



CONSTITUTION OF
South West District
Rifle Association of WA
Incorporated

IARN A1002446R

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

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Version 1.0 adopted on 26th June, 2019 by Special Resolution of the Association

PART 1 – PRELIMINARY

1) Name

The name of the Association is South West District Rifle Association of WA Incorporated.

2) Type of entity

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

3) Terms used

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*

Association means South West District Rifle Association of WA Incorporated

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

Clause means a clause of this Constitution

Club means any West Australian Rifle Association affiliated rifle club that has been allocated to the Association

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

Constitution means this document as amended from time to time

Council means a Standing Committee of the Association as defined in the clause 61)

Executive Committee means the group of people, called Executive Committee members, who are responsible for the management of the affairs of the Association

Executive Committee meeting means a meeting of the Executive Committee members

Executive Committee member means a member of the Executive Committee

Ex-officio means a committee member who is automatically entitled to a position on a committee, for as long as they hold a certain office in the Association

Financial records includes:

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

Financial statements means:

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

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

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

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

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

Ordinary resolution means a resolution at a meeting that:

- (a) is not a special resolution; and

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

Patron means a person elected by the members under clause 79)

President means the person elected by the members to hold this position

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

Secretary means the Executive Committee member holding office as the Secretary of the Association.

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

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

Tier 1 Association means an Association that, in a financial year:

(a) has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act 2015; or

(b) has been declared by the Commissioner to be a tier 1 Association

A tier 1 Association can elect to prepare basic financial statements with no independent review or audit;

Treasurer means the Executive Committee member holding office as the Treasurer of the Association

Vice-President means the person elected by the members to hold this position

WARA means the West Australian Rifle Association Inc.

4) Relationship between Constitution and Associations Act

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

5) Interpretation

In this Constitution:

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

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

6) Financial year

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

PART 2 – OBJECT, PURPOSES AND POWERS

7) Objects

The objects of the Association shall be to:

a) unite the clubs allocated to it for the purpose of promoting long-range target rifle shooting practices and competitions;

b) promote and support its allocated clubs in the cultivation of good citizenship amongst all participants in the sport of target shooting;

c) promote and support its allocated clubs in the education of all participants in the safe handling and responsible use of firearms of all types;

d) provide support to the West Australian Rifle Association Inc. in fulfilling its own objects across the state of Western Australia, and in particular provide support for the WARA's Rifle Shooting Championships Event, and any other WARA promoted target shooting competitions in Western Australia

8) Powers

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

9) Not-for-profit body

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

PART 3 – MEMBERS

Division 1 – Membership

10) Number of members

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

11) Classes of membership and eligibility

- a) The Association consists of Ordinary and Life members.
- b) A person can only belong to one class of membership.
- c) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- d) **Ordinary membership**

The grant of ordinary membership of the Association to any person is conditional upon:

 - i) the person being a registered member of a Rifle Club, which is itself a member of the South West District Rifle Association of WA Inc.;
 - ii) the person being accepted by the West Australian Rifle Association Inc. as a member of the WARA; and
 - iii) the person agreeing to be bound by this Constitution.
- e) **Life membership**
 - i) Any current member may nominate a member for consideration for Life Membership.
 - ii) A member or past member who has rendered notable service to the Association or has held important office may be elected a Life member by the Annual General Meeting upon the recommendation of the Executive Committee. The award shall be granted on a simple majority vote.
 - iii) Life members shall not be liable for any South West District Rifle Association of WA Inc. membership fees and have the full rights of a member as described in clause 13).

12) Creation of new classes of members

The Executive Committee has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable and such classes of membership will be detailed in the Association's By-Laws.

13) Rights of members

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

- a) the right to vote;
- b) the right to stand for office, subject to the provisions of clause 38);
- c) other rights and benefits determined by the Executive Committee; or
- d) other rights and benefits determined by resolution of the members at a general meeting.

14) Obtaining Association membership

A person who wishes to become an ordinary member of the Association under clause 11)d) must apply in writing to the West Australian Rifle Association Inc. to become a member of the WARA.

15) Becoming a member

A person's membership of the Association occurs when:

- a) the West Australian Rifle Association accepts their application and issues to that person a WARA membership card; and
- b) the person pays any membership fees payable to the Association under clause 19)a).

