

BALINGUP PROGRESS ASSOCIATION (INC) 2018

RULES

1. NAME

The name of the Association is **BALINGUP PROGRESS ASSOCIATION**

2. OBJECTS

- 2.1 To advance the welfare of the Balingup district (“the district”) by proposing, promoting and supporting works, activities or enterprises that serve the interests and, in particular the lives and livelihoods of the community of the district.
- 2.2 To support the development of artistic, cultural and economic activities in the district.
- 2.3 To carry on, subject to the Rules, any activity that may advance any of the objects of the Association.

3. POWERS

The Association may do all things it considers necessary or convenient for carrying out the objects and the purposes thereof 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 money as trust funds may be invested under the Trustees Act 1962 Part III and otherwise deal with money in any manner authorised by the Rules.
- d) act as trustee and accept and hold real and personal property upon trust.
- e) raise money by registration fees, subscriptions, levies, fundraising activities, grants, interest and donations and by such other method as the Committee shall see fit but must not raise or borrow money by way of the issue of any instrument that gives security over any property of the Association.
- f) appoint agents to transact any business of the Association on its behalf.
- g) enter into any contract it considers necessary or desirable for the purposes of the objects.

- h) erect, maintain, improve or make alteration to any land or buildings or other property in the care, control, custody or ownership of the Association.
- i) establish or support any other association or unincorporated body that has objects that are in significant respects, consistent with those of the Association.

4. PROPERTY AND INCOME

- 4.1 The property and income of the Association must be applied solely to carrying out the objects and purposes of the Association and no part of the property or income may be distributed or paid , directly or indirectly, to a member of the Association except as a payment authorised in subrule 4.2.
- 4.2 A payment to a member of the Association is authorised if it is:
 - a) payment in good faith of reasonable remuneration of the member for services actually provided to the Association or for goods supplied by the member to the Association in the ordinary course of business.
 - b) payment of reasonable and proper rent to the member for premises leased or let to the Association.
 - c) reimbursement of reasonable expenses or disbursements properly incurred by the member on behalf of the Association.
 - d) 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.
 - e) reimbursement of reasonable out -of- pocket expenses incurred by a Committee member for the cost of travel or accommodation in connection with the performance of functions carried out by the Committee member on behalf of the Association at the request of the Committee.
- 4.3 A payment to a Committee member pursuant to subrule 4.2 must be approved by a resolution of the Committee considered and made by the Committee in the absence of the member.
- 4.4 In subrule 4.2.(e) “Committee member’ includes a member of a subcommittee or holder of a subsidiary office.

4.5 A separate bank account in the name of Balingup Progress Association Reserve Deposit Account is to be maintained as a contingency account in a minimum sum of \$27,000. If a natural disaster or other exceptional circumstance causes either the Balingup Small Farm Field Day (“BSFFD”) subcommittee or the Balingup Medieval Carnivale (“BMC”) subcommittee to incur unforeseen costs in respect of the conduct of the respective annual festivals presented by those subcommittees, the Committee may make a payment from the contingency account to BSFFD or BMC in such amount as the Committee considers appropriate. If such a payment is made to BSFFD or BMC so much of the the profit received by that subcommittee from the event conducted necessary to repay the sum advanced to the subcommittee must be paid by the subcommittee directly to the contingency account.

5. MEMBERSHIP

- 5.1 A person is eligible to become a member of the Association if that person resides, owns real property, or is employed in the district.
- 5.2 An application for membership is to be made in writing to the Association.
- 5.3 Before determining the application the Committee may require the applicant to provide further information in support of the application.
- 5.4 If the Committee rejects an application and within 14 days of the decision the applicant, by written request to the Association, seeks reasons for that decision the Committee must provide those reasons to the applicant as soon as practicable.
- 5.5 If the Committee accepts an application the applicant only becomes a member when the applicant has paid the membership fee (if any) payable to the Association as determined by the Committee pursuant to subrule 7.1.

