



# **CONSTITUTION**

**OF**

## **EMERGENCY SERVICES VOLUNTEERS ASSOCIATION INC.**

**July 2018**

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1. **Name**

The name of the Association is the Emergency Services Volunteers Association Inc.

2. **Definitions**

2.1. In this Constitution, unless the contrary intention appears, the following definitions apply:

<b>Act</b>	The <i>Associations Incorporation Act 2015</i> .
<b>Affiliated Member</b>	Any VFES Unit approved under the <i>FES Act (1998)</i> , or its equivalent, and/or any other emergency services unit, group or brigade approved by the Association.
<b>AGM</b>	Annual general meeting of the Association.
<b>Association</b>	The Emergency Services Volunteers Association Inc.
<b>By-laws</b>	By-laws made by the Association under Section 47.
<b>Constitution</b>	This constitution of the Association, as in force for the time being.
<b>Commissioner</b>	The person for the time being designated as the Commissioner under section 153 of the <i>Associations Incorporation Act 2015</i> .
<b>Committee</b>	The management committee of the Association.
<b>Committee meeting</b>	A meeting of the committee.
<b>Committee member</b>	A member of the committee.
<b>Department</b>	Any statutory institution established by the State Government of Western Australia to oversee Emergency Services.
<b>Financial year</b>	Each period of twelve (12) months commencing on the first day of July and ending on the next succeeding thirtieth day of June.
<b>Financial records</b>	Includes: <ul style="list-style-type: none"><li>• invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and</li><li>• documents of prime entry; and</li><li>• working papers and other documents needed to explain:<ul style="list-style-type: none"><li>▪ the methods by which financial statements are prepared; and</li><li>▪ adjustments to be made in preparing financial statements.</li></ul></li></ul>
<b>Financial report</b>	has the meaning given in section 63 of the Act.
<b>Financial statements</b>	the financial statements in relation to the Association required under Part 5 Division 3 of the Act.
<b>General meeting</b>	Means a meeting of the Association, where each member receives notice of the meeting and is entitled vote as per Section 5.
<b>Life member</b>	Means an individual as per Clause 5.1.2.
<b>Member</b>	Means an Affiliated Member or Life Member of the Association.
<b>Member Delegate</b>	A person belonging to an affiliated unit who has been authorised, in writing by their committee, to represent and/or vote on their behalf.
<b>Register of members</b>	Register of members of the Association under section 53 of the Act.
<b>Special general meeting</b>	General meeting of the Association other than the annual general meeting.

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<b>Special resolution</b>	A resolution passed by the members at a general meeting in accordance with section 51 of the Act.
<b>Stakeholders</b>	Federal, State Parliaments and Local Governments including any associated elected members and associated Departments as required, any other emergency service organisations and Associations, and members of the Community.
<b>VFES</b>	As defined in the <i>FES Act (1998)</i> , or its equivalent
<b>Books of Association</b>	Records of matters in either print or electronic form <ul style="list-style-type: none"> <li>1. register of members;</li> <li>2. record of names and addresses of committee members,</li> <li>3. any other record or document of the Association relating to the affairs of the Association.</li> </ul>

### 3. Objects

- 3.1. The principal objects of the Association shall be to provide:
- 3.1.1. an independent and representative body for the Volunteer Fire and Emergency Service Volunteers of Western Australia and affiliated members in the areas of continuous improvement, welfare, safety and the provision of resources;
  - 3.1.2. to promote and communicate knowledge and information to the Volunteer Fire and Emergency Service Volunteers of Western Australia and affiliated members;
  - 3.1.3. represent the Association and VFES Volunteers and affiliated members with various Stakeholders as defined from to time through membership and other Committees;
  - 3.1.4. any other activity, investment, affiliation or endorsement as approved by the processes of this Constitution;
  - 3.1.5. maintain and promote a positive public profile for all the VFES Volunteers.

### 4. Not-for-Profit Body

- 4.1. The property and income of the Association must 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 those objects or purposes.
- 4.2. A payment may be made to a member out of the funds of the Association only if it is authorised under Clause 4.3.
- 4.3. A payment to a member out of the funds of the Association is authorised if it is:
- 4.3.1. a payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - 4.3.2. a reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

### 5. Membership

- 5.1. Membership of the Association shall consist of:
- 5.1.1. Affiliated Member
    - 5.1.1.1. Any VFES Unit approved under s18M (1) of the *FES Act (1998)*, or its equivalent; and

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5.1.1.2. Any emergency services unit, group or brigade registered by or affiliated or associated with the Department of Fire and Emergency Services, or its equivalent, shall be eligible to apply for membership.

5.1.1.3. An Affiliated Member is able to nominate one (1) delegate who will have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.

5.1.2. Life Members

5.1.2.1. The committee may, by special resolution, award Honorary Life Membership to any individual who, in the opinion of the Management Committee, has given meritorious service to the Association.

5.1.2.2. A Life member shall have no voice in the management of the Association and shall not be entitled to hold any office or hold voting rights, but shall be entitled to receive notice of and attend all General meetings of the Association.

5.2. Aside from life membership, there is no individual membership.

## 6. Membership Application

6.1. Life membership is conferred as per Clause 5.1.25.1.2.

6.2. Any VFES approved as per s18M (1) of the *FES Act (1998)*, or its equivalent, automatically becomes an affiliated member of the Emergency Services Volunteers Association.

