



Construction Contractors Association of Western Australia

Rules

1. Name of Association

Construction Contractors Association of Western Australia Inc.

The Association name can be abbreviated to CCAWA or CCA.

2. Objectives of the Association

The objectives of the Association are:

- (1) To advocate for a sustainable construction industry and in so doing deliver better outcomes to government and other clients; and,
- (2) To promote Association Members as employers of choice.

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

Associate Member means a Member with the rights referred to in rule 4;

Association means the incorporated association to which these rules apply;

books, of the Association, includes the following:

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Association under rule 61;

chairperson means the Committee member holding office as the President of the Association;

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

Committee means the management committee of the Association;

Committee Meeting means a meeting of the committee;

Committee Member means a member of the committee;

convene means to call together for a formal meeting;

Deputy Chairman means the Vice-President

alternate Member representative means the alternative representative formally nominated by a Member;

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; 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 mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 2;

general meeting, of the Association, means a meeting of the Association that all Members are entitled to receive notice of and to attend;

life member means an individual who has given significant service to the Association and has been granted that status by a majority of not less than three-fourths of the Members of the association

represented by their members at a general meeting. A life member is recognised as having the same rights and powers as a Member save that do not have to pay fees.;

Member means a body corporate who is an ordinary member of the Association;

Member Representative or 'member' means the person formally nominated by the Member or Associate Member (using the form in Appendix B) to represent them for the purposes of the Association and in accordance with these rules. Throughout this document lower case m will be the Member's representative (ie. **member**). For all intents and purposes, members act for and on behalf of Members or Associate Members, as the case may be.

ordinary Committee Member means a committee member who is not an office holder of the Association under rule 22(3);

ordinary resolution means resolution other than a special resolution;

poll means voting conducted in written form (as opposed to a show of hands);

register of Members means the register of Members referred to in section 53 of the Act and includes Associate Members, members, their deputies and proxies as well as individuals who are nominated by Members to vote at general meeting under rule 54(2);

rules mean these rules of the Association, as in force for the time being;

secretary means the 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 passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the committee under rule 45;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

treasurer means the committee member holding office as the treasurer of the Association.

2. Financial year

- (3) The first financial year of the Association shall be each period commencing 1 July and ending on 30 June the following year.
- (4) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

- (1) 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.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is:
 - (a) 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
 - (b) 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
 - (c) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the Member (or member as the case may be) on behalf of the Association.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

Qualifications for membership and associate membership of the Association.

- (1) Membership of the Association is open to major contractor companies operating within Western Australia that undertake civil or building construction, provide engineering services or are engaged in provision of services for the resources sector provided they support the purpose and objectives of the Association. Candidates for Membership must demonstrate a long term commitment to operating in Western Australia by having a significant presence within the State. Membership may also be open to contractors who are particularly innovative or who have a unique capacity to develop a synergistic relationship with Members of the Association.
- (2) Another contractor and / or service provider to the construction, resources and contracting sectors may be admitted as an Associate Member subject to their membership and membership fees being agreed at a general meeting by special resolution.
- (3) Individuals may be awarded the status of life member in recognition of significant service to the Association by resolution at a general meeting passed by a majority of not less than three-fourths of the Members of the association who are entitled under the rules of the association to vote and vote in person or by proxy. No more than three life memberships may be active at any one time.
- (4) An ordinary Member has 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 from time to time. Other classes of membership do not have voting rights.

5. Life Members

The provisions of rule 10 (suspension or expulsion) shall apply to life members.

6. Applying for Membership

The applicant must specify in the application the class of Membership, if there is more than one, to which the application relates.

An organisation that wishes to become a Member or Associate Member must:

- 1) Apply for Membership to the committee in writing; and
 - a. signed by the proposed representative and signed by two current Member's representatives; and
 - b. in such form as the committee from time to time directs; and
- 2) Be proposed by a Member representative and seconded by another Member representative.