16) When membership ceases

- a) A person ceases to be a member when any of the following takes place:
 - i) for a member who is an individual, the individual dies;
 - ii) the person resigns from the Association under clause 17);
 - iii) the person is expelled from the Association under clause 22);
 - iv) the person ceases to be a member under clause 19)b);
 - v) the person ceases to be a member of a Rifle Club, which is itself a member of the South West District Rifle Association of WA Inc.; or
 - vi) the person ceases to be a member of the West Australian Rifle Association Inc.
- b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
 - i) the date on which the person ceased to be a member; and
 - ii) the reason why the person ceased to be a member.

17) Resignation

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

18) Rights not transferable

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

Division 2 – Membership fees & register of members

19) Membership fees

- a) Members shall pay a membership fee as set by the Council each year, on recommendation of the Executive Committee. The Council may set differing fees for the same class of membership.
- b) Subject to clause 19)c), if a person fails to pay:
 - i) the annual membership fee to the Association within 3 months after the due date; or
 - ii) 48 hours prior to the annual general meeting, whichever comes firstthe person ceases to be a member.
- c) If a person ceases to be a member under clause 19)b) and subsequently pays all the member's outstanding fees to the Association, the Executive Committee may, if it considers fit and at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- d) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Association, including the costs of winding up of the Association.

20) Register of members

- a) The Association shall maintain and keep updated a register of members, which shall contain:
 - i) the full names of each member;
 - ii) the contact postal, residential or email addresses of each member;
 - iii) the class of membership held by each member; and
 - iv) the date upon which a person became a member.
- b) Within 28 days after a change in membership the Secretary shall ensure that a membership change is recorded in the register of members.
- c) The Secretary shall ensure that the register of members is kept and maintained at such place as the Executive Committee decides.
- d) A member may request to inspect the register of members, subject to the provisions of clause 83).

PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 – Term used

21) Term used: member

In this Part:

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

Division 2 – Disciplinary action

22) Suspension or expulsion

- a) The Executive Committee may decide to suspend a member's membership or to expel a member from the Association if:
 - i) the member refuses or neglects to comply with this Constitution; or

- ii) the member acts detrimentally to the interests of the Association.
- b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Executive Committee meeting at which the proposal is to be considered by the Executive Committee.
- c) The notice given to the member must state:
 - i) when and where the Executive Committee meeting is to be held; and
 - ii) the grounds on which the proposed suspension or expulsion is based; and
 - iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion.
- d) At the Executive Committee meeting, the Executive Committee must:
 - i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion; and
 - ii) give due consideration to any submissions so made; and
 - iii) decide whether or not the member should be:
 - (1) expelled as member; or
 - (2) suspended as a member and if so the period of the member's suspension or the member's membership.
- e) A decision of the Executive Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- f) The Executive Committee must give the member written notice of the Executive Committee's decision, and the reasons for the decision, within 7 days after the Executive Committee meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Executive Committee's decision under clause 22)f), give written notice to the Secretary seeking to appeal the Executive Committee's decision to suspend or expel the member and requesting the appointment of a mediator under clause 30).
- h) If notice is given under clause 22)g), the member who gives the notice and the Executive Committee are the parties to the mediation.

23) Consequences of suspension

- a) During the period a member's membership is suspended, the member:
 - i) loses any rights (including voting rights) arising as a result of membership; and
 - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- b) When a member's membership is suspended, the Secretary must:
 - i) record in the register of members:
 - (1) that the member's membership is suspended; and
 - (2) the date on which the suspension takes effect; and
 - (3) the period of the suspension; and
 - ii) advising in writing to the WARA and the member's Rifle Club:
 - (1) that the member's membership is suspended; and
 - (2) the date on which the suspension takes effect; and
 - (3) the period of the suspension.
- c) When the period of the suspension ends, the Secretary must:
 - i) record in the register of members that the member's membership is no longer suspended; and
 - ii) advising in writing to the WARA and the member's Rifle Club that the member's membership is no longer suspended.

Division 3 – Resolving disputes

24) Terms used

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 6 months before the dispute has come to the attention of each party to the dispute.

25) Application of Division

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

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

26) Parties to attempt to resolve dispute

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

27) How grievance procedure is started

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 26), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - i) the parties to the dispute; and
 - ii) the matters that are the subject of the dispute.
- b) Within 28 days after the Secretary is given the notice, an Executive Committee meeting must be convened to consider and determine the dispute.
- c) The Secretary must give each party to the dispute written notice of the Executive Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d) The notice given to each party to the dispute must state:
 - i) when and where the Executive Committee meeting is to be held; and
 - ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute.
- e) If:
 - i) the dispute is between one or more members and the Association; and
 - ii) any party to the dispute gives written notice to the Secretary stating that the party:
 - (1) does not agree to the dispute being determined by the Executive Committee; and
 - (2) requests the appointment of a mediator under clause 30),the Executive Committee must not determine the dispute.