6.3. Any emergency services unit, group or brigade eligible under Clause 5.1.1.2 who wishes to become an Affiliated member with the Association must apply for membership to the Committee in such form as the Committee from time to time directs:

6.3.1. signed by the Manager of the unit, group or brigade; and

6.3.2. include a copy of the minutes from the unit, group or brigade meeting indicating their wish to become a member of the Association.

6.4. Each application for membership under Clause 6.3 will be considered for acceptance or rejection by the Association.

6.5. The Association must not accept an application unless the applicant is eligible under Clause 6.3.

6.6. The Association may reject an application even if the applicant is eligible under Clause 6.3.

6.7. The Association must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.

6.8. If the Association rejects the application, the Association is not required to give the applicant its reasons for doing so.

## 7. Membership Commencement

7.1. An applicant for membership of the Association becomes a member when

7.1.1. the VFES is approved as per s18M (1) of the *FES Act (1998)* and,

7.1.1.1. the applicant pays any membership fees payable to the Association under Section 11; or

7.1.2. the Association accepts the application under Clause 6.7; and

7.1.2.1. the applicant pays any membership fees payable to the Association under Section 11; or

7.1.3. the Committee awards Life Membership under Clause 5.1.2.1 and,

7.1.3.1. the person pays any membership fees payable to the Association under Section 11.

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## 8. Cessation of Membership

- 8.1. A member ceases to be a member of the Association when any of the following takes place:
  - 8.1.1. the member's (VFES) approval is cancelled as per s18M (2) of the *FES Act (1998)*;
  - 8.1.2. the member resigns from the Association under Section 9;
  - 8.1.3. the member is expelled from the Association under Section 13;
- 8.2. The Secretary must keep a record, for at least one year after a member ceases to be a member, of:
  - 8.2.1. the date on which the member ceased to be a member; and
  - 8.2.2. the reason why the member ceased to be a member.

## 9. Resignation

- 9.1. A member may resign from membership of the Association by giving written notice of the resignation to the Association.
- 9.2. The resignation takes effect:
  - 9.2.1. when the Secretary receives the notice from the member; or
  - 9.2.2. if a later time is stated in the notice, at that later time.

## 10. Member's Rights

- 10.1. The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law.
- 10.2. A member shall comply with the Constitution of the Association for the time being and any alterations and additions thereto.
- 10.3. All members agree to be bound by the DFES Code of Conduct.
- 10.4. All members, upon successful registration, will be supplied with an electronic copy of the Association Constitution or will be directed to obtain a copy of the Association Constitution from the Association's website.
- 10.5. Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to the Association and the member.
  - 10.5.1. The member must contact the Secretary to make the necessary arrangements for the inspection.
  - 10.5.2. The inspection must be free of charge.
  - 10.5.3. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by affiliated units.
  - 10.5.4. The member may make a copy of or take an extract from the Books, but does not have a right to remove the any part of the Books for that purpose.
  - 10.5.5. The member and any member of an affiliated member, must not use or disclose information in the Books except for a purpose:
    - 10.5.5.1. that is directly connected with the affairs of the Association; or
    - 10.5.5.2. that is related to complying with a requirement of the Act without prior approval from the committee.
- 10.6. The member may in writing request the Association to provide the member with a copy of the register of members.

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- 10.6.1. The member, who requests a copy of the register of members, must provide a statutory declaration to the committee setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
  - 10.6.2. The committee may determine a reasonable charge for the cost of complying with the request under Clause 10.6.
  - 10.7. Without limiting Clause 10.5.5, a person contravenes that Clause if the person:
    - 10.7.1. uses information obtained from the register of members to gain access to information that a member has deliberately denied them;
    - 10.7.2. uses information obtained from the register of members for the purposes of advertising for political, religious, charitable or commercial purposes; or
    - 10.7.3. discloses information obtained from the register of members to another person, knowing that the information is likely to be used for advertising purposes.
  - 10.8. The rights of a member or life member ends when membership ceases.

## **11. Member Subscriptions**

- 11.1. The joining fee or annual membership subscriptions shall be determined from time to time by the committee and presented to the next Annual General Meeting of the Association.

## **12. Register of Members**

- 12.1. The Association must:
  - 12.1.1. maintain a register of its members and life members; and
  - 12.1.2. record in the register any change in the membership of the Association within twenty-eight (28) days of the change occurring.
- 12.2. The register of members must include:
  - 12.2.1. the member or life members' name; and
  - 12.2.2. the class of membership to which each member belongs; and
  - 12.2.3. the date on which each member becomes a member; and
  - 12.2.4. each member's choice of contact:
    - 12.2.4.1. residential/physical address; or
    - 12.2.4.2. postal address; or
    - 12.2.4.3. email address; or
    - 12.2.4.4. information by means of which contact can be made with the member.
- 12.3. The register of members must be kept at the Association, or at another place determined by the committee.

## **13. Suspension and Expulsion**

- 13.1. The committee shall have the power to suspend or expel any member or life member of the Association who:
  - 13.1.1. fail in the observance, or commit any breach, of any rule of the Association, the Department, member's Code of Conduct, or any by-law of the Association or of any order or direction of the committee or of any general meeting; and/or
  - 13.1.2. in the sole judgement of the committee have been guilty in or out of the Association's premises of any act, conducted matter or thing calculated to bring discredit on the Association, its members or the Department, or to impair or affect the enjoyment of the Association by other members.