6.2 Membership Applications

- (1) The committee must consider each application for Membership (both ordinary and associate) of the Association and decide whether to accept or reject the application.

- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant:
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 6.
- (5) The committee may reject an application even if the applicant:
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 6.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

6.3 Becoming a Member

An applicant for Membership of the Association becomes a Member when:

- (1) the committee accepts the application; and
- (2) Each Member and Associate Member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a Member or Associate Member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (2) ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.
 - a) An organisation exercises all the rights and obligations of a Member or Associate Member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter, or such other time as the Committee allows.
 - b) A Member has full voting right whereas an Associate Member does not have voting rights.

6.4 When Membership ceases

- (1) A company ceases to be a Member or Associate Member when any of the following takes place:
 - (a) the Member or Associate Member's body corporate is wound up;
 - (b) a Member or Associate Member fails to pay their annual fees within three months of their due date or otherwise as agreed by the Committee
- (2) The secretary must keep a record, for at least one year after a company ceases to be a Member or Associate Member, of:
 - (a) the date on which the company ceased to be a Member or Associate Member; and

6.5 the reason why the company ceased to be a Member or Associate Member Resignation

- (1) A Member or Associate Member may resign from membership of the Association by giving written notice of the resignation to the Secretary:
 - (a) The Member or Associate Member who gave that notice is not suspended or does not cease to be a Member or Associate Member unless and until the decision of the Committee to suspend or expel them is confirmed under this subrule.
- (2) The resignation takes effect:
 - (a) when the secretary receives the notice; or

- (b) if a later time is stated in the notice, at that later time.
- (3) A Member or Associate Member 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.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

6.6 Rights not transferable

- (1) The rights of a Member or Associate Member are not transferable and end when membership ceases.
- (2) Once a company ceases to be a Member or Associate Member in accordance with these rules, all rights of conferred by these Rules to nominated members, deputies, proxies, committee members and the like also cease at that time.

Division 2 — Membership fees

7. Membership fees

- (1) The Members may from time to time at a general meeting determine the amount of the subscription to be paid by each Member or Associate Member. The resolution to amend fees must be passed by a majority of not less than three-fourths of the Members of the association who are entitled under the rules of the association to vote and vote in person or by proxy.
- (2) Each Member and Associate Member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) No membership fee is payable by a life member.
- (4) An organisation exercises all the rights and obligations of a Member or Associate Member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter, or such other time as the Committee allows.
- (5) The fees determined under subrule (1) may be different for different classes of membership.
- (6) A Member or Associate Member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- (7) If a Member or Associate Member has not paid the annual membership fee within the period of 3 months after the due date, the Member ceases to be a member on the expiry of that period.
- (8) If an organisation has ceased to be a Member or Associate Member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired:
 - (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the Member's membership is reinstated from the date the payment is accepted.

Division 3 — Register of Members

8. Register of Members, Associate Members, members and their deputies and representatives

- (1) The Secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of Members and Associate Members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- (3) The Secretary shall also keep a current register of Member and Associate Member's representatives as well as their respective deputies and proxies.
- (4) The register of Members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (5) A Member or Associate Member that wishes to inspect the registers detailed in this rule must contact the secretary to make the necessary arrangements.
- (6) If:
 - (a) a member inspecting the register wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member who makes a written request under section 56(1) of the Act to be provided with a copy of the register ,

the committee may require the Member or Associated Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

9. Term used: member

In this Part:

Member, in relation to a Member or Associate Member that is expelled from the Association, includes former Member or Associate Member and their representatives.

Division 2 — Disciplinary action

10. Suspension or expulsion

- (1) The committee may decide to suspend a Member's membership or to expel a Member or Associate Member from the Association if —
 - (a) the Member or Associate Member contravenes any of these rules; or
 - (b) the Member acts detrimentally to the interests of the Association.
- (2) The secretary must give the Member or Associate Member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the Member or Associate Member must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, 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;
- (4) At the committee meeting, the committee must —
 - (a) give the Member or Associated Member's 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
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the Member of Associate Member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the Member or Associate Member from the Association.
- (5) A decision of the committee to suspend the Member of Associate Member's membership or to expel the Member or Associate Member from the Association takes immediate effect.
- (6) The committee must give the Member or Associate Member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A Member or Associate Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 18.
- (8) If notice is given under subrule (7), the Member or Associate Member who gives the notice and the committee are the parties to the mediation.