28) Determination of dispute by Executive Committee

- a) At the Executive Committee meeting at which a dispute is to be considered and determined, the Executive Committee must:
 - i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute; and

- ii) give due consideration to any submissions so made; and
 - iii) determine the dispute.
- b) The Executive Committee must give each party to the dispute written notice of the Executive Committee's determination, and the reasons for the determination, within 7 days after the Executive Committee meeting at which the determination is made.
 - c) A party to the dispute may, within 14 days after receiving notice of the Executive Committee's determination under clause 28)b), give written notice to the Secretary requesting the appointment of a mediator under clause 30).
 - d) If notice is given under clause 28)c), each party to the dispute is a party to the mediation.

Division 4 - Mediation

29) Application of Division

- a) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - i) by a member under clause 22)g); or
 - ii) by a party to a dispute under clause 27)e)ii)(2) or 28)c).
- b) If this Division applies, a mediator must be chosen or appointed under clause 30).

30) Appointment of mediator

- a) The mediator must be a person chosen:
 - i) if the appointment of a mediator was requested by a member under clause 22)g) by agreement between the Member and the Executive Committee; or
 - ii) if the appointment of a mediator was requested by a party to a dispute under clause 27)e)ii)(2) or 28)c) by agreement between the parties to the dispute.
- b) If there is no agreement for the purposes of clauses 30)a)i) or 30)a)ii) then, subject to clauses 30)c) and 30)d), the Executive Committee must appoint the mediator.
- c) The person appointed as mediator by the Executive 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:
 - i) a member under clause 22)g); or
 - ii) a party to a dispute under clause 27)e)ii)(2); or
 - iii) a party to a dispute under clause 28)c) and the dispute is between one or more members and the Association.
- d) The person appointed as mediator by the Executive Committee may be a member or former member of the Association but must not:
 - i) have a personal interest in the matter that is the subject of the mediation; or
 - ii) be biased in favour of or against any party to the mediation.

31) Mediation process

- a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- c) In conducting the mediation, the mediator must:
 - i) give each party to the mediation every opportunity to be heard; and
 - ii) allow each party to the mediation to give due consideration to any written statement given by another party; and

- iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- d) The mediator cannot determine the matter that is the subject of the mediation.
- e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

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

If:

- a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under clause 22)g); and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

33) Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out in clause 31), any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act 2015 or otherwise at law.

PART 5 – AFFILIATION AND AFFILIATED BODIES

34) Rifle Clubs Affiliated to South West District Rifle Association of WA Inc.

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

35) South West District Rifle Association of WA Inc. affiliation with West Australian Rifle Association Inc.

- a) The South West District Rifle Association of WA Inc. shall be affiliated with the West Australian Rifle Association.
- b) In order to be eligible for, and to maintain affiliation with, the West Australian Rifle Association, the South West District Rifle Association of WA Inc. will:
 - i) accept that the West Australian Rifle Association's Constitution constitutes an agreement between the South West District Rifle Association of WA Inc. and the West Australian Rifle Association and that the South West District Rifle Association of WA Inc. is bound by that Constitution and the By-Laws;
 - ii) at all times operate with, and promote, mutual trust and confidence between the West Australian Rifle Association and the South West District Rifle Association of WA Inc. and its affiliated Clubs and the members in pursuit of the West Australian Rifle Association's objects;
 - iii) lodge a copy of its Constitution with the West Australian Rifle Association and provide a further copy whenever the Constitution is updated;
 - iv) notify contact details of office bearers to the West Australian Rifle Association annually on request and notify that Association within 30 days of any change of office bearer details;
 - v) accept any dispute or uncertainty as to the application of the West Australian Rifle Association's Constitution to the South West District Rifle Association of WA Inc. shall be resolved by the West Australian Rifle Association at its sole discretion; and
 - vi) acknowledge that the West Australian Rifle Association may cancel the membership of the District Rifle Association should that organisation fail to comply with West Australian Rifle Association's Constitution or its By-Laws.

PART 6 – EXECUTIVE COMMITTEE

Division 1 – Powers of the Executive Committee

36) Executive Committee

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

Division 2 – Composition of Executive Committee and duties of members

37) Membership of Executive Committee

- a) The Executive Committee shall consist of:
 - i) President (or in the President's absence the Vice-President)
 - ii) Treasurer
 - iii) Secretary
 - iv) The District Representative to the Council of the WARA, (ex-officio, non-voting member) unless that person already holds a position on the Executive Committee
 - v) Two (2) ordinary Committee members per affiliated Rifle Club
 - vi) Any number of co-opted members as determined by the Executive Committee.