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- 13.2. The committee in receiving a complaint of a member's behaviour which is considered a serious breach of acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under Clause 13.4 can be taken.
  - 13.3. The committee must give the member written notice of the proposed suspension or expulsion at least twenty-eight (28) days before the committee meeting at which the proposal is to be considered by the committee.
  - 13.4. The notice given to the member must state:
    - 13.4.1. when and where the committee meeting is to be held; and
    - 13.4.2. the grounds on which the proposed suspension or expulsion is based; and
    - 13.4.3. that the member's or life 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 committee about the proposed suspension or expulsion.
  - 13.5. If a member delegate or a responding life member/representative does not attend within thirty (30) minutes of the time stated on the hearing notice, the hearing may start without that delegate or life member representative and determination will be made at the hearing.
  - 13.6. The committee is required to exempt any committee member from hearing a charge in which they have an interest.
  - 13.7. At the committee meeting, the committee must:
    - 13.7.1. give the member delegate or life member/representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
    - 13.7.2. give due consideration to any submissions so made; and decide:
      - 13.7.2.1. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
      - 13.7.2.2. whether or not to expel the member from the Association.
  - 13.8. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
  - 13.9. Members are not permitted to have legal representation to attend any disciplinary matters. The member may bring one person to act in a support capacity only.
  - 13.10. When a member's membership is suspended, the Secretary must record in the register of members:
    - 13.10.1. that the member's membership is suspended; and
    - 13.10.2. the date on which the suspension takes effect; and
    - 13.10.3. the period of the suspension.
  - 13.11. When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.
  - 13.12. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within seven (7) days after the committee meeting at which the decision is made.
  - 13.13. A member whose membership is suspended or who is expelled from the Association may, within fourteen (14) days after receiving notice of the committee's decision under Clause 13.12, give written notice to the Secretary requesting the appointment of a mediator under Section 16.
  - 13.14. If notice is given under Clause 13.13, the member who gives the notice and the committee are the parties to the mediation.

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- 13.15. If the committee's decision to suspend or expel a member is revoked under these rules, any act performed by the committee or members in a General meeting during the period that the member was suspended or expelled from membership is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.
  - 13.16. During the period, a member's membership is suspended, the member loses any rights, including voting rights, arising as a result of membership.

#### **14. Resolving Disputes**

- 14.1. This rule applies to disputes:
  - 14.1.1. between members; or
  - 14.1.2. between one or more members and the Association
- 14.2. This rule does not apply to disciplinary matters undertaken with Association members which are covered only under Section 13.
- 14.3. 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.
- 14.4. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 14.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
  - 14.4.1. the parties to the dispute; and
  - 14.4.2. the matters that are the subject of the dispute.
- 14.5. Within twenty-eight (28) days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- 14.6. 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 seven (7) days before the meeting is held.
- 14.7. The notice given to each party to the dispute must state:
  - 14.7.1. when and where the committee meeting is to be held; and
  - 14.7.2. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the committee about the dispute.
- 14.8. If:
  - 14.8.1. the dispute is between one or more members and the Association; and
  - 14.8.2. any party to the dispute gives written notice to the Secretary stating that the party:
    - 14.8.2.1. does not agree to the dispute being determined by the committee; and
    - 14.8.2.2. requests the appointment of a mediator under Section 16,the committee must not determine the dispute.

#### **15. Determination of Dispute by the Committee**

- 15.1. At the committee meeting at which a dispute is to be considered and determined, the committee must:
  - 15.1.1. give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the committee about the dispute; and
  - 15.1.2. give due consideration to any submissions so made; and
  - 15.1.3. determine the dispute.

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- 15.2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven (7) days after the committee meeting at which the determination is made.
  - 15.3. A party to the dispute may, within fourteen (14) days after receiving notice of the committee's determination under Clause 15.1.3, give written notice to the Secretary requesting the appointment of a mediator under Section 16.
  - 15.4. If notice is given under Clause 15.3, each party to the dispute is a party to the mediation.

## **16. Mediation**

- 16.1. If written notice has been given to the Secretary requesting the appointment of a mediator:
  - 16.1.1. by a member under Clause 13.13; or
  - 16.1.2. by a party to a dispute under Clauses 14.8.2.2 or 15.3a mediator must be chosen or appointed under Section 16.
- 16.2. The mediator must be a person chosen:
  - 16.2.1. by agreement between the member and the committee if the appointment of a mediator was requested by a member under Clause 13.13; or
  - 16.2.2. by agreement between the parties to the dispute if the appointment of a mediator was requested by a party to a dispute under Clause 14.8.2.2 or 15.3.
- 16.3. If there is no agreement for the purposes of Clause 16.2.1 or Clause 16.2.2, then, subject to Clauses 16.4 and 16.5, the committee must appoint the mediator.
- 16.4. The person appointed as mediator by the committee 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:
  - 16.4.1. a member under rule Clause 13.13; or
  - 16.4.2. a party to a dispute under rule Clause 14.8.2.2; or
  - 16.4.3. a party to a dispute under Clause 15.3 and the dispute is between one or more members and the Association.
- 16.5. The person appointed as mediator by the committee may be a member or former member of the Association but must not:
  - 16.5.1. have a personal interest in the matter that is the subject of the mediation; or
  - 16.5.2. be biased in favour of or against any party to the mediation.

## **17. Mediation Process**

- 17.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 17.2. 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.
- 17.3. In conducting the mediation, the mediator must:
  - 17.3.1. give each party to the mediation every opportunity to be heard; and
  - 17.3.2. allow each party to the mediation to give due consideration to any written statement given by another party; and
  - 17.3.3. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 17.4. The mediator cannot determine the matter that is the subject of the mediation.