6. MEMBERSHIP CLASSES

- 6.1 If the Committee considers that a person or persons have particular knowledge , experience or qualification, or is within a section of the Balingup community that is not represented sufficiently in the Association’s membership, the Committee may invite in writing such a person to be an Associate member.

6.3 An Associate member has the rights of a member under the Rules.

7. MEMBERSHIP FEES

7.1 The fee to be paid for membership of the Association by any member over 18 years of age is the annual fee (if any) determined by the Committee.

7.2 A member liable to pay the annual fee determined by the Committee must pay that fee to the Association by the due date determined by the Committee and notified to the member.

7.3 If a member has not paid the annual fee within the period of three months after the due date the member ceases to be a member on the expiry of that period.

7.4 If a person who has ceased to be a member under subrule 7.3 offers to pay the annual fee the Committee may, at its discretion, accept that payment, and if the payment is accepted the person's membership is reinstated from the date the payment is accepted.

8. MEMBERSHIP ACCESS TO RULES

With regard to the requirements of S.36 of the Act relating to access of members to the Rules, the Association is to provide members with free access to the Rules by placing a downloadable copy of the Rules on the Association website www.balingup.asn.au/balingup-progress-assoc.html

9. RESIGNATION

9.1 A member may resign from the Association by giving written notice of the resignation to the Secretary.

9.2 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.

9.3 A person who has resigned from the Association remains liable for any fees that are owed to the Association at the time of resignation.

10. REGISTER OF MEMBERS

10.1 The Secretary, or such other person so authorised by the Committee, is responsible for performance of the requirements imposed on the Association by S.53 of the Act, namely, to maintain a register of members and record in that register any changes in membership of the Association.

- 10.2 In addition to recording each member's name the register must include each member's residential address, or postal address, or email address, or the information by means of which contact can be made with the member that may be prescribed for the purpose of S.53(2)(d) of the Act.
- 10.3 The register of members must be kept at the Secretary's place of residence or at such other place as may be determined by the Committee.
- 10.4 A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- 10.5 If: a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register pursuant to S.54(2) of the Act or, b) a member makes a written request under S.56 of the Act to be provided with a copy of the register of members, the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required, or for which the copy of the register is requested, and declaring that the purpose is directly connected with the affairs of the Association or is related to the administration of the Act.
(See: S.58(5)(b))

11. SUSPENSION OR EXPULSION

- 11.1 The membership of a member may be suspended or a member may be expelled from the Association if, by a Special Resolution passed at a Special General Meeting convened to consider that resolution, the Association resolves that the member engaged in conduct prejudicial to the interests of the Association, and that the membership of the member is to be suspended for a stipulated period, or that the member is to be expelled.
- 11.2 If the Committee has resolved that it is of the opinion that a member has engaged in such conduct it is to convene a Special General Meeting at which a Special Resolution in the terms of subrule 11.1 is to be proposed by the Committee for the consideration of members of the Association.
- 11.3 In addition to the requirements of subrule 35.3(c) for the convening of a Special General Meeting the Secretary must include in the notice of the Special General Meeting given to members, the

grounds on which the proposed Special Resolution for a period of suspension of membership of a member, or for expulsion of a member from the Association, is based and give notice to the member the subject of the proposed Special Resolution that at the meeting the Member will be given a reasonable opportunity to make written and/or oral submissions to the meeting in response to the proposed Special Resolution and that the member may have a representative attend the meeting to make those submissions on the member's behalf.

11.4 A Special Resolution to suspend a member's membership for a period, or to expel a member from the Association, takes immediate effect upon the resolution being passed by the majority required by S.51(1)(b) of the Act.

11.5 The Committee must give the member written notice of the terms of the Special Resolution passed by the Special General Meeting within seven days after that meeting.

11.6 If the member who is in dispute with the Association as a result of the terms and effect of the Special Resolution passed at the Special General Meeting may apply to SAT under S.182 of the Act to have the dispute resolved by SAT and give written notice to the Association of that application.

11.7 If notice is given to the Association by a member under the preceding subrule that person and the Committee are to be the parties to the SAT proceeding.