38) Qualifications of Executive Committee members

- a) A person cannot be an Executive Committee member if:
 - i) they are aged under 18; or
 - ii) in the previous 5 years, they have been convicted of, or imprisoned for:
 - (1) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate;
 - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia; or
 - iii) they are:
 - (1) bankrupt; or
 - (2) unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws; or
 - (3) unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Executive Committee member's duties:
 - (a) duty of care and diligence;
 - (b) duty of good faith and proper purpose;
 - (c) duty to not improperly use their position;
 - (d) duty to ensure that the Association does not incur a debt while insolvent; or
 - (e) duty to not improperly use information gained while an Executive Committee member.
- b) An Executive Committee member who has been suspended as a member under clause 22) cannot act in the position of an Executive Committee member until their period of suspension as a member has expired.

39) Executive Committee members duties

- a) **General Executive Committee members duties**
 - i) Executive Committee members shall comply with their duties as Executive Committee members under legislation and common (judge-made) law, and, where applicable, with the duties described in Governance Standard 5 of the Australian Charities and Not for Profit Commission Regulations, and shall:
 - (1) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Executive Committee member of the Association;
 - (2) act in good faith in the best interests of the Association;
 - (3) act for a proper purpose;
 - (4) act to further the object and purposes of the Association;
 - (5) act in the best interests of the Association;
 - (6) not misuse information gained in their role as an Executive Committee member;
 - (7) disclose any perceived or actual material conflicts of interest;
 - (8) ensure that the financial affairs of the Association are managed responsibly;
 - (9) not allow the Association to operate while insolvent; and
 - (10) not improperly use:
 - (i) information obtained because they are or were an Executive Committee member; or
 - (ii) their position of Executive Committee member; to:
 - 1. gain an advantage for themselves or another person; or
 - 2. cause detriment to the Association.
- b) **Executive Committee members conflict of interest**
 - i) An Executive Committee member shall disclose to all the Executive Committee members present at the Executive Committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Executive Committee meeting.
 - ii) Disclose the nature and extent of the interest at the next general meeting of the Association.
 - iii) The disclosure of a conflict of interest by an Executive Committee member shall be recorded in the minutes of the Executive Committee meeting.

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

40) President

The President has the following duties:

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

41) Vice President

The Vice President has the following duties:

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

42) Secretary

The Secretary has the following duties:

- a) dealing with the Association's correspondence;
- b) consulting with the President regarding the business to be conducted at each Executive Committee meeting and general meeting;
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
- d) unless another member is authorised by the Executive Committee to do so, maintaining on behalf of the Association:

- i) the register of members, and recording in the register any changes in the membership;
 - ii) an up-to-date copy of this Constitution; and
 - iii) a record of Executive Committee members and other persons authorised to act on behalf of the Association;
- e) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
 - f) maintaining full and accurate minutes of Executive Committee meetings and general meetings; and
 - g) carrying out any other duty given to the Secretary under this Constitution or by the Executive Committee.

43) Treasurer

The Treasurer has the following duties:

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

44) District Representative to WARA Council

The Representative has the following duties:

- a) faithfully representing the interests of the District Association at all times at WARA Council meetings;
- b) carrying out any other duty given to the District Representative under this Constitution or by the Executive Committee.

Division 3 — Election of Executive Committee members and tenure of office

45) How members become Executive Committee members

a) **President, Secretary and Treasurer**

The President becomes a member of the Executive Committee when the member is elected to the position of President at the Annual General Meeting.

b) **Vice President**

The Vice President becomes a member of the Executive Committee in the absence of the President.

c) Club Representatives

Each Club is entitled to provide two Club Representatives from their Club to be members of the Executive Committee.

d) Co-opted Members

Co-opted members shall be appointed by the Executive Committee at any time and as required and shall hold office until otherwise determined by the Executive Committee.

e) District Representative to the Council of the WARA

The District Representative shall be determined by:

- i) an election from the nominees to the position conducted under the provisions of the WARA's Constitution; or
- ii) the WARA Council's appointment of the single nominee to the position under the provisions of the WARA's Constitution; or
- iii) the Executive Committee's appointment of a member in the absence of any nominations under the provisions of the WARA's Constitution.

