

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69.1 The CEO shall keep and maintain a current copy of these Rules and upon the request of any Member of the Organisation or Board Member, the CEO must make these Rules available for the inspection of that Member or Board Member.

69.2 The Member or Board Member may make a copy of or take an extract from these Rules but does not have a right to remove these Rules for that purpose.

**70 ALTERATION OF RULES**

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70.1 If the Organisation wants to alter, rescind or replace any of these Rules, or to make additional Rules, the Organisation may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

SCHEDULE 1

APPOINTMENT OF PROXY - TOURISM NORTH WEST INCORPORATED

I .....  
Print full name

of .....  
Print postal address

being a Member of TOURISM NORTH WEST INCORPORATED hereby appoint

.....  
Print full name

who also is a Member of the Organisation, as my proxy.

My proxy is authorised to vote on my behalf:

Tick  only ONE of the following:

at the General Meeting/s (and any adjournments of such meeting/s) on: .....

**OR**

in relation to the following resolutions and/or nominations:

**In favour**

**Against**

.....  
.....  
.....  
.....

.....  
.....  
.....  
.....

.....  
Insert resolution number, brief description  
or nominees name/s

.....  
Insert resolution number, brief description  
or nominees name/s

.....  
Signature of Member

.....  
Print full name of Member

.....  
Date