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- 17.5. 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.
  - 17.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
  - 17.7. If:
    - 17.7.1. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under Clause 13.13; and
    - 17.7.2. as the result of the mediation, the decision to suspend the member's membership or expel the member is revokedthat revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## **18. Inability to Resolve a Dispute**

- 18.1. If a dispute cannot be resolved under the procedures set out in the rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law

## **19. Management Committee**

- 19.1. The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- 19.2. The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- 19.3. Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association, and in particular, may:
  - 19.3.1. acquire, hold, deal with and dispose of any real and personal property;
  - 19.3.2. hold property and equipment as may be provided by any other body upon the terms stipulated by the said body
    - 19.3.2.1. Such property and equipment is to be recorded in an Assets Register held by the Secretary and be handled as if it were owned by the Association.
  - 19.3.3. open and operate bank accounts;
  - 19.3.4. invest in monies in any security in which trust monies may by Act of Parliament, be vested;
  - 19.3.5. vary and transpose the investment for the time being held by the Association for other investments of a kind as authorised by this Constitution
  - 19.3.6. conduct fundraising activities which have as their objective the raising of revenue to enable the objects of the Association to be achieved; and to pay the costs of conducting any such fundraising activity;
  - 19.3.7. effect and maintain such insurances as are reasonably necessary for the purposes of the Association;
  - 19.3.8. enter into any contract which the Association considers necessary to pursue its objects;
  - 19.3.9. purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit;
  - 19.3.10. regulate and control their own meeting and the transaction of business;
  - 19.3.11. suspend or expel any member;

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- 19.3.12. enter into or accept any lease or tenancy of the premises where the Association shall conduct its affairs; or of any furniture, goods and effects which may be required for the use of the Association on such terms and on such conditions as the Association may deem expedient;
  - 19.3.13. take and defend all legal proceedings by or on behalf of the Association and to appoint all necessary Attorneys for any such purpose;
  - 19.3.14. borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Association;
  - 19.3.15. make, alter and repeal by-laws not inconsistent with these rules;
  - 19.3.16. regulate the use and management of the Association premises, the admission of members and the conduct of the Association and its affairs generally;
  - 19.3.17. may at its absolute discretion award a “Certificate of Merit” to any person it sees fit for services rendered to the Association;
  - 19.3.18. may support individuals members when a dispute or offence is committed, breach of the DFES Code of Conduct, Grievance Policy. The role will be to ensure procedural fairness is adhered to during the process; and
  - 19.3.19. do and perform any other act, matters and things in connection with or relative to the management of the Association as shall not by these rules require to be done by the Association in General meetings.
- 19.4. Every member of the committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by them in good faith on behalf of the committee.
  - 19.5. The acts of the committee or sub-committee, or of a committee member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a sub-committee.

## **20. Management Committee Members**

- 20.1. VFES Volunteers, who are members of an Affiliated unit Member, are eligible to be elected or appointed by the members as a member of the committee.
  - 20.1.1. The committee may from time to time appoint person/s who are considered in the Committee’s opinion to be experts on a subject.
- 20.2. Committee members shall hold the required qualifications and shall perform the duties pertaining to their respective functions.
- 20.3. The committee members consist of:
  - 20.3.1. President; and
  - 20.3.2. First Vice President; and
  - 20.3.3. Second Vice President; and
  - 20.3.4. Secretary; and
  - 20.3.5. Treasurer.
  - 20.3.6. Regional Representatives for VFES’s as determined from time to time by the committee,
  - 20.3.7. Experts as appointed from time to time by the Committee as per Clause 20.1.1
- 20.4. A VFES Volunteer as per Clause 20.1 becomes a committee member if they:
  - 20.4.1. are elected to the committee at a general meeting under Section 26.1.3; or
  - 20.4.2. are appointed to the committee under Section 26
- 20.5. A Subject Matter Expert as per Clause 20.1.1 becomes a committee member if they:

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- 20.5.1. are appointed to the committee under Section 26
  - 20.6. No person shall be entitled to hold a position on the committee if the person has been convicted of, or imprisoned in the previous five years for:
    - 20.6.1. an indictable offence in relation to the promotion, formation or management of a body corporate;
    - 20.6.2. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - 20.6.3. an offence under Part 4 Division 3 or section 127 of the Act unless the person has obtained the consent of the Commissioner.
  - 20.7. No person shall be entitled to hold a position on the committee if the person is, according to the Interpretation Act 1984 section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
    - 20.7.1. Manage the day-to-day business and affairs of the Association; and
    - 20.7.2. provide a report of the affairs of the Association at all committee meetings.
  - 20.8. A person must not hold two (2) or more of the offices in Clauses 20.3.1 to 20.3.5 at the same time.