11. Consequences of suspension

- (1) During the period a Member or Associate Member's membership is suspended, the Member or Associate Member (including the Member and Associate Member's representatives) —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a Member or Associate Member's membership is suspended, the secretary must record in the relevant register detailed in rule 8:
 - (a) that the Member or Associate Member's membership (including all representatives) is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of Members that the Member or Associate Member's membership is no longer suspended.

Division 3 — Resolving disputes

12. Terms used

In this Division:

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

13. Application of Division

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

- (a) between Members and Associate Members; or
- (b) between one or more Members or Associate Members and the Association.

14. 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.

15. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 15, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more Members or Associate Member and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 18,

the committee must not determine the dispute.

16. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 18.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

17. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator:
 - (a) by a Member or Associate Member under rule 10; or
 - (b) by a party to a dispute under rule 15 or 16.
- (2) If this Division applies, a mediator must be chosen or appointed under rule 18.

18. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a Member or Associate Member under rule 10 — by agreement between the Member or Associate Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 15 or 16 — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) 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:
 - (a) a Member or Associate Member under rule 10; or
 - (b) a party to a dispute under rule 15; or
 - (c) a party to a dispute under rule 16 and the dispute is between one or more Members or Associate Member and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not:
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

19. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (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 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.

- (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.
- (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.

20. If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a Member or Associate Member whose membership is suspended or who is expelled from the Association gives notice under rule 10; and
- (b) as the result of the mediation, the decision to suspend the Member's or Associate Member's membership or expel the member is revoked,

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

PART 5 — COMMITTEE

Division 1 — Powers of Committee

21. Committee

- (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.
- (2) 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.
- (3) The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
 - a. acquire, hold, deal with, and dispose of any real or personal property;
 - b. open and operate bank accounts;
 - c. invest its money:
 - (i) in any security in which trust monies may be invested under the Trustees Act 1962 Part 111 lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - d. borrow money upon such terms and conditions as the Association thinks fit;
 - e. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - f. appoint agents to transact any business of the Association on its behalf;
 - g. enter into any other contract it considers necessary or desirable;
- (4) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Committee and duties of members

22. Committee members

- (1) The committee members consist of:
 - (a) the office holders of the Association; and
 - (b) at least one ordinary committee member.
- (2) The committee must determine the maximum number of members who may be ordinary committee members. Associate Members are not entitled to membership of this committee or the Committee of Management detailed in rule 23 or hold any office of the Association.
- (3) The following are the office holders of the Association:
 - (a) the chairperson (President);
 - (b) the deputy chairperson;(Vice-President)
 - (c) the secretary;
 - (d) the treasurer.

- (4) A person may be a committee member if the person is:
 - (a) an individual who has reached 18 years of age; and
 - (b) a formal representative of a Member .
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

23. Committee of Management

(1) Subject to subrule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of member representatives or life members being:

- (a) President;
- (b) Vice-President;
- (c) Treasurer; and
- (d) not less than three other persons, all of whom must be representatives of Members of the Association or life members.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under subrule (8).

(3) Subject to subrule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in subrule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

(4) Except for nominees under subrule (7), a person is not eligible for election to membership of the Committee unless a Member representative has nominated him or her for election by delivering notice in writing of that nomination, signed by:

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election,
to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may:

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

(6) If the number of persons nominated in accordance with subrule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:

- (a) the Secretary must report accordingly to; and
- (b) the President must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under subrule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of subrule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

- (a) the Committee may appoint a Member representative to fill that vacancy; and
- (b) a Member representative appointed under this subrule will:

- (i) hold office until the election referred to in subrule (2); and
 - (ii) be eligible for election to membership of the Committee,
- at the next following annual general meeting.