11.8 In this Rule "member" includes a former member expelled from the Association.

SUSPENSION OF MEMBER

12.1 If a member is suspended from membership pursuant to Rule 11 then during the period of suspension the member :-

- a) loses any rights (including voting rights) exercisable by reason of membership, and
- b) is not entitled to a refund, rebate, relief or credit in respect of membership fees paid or payable to the Association.

12.2 If a member is suspended the Secretary must record in the register of members:

- a) the date on which suspension of that member took effect, and

b) the date of expiration of the period of suspension.

13. DISPUTES

- 13.1 If members of the Association are in dispute with each other, or one or more members of the Association are in dispute with the Association, as to observance, application, or construction of the Rules, or the rights or obligations contained therein, a party to the dispute may give written notice of the dispute to the Secretary and request that the dispute be referred to a special meeting of the Committee for resolution.
- 13.2 The notice to the Secretary must describe the parties to the dispute and the matters that are the subject of the dispute.
- 13.3 The referred dispute is to be the sole item of business of the special Committee meeting.
- 13.4 Within 28 days after the Secretary receives the notice a special Committee meeting must be convened to consider and determine the dispute.
- 13.5 The Secretary must give each party to the dispute written notice of the special Committee meeting at which the dispute is to be considered and determined at least seven days before the meeting.
- 13.6 If the Association is a party to the dispute the Committee must appoint a representative to provide advice to the Committee and to attend the special Committee meeting to make submissions to the meeting on the Committee's behalf. The representative is to be authorised by the Committee to make such recommendations to the Committee for determination or settlement of the dispute as to the representative seems fit.
- 13.7 The special Committee meeting is to be conducted by the Chairperson or in his or her absence the Deputy Chairperson.
- 13.8 The parties or their representatives, are to be give reasonable opportunity to make written and/or oral submissions to the Chairperson for consideration by the Committee.
- 13.9 After due consideration by the Committee of the submissions of the parties, or of their representatives, the Committee within seven days after the special Committee meeting is to determine the dispute and give notice to the parties of that determination together with reasons.

13.10 If the dispute is not resolved by that determination a party to the dispute may apply to SAT under S.182 of the Act to have the dispute resolved by SAT.

14. COMMITTEE

14.1 The Committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.

14.2 The Committee must take all reasonable steps to ensure that the Association complies with the Act, the Regulations and the Rules of the Association.

14.3 The positions on the Committee consist of the office holders of the Association and the 3 elected members.

14.4 The office holders of the Association are

- a) the Chairperson,
- b) the Deputy Chairperson,
- c) the Secretary,
- d) the Treasurer .

14.5 A member is eligible to be elected to a position on the Committee if he or she has reached 16 years of age.

14.6 The office holders and elected Committee members are to be elected annually at the Annual General Meeting.

14.7 A member is not eligible to be re-elected to one of the offices mentioned in subrule 14.4 if the member has held that office for four consecutive periods immediately preceding the Annual General Meeting.

14.8 A member is not eligible to be elected to more than one of the offices mentioned in subrule 14.4.

14.9 Any vacancy in a position on the Committee of office holder or elected Committee member is to be filled by appointment of a member to the position by the Committee at the next Committee meeting following the Annual General Meeting.

14.10 The term of office of any office holder or of any elected member begins when a member is declared elected at the Annual General Meeting or when appointed to the position by the Committee.

14.11A member elected or appointed to the position of office holder or elected Committee member is eligible, subject to subrules 14.7 and 14.8, to be elected to that position at the next Annual General Meeting

15. ELECTION OF OFFICE HOLDERS

15.1 At the Annual General Meeting a separate election is to be held for each office holder of the Association.

15.2 The Chairperson may call for nominations from members at the meeting.

15.3 If only one member is nominated for a position that person is declared by the Chairperson to be elected to the position.

15.4 If more than one member is nominated for a position the members are to vote for the nominees in accordance with the voting procedure determined by the Committee.