## **21. Responsibilities of Committee Members**

- 21.1. All committee members must provide a written report, as requested by the secretary, for distribution prior to each committee meeting.
- 21.2. A committee member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances and in good faith in the best interests of the Association and for a proper purpose.
- 21.3. A committee member or former committee member must not improperly use their position or information obtained because they are a committee member to:
  - 21.3.1. gain an advantage for themselves or another person; or
  - 21.3.2. cause detriment to the Association.
- 21.4. A committee member having any material personal interest, financial or non-financial, in a matter being considered at a committee meeting must:
  - 21.4.1. as soon as they become aware of that interest, disclose the nature and extent of their interest to the committee;
  - 21.4.2. disclose the nature and extent of the interest at the next general meeting of the Association; and
  - 21.4.3. not be present while the matter is being considered at the committee meeting or vote on the matter.
- 21.5. Clause 21.4 does not apply in respect of a material personal interest that:
  - 21.5.1. exists only because the committee member belongs to a class of persons for whose benefit The Association is established; or
  - 21.5.2. the committee member has in common with all, or a substantial proportion of, the members of The Association.
- 21.6. The Secretary must record every disclosure made by a committee member under Clause 21.4 in the minutes of the committee meeting at which the disclosure is made.
- 21.7. No committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the committee to do so and such authority is recorded in the minutes of the committee meeting.

## **22. President Duties**

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- 22.1. The President shall:
    - 22.1.1. Consult with the Secretary regarding the business to be conducted at each committee meeting and each general meeting;
    - 22.1.2. Conduct all duties for convening and presiding at each committee meeting and each general meeting provided for in these rules;
    - 22.1.3. Be the official spokesperson on all Association matters; or may delegate that responsibility
    - 22.1.4. Ensure that the minutes of each committee meeting and each general meeting are reviewed and signed as correct.

### **23. Secretary Duties**

- 23.1. The Secretary shall:
  - 23.1.1. Deal with the Association's correspondence;
  - 23.1.2. Consult with the President regarding the business to be conducted at each committee meeting and general meeting;
  - 23.1.3. Prepare the notices required for meetings and for the business to be conducted at meetings;
  - 23.1.4. Maintain an up-to-date copy of the Association's constitution and by-laws;
  - 23.1.5. Maintain an up to date register of members.
  - 23.1.6. Record and maintain minutes of all committee and general meetings;
  - 23.1.7. Maintain the Association's record of committee members and other persons authorised to act on behalf of the Association with their nominated personal, business or email address;
  - 23.1.8. Ensure the safe custody of the Association's Books other than the financial records, financial statements and financial reports, as applicable to the Association; and
  - 23.1.9. Perform such other duties as are imposed by this Constitution on the Secretary.

### **24. Treasurer Duties**

- 24.1. The Treasurer shall:
  - 24.1.1. Ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
  - 24.1.2. Ensure any amounts payable to the Association are collected and receipts issued for those amounts in the Association's name;
  - 24.1.3. Ensure any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
  - 24.1.4. Ensure any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
  - 24.1.5. Ensure the Association complies with the relevant account keeping requirements of Part 5 of the Act;
  - 24.1.6. Ensure that the Association conducts matters of finance as per Section 46;
  - 24.1.7. Assist the reviewer or auditor (if any) in performing their functions; and
  - 24.1.8. Provide the DFES Commissioner with a Finance Report at the end of each financial year as per the MOU.
  - 24.1.9. Perform such other duties as are imposed by this Constitution on the Treasurer.

### **25. Vice President Duties**

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- 25.1. The Vice President shall:
    - 25.1.1. One of the Vice Presidents, in the absence of the President, shall act as the Chairperson at any meeting that the President is absent from; and
    - 25.1.2. The Vice Presidents carry out other duties as approved by the President from time to time.

## **26. Appointment of Committee Members**

- 26.1. The following committee members are appointed:
  - 26.1.1. The Secretary is appointed by the committee from existing Committee members
    - 26.1.1.1. If no committee member is available, the committee shall appoint an appropriate person to this role
    - 26.1.1.2. If appointed under Clause 26.1.1.1, the Secretary shall not have voting rights
    - 26.1.1.3. This appointment may be revoked by the committee.
  - 26.1.2. The Treasurer is appointed by the committee from existing committee members
    - 26.1.2.1. If no committee member is available, the committee shall appoint an appropriate person to this role
    - 26.1.2.2. If appointed under Clause 26.1.2.1, the Treasurer shall only have voting rights on financial matters
    - 26.1.2.3. This appointment may be revoked by the committee.
  - 26.1.3. Subject Matter Experts are appointed by the committee from time to time as per 20.1.1
    - 26.1.3.1. Appointment will be for a fixed period of time as determined by the committee, but shall be for no longer than ceasing at the next Annual Meeting;
    - 26.1.3.2. If appointed under this clause, shall only have the right to vote on matters in their area of expertise
    - 26.1.3.3. This appointment may be revoked by the committee.

## **27. Election of Committee Members**

- 27.1. At least ninety (90) days before an annual general meeting, the Secretary must send to all members at the address recorded on the register of members a written notice:
  - 27.1.1. calling for nominations for election to the committee; and
  - 27.1.2. stating the date by which nominations must be received by the Secretary to comply with Clause 27.2.
- 27.2. Nominations for elected positions on the committee must be in writing signed by a member delegate and the nominee and must be in the hands of the Secretary not less than sixty (60) days before the date of the annual general meeting.
- 27.3. A nominee whose nomination does not comply with this rule is not eligible for election to the committee unless the nominee is nominated under Clause 27.4.2.
- 27.4. If the number of nominees nominating for the elected committee member positions is not greater than the number to be elected, the President at the annual general meeting:
  - 27.4.1. must declare each of those nominees to be elected to the position; and
  - 27.4.2. may call for further nominations from the VFES Volunteers or affiliated members at the meeting to fill any positions remaining unfilled after the elections under Clause 27.4.1.
- 27.5. If the number of nominees nominating for a position on the committee are greater than the number to be elected for that position, then the committee will:



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- 27.5.1. appoint a returning officer whose role will be to conduct the election via postal or electronic mail;
  - 27.5.2. thirty (30) days before the annual general meeting, notices of any required election, with details of those candidates, will be sent to the registered postal or electronic mail address of all members;
  - 27.5.3. all votes must be returned and in the hands of the returning officer no later than fourteen (14) days before the annual general meeting.