46) Election

President, Vice President, Secretary and Treasurer

- a) At the annual general meeting, a separate election must be held for the position of President and Vice President.
- b) If only one member has been nominated for the position of President, the chairperson of the meeting, or in the case of the President chairing the meeting, the Vice President or another appointed member, acting as the meeting chairperson at that time, must declare the member elected to the position.
- c) If only one member has been nominated for the position of Vice President, the chairperson of the meeting must declare the member elected to the position.
- d) If there are more than one nominated member for either of the positions of President or Vice President, the members present at the meeting must vote to decide who is to be elected to the position.
- e) The election shall be by confidential ballot and will be conducted by the chairperson of the meeting. The voting methodology shall be that the member receiving the highest number of votes will be elected to the position.
- f) Each member present at the meeting may vote for one member who is nominated for the position.
- g) A member who has been nominated for the position may vote for himself or herself.
- h) In the case of equality of votes, the chairperson will have the votes recounted before determining the result by whatever means the chairperson deems appropriate including his or her use of a second or casting vote.

47) Appointment of Club Representatives

- a) Each club providing Club Representatives to the Executive Committee shall determine the method and timing of the appointment of their representatives.
- b) Club Representatives will be entitled to attend Executive Committee meetings upon the Secretary's receipt of written notification of their appointment.

48) Term of office

- a) The term of office of Executive Committee member begins:

- i) in the case of the President, Vice President, Secretary and Treasurer elected under clause 0, at the meeting at which they are elected;
 - ii) in the case of the District Representative, at the first WARA Council Meeting following their election or appointment under the provisions of the WARA's Constitution;
 - iii) in the case of a co-opted member, when appointed by the Executive Committee under clause 45d); or
 - iv) when the member is appointed to fill a casual vacancy under clause 51).
- b) Subject to clauses 49) and 50), an Executive Committee member holds office until the position they hold on the Executive Committee is declared vacant or the Member is replaced by external means:
- i) in the case of the President and Vice President elected under clause 0, at the Annual General Meeting;
 - ii) in the case of the Treasurer, Secretary or Chairperson elected under clause 47)b), at the first meeting of the Executive Committee after the Annual General Meeting;
 - iii) in the case of the District Representative, with the election or appointment of a member to the position under the provisions of the WARA's Constitution;
 - iv) in the case of a Club Representative, the Secretary's receipt of written notification of the appointment of any replacement Club Representative.
- c) All Executive Committee positions shall be elected for a period of 1 year, excepting that:
- i) the District Representative's term is determined under the WARA's Constitution; and
 - ii) the term of a Club Representative is determined by their Club.
- d) An Executive Committee member may be re-elected.

49) Resignation and removal from office

- a) An Executive Committee member may resign from the Executive Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- b) The resignation takes effect:
- i) when the notice is received by the Secretary or President; or
 - ii) if a later time is stated in the notice, at the later time.
- c) At a general meeting, the Association may by resolution:
- i) remove an Executive Committee member from office; and
 - ii) elect a member who is eligible under clause 38) to fill the vacant position.
- d) An Executive Committee member who is the subject of a proposed resolution under clause 49)c)i) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- e) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Executive Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

50) When membership of Executive Committee ceases

A person ceases to be an Executive Committee member if the person:

- a) dies or otherwise ceases to be a member;
- b) resigns from the Executive Committee or is removed from office under clause 49);
- c) becomes ineligible to accept an appointment or act as an Executive Committee member under clause 38)a);
- d) becomes permanently unable to act as an Executive Committee member because of a mental or physical disability; or

- e) fails to attend 3 consecutive Executive Committee meetings, of which the person has been given notice, without having notified the Executive Committee that the person will be unable to attend.

51) Filling casual vacancies

- a) In the event that a District representative position becomes vacant under clause 49), the District Rifle Association which the member represented will appoint a new representative.
- b) In the event that a co-opted position becomes vacant under clause 49), the Executive Committee may appoint a member who is eligible under clause 38)a) to fill that position.
- c) Subject to the requirement for a quorum under clause 58), the Executive Committee may continue to act despite any vacancy in its membership.
- d) If there are fewer Executive Committee members than required for a quorum under clause 58), the Executive Committee may act only for the purpose of:
 - i) appointing Executive Committee members under this clause; or
 - ii) convening a general meeting.

52) Validity of acts

The acts of the Executive Committee or Sub Committee, or of an Executive 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 an Executive Committee member or member of a Sub Committee.