15.5 A member nominated for the position may vote for himself or herself.

15.6 On election of a member as Chairperson of the Association the elected person may thereafter take over as Chair of the meeting.

16. ELECTED COMMITTEE MEMBERS

16.1 At the Annual General meeting the Chairperson may call for nominations for the positions of elected Committee members.

16.2 If the members nominated for the positions of elected Committee members do not exceed the number of vacancies the Chairman is to declare the nominees to be elected Committee members.

16.3 If the members nominated for the positions of elected Committee members exceed the number of vacancies the members are to vote for the nominees to fill those positions in accordance with the voting procedure determined by the Committee.

16.4 A member nominated for the position of elected Committee member may vote for himself or herself.

17. RESIGNATION AND REMOVAL FROM OFFICE

17.1 A Committee member may resign from the Committee by written notice addressed to the Chairperson or Secretary and ceases to be a

Committee member and, if an office holder, ceases to hold office upon receipt of that notice by the Chairperson or Secretary.

17.2 A Committee member who fails to attend four consecutive Committee meetings of which that person received due notice and failed to notify the Secretary that he or she would be unable to attend those meetings, ceases to be a Committee member and, if an office holder, ceases to hold office from the date of the fourth consecutive committee meeting absence.

17.3.1 At a Special General Meeting the meeting by Special Resolution may remove a Committee member from office.

17.3.2 The notice of the Special General Meeting given to members under Rule 35 must include any written representation the Committee member the subject of the proposed Special Resolution has provided to the Secretary for distribution to members.

17.3.3 If the Special Resolution is passed with the majority required by S.51(1)(b) of the Act the Committee position thereupon becomes vacant and the Special General Meeting may elect a member to fill the vacancy, otherwise the vacancy is to be filled by the Committee meeting following the Special General Meeting.

18. APPOINTMENTS TO FILL VACANCIES

18.1 The Committee may appoint a member to fill any position of office holder or elected member on the Committee that is vacant on the day of the Committee meeting.

18.2 If the position of Secretary is vacant the Committee must appoint a member to fill that position within 14 days of the vacancy arising.

18.3 If there are fewer committee members than required for a quorum under subrule 25.3 the Committee may act only for the purpose of:

- a) appointing Committee members under this rule; or
- b) convening a General Meeting.

19. VALIDITY OF COMMITTEE ACTS

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

20 . DUTIES OF COMMITTEE MEMBERS AND OTHERS

20.1 Pursuant to Ss3, 44-47 of the Act

- a) a member of the Committee ;
- b) a person, including an employee of the Association who makes or participates in making decisions that affect the whole, or a substantial part, of the operations of the Association;
- c) a person who has the capacity to significantly affect the Association's financial standing;
- d) a person in accordance with whose instructions or wishes the Committee is accustomed to act (excluding a person who gives advice to the Association in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the Committee or with the Association); must:

20.1.1 exercise his or her powers and discharge his or her duties with the degree of care and diligence that a reasonable person would exercise if that person-

- i) were an officer of an association in the Association's circumstances; and
- ii) occupied the office held by and had the same responsibilities within the Association as the officer;

20.1.2 exercise his or her powers and discharge his or her duties-

- i) in good faith in the best interests of the Association and
- ii) for a proper purpose.

20.1.3 not improperly use his or her position to:

- i) gain an advantage for the person or another person or
- ii) cause detriment to the Association.

20.1.4 not improperly use information obtained as an officer of the Association to:

- i) gain an advantage for the person or another person or-
- ii) cause detriment to the Association.

21. 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 of the business to be conducted at those 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 by S.53 of the Act;
- e) maintaining on behalf of the Association an up-to-date copy of the Rules as required by S.35 of the Act.

22. TREASURER

The Treasurer has the following duties:

- a) ensuring 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 have been authorised by the Committee or at a General meeting and are duly made;
- 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) coordinating the preparation of the Association's financial statements as a Tier 1 association before submission of the statements to the Association's Annual General Meeting.
- g) providing any assistance required by an auditor or reviewer conducting an audit of review of the Association's financial

statements or financial report under Part 5 Division 5 of the Act.

h) carrying out any other duty given to the Treasurer under the Rules or by the Committee.

