



PERTH MODERNIAN SOCIETY

PERTH MODERNIAN SOCIETY (INC)

ABN 26 086 852 570

CONSTITUTION

Registered No. A1004375K
11 July 1995

Amended 19 September 2017

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PART 1 - PRELIMINARY

1 TERMS USED

Act means the Associations Incorporation Act 2015 (WA).

Alumni means former staff and students of the School.

Annual General Meeting means the annual general meeting of the Society as defined in rule 15.

By-laws means by-laws of the Society made under rule 38.

Chairperson means the Council member holding office as the chairperson of the Society.

Communications Committee means the Standing Committee of the Council of the Society as defined by rule 14.3(d).

Contributing Member has the meaning given in rule 7.4.

Convene means to call together for a formal meeting.

Council means the Council of the Society as defined by rule 9 and as it exists from time to time.

Finance Committee means the Standing Committee of the Council of the Society as defined by rule 14.3(a).

Foundations mean the Sphinx Foundation Inc. and the Perth Modernian Society Museum Association Incorporated.

Functions Committee means the Standing Committee of the Council of the Society as defined by rule 14.3(b).

Historical and Museum Committee means the Standing Committee of the Council of the Society as defined by rule 14.3(c).

Honorary Member has the meaning given in rule 7.5.

Immediate Past President means a person who was the President immediately before the current President as well as all persons appointed to the Council under sub-rule 9.2(e) until such time as the expiry of their current term under that sub-rule.

Life Member has the meaning given in rule 7.6.

Member means a member of the Society, including Contributing, Registered, Honorary and Life Members.

Modernian Fellow means a Life Member of the Society.

Ordinary resolution means resolution other than a special resolution.

Principal means the Principal of the School, from time to time.

Registered Member means a member of the Society whose name and postal or residential address is, at the request of the person, entered upon the register of members of the Society.

Rules means these rules of the Society as in force for the time being.

School means Perth Modern School.

Secretary means the Council member holding office as the Secretary of the Society.

Special General Meeting means a general meeting 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.

Sphinx Foundation means the Sphinx Foundation Inc. (ABN 57 912 481 918).

Society means the incorporated associated to which these rules apply.

Treasurer means the Council member holding office as the Treasurer of the Society.

PART 2 – THE SOCIETY

2 NAME AND OFFICE

- 2.1 The name of the association is “Perth Modernian Society (Inc)”.
- 2.2 The office of the Society is to be situated at Perth Modern School, 90 Roberts Road, Subiaco in the State of Western Australia or at such other place as the Council of the Society may determine.

3 LEGAL STATUS AND STATUS OF RELATED ENTITIES

- 3.1 The Society is a not-for-profit incorporated association under the Act.
- 3.2 As at the date of adoption of this amended Constitution, the Society was not registered for GST so does not qualify for Input Tax Credits. The Society has not been endorsed by the ATO as a charity, and does not have Public Benevolent Institution status or Deductible Gift Recipient Status.
- 3.3 The Society is the parent entity of the Sphinx Foundation which has its own constitution and board, is registered for GST and is endorsed by the ATO as an Income Tax exempt Charity and for GST Concession. The Sphinx Foundation is responsible for among other things, the conduct of the Sphinx Scholarship Fund, which has a Deductible Gift Receipt status under Item 1 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth).
- 3.4 The Society is also the parent entity of the Perth Modernian Society Museum Association Incorporated which has its own constitution and board.

4 FINANCIAL YEAR

The financial year of the Society commences on 1 January and ends on 31 December each year.

5 OBJECTS AND FUNCTIONS

- 5.1 The primary object of the Society is the advancement of education for the benefit of the community as a whole.
- 5.2 In undertaking the primary object, the Society must have regard to the education principles and practices of the School from its inception to the present and which may guide the School in the future.
- 5.3 Without limiting rule 5.1, each of the following objects and purposes shall be regarded as furthering the primary object of the Society:

- (a) to preserve and enhance the reputation and traditions of the School among present and former students and staff and in the community;
- (b) to encourage and assist former students and staff to renew and maintain their associations with the School;
- (c) to encourage and facilitate contact and communication among former students and staff;
- (d) to support and to encourage and facilitate support by former students and staff of current activities of the School and of present students and staff;
- (e) to maintain records and archives of the School and its students and staff, and to encourage and facilitate the recording of the history of the School and its students and staff for the benefit of the wider community;
- (f) to promote and support the Foundations; and
- (g) to do anything incidental to carry out any of the above objects.