The returning officer will declare these results at the annual general meeting.

## **28. Committee Member's Term of Office**

- 28.1. The term of office of an appointed committee member:
  - 28.1.1. begins when the person is appointed; and
  - 28.1.2. ceases when the appointment has been revoked or expired as per Section 26.
- 28.2. The term of office of an elected committee member begins when the member:
  - 28.2.1. is elected at an annual general meeting or under Section 27; or
  - 28.2.2. is appointed to fill a casual vacancy under Clause 31.6.
- 28.3. An elected committee member's term will be for two (2) years from their election at an annual general meeting, until the annual general meeting following the next annual general meeting, after their election.
- 28.4. An elected committee member is eligible for re-election.

## **29. Committee Member's Resignation**

- 29.1. A committee member may resign from the committee by written notice given to the Secretary of the Association or, if the resigning member is the Secretary, given to the President.
- 29.2. The resignation takes effect:
  - 29.2.1. when the notice is received by the Secretary or President; or
  - 29.2.2. if a later time is stated in the notice, at the later time.

## **30. Removal of Committee Member**

- 30.1. At a general meeting, the Association may by resolution:
  - 30.1.1. remove an elected committee member from office; and
  - 30.1.2. elect a person who is eligible under Section 20 to fill the vacant position.
- 30.2. A committee member who is the subject of a proposed resolution Clause 30.1.1 may make written representations (of a reasonable length) to the Secretary and may ask that the representations be provided to the members.
- 30.3. The Secretary may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

## **31. Casual Vacancies on the Committee**

- 31.1. A casual vacancy occurs if the committee member:
  - 31.1.1. dies or otherwise ceases to be a member of the Association; or
  - 31.1.2. is removed from the committee under Section 30; or
  - 31.1.3. is under suspension as per Section 13;

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- 31.1.4. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act; or
  - 31.1.5. becomes permanently unable to act as a committee member because of a mental or physical disability; or
  - 31.1.6. fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
- 31.2. As soon as is practicable, after a person has ceased to be a member of the committee, the member or representative, must deliver to a member of the committee all relevant documents and records pertaining to the management of the affairs of the Association that are in their possession.
  - 31.3. If the position of Secretary or Treasurer becomes vacant, the committee must appoint a member as per Section 26 within fourteen (14) days after the vacancy arises.
  - 31.4. Subject to the requirement for a quorum under Section 34, the committee may continue to act despite any vacancy in its membership.
  - 31.5. If there are fewer committee members than required for a quorum under Section 34, the committee may act only for the purpose of:
    - 31.5.1. appointing committee members; or
    - 31.5.2. convening a general meeting.
  - 31.6. The committee may appoint a person who is eligible under Section 20 to fill an elected committee member position on the committee that:
    - 31.6.1. has become vacant under Section 31; or
    - 31.6.2. was not filled by election at the most recent annual general meeting; or
    - 31.6.3. was not filled by election under Clause 30.1.2.

### **32. Committee Meetings**

- 32.1. The committee shall meet together for the dispatch of business not less than six (6) times in each year and the meetings shall be organised so that they are not more than three (3) months apart.
- 32.2. Special committee meetings may be convened by the President or any 2 committee members.
- 32.3. The President or, in the President's absence, a Vice President must preside as chairperson of each committee meeting.
- 32.4. If the President and Vice Presidents are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 32.5. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- 32.6. The order of business at a committee meeting may be determined by the committee members at the meeting.
- 32.7. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee, however:
  - 32.7.1. has no right to any agenda, minutes or other document circulated at the meeting; and
  - 32.7.2. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - 32.7.3. cannot vote on any matter that is to be decided at the meeting.

### **33. Notice of Committee Meetings**

- 33.1. Notice of each committee meeting must be emailed to each committee member as recorded on the list of committee members at least fourteen (14) days before the date of the meeting.

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- 33.2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting and include the requirement for a written report to be submitted to Secretary before the date of the meeting.
  - 33.3. Only business described in the notice may be conducted at the meeting, unless the committee members at the meeting unanimously agree to treat that business as urgent.

#### **34. Quorum for Committee Meetings**

- 34.1. The quorum for a committee meeting shall be 30% of committee members existing at the time.
- 34.2. Subject to Clause 31.5, no business is to be conducted at a committee meeting unless a quorum is present.
- 34.3. If a quorum is not present within thirty (30) minutes after the notified commencement time of a committee meeting:
  - 34.3.1. in the case of a special meeting, the meeting lapses; or
  - 34.3.2. otherwise, the meeting is adjourned to the same time, day and place in the following week.
- 34.4. If:
  - 34.4.1. a quorum is not present within thirty (30) minutes after the commencement time of a committee meeting held under Clause 34.3.2; and
  - 34.4.2. at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

#### **35. Voting at Committee Meetings**

- 35.1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- 35.2. As determined in Clause 21.4 and Clause 21.5, a member of the committee who has a material personal interest in a matter being considered at a meeting of the committee must not vote on the matter.
- 35.3. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 35.4. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 35.5. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- 35.6. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### **36. Minutes of Management Committee Meetings**

- 36.1. The committee must ensure that minutes are taken and kept of each meeting.
- 36.2. The minutes must record the following:
  - 36.2.1. the names of the committee members present at the meeting;
  - 36.2.2. the name of any person attending the meeting under Clause 32.7;
  - 36.2.3. the business considered at the meeting;
  - 36.2.4. any motion on which a vote is taken at the meeting and the result of the vote; and
  - 36.2.5. details relating to the disclosure of a committee member's material personal interest in a matter being considered.