Division 5 – Executive Committee meetings

53) Executive Committee meetings

- a) The Executive Committee must meet at least 4 times in each year on the dates and at the times and places determined by the Executive Committee.
- b) The date, time and place of the first Executive Committee meeting must be determined by the Executive Committee members as soon as practicable after the annual general meeting at which the Executive Committee members are elected.
- c) Special Executive Committee meetings may be convened by the President or any 2 Executive Committee members.

54) Notice of Executive Committee meetings

- a) Notice of each Executive Committee meeting must be given to each Executive Committee member at least 48 hours before the time of the meeting.
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c) Unless 54)d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d) Urgent business that has not been described in the notice may be conducted at the meeting if the members at the meeting unanimously agree to treat that business as urgent.

55) Procedure and order of business

- a) The President or the Vice President, if the President is absent, shall preside as chairperson of each Executive Committee meeting.

- b) If the President and Vice-President are absent or are unwilling to act as chairperson of a meeting, the members at the meeting must choose one of them to act as chairperson of the meeting.
- c) The procedure to be followed at an Executive Committee meeting must be determined from time to time by the Executive Committee.
- d) The order of business at an Executive Committee meeting may be determined by the members at the meeting.
- e) A member or other person who is not an Executive Committee member may attend an Executive Committee meeting if invited to do so by the Executive Committee.
- f) A person invited under 55)e) to attend an Executive Committee meeting:
 - i) has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii) must not comment about any matter discussed at the meeting unless invited by the Executive Committee to do so; and
 - iii) cannot vote on any matter that is to be decided at the meeting.

56) Use of technology to be present at Executive Committee meetings

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

57) Circular resolutions

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

58) Quorum for Executive Committee meetings

- a) The quorum for an Executive Committee meeting shall be not less than one half plus 1 of its members.
- b) Subject to clause 58)e), no business is to be conducted at an Executive Committee meeting unless a quorum is present.
- c) A quorum must be present for the entire Executive Committee meeting.
- d) If a quorum is not present within 30 minutes after the notified commencement time of a meeting:
 - i) in the case of a special meeting, the meeting lapses; or
 - ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.

- e) If:
 - i) a quorum is not present within 30 minutes after the commencement time of a meeting held under 58)d)ii); and
 - ii) at least 2 members are present at the meeting, those members present are taken to constitute a quorum.

59) Voting at Executive Committee meetings

- a) Each member present at a meeting has one vote on any question arising at the meeting, with the exception of the District Delegate to the WARA Council who does not have a vote, unless this person also occupies another position on the Executive Committee.
- b) A motion is carried if a majority of the eligible members present at the meeting vote in favour of the motion.
- c) The chairperson of the meeting has a casting vote as well as a deliberative vote.
- d) A vote may take place by the eligible members present indicating their agreement or disagreement by a show of hands, unless the Executive Committee decides that a secret ballot is needed to determine a particular question.
- e) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

60) Minutes of Executive Committee meetings

- a) The Executive Committee must ensure that minutes are taken and kept of each meeting.
- b) The minutes must record the following:
 - i) the names of the members present at the meeting;
 - ii) the name of any person attending the meeting under clause 55)e);
 - iii) the business considered at the meeting; and
 - iv) any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d) The chairperson must ensure that the minutes of a meeting are reviewed and signed as correct by:
 - i) the chairperson of the meeting; or
 - ii) the chairperson of the next meeting.
- e) When the minutes of a meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - i) the meeting to which the minutes relate was duly convened and held; and
 - ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - iii) any appointment purportedly made at the meeting was validly made.

Division 6 – Council, Sub Committees and subsidiary offices

61) Council

- a) The Council is a Standing Committee of the Association and consists of the following positions:
 - From the Executive Committee
 - i) President
 - ii) Vice-President
 - iii) Secretary
 - iv) Treasurer

- Plus
- v) Handicapper (ex-officio)
- vi) Range Liaison Officer (ex-officio)
- b) The Council will meet once a year at the conclusion of the Annual General Meeting. The Council may meet at other times if requested by the Executive Committee or by members at a general meeting.
- c) The Council will consider, and provide advice to the Executive Committee, on policy matters which it is directed to consider by the Annual General Meeting or the Executive Committee.