(9) No Member organisation shall have more than one representative on the Committee and it is intended that all Members who wish to do so be represented on the Committee.

(10) The Committee may delegate, in writing, to one to more sub-committees (consisting of such Member or Associate Members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or any other law.

(11) Any delegation under subrule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(12) The Committee may, in writing, revoke wholly or in part any delegation under subrule (10)

24. Chairperson (President and/or Vice President)

It is the duty of the chairperson to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.

The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

In the event of the absence from a general meeting of:

- (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President,
- a member elected by the other members present at the general meeting, must preside at the general meeting.

In the event of the absence from a Committee meeting of:

- (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President,
- a Committee members elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting

25. Secretary

The most senior employed person of the Association is to undertake the role of Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each 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 committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;

- (g) 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;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

26. 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 committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.

Division 3 — Election of committee members and tenure of office

27. How members become Committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 35.

28. Nomination of committee members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the Members via their member representatives:
 - (a) calling for nominations for election to the committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 29 or 30.

29. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

30. Election of ordinary committee members

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If:
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

31. Term of office

- (1) The term of office of a committee member begins when the member:
 - (a) is elected at an annual general meeting or under subrule 36(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 35.
- (2) Subject to rule 34, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

32. Transition period of Chairperson (President)

Following an Annual General Meeting the newly elected Committee of Management and the members may permit a transition period between the immediate past Chairperson (President) and the newly elected Chairperson (President).

The purpose of the transition is to allow the immediate past Chairperson (President) to preside over committed official business and functions of the Association with the transition occurring at the November meeting. This is to ensure continuity of operation of the Association.

- (1) Subject to rule 23 the newly elected Committee of Management and members may permit the immediate past Chairperson (President) to transition to the newly elected Chairperson (President).
- (2) The length of the transition period is to be agreed between the newly elected Committee of Management and the immediate past Chairperson (President).

33. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the Secretary, given to the Chairperson.

- (2) The resignation takes effect:
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution:
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 22 to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson 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.

34. When membership of committee ceases

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) is substituted as the Member's representative, or
- (c) resigns from the committee or is removed from office under rule 33; or
- (d) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (e) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (f) 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.

35. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 22 to fill a position on the committee that:
 - (a) has become vacant under rule 27; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 33.
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 18 to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 42, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 45, the committee may act only for the purpose of:
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

36. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

37. Payments to committee members

- (1) In this rule:
 - committee member*** includes a member of a subcommittee;
 - committee meeting*** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Committee meetings

38. Committee meetings

- (1) The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the chairperson or any 2 committee members.

39. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (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.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

40. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson 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.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.

- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee meeting:
- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

Act Requirements -Material Personal Interests of Committee Members

- *Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:*
 - *as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;*
 - *disclose the nature and extent of the interest at the next general meeting of the association*
- *Under section 42(3) of the Act this rule does not apply in respect of a material personal interest*
 - (a) *that exists only because the member-*
 - *is an employee of the incorporated association; or*
 - *is a member of a class of persons for whose benefit the association is established; or*
 - (b) *that the member has in common with all, or a substantial proportion of, the Members of the Association.*
- *Under section 43 of the Act a member of the management committee (or the Member they represent) who has a material interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.*

Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material interest in the minutes of the committee meeting at which the disclosure is made.

41. Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be in person but can be means of electronic communication (telephone conference call or video conference call) so long as all committee members have simultaneously communication.
- (2) A member who participates in a committee meeting as allowed under subrule (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.

42. Quorum for committee meetings

- (1) A quorum means:
 - a. **quorum for a committee meeting** means 50% of those eligible to be members of the committee being present shall constitute a quorum for the conduct of business of a committee meeting.
 - b. **quorum for a general meeting** means 80% of those eligible to vote being present either in person or by proxy will constitute a quorum for the conduct of business at a general meeting.
- (2) Subject to rule 35, no business is to be conducted at a committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(b); and
 - (b) at least 2 committee members are present at the meeting,those members present are taken to constitute a quorum.

43. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) 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.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

44. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 40;
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.

- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

45. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following:
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee:
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

46. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule:
non-delegable duty means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than:
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) 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.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
- (7) The committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

47. Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 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 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) 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;
 - (b) to receive and consider:
 - (i) the committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iii) 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;
 - (c) to elect the office holders of the Association and other committee members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

48. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the Members require a special general meeting to be convened.
- (3) The Members requiring a special general meeting to be convened must:
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the 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.
- (6) A special general meeting convened by Members under subrule (5):
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the Members convening a special general meeting under subrule (5).

49. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 48, the Members convening the meeting, must give to each Member via their representative:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 28; and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 50.

50. Proxies

- (1) Subject to subrule (2), a Member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other Members.
- (3) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form:
 - (a) that clearly identifies the person appointed as the Member's proxy; and
 - (b) that has been signed by the Member.
- (7) Notice of a general meeting given to an ordinary Member under rule 49 must:
 - (a) state that the Member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

51. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be in person but can be means of electronic communication (telephone conference call or video conference call) so long as all members have simultaneously communication.
- (2) A member who participates in a general meeting as allowed under subrule (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.

52. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson 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.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting, the meeting lapses; or
 - (b) in the case of the annual general meeting, the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members via their representative before the day to which the meeting is adjourned.
- (5) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

53. Adjournment of general meeting

- (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.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (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.
- (4) Notice of the adjournment of a meeting under this rule 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 rule 49.

54. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (6), each Member has one vote; and
 - (b) ordinary Members may vote personally via their representative, deputy or by proxy.
- (2) In the event that the nominated Member representative, deputy or proxy can not vote, a Member may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the Member on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made. This appointment does not imply that a Member has more than one vote as per 54(1).
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until:
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) 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.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) 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.
- (8) For a person to be eligible to vote at a general meeting as a Member, or on behalf of a Member, the Member:
 - (a) must have been an ordinary Member at the time notice of the meeting was given under rule 49; and
 - (b) must have paid any fee or other money payable to the Association by the Member.

55. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting:
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

56. Determining whether resolution carried

- (1) In this rule:
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), 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:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.

- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other Members present in person or by proxy:
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

57. Minutes of general meeting

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (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.
- (3) In addition, the minutes of each annual general meeting must record:
 - (a) the names of the members, deputies, proxies or representatives under rule 54(2) attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 50 or representative nominations made to the Secretary prior to the meeting under rule 54(2); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 47; and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 47.
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

58. Source of funds

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

59. Control of funds

- (1) 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.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) 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.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

60. Financial statements and financial reports

- (1) 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.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) 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.

PART 8 — GENERAL MATTERS

61. By-laws

Guidance Note – Status of By-laws - A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the Members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may:
 - (a) provide for the rights and obligations that apply to associate memberships; and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

62. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by:
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of —
 - (i) 2 committee members; or
 - (ii) one committee member and a person authorised by the committee,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

63. Giving notices to members

- (1) In this rule:
recorded means recorded in the register detailed in rule 8(5).
- (2) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the Member; or
 - (b) sent by prepaid post to the recorded postal address of the Member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member or their representative.

64. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) 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.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years.

65. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

66. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) 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 members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

67. Publication by committee members of statements about Association business prohibited

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

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

68. Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule:

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

- (a) the debts and liabilities of the Association; and
 - (b) 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.
- (2) 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.