5.4 In order to achieve its objects, the Society shall establish structures and ensure resourcing to facilitate the following functions:

- (a) publishing on a regular and ongoing basis, a newsletter which will be distributed to Alumni and will contain (among other items) information as to current activities of the School, the Society and the Foundations and the activities of Alumni;
- (b) promoting and provide support for reunions and other meetings of former students and staff;
- (c) co-ordinating involvements of former students and staff in the activities of the School with the view to supporting present student and staff and enabling students to develop their full potential;
- (d) ensuring that the records of the School are preserved and the history of the School and its students and staff is preserved, interpreted and published for the benefit of the wider community;
- (e) using the ethos of the School as a means of promoting the various activities of the Society and ensuring that the name, reputation and traditions of the School are upheld within the School and the community;
- (f) encouraging donations and bequests to the Foundations for the benefit of the School and School activities;
- (g) liaising regularly and where appropriate collaborating with other official bodies that form part of the School, including but not limited to the Perth Modern School Board and the Perth Modern School Parents & Citizens' Association Inc; and
- (h) initiating projects and processes incidental to any of the above objects, purposes and functions.

6 INCOME AND PROPERTY

6.1 The property and income of the Society must be applied solely towards the promotion of the object or purposes of the Society 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.

- 6.2 A payment may be made to a Member out of the property or income of the Society only if it is authorised under rule 6.3.
- 6.3 A payment to a Member out of the income or property of the Society is authorised if it is:
- (a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business;
 - (b) the payment of interest, on money borrowed by the Society from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - (c) the payment of reasonable rent to the Member for premises leased by the Member to the Society; or
 - (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Society.
- 6.4 Without limiting anything else in this rule 6, a member of the Council is entitled to be paid out of the funds of the Society, in accordance with any policy as may be approved by the Society in General Meeting, for any out-of-pocket expenses for travel and accommodation properly incurred:
- (a) in attending a Council meeting;
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Society's business.

PART 3 - MEMBERS

7 MEMBERSHIP AND SUBSCRIPTIONS

- 7.1 Any person who is a student, former student or former Member of the staff of the School in any capacity, is eligible to be a Member of the Society.
- 7.2 A person eligible to be a Member of the Society shall become a Registered Member of the Society when the name and postal or residential address of the person is, at the request of the person, entered upon the register of members of the Society.
- 7.3 A Registered Member of the Society shall not be obliged to pay any membership subscription.
- 7.4 A Member of the Society or a person eligible to be a Member of the Society may become a Contributing Member of the Society upon payment of a subscription of such amount as the Council of the Society may determine from time to time.
- 7.5 The Council may, by a majority of not less than two thirds of its Members present and voting, elect any person who is not otherwise eligible to be a Member of the Society as an Honorary Member of the Society with an entitlement to vote, to recognise their contribution to the activities of the Society.
- 7.6 The Council may, by a majority of not less than two thirds of its Members present and voting, elect any person, whether a Member or Life Member or eligible to be a Member of the Society or not, as a Life Member of the Society by reason of his or her distinguished service to the School, the Society, the Foundations or the public or any section of it.
- 7.7 Any Member may resign from the Society by giving written notice to that effect to the Secretary or another current Council member. Such resignation takes effect when:

- (a) the Secretary receives the notice; or
- (b) if a later time is stated in the notice,
at that later time.

7.8 The Council may decide to terminate the membership of a Member if:

- (a) the Member contravenes any of these rules; or
- (b) the Member acts detrimentally to the interests of the Society.

7.9 If the Council decides to terminate the membership of a Member, by a majority of not less than two thirds of its Members present and voting, it shall terminate the membership of a Member in accordance with procedures set out in any By-laws made by the Council.

8 REGISTER OF MEMBERS

8.1 The Communications Committee is responsible for the requirements imposed on the Society under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Society.