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- 36.3. The minutes of the meeting must be entered into the Association's minute book within thirty (30) days after the meeting is held.
  - 36.4. The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
    - 36.4.1. the chairperson of the meeting; or
    - 36.4.2. the chairperson of the next committee meeting.
  - 36.5. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
    - 36.5.1. the meeting to which the minutes relate was duly convened and held; and
    - 36.5.2. the matters recorded as having taken place at the meeting took place as recorded; and
    - 36.5.3. any appointment purportedly made at the meeting was validly made.

### **37. Sub-Committees**

- 37.1. The committee may, in writing, appoint one or more sub-committees.
- 37.2. A sub-committee may consist of a number of people that the committee considers appropriate.
- 37.3. Subject to any directions given by the committee, a sub-committee may meet and conduct business, but must report back any matters requiring a decision.
- 37.4. Such sub-committee must report to and be responsible to the committee.
- 37.5. No act of any sub-committee shall be binding on the committee or Association until ratified by the committee.
- 37.6. The President is an ex-officio member of all sub-committees.
- 37.7. The committee may, in writing, delegate to a sub-committee the exercise of any power or the performance of any duty of the committee other than:
  - 37.7.1. the power to delegate; and
  - 37.7.2. a non-delegable duty imposed on the committee by the Act or another written law.
- 37.8. A power or duty, the exercise or performance of which has been delegated to a sub-committee may be exercised or performed by the sub-committee in accordance with the terms of the delegation.
- 37.9. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- 37.10. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- 37.11. Any act or thing done by a sub-committee under the delegation has the same force and effect as if it had been done by the committee.
- 37.12. The committee may, in writing, amend or revoke the delegation.

### **38. Annual General Meeting**

- 38.1. The annual general meeting must be held within six (6) months after the end of the Association's financial year.
- 38.2. The committee must determine the date, time and place of the annual general meeting.
- 38.3. If it is proposed to hold the annual general meeting more than six (6) months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within six (6) months after the end of the financial year.
- 38.4. The ordinary business of the annual general meeting will be:

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- 38.4.1. 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;
  - 38.4.2. to receive and consider —
    - 38.4.2.1. the committee’s annual report on the Association’s activities during the preceding financial year; and
    - 38.4.2.2. if the Association is a tier 1 Association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - 38.4.2.3. if the Association is a tier 2 Association or a tier 3 Association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; and
    - 38.4.2.4. if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor’s report on the financial statements or financial report;
  - 38.4.3. to declare elected committee members; and
  - 38.4.4. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
  - 38.5. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **39. Special General Meeting**

- 39.1. The committee may convene a special general meeting.
- 39.2. The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- 39.3. The members requiring a special general meeting to be convened must:
  - 39.3.1. make the requirement by written notice given to the Secretary; and
  - 39.3.2. state in the notice the business to be considered at the meeting; and
  - 39.3.3. each sign the notice.
- 39.4. The special general meeting must be convened within twenty-eight (28) days after notice is given under Clause 39.3.1.
- 39.5. If the committee 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.
- 39.6. A special general meeting convened by members under Clause 39.5:
  - 39.6.1. must be held within three (3) months after the date the original requirement was made; and
  - 39.6.2. may only consider the business stated in the notice by which the requirement was made.
- 39.7. The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under Clause 39.5.

### **40. Notice of a General Meeting**

- 40.1. The Secretary or, in the case of a special general meeting convened under Clause 39.5 the members convening the meeting, must give to each member:
  - 40.1.1. at least twenty-one (21) days’ notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - 40.1.2. at least fourteen (14) days’ notice of a general meeting in any other case.

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- 40.2. The notice must:
    - 40.2.1. specify the date, time and place of the meeting; and
    - 40.2.2. indicate the general nature of each item of business to be considered at the meeting; and
    - 40.2.3. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under Clause 27.2; and
    - 40.2.4. if a special resolution is proposed:
      - 40.2.4.1. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
      - 40.2.4.2. state that the resolution is intended to be proposed as a special resolution; and
    - 40.2.5. A resolution is a special resolution if it is passed:
      - 40.2.5.1. at a general meeting of an incorporated Association; and
      - 40.2.5.2. by the votes of not less than three-fourths of the members of the Association who cast a vote at the meeting.
  - 40.3. In this Section, recorded means recorded in the register of members.
  - 40.4. 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:
    - 40.4.1. delivered by hand to the recorded address of the member; or
    - 40.4.2. sent by prepaid post to the recorded postal address of the member; or
    - 40.4.3. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

#### **41. General Provisions for a General Meeting**

- 41.1. The President or in the President's absence, a Vice President must preside as chairperson of each general meeting.
- 41.2. If the President or Vice Presidents are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 41.3. The quorum for a general meeting shall be 30% of ordinary members as existing at the time the notice of the meeting was given under Section 40.
- 41.4. No business is to be conducted at a general meeting unless a quorum is present.
- 41.5. If a quorum is not present within thirty (30) minutes after the notified commencement time of a general meeting:
  - 41.5.1. in the case of a special general meeting, the meeting lapses; or
  - 41.5.2. in the case of the annual general meeting, the meeting is adjourned to:
    - 41.5.2.1. the same time and day in the following week; and
    - 41.5.2.2. the same place unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- 41.6. If:
  - 41.6.1. a quorum is not present within thirty (30) minutes after the commencement time of an annual general meeting held under Clause 41.5.2.2; and
  - 41.6.2. at least two (2) ordinary members are present at the meeting, those members present are taken to constitute a quorum.