69. Alteration of rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

APPENDIX A

**APPLICATION FOR MEMBERSHIP OR ASSOCIATE MEMBERSHIP
OF AN INCORPORATED ASSOCIATION**

**APPLICATION FOR MEMBERSHIP OR ASSOCIATE MEMBERSHIP
OF AN INCORPORATED ASSOCIATION**

(to be submitted to the Secretary by mail or email to the contact details shown below)

Construction Contractors Association of Western Australia Inc

(Insert name of INCORPORATED ASSOCIATION)

I,

(Insert APPLICANT'S COMPANY name)

of _____
(insert APPLICANT'S postal address, required under section 27 of the Associations Incorporation Act (1987))

apply to become a Member/Associate Member of the above Association.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:..... Date:.....

Rule 6 "A person who wishes to become a Member or Associate Member must be proposed by one member and seconded by another member."

PROPOSED:

SECONDED:

Name:.....

Name:.....

Signature:.....

Signature:.....

Date:.....

Date:.....

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, must be recorded in a register of members and be made available to other members, upon request, under section 27 of the Associations Incorporation Act.
- If the obligations under the Associations Incorporation Act are not complied with the Association can be wound up.
- You can contact the Association at PO Box 46 Applecross WA 6953 or by email on ceo@ccawa.com.au
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

OTHER INFORMATION

- If your application is accepted, you are entitled to inspect and make a copy of the register of members under section 27 of the Associations Incorporation Act.
- If your application is accepted, you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the Associations Incorporation Act.

If your application for membership is rejected by the Committee: You may give notice of your intention to appeal within 14 days of being advised of the rejection. The Association in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the Committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting.

APPENDIX B

APPOINTMENT OF MEMBER OR DEPUTY REPRESENTATIVE

APPOINTMENT OF MEMBER OR DEPUTY REPRESENTATIVE

(to be submitted to the Secretary by mail or email to the contact details shown below)

(Insert name of Member organisation)

advises that, on _____, it authorised that
(Insert date of decision)

(Insert name of Member representative or Deputy Member representative of the above Member Organisation)

- 1) In the case that the Member Representative would represent for all purposes of the Construction Contractors Association of Western Australia Inc or
- 2) In the case of the Deputy Member Representative would represent for all purposes of the Construction Contractors Association of Western Australia Inc where the Member Representative was unable to attend

(Insert name of MEMBER ORGANISATION)

SIGNATURE: _____

NAME: _____

POSITION: _____

DATE: _____

The Member acknowledges that according to rule 4 of the Association a person appointed to represent a Member (which is an organisation) is deemed for all purposes to be a representative of the Member until that appointment is revoked by the Member Organisation or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

You can contact the Association at PO Box 46 Applecross WA 6953 or by email on ceo@ccawa.com.au

APPENDIX C

APPOINTMENT OF PROXY

APPOINTMENT OF PROXY

(to be submitted to the Secretary by mail or email to the contact details shown below)

I, _____
(Insert member's name)

of _____
(Insert member's address)

being a member of the Construction Contractors Association of Western Australia Inc

APPOINT

(Insert PROXY'S name)

who also is an employee or representative of a Member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only **ONE** of the following)

at the general meeting/s (and any adjournments of the meeting/s) on:

(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

_____	_____
_____	_____
_____	_____

(Insert resolution Nos, brief description or
nominees' name/s)

(Insert resolution Nos. brief description or
nominees' name/s)

Signature: _____ **Date:** _____
(of member appointing Proxy)

You can contact the Association at PO Box 46 Applecross WA 6953 or by email on ccawestaust@gmail.com

APPENDIX D

**NOTICE OF GENERAL MEETING TO ALTER THE RULES
(CONSTITUTION)**

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)

Construction Contractors Association of Western Australia Inc

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ am/pm on _____ the _____ 20__

The meeting will take place at _____

SPECIAL RESOLUTIONS:

Currently rule.....states: It is proposed to alter this rule so that it states as follows:

Currently rule.....states: It is proposed to alter this rule so that it states as follows:

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Rule 50 allows for proxy votes. A proxy form is enclosed for you to nominate another Member representative to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 75% of Member representatives voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Mines, Industry Regulation and Safety.

You can contact the Association at PO Box 46 Applecross WA 6953 or by email on ccawestaust@gmail.com