62) Sub Committees and subsidiary offices

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

63) Delegation to the Council, Sub Committees and holders of subsidiary offices

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

PART 7 – GENERAL MEETINGS OF ASSOCIATION

64) General meeting

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

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

65) Annual general meeting

- a) The Executive Committee must determine the date, time and place of the annual general meeting.
- b) The Association shall hold an annual general meeting each calendar year:
 - i) within 6 months after the end of the Association's financial year, or
 - ii) within a longer period if the Commissioner so allows.
- c) If the Association requires the approval from the Commissioner to hold its annual general meeting within a longer period under subclause 65)b)ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- d) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Association and shall comply with clause 65)e).
- e) The ordinary business of the annual general meeting is as follows:
 - i) confirmation of the minutes of the previous annual general meeting;
 - ii) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed);
 - iii) to elect the office holders of the Association and other committee members;
 - iv) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - v) receive the financial statements for the previous financial year; and
 - vi) receive:
 - (1) the review's report on the financial statements for the previous financial year (if any);
or
 - (2) the auditor's report on the financial statements for the previous financial year (if any).
- f) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

66) Special general meetings

- a) Any meeting of members which is not an annual general meeting is a special general meeting.
- b) The Executive Committee may convene a special general meeting.
- c) The Executive Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- d) The members requiring a special general meeting to be convened must:
 - i) make the requirement by written notice given to the Secretary;
 - ii) state in the notice the business to be considered at the meeting; and
 - iii) each sign the notice.
- e) The special general meeting must be convened within 28 days after notice is given under clause 66)d)i) and may only consider the business stated in the notice by which the requirement was made.

- f) If the Executive Committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- g) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under 66)f).

67) Notice of general meetings

- a) At least 14 days' notice of the all general meetings will be given to each member.
- b) The notice must:
 - i) specify the date, time and place of the meeting;
 - ii) indicate the general nature of each item of business to be considered at the meeting;
 - iii) if a special resolution is proposed:
 - (1) set out the wording of the proposed resolution; and
 - (2) state that the resolution is intended to be proposed as a special resolution.

68) Presiding member and quorum for general meetings

- a) The President or the Vice President, if the President is absent, shall preside as chairperson of each general meeting.
- b) If the President and Vice-President are absent or are unwilling to act as chairperson of a general meeting, the members at the meeting must choose one of them to act as chairperson of the meeting.
- c) Ten (10) members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- d) No business is to be conducted at a general meeting unless a quorum is present.
- e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - i) in the case of a special general meeting the meeting lapses; or
 - ii) in the case of the annual general meeting the meeting is adjourned to:
 - (1) the same time and day in the following week; and
 - (2) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- f) If:
 - i) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under 68)e)ii); and
 - ii) at least 2 members are present at the meeting;
 those members present are taken to constitute a quorum.

69) Adjournment of general meeting

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting 69)a), a meeting may be adjourned:
 - i) if there is insufficient time to deal with the business at hand; or
 - ii) to give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- d) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 67).

70) Proxies at general meetings

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

71) Voting at general meeting

- a) On any question arising at a general meeting, subject to 71)d), each member present in person or by proxy has one vote.
- b) Before a vote is taken, the chairperson of the meeting will state whether any proxy votes have been received and, if so, how the proxy votes shall be cast.
- c) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- d) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- e) In the case of a Special Resolution a motion is carried if at least 75% of the members present at a general meeting vote in favour of the motion.
- f) 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.
- g) For a person to be eligible to vote at a general meeting as a member, the member:

- i) must have been a member at the time notice of the meeting was given under clause 67); and
- ii) must have paid any fee or other money payable to the Association by the member.

72) When special resolutions are required

- a) A special resolution is needed for the following provisions:
 - i) amend this constitution;
 - ii) amend the name of the Association;
 - iii) affiliate the Association with another body;
 - iv) transfer the incorporation of the Association;
 - v) voluntarily wind up the Association;
 - vi) cancel the incorporation of the Association, or
 - vii) request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- b) Clause 72)a) does not limit the matters in relation to which a special resolution may be proposed.

73) Determining whether resolution carried

- a) In this clause:

poll means the process of voting in relation to a matter that is conducted in writing.
- b) Subject to 73)d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost.
- c) If the resolution is a special resolution, the declaration under 73)b) must identify the resolution as a special resolution.
- d) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person:
 - i) the poll must be taken at the meeting in the manner determined by the chairperson;
 - ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- g) A declaration under clause 73)b) or 73)d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

74) Minutes of general meeting

- a) The Secretary, or a person authorised by the Executive Committee from time to time, must take and keep minutes of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must record:
 - i) the names of the members attending the meeting; and
 - ii) the financial statements or financial report presented at the meeting, as referred to in clause 65)e)v); and

- iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause 65)e)vi).
- d) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - i) the chairperson of the meeting; or
 - ii) the chairperson of the next general meeting.
- f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - i) the meeting to which the minutes relate was duly convened and held; and
 - ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - iii) any election or appointment purportedly made at the meeting was validly made.