8.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each Member belongs and the date on which each Member becomes a Member.

8.3 The register of members shall be kept at the office of the Council of the Society, or at any other place determined by the Council.

PART 4 - COUNCIL OF THE SOCIETY

9 COUNCIL OF THE SOCIETY

9.1 The power to manage the affairs of the Society shall be vested in the Council.

9.2 The Council shall comprise:

- (a) up to 10 Registered, Contributing, Honorary or Life Members, each of whom shall be elected at each general meeting for a two year term, and at least one of whom shall be a Member or former Member of the staff of the School;
- (b) a Member of the Board of the Sphinx Foundation nominated by that Board for a one-year term;
- (c) a Member of the Board of the Perth Modernian Society Museum Association Incorporated, provided it is operational at the time, nominated by that Board for a one-year term;
- (d) a Member of each Standing Committee of the Society nominated by the relevant Standing Committee for a one year term; and
- (e) *ex-officio* all Immediate Past Presidents for a term of two (2) years from the Council meeting at which he or she first became an Immediate Past President.

9.3 The notice of the annual general meeting of the Society shall indicate, in relation to the election of Council members under rule 9.2(a), that the Constitution of the Society requires the notice of meeting to stipulate the desirability for a balance of gender and representation of different age groups among elected Council members.

9.4 The Council may fill any casual vacancies arising among those members of the Council whom previously held office by virtue of sub-rules 9.2(a)-(d). If it elects to fill a casual vacancy, the Council must ensure that its membership remains consistent with sub-rule 9.2(a) (except for those requirements relating to election at a general meeting and term length) and, in addition, the Council must ensure that it continues to have at least one member from each of the bodies identified in sub-rules 9.2(b), 9.2(c) and 9.2(d). A member appointed in accordance with this rule 9.4 shall:

- (a) if appointed to replace a member elected under sub-rule 9.2(a), hold office until the commencement of the next annual general meeting of the Society; or
- (b) if appointed to replace a member nominated under sub-rules 9.2(b), 9.2(c) or 9.2(d), hold office until an alternative member is nominated by the relevant body.

For the purpose of this rule 9.4, a person ceases to be a member of the Council, resulting in a casual vacancy, if the person:

- (i) dies or otherwise ceases to be a member;
- (ii) resigns from the committee or is otherwise removed from office;
- (iii) becomes ineligible to accept an appointment or act as a Council member;
- (iv) becomes permanently unable to act as a Council member because of a mental or physical disability; or
- (v) fails to attend three consecutive Council meetings, of which the person has been given notice, without having notified the Council that the person will be unable to attend.

9.5 The Council shall, at its first meeting after the annual general meeting of the Society, appoint from among its Members :

- (a) a President;
- (b) two Vice-Presidents;
- (c) a Secretary; and
- (d) a Treasurer.

9.6 The Council may appoint an Executive Director of the Society who may also serve as the Public Officer. If the Council resolves to appoint a person who is also a staff member of the School as Executive Director, then the Council shall seek the approval of the Principal of the School prior to the appointment of the Executive Director.

10 POWERS OF THE COUNCIL

10.1 The Council may, on behalf of the Society, and in order to achieve the objects of the Society:

- (a) open, close and operate any bank account;
- (b) determine annual membership fees and benefits for Contributing Members;
- (c) invest moneys of the Society or under the control or trusteeship of the Society;
- (d) act as trustee of any trust or other fund;