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## 42. Adjournment of a General Meeting

- 42.1. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 42.2. Without limiting Clause 42.1, a meeting may be adjourned:
  - 42.2.1. if there is insufficient time to deal with the business at hand; or
  - 42.2.2. to give the members more time to consider an item of business.
- 42.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 42.4. 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 Clause 40.

## 43. Voting at a General Meeting

- 43.1. On any question arising at a general meeting, each member delegate has one vote.
- 43.2. If votes are divided equally on a question, the chairperson of the meeting has a casting vote.
- 43.3. Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- 43.4. 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.
- 43.5. For a person to be eligible to vote at a general meeting as the member delegate of an affiliated member, the member must have been an affiliated member at the time the notice of the meeting was given under Section 40.
- 43.6. Subject to Clause 43.8, the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - 43.6.1. carried; or
  - 43.6.2. carried unanimously; or
  - 43.6.3. carried by a particular majority; or
  - 43.6.4. lost.
- 43.7. If the resolution is a special resolution, the declaration under Clause 43.6 must identify the resolution as a special resolution.
- 43.8. If a poll is demanded on any question by the chairperson of the meeting or by at least three (3) other member delegates:
  - 43.8.1. the poll must be taken at the meeting in the manner determined by the chairperson; and
  - 43.8.2. the chairperson must declare the determination of the resolution on the basis of the poll.
- 43.9. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 43.10. 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.
- 43.11. A declaration under Clause 43.6 or 43.8 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.

## 44. Minutes of a General Meeting

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

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- 44.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
  - 44.3. In addition, the minutes of each annual general meeting must record:
    - 44.3.1. the names of the member delegates attending the meeting and the associated affiliated member; and
    - 44.3.2. the financial statements or financial report presented at the meeting, as referred to in Section 46; and
    - 44.3.3. any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in Section 46.
  - 44.4. The minutes of a general meeting must be entered in the Association's minute book within thirty (30) days after the meeting is held.
  - 44.5. The President must ensure that the minutes of a general meeting are reviewed and signed as correct by:
    - 44.5.1. the chairperson of the meeting; or
    - 44.5.2. the chairperson of the next general meeting.
  - 44.6. 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:
    - 44.6.1. the meeting to which the minutes relate was duly convened and held; and
    - 44.6.2. the matters recorded as having taken place at the meeting took place as recorded; and
    - 44.6.3. any election or appointment purportedly made at the meeting was validly made.

#### **45. Use of Technology to be Present at Meetings**

- 45.1. The presence of a member at a committee meeting or 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.
- 45.2. A member who participates in a meeting as allowed under Clause 45.1 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.

#### **46. Financial Matters**

- 46.1. The funds of the Association may be derived from donations, fund-raising activities, grants, interest and any other sources approved by the committee.
- 46.2. The Association must open an account/s in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 46.3. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- 46.4. The committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- 46.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed or authorised by two (2) committee members.
- 46.6. All funds of the Association must be deposited into the Association's accounts within five (5) working days after their receipt.
- 46.7. For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met including:
  - 46.7.1. if the Association is a tier 1 Association, the preparation of the financial statements; and



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- 46.7.2. if the Association is a tier 2 Association or tier 3 Association, the preparation of the financial report; and
  - 46.7.3. if required, the review or auditing of the financial statements or financial report, as applicable; and
  - 46.7.4. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - 46.7.5. if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.
- 46.8. Financial records will be retained for at least seven (7) years after the transactions covered by the records are completed.

#### **47. By-laws**

- 47.1. The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- 47.2. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this Constitution.
- 47.3. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

#### **48. Common Seal**

- 48.1. The Association shall not have a common seal.

#### **49. Alteration of Rules**

- 49.1. No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of members delegates present and with voting rights at a general, or special general meeting and by otherwise complying with Part 3 Division 2 of the Act.
- 49.2. Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least twenty-one (21) days preceding the annual or special general meeting at which the motion shall be presented. The Secretary shall exhibit the proposal on the Association notice board at least fourteen (14) days prior to such meeting.
- 49.3. Within one (1) month after the making of any amendment or addition to the rules of the Association, passed by special resolution, the committee shall send or deliver the required documents and a certified copy of the amendment or alteration to the WA Government Department who has responsibility for these matters. No effect will be given to the amendments without the approval of the above-mentioned WA Government Department.

#### **50. Dissolution of the Association**

- 50.1. The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:
  - 50.1.1. apply to the Commissioner for cancellation of its incorporation; or
  - 50.1.2. appoint a liquidator to wind up its affairs.
- 50.2. The Association must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- 50.3. In this rule surplus property, in relation to the Association, means property remaining after satisfaction of:
  - 50.3.1. the debts and liabilities of the Association; and

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- 50.3.2. the costs, charges and expenses of winding up or cancelling the incorporation of the Association but does not include books relating to the management of the Association.
- 50.4. Upon cancellation of the Association, the surplus property must only be distributed to some other incorporated Association, association or institution having similar objects as those of the Association.