23. COMMITTEE MEETINGS

The Committee shall meet as often as the Chairperson deems necessary but no less than six times per year.

24. NOTICE OF MEETINGS

24.1 Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting.

24.2 The notice is to state the date, time and place of the meeting and describe the general nature of the business to be conducted at the meeting.

24.3 Unless the following subrule applies the only business that may be conducted at the meeting is the business described in the notice.

24.4 Urgent business that has not been described in the notice may be conducted at the meeting if the majority of Committee members agree to treat the business as urgent.

25. PROCEDURE

25.1 The Chairperson or, in the Chairperson's absence, the Deputy Chairperson is to chair the Committee meeting.

25.2 In the absence of both the Chairperson and the Deputy Chairperson the Committee is to appoint a Committee member to Chair the meeting.

25.3 Four committee members constitute a quorum for a meeting of the Committee.

25.4 A Committee member whilst not present in person but participating in the meeting by means of simultaneous electronic communication service may be taken to have attended and voted at a meeting of the Committee.

25.5 A member of the Association may attend a Committee meeting and may address the meeting on an item of business considered by the meeting when invited by the Chair of the meeting to do so.

26. VOTING

26.1 Voting is by show of hands unless the Committee decides that a secret ballot is required to determine a particular question.

26.2 If votes are divided equally the Chair of the meeting has a second or casting vote.

27. CONFLICT OF INTEREST

27.1 Pursuant to Ss 42,43 of the Act a Committee member who has a material personal interest in a matter being considered at a committee meeting must, unless excused under S.42(3) of the Act disclose to the Committee details of the nature of that interest and the relation of that interest to the activities of the Association and must also make that disclosure to the next General Meeting of the Association.

28.2 Pursuant to S.42(6) of the Act details disclosed to the Committee under subrule 27.1 must be recorded in the minutes of the Committee meeting at which the disclosure was made.

28. MINUTES

28.1 The Committee is to ensure that minutes are taken and kept of each Committee meeting.

28.2 The minutes must record the following-

- a) the names of the Committee members present at the meeting and any apology of a Committee member for non-attendance.
- b) the name of any person attending the meeting under sub-rule 25.5.
- c) the business conducted at the meeting.
- d) votes taken at the meeting and the result of those votes.
- e) details of any disclosure made by a Committee member pursuant to sub-rule 27.1

28.3 The minutes of a Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.

28.4 The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by-

- a) the Chair of the meeting or-
- b) the Chair of the next Committee meeting.

28.5 Minutes of a Committee meeting signed as correct pursuant to sub-rule 28.4 may be taken to confirm 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.

29. SUB-COMMITTEES

29.1 To help the Committee in 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.

29.2 A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.

29.3 A person may be appointed to a subsidiary office whether or not a person is a member.

29.4 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.

30. NON-DELEGABLE DUTY

30.1 In this rule non-delegable duty means a duty imposed on the Committee by the Act or another written law.

30.2 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.

30.3 A power or duty, the exercise or performance of which has been delegated to a subcommittee or a holder 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.

- 30.4 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.
- 30.5 The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 30.6 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.
- 30.7 The Committee may, in writing amend or revoke the delegation.

31. GENERAL MEETINGS

- 31.1.1 The Chairperson, Deputy Chairperson or, in their absence, the person chosen by members present at the meeting is to chair a general meeting.
- 31.1.2 All questions other than a Special Resolution are to be decided by the majority of votes.
- 31.1.3 A Special Resolution to be decided in the affirmative requires the majority of votes specified by S.51(1)(b) of the Act.
- 31.1.4 The Chair has a deliberative and a casting vote other than on a Special Resolution.
- 31.1.5 If the question is whether the minutes of a previous general meeting are to be confirmed only members who were present at the meeting may vote.