- (e) raise money in any manner it sees fit, including by undertaking or participating in any commercial venture;
- (f) act as nominee, trustee, agent, attorney, delegate, substitute or financial controller, either solely or jointly with others or any person or persons, company, corporation, fund, trust or institution, and undertake any other office of trust and perform and discharge the duties and functions incidental and generally transact all kind of business either gratuitously or otherwise;
- (g) give any mortgage, charge or other security over any part of the real or personal property of the Society;
- (h) insure any property of the Society against any risk the Council considers necessary and pay all premiums in respect of any insurance policy taken out by the Council in relation to that property;
- (i) purchase, sell, lease or grant a lease, acquire or hold, either solely or jointly with any other party and in any way deal with any real or personal property of any kind including any business undertaking or any property or equity (or other) securities or financial instruments;
- (j) lend and advance money or give credit to any person or company or the School, guarantee and give any guarantee or indemnity for the payment of money or the performance of any contract or obligation by any person or company or the School, secure or undertake in any way the repayment of any moneys lent or advanced to or liability incurred by any person or company or the School, and otherwise assist any person or company or the School;
- (k) borrow or raise or secure the payment of money in such manner as the Council may think fit and secure the same or the repayment or performance of any debt liability, contract, guarantee or other engagement incurred to be entered into by the Foundations in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Foundations' property, and purchase, redeem or pay off any such security save for any Member of the Society;
- (l) exercise all or any powers and do all such acts and things as may appear to the Council conducive to the attainment of the objects of the Society;
- (m) employ on a full-time or part-time basis any person, company, partnership or institution as the Council may consider appropriate; and
- (n) enter into any contract for personal service or any consultancy agreement to seek any professional or expert advice from any person as is considered necessary by the Council.

10.2 Any material personal interest that may arise in the exercise of these powers by any Council member shall be disclosed to the Council by the relevant Council member in accordance with Part 4 Division 2 of the Act and, where necessary under Part 4 Division 2 of the Act, to the next general meeting of the Society.

11 COUNCIL MEETINGS

- 11.1 The Council shall regulate its meetings and proceedings as it sees fit.
- 11.2 A quorum for a meeting of the Council shall be five persons entitled to vote.
- 11.3 Questions arising at any meeting shall be decided by a majority of votes.
- 11.4 The Chairperson shall have a casting vote.

11.5 The Principal of the School (or a current member of the School staff nominated by the Principal) and a parent of a current student nominated by the Principal shall be entitled to attend all meetings of the Council and to speak but shall not be entitled to vote unless otherwise qualified to do so as a member of the Council.

11.6 The Council shall ensure that the minutes of all meetings of the Council are:

- (a) kept and recorded;
- (b) confirmed by the Council at its next meeting;
- (c) signed as correct by the Chairperson; and
- (d) sent to each member of the Council, which may be transmitted in electronic form.

12 NOTICE OF COUNCIL MEETINGS

12.1 All persons entitled to attend Council meetings shall receive notice of meetings of the Council at least 48 hours before the time of the meeting.

12.2 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.

12.3 Unless rule 12.4 applies, the only business that may be conducted at the meeting is the business described in the notice.

12.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Council members at the meeting unanimously agree to treat that business as urgent.

13 USE OF TECHNOLOGY TO BE PRESENT AT COUNCIL MEETINGS

13.1 The presence of a member of the Council at a Council meeting need not be by attendance in person but may be by that Council member being simultaneously in contact with each other Council member at the Council meeting by telephone, videoconference or other means of instantaneous communication approved for use by the President in their absolute discretion.

13.2 A Council member who participates in a Council meeting as allowed under rule 13.1 is taken to be present at the Council meeting and, if the Council member votes at the Council meeting, the Council member is taken to have voted in person.

14 COMMITTEES OF THE SOCIETY

14.1 The Executive Committee shall manage the affairs of the Society between meetings of the Council, subject to directions for the Council.

14.2 The Executive Committee of the Society shall comprise the President, the vice-Presidents, the Secretary, the Treasurer and the chairpersons of the Finance Committee, the Communications Committee, the Historical and Museum Committee and the Functions Committee.

14.3 The Standing Committees of the Society and their respective functions on behalf of and subject to the directions of the Council shall be:

- (a) the Finance Committee, which will be responsible for approval of expenditure for fundraising, sponsorship and advertising including in relation to the newsletter, and investments of Society funds which may be in association with the Foundations for specified purposes;
- (b) the Functions Committee, which will be responsible for conduct of Society functions and coordination of reunions;