PART 8 – FINANCIAL MATTERS

75) Source of funds

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

76) Control of funds

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

77) Use of common seal

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

- ii) in the absence of the President, the Vice President and a person authorised by the Executive Committee.
- e) The secretary shall ensure that every use of the common seal is recorded in the Common Seal register and is minuted at the next Executive Committee Meeting.

78) Financial statements and financial reports

- a) For each financial year, the Executive Committee must:
 - i) keep sufficient accounting (or financial) records so that the financial transactions and financial position of the Association are correctly recorded; and
 - ii) keep these records in a way that will allow true and fair accounts (or financial statements) to be prepared from time to time, and so that these accounts can be conveniently audited if required.
- b) If the Association operates on a cash accounting basis for the financial year:
 - i) Without limiting sub-clause a) above, those requirements are the preparation of the financial statements which include:
 - (1) a statement of all the monies received and paid during the financial year;
 - (2) a reconciled statement of all bank account balances as at the end of the financial year; and
 - (3) a statement detailing the Association's total assets and liabilities as at the end of the financial year.
- c) If the Association operates on an accrual accounting basis for the year:
 - i) Without limiting sub-clause a) above, those requirements are the preparation of the financial statements which include:
 - (1) a statement of the income and expenditure for the financial year; and
 - (2) a balance sheet.
- d) These financial statements must be presented to the annual general meeting.
- e) Without limiting sub-clause a) above; if:
 - i) decided by the Executive Committee; or
 - ii) requested by the majority of members at a general meeting; or
 - iii) ordered by the Commissioner;the Association's financial statements shall be prepared for audit and that audit report shall be submitted to the annual general meeting.
- f) Without limiting sub-clause a) above, lodge the annual return with the Commissioner, as required by the Act.

PART 9 – GENERAL MATTERS

79) Patrons and Vice-Patrons

- a) The Executive Committee may appoint a Patron and such number of Vice-Patrons as are considered desirable.
- b) Patrons are:
 - i) entitled to notice of all general meetings;
 - ii) entitled to attend and speak at general meetings; and
 - iii) not entitled to vote at any general meeting.

80) By-Laws

- a) Provided that they are not inconsistent with this Constitution or the Act, the Executive Committee may make, amend and repeal By-Laws for the management of the Association by way of an ordinary resolution at an Executive Committee meeting.

- b) Any By-Laws made under clause 80)a) do not form part of this Constitution and are not required to be lodged with the Commissioner.

81) Giving notices to members

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

82) Custody of books and securities

- a) Subject to 82)b), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- c) Clauses 82)a) and 82)b) have effect except as otherwise decided by the Executive Committee.
- d) The books of the Association must be retained for at least 7 years.

83) Inspection of documents

- a) A member may request to inspect:
 - i) the register of members; or
 - ii) the record of the names and addresses of Executive Committee members, and other persons authorised to act on behalf of the Association; or
 - iii) any other record or document of the Association.
- b) Despite clause 83)a), the Executive Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- c) The member must contact the Secretary to make the necessary arrangements for the inspection.
- d) The inspection must be free of charge.
- e) Subject to clause 83)b), the member may make a copy of or take an extract from a record or document referred to in clause 83)a) but does not have a right to remove the record or document for that purpose.
- f) The member must not use or disclose information in a record or document referred to in clause 83)a) except for a purpose:
 - i) that is directly connected with the affairs of the Association; or
 - ii) that is related to complying with a requirement of the Act.
- g) The Executive Committee may require a member who requests access to records under clause 83)a) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

84) Prohibited use of information on register of members

A member shall not use or disclose the information on the register of members:

- a) to gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member); or
- b) to contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- c) for any other purpose unless the use of the information:
 - i) is approved by the Executive Committee; and
 - ii) for a purpose directly connected;
 - (1) to the Association's affairs; or
 - (2) to the provision of information to the Commissioner under the *Associations Incorporation Act 2015*.

85) Publication by Executive Committee members of statements about Association business prohibited

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

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

86) Distribution of surplus property on cancellation of incorporation or winding up

a) In this clause:

surplus property, in relation to the Association, means property remaining after satisfaction of:

- i) the debts and liabilities of the Association; and
- ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association;

but does not include books relating to the management of the Association.

- b) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

87) Changes to the Constitution

An amendment to the constitution changing the Association's:

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

does not become effective until:

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