32. ANNUAL GENERAL MEETING

- 32.1 The Annual General Meeting of the Association must be held in the months of August or September at such time and place as the Committee determines.
- 32.2 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 report on the Associations activities during the preceding financial year ending on 30 June;

- ii) the financial statements of the Association for the preceding financial year prepared pursuant to S.68 of the Act and any report of an auditor or reviewer thereon.
- c) to elect the office holders and the elected Committee members
- d) to consider whether the Association must ensure that the financial statements for the current financial year are audited or reviewed pursuant to S.69(1) of the Act.
- e) to confirm or vary subscription fees for members.
- f) to consider any other business of which notice has been given pursuant to the Rules.

32.3 The quorum for the Annual General Meeting is 10 members.

32.4 If the Annual General meeting resolves that the Association must ensure that the financial statements for the current financial year prepared pursuant to S.68 of the Act are audited or reviewed but does not appoint an auditor or reviewer the Committee is to appoint the auditor or reviewer at the next Committee meeting after the Annual General Meeting.

32.5 If after the Annual General Meeting the Association is directed by the Commissioner pursuant to S.69(1)(b) of the Act to ensure that the financial statements for the current financial year are audited or reviewed the Committee must appoint an auditor or reviewer at the next meeting of the Committee after the Commissioner's direction.

33. SPECIAL GENERAL MEETING

33.1 The Committee may direct the Secretary to convene a Special General meeting.

33.2 A Special general Meeting must be convened if at least 20% of the members so require.

33.3 Members requiring a Special General Meeting to be convened must

- a) provide written notice thereof to the Secretary stating in that notice the business to be conducted at the meeting; and

- b) attach to that notice the signatures of the required percentage of members requesting the convening of a Special General Meeting.

33.4 A Special General Meeting must be convened by the Secretary within 28 days after notice has been received under subrule 33.3 and if the Secretary has not done so the Members providing that notice may so convene the meeting within a further 28 days.

33.5 A Special General Meeting may consider only the business stated in the notice convening the meeting.

33.6 The quorum for a Special General Meeting is 10 members.

34. ORDINARY GENERAL MEETING

34.1 Ordinary General meetings are to be held at least once in every two months to inform members of the current activities of the Association by its Committee, Sub Committees and current subsidiary office holders and for the Association to receive advice and assistance from Members.

34.2 The order and content of business conducted at an Ordinary General Meeting is as the Chair directs.

34.3 The quorum for an Ordinary General Meeting is 6 Members.

35. NOTICE OF GENERAL MEETINGS

35.1 The Secretary or, where a Special General Meeting is convened by members under sub-rule 33.4 those Members, must give to each member –

- a) at least 21 days notice of an Annual General Meeting; a Special General Meeting and a General Meeting at which a Special Resolution is to be proposed; and
- b) At least 14 days notice of any other General Meeting.

35.2 The notice is to be given by post or email to the contact addresses of members recorded in the register of members and by public notices placed on local notice boards determined appropriate for that purpose by the Committee.

35.3 The notice must-

- a) specify the date, time and place of the meeting.
- b) If the meeting is the Annual General Meeting, indicate the nature and order of the business to be conducted at the meeting pursuant to subrule 32.2 and include details of any nominations for election to Committee positions that may have been received;
- c) If the meeting is a Special General Meeting, or a General Meeting at which a Special Resolution is to be proposed, set out the item or items that constitute the business of the Special General Meeting and the wording of the proposed Special

Resolution with notice that it is to be proposed as a special resolution;

d) If the meeting is an Ordinary General Meeting state the general nature of the business anticipated to be conducted at the meeting.

e) Inform members that appointment of a proxy for a Member requires adherence to the requirements of Rule 36.

35.4 If the General Meeting is to consider a proposed resolution to remove an auditor or reviewer S.89 of the Act requires that at least two weeks before the date of that meeting and for the purposes of S.90(3) of the Act a copy of any representations made to the Committee in response to the proposed resolution may be given to a member by email.