- (c) the Historical and Museum Committee, which will be responsible for operations of the History Centre and Archives, maintenance and publication of records of the School, the staff and the students, and the preparation of displays; and
 - (d) the Communications Committee, which will be responsible for Membership (recruiting of Members and maintenance in an up-to-date condition of a register of Members and their postal or residential addresses and other membership records) and Publications (the editing and publishing of the Society's e-newsletters and magazine and other publications as authorised by the Council).
- 14.4 Each Standing Committee shall, subject to any directions of the Council, propose its membership and its chairperson and other office holders to the Council for approval by the Council no later than the Council's first meeting after the annual general meeting of the Society.
- 14.5 The Council may constitute, reconstitute and dissolve ad hoc committees of the Society having such terms of reference and membership as the Council may determine.
- 14.6 Each committee of the Society shall:
- (a) be responsible to and report to the Council;
 - (b) prepare an annual report for inclusion in the annual report of the Council; and
 - (c) ensure that accurate minutes of its meetings are prepared and provided to the Council.

15 MEETINGS OF THE COMMITTEES OF THE SOCIETY

- 15.1 Subject to any directions of the Council, each committee of the Society shall regulate its meetings and proceedings as it sees fit.
- 15.2 All members of each committee must receive 48 hours' notice before the time of the meeting.
- 15.3 A quorum of a meeting will be three members.
- 15.4 Questions arising at a meeting of the committee shall be decided by a majority of votes.
- 15.5 The Chairperson at the meeting shall have a casting vote

16 ANNUAL GENERAL MEETING

- 16.1 The annual general meeting of the Society shall be held during the first six months of the financial year of the Society.
- 16.2 The Council shall determine the date, time and place of the annual general meeting.
- 16.3 The business of the annual general meeting shall be:
- (a) the consideration and adoption of the annual report of the Council;
 - (b) the balance sheet and statement of income and expenditure for the previous year;
 - (c) the election of members of the Council; and
 - (d) such other matters as are duly brought before the meeting by the Council or any member.

16.4 The President may at their absolute discretion permit any individuals who are not Members to attend an annual general meeting for the purposes of observing the meeting or presenting information at that meeting.

17 SPECIAL GENERAL MEETINGS

17.1 The Council may convene a special general meeting at any time.

17.2 The Council must convene a special general meeting if at least 0.5% of Members require a special general meeting to be convened.

17.3 The Members requiring a special general meeting to be convened must:

- (a) make the requirement by written notice to the Council;
- (b) state in the notice the business to be considered at the meeting; and
- (c) each sign that notice.

17.4 Notice of the special general meeting must be sent within 28 days after notice is given under rule 17.3.

17.5 If the Council does not give the notice convening a special general meeting within the 28 day period, the Members making the requirement (or any of them) may convene a special general meeting.

17.6 A special general meeting convened under rule 17.5:

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

17.7 The Society must reimburse any reasonable expenses incurred by the Members convening a special general meeting under rule 17.5.

17.8 The President may at their absolute discretion permit any individuals who are not Members to attend a special general meeting for the purposes of observing the meeting or presenting information at that meeting.

18 NOTICE OF GENERAL MEETINGS

18.1 All Members shall be given at least 14 days' notice of any general meeting.

18.2 Notice may be given by letter, email, a newsletter of the Society, or by advertisement in "The West Australian" newspaper.

18.3 Where the business of a meeting requires a special resolution is required under the Act, notice must be given to Members not less than 21 days before a general meeting.

19 PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS

19.1 The quorum at a general meeting shall comprise ten Members present in person and entitled to vote.

19.2 All Registered, Contributing, Honorary or Life Members may attend and are each entitled to one vote at general meetings.

- 19.3 Unless a special resolution is required under the Act or these rules, all matters arising during the meeting shall be decided by a majority of votes of those Members present and voting.
- 19.4 The Chairperson of all general meetings shall be the President of the Society from time to time or his or her nominee.
- 19.5 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 before the day to which the meeting is adjourned.

20 ADJOURNMENT OF GENERAL MEETING

- 20.1 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.
- 20.2 Without limiting sub-rule 20.1, 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.
- 20.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 20.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for more than 14 days or more, in which case notice of the meeting must be given in accordance with rule 18.

21 VOTING AT GENERAL MEETING

- 21.1 On any question arising at a General Meeting:
- (a) subject to sub-rule 21.6, each Member has one vote unless the Member may also vote on behalf of a body corporate under sub-rule 21.2;
 - (b) Members may vote personally or by proxy.
- 21.2 A Member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular General Meeting, as specified in the document by which the appointment is made.
- 21.3 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.
- 21.4 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.
- 21.5 Except in the case of a Special Resolution, a motion is carried if a majority of the Members present at a General Meeting vote in favour of the motion.
- 21.6 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 21.7 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.
- 21.8 For a person to be eligible to vote at a General Meeting as a Member, or on behalf of a Member that is a body corporate under sub-rule 21.2, the Member:
 - (a) must have been a Member at the time notice of the meeting was given under rule 12; and
 - (b) must have paid any fee or other money payable to the Society by the Member.

22 WHEN SPECIAL RESOLUTIONS ARE REQUIRED

- 22.1 A Special Resolution is required if it is proposed at a General Meeting:
 - (a) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
 - (b) if required under the Act.
- 22.2 Sub-rule 22.1 does not limit the matters in relation to which a Special Resolution may be proposed.

23 DETERMINING WHETHER RESOLUTION CARRIED

- 23.1 In this rule:

poll means the process of voting in relation to a matter that is conducted in writing.

- 23.2 Subject to sub-rule 23.4, 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;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost.
- 23.3 If the resolution is a Special Resolution, the declaration under sub-rule 23.2 must identify the resolution as a Special Resolution.
- 23.4 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.
- 23.5 If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- 23.6 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.
- 23.7 A declaration under sub-rule 23.2 or 23.4 must be entered in to 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.

24 PROXIES

- 24.1 Subject to rule 25.2, 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.
- 24.2 A Member may be appointed the proxy for not more than 5 Members.
- 24.3 The appointment of a proxy must be in writing, signed and dated by the Member making the appointment.
- 24.4 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 24.5 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.
- 24.6 If the Council 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 and dated by the Member.
- 24.7 Notice of a general meeting given to a Member under rule 18 must:
 - (a) state that the Member may appoint an individual who is a Member as a proxy for the general meeting; and
 - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- 24.8 A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- 24.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society not later than 24 hours before the commencement of the general meeting.

25 USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETINGS

- 25.1 The presence of a Member at a general meeting need not be by attendance in person but may, at the election of the President in their absolute discretion, be by that Member being simultaneously in contact with each other Member at the general meeting by telephone, videoconference or other means of instantaneous communication approved for use by the President in their absolute discretion.

25.2 A Member who participates in a General Meeting as allowed under rule 25.1 is taken to be present at the general meeting and, if the Member votes at the general meeting, the Member is taken to have voted in person.

26 MINUTES AND RECORDS

26.1 The Council shall ensure that the minutes of all meetings of the Society are:

- (a) kept and recorded;
- (b) confirmed by the Society at its next meeting; and
- (c) signed as correct by the Chairperson.

26.2 Minutes at a General Meeting must record:

- (c) the business considered at the meeting, any resolution on which a vote is taken and the result of the vote;
- (d) the names of the Members attending the meeting;
- (e) any proxy forms given to the Chairperson or Secretary;
- (f) the financial statements and financial records presented at the meeting; and
- (g) any report of the review or auditor's report of financial statements or financial report presented at the meeting.

26.3 The minutes of a General Meeting must be entered in the Society's minute book within 30 days after the meeting is held.

26.4 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 6 - FINANCIAL MATTERS

27 CONTROL OF FUNDS

27.1 The Council must open an account in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited.

27.2 Subject to any restrictions imposed by the Council or by the Society in general meeting, the Finance Committee may approve expenditure on behalf of the Society, either in respect of particular payments or by way of approving a policy which sets out payment authorities.

27.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Society must be made in accordance with any approval of, or policy adopted by, or the Council or by the Finance Committee.

- 27.4 Payments of the Society which are made via Electronic Funds Transfer must be made in accordance with any approval of, or policy adopted by, the Council or by the Finance Committee.
- 27.5 All funds of the Society must be deposited into the Society's account within five working days after their receipt.