36. PROXIES AT GENERAL MEETINGS

36.1 Subject to the following subrule , a member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.

36.2 A member may be appointed the proxy for not more than 5 members.

36.3 The appointment of a proxy must be in writing signed by the appointing member.

36.4 The appointing member may give specific directions as to how the proxy is to vote or speak on his or her behalf and record those instructions on the proxy form.

36.5 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.

36.6 A member may use any form to appoint a proxy so long as the form identifies the person appointed as the member's proxy and is signed by the appointing member.

36.7 A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.

36.8 A form appointing a proxy sent by post or electronically must be received by the Secretary not less than 24 hours before the commencement of the meeting.

37. ADJOURNMENT OF GENERAL MEETINGS

37.1 No business is to be conducted at a General Meeting unless a quorum is present.

37.2 If a quorum is not present within 30 minutes of the notified commencement time of a General Meeting-

a) in the case of a Special General Meeting – the meeting lapses; or

b) in 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 Chair specifies another place at the time of the adjournment or written notice of another place is given to Members before the day to which the meeting is adjourned.

37.3 If

a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting resumed under subrule, 37.2(b); and

b) at least 6 members are present at the meeting, those members present are taken to constitute a quorum.

37.4 The Chair of a General Meeting at which a quorum is present may with consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

37.5 Without limiting the preceding sub-rule, a meeting may be adjourned-

a) if there is insufficient time to deal with the business of the meeting; or

b) to give members more time to consider an item of business.

37.6 No business is to be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

37.7 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 28 days or more in which case notice must be given to members in accordance with Rule 35.

38. SPECIAL RESOLUTIONS

In addition to provisions of the Act and of the Rules that specify when a Special Resolution must be proposed at a General Meeting, any proposal to affiliate the Association with another body must be proposed to a General Meeting as a Special Resolution

39. MINUTES OF GENERAL MEETINGS

39.1 The Secretary, or person authorised by the Committee from time to time, must take and make minutes of each general meeting.

39.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote and where the resolution is a special resolution must record the number of votes counted for and against the resolution.

39.3 In addition, the minutes of each Annual General Meeting must record –

- a) the names of the members attending the meeting; and
- b) any proxy forms given to the Secretary under rule 36; and
- c) the financial statements and any report of the auditor or reviewer presented at the meeting as referred to in subrule 42.4.

39.4 The minutes of the general meeting must be entered into the Association's minute book within 30 days after the meeting is held.

39.5 The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct- by

- a) the Chair of the meeting; or
- b) the Chair of the next general meeting.

39.6 When the minutes of a General Meeting have been signed as correct they may be taken to record that-

- a) the meeting to which the minutes relate was duly convened and held;
- b) matters recorded as having taken place at the meeting took place as recorded;
- c) any election or appointment purportedly made at the meeting was validly made.

40. FINANCE

Control of Funds

- 40.1 Apart from deposits made to the Balingup Progress Association Reserve Deposit Account described in subrule 4.5 all funds received by the Association are to be deposited in the Balingup Progress Association General Account and all expenditure of the Association is to be made from that account.
- 40.2 Subject to any restrictions imposed at a general meeting the Committee may approve expenditure on behalf of the Association.
- 40.3 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 expenditures below that limit.
- 40.4 All cheques, drafts, bills of exchange promissory notes and other negotiable instruments of the Association must be signed by –
- a) two Committee members; or
 - b) one Committee member and a member authorised by the Committee.
- 40.5 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

41. FINANCIAL STATEMENTS

For each financial year of the Association commencing on 1st July and ending 30th June , the Committee must ensure that the requirements that apply to the Association under Part 5 of the Act as a Tier 1 association in respect of the financial statements of the Association are met.

42. AUDITOR or REVIEWER REMUNERATION

An auditor or reviewer appointed by the Association may be paid for his or her services in such sum as the Association may from time to time determine.

43. BY-LAWS

43.1 The Association may, by resolution at a General Meeting, make, amend or revoke by-laws.

43.2 By-laws may –

- a) describe the rights and obligations of Associate members ;
- and

b) describe requirements relating to the financial statements and financial accountability of the Association,; and

c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

43.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the Regulations or the Rules.

43.4 Without limiting the preceding subrule a by-law made for the purposes of subrule 43.2(b) may only impose requirements on the Association that are additional to, and do not restrict a requirement imposed on the Association by Part 5 of the Act.

43.5 At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

44. COMMON SEAL

44.1 The Association may execute a document without using the Common Seal if the document is signed by-

a) two committee members ; or by

b) one Committee member and a member authorised by the Committee.

44.2 A document may only be sealed with the Common Seal by authority of the Committee and in the presence of-

a) two Committee members; or

b) one Committee member and a member authorised by the Committee, and

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

44.3 The Secretary must make written record of each use of the Common Seal.

44.4 The Common Seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

45. CUSTODY OF RECORDS

45.1 Subject to the following subrule, the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

45.2 The financial records and, the financial statements of the Association must be kept in the Treasurer's custody or under the Treasurer's control.

45.3 Subrules 45.1 and 45.2 have effect except as otherwise decided by the Committee.

45.4 The books of the Association must be retained for at least 7 years.

46. RECORD OF OFFICERS

46.1 The Association must maintain a record of –

- a) the names and addresses of the persons who are members of the Committee or hold other offices of the the Association under the Rules;
- b) the name and address of any person who is authorised to use the Common Seal of the Association;
- c) the name and address of any person who is appointed or acts as trustee on behalf of the Association.

46.2 The record maintained under subrule 46.1 is to be kept in the Secretary's custody or under the Secretary's control

47. INSPECTION OF RECORDS

47.1 Subrule 47.2 applies to a member who wants to inspect-

- a) the register of members pursuant to S.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, pursuant to S.58(3) of the Act; or
- c) any other record or document of the association.

47.2 The member must contact the Secretary to make the necessary arrangements for the inspection referred to in subrule 47.1

47.3 The inspection is to be free of charge to the member.

47.4 The member may make a copy of or take an extract from a record or document referred to in subrule 47.1(c) but must not remove the record or document from the custody of the person entrusted with the record or document under the Rules.

47.5 The member must not use or disclose information in a record or document referred to in sub-rule 47.1(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.

48. DISTRIBUTION ON WINDING UP

48.1 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.

48.2 On the cancellation of the incorporation or the winding up of the Association, surplus property must be distributed as determined by a Special Resolution that complies with the requirements of S.24(1) of the Act.

49. ALTERATION OF RULES

To alter, rescind or add to the Rules the Association must pass a Special Resolution to that effect at a General Meeting and must comply with the requirements of Part 3 Division 2 of the Act.

50. DEFINITIONS

In these Rules :-

“Act”

means the Associations Incorporation Act 2015.

“Association”

is the Balingup Progress Association.

“ Balingup district”

means the district defined by the boundaries of the former local authority known as the Shire of Balingup.

“ BMC”

means the Balingup Medieval Carnivale subcommittee of the Association.

“Books of the Association”

Includes

- a) a register
- b) financial records, financial statements, or financial reports in any form.
- c) a document
- d) any other record of information

“BSFFD”

Means the Balingup Small Farm Field Day subcommittee of the Association.

“Commissioner”

is the person designated under S.153(2) of the Act as the Commissioner for the purposes of the Act.

“Committee”

means the management committee of the Association.

“Committee member”

includes office holders and elected Committee members.

“Financial Records”

includes

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers.
- b) documents of prime entry;
- 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.

“member”

means a member of the Association and includes Associate Member, Honorary Member and Life Member and for the purposes of S.86 of the Act includes an Auditor or Reviewer appointed by the Association.

“Regulations”

means the Associations Incorporation Regulations 2016.

“SAT”

means the State Administrative Tribunal.

“Written Notice” and “Notify in Writing”

Include communication by email.

I certify that this is a true copy of the original document. Dated 08-05-2020

A handwritten signature in black ink, consisting of a series of loops and a horizontal stroke at the end.