28 ACCOUNTS AND REPORTS

- 28.1 The Council shall:
- (a) keep proper accounts with respect to all sums of money received and expended by the Society, the manner in which the receipt and expenditure takes place, and the assets and liabilities of the Society, pursuant to Part 5 Division 3 of the Act;
 - (b) prepare a balance sheet and a statement of income and expenditure as at 31 December each year; and
 - (c) prepare an annual report covering the various activities of the Society for the year for presentation at the annual general meeting.
- 28.2 The accounts of the Society shall be prepared by the Treasurer and a copy of the latest annual balance sheet and statement of income and expenditure shall be furnished to the Council not later than 21 days prior to the annual general meeting of the Society.
- 28.3 The secretarial and financial records of the Society shall be:
- (a) kept at the office of the Society or at such other place or places as the Council may determine; and
 - (b) made available for inspection by any member of the Council or Foundations or any Standing Committee of the Society.

29 AUDITOR

Unless otherwise required by the Act, the Society may appoint an auditor at the annual general meeting.

PART 7 - DISPUTE RESOLUTION

30 APPLICATION OF THIS PART

The grievance procedure set out in this Part applies to disputes:

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

31 PARTIES TO ATTEMPT TO RESOLVE THE 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.

32 HOW GRIEVANCE PROCEDURE IS STARTED

- 32.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31, 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.
- 32.2 Within 28 days after the Secretary receives notice under rule 32.1, a Council meeting must be convened to consider and determine the dispute.
- 32.3 The Secretary must give each party to the dispute, written notice of the Council meeting at which the dispute is to be considered and determine at least seven days before the meeting is held.
- 32.4 The notice given to each party to the dispute must state:
- (a) when and where the Council 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 Council about the dispute.
- 32.5 If:
- (a) the dispute is between one or more Members to the Society; 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 Council; and
 - (ii) requests the appointment of a mediator under rule 34,
- the Council must not determine the dispute.

33 DETERMINATION OF THE DISPUTE BY THE COUNCIL

- 33.1 At the Council meeting at which a dispute is to be considered and determined, the Council 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 Council about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 33.2 The Council must give each party to the dispute written notice of the Council's determination, and the reasons for the determination, within seven days after the Council meeting at which the determination is made.
- 33.3 A party to the dispute may, within 14 days after receiving notice of the Council's determination under rule 33.1(c), give written notice to the Secretary requesting the appointment of a mediator under rule 34.
- 33.4 If notice is given under rule 33.3, each party to the dispute is a party to the mediation.

34 APPOINTMENT OF A MEDIATOR

- 34.1 If written notice has been given to the Secretary requesting the appointment of a mediator, a mediator must be chosen or appointed under rule 34.2.

- 34.2 The mediator must be appointed by agreement between the parties to the dispute.
- 34.3 If there is no agreement for the purposes of rule 34.2 then, subject to rules 34.4 and 34.5, the Council must appoint a mediator.
- 34.4 The person appointed as a mediator by the Council must be a person who acts as a mediator for another not-for-profit body, including a community legal centre.
- 34.5 The person appointed as a mediator by the Council may be a Member or former Member of the Society 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.

35 MEDIATION PROCESS

- 35.1 The parties to a mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 35.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five days before the mediation takes place.
- 35.3 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard;
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 35.4 The mediator cannot determine the matter that is the subject of the mediation.
- 35.5 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.
- 35.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

PART 8 - GENERAL MATTERS

36 PATRONS

- 36.1 The Council may from time to time invite and appoint one or more individuals as a patron or any other honorary title-holder of the Society on any such terms as the Council thinks fit.
- 36.2 A patron (or other honorary title-holder) does not have to be a member of the Council.
- 36.3 A patron (or other honorary title-holder) will have no official responsibility but shall assist the Council to the best of their ability.
- 36.4 The patron (or other honorary title-holder) is entitled to receive notice of and may attend any of the Council's general meetings and may, at the absolute discretion of the President, be entitled to speak at a general meeting, but shall not be entitled to vote at any general meeting unless the person is a member of the Council.

36.5 The term of office of a patron is normally to be for a period of no more than three years at which time re-appointment is the prerogative of the Council.

36.6 The Council shall have the power at its absolute discretion to revoke the appointment of a patron (or other honorary title-holder) at any time.

37 COMMON SEAL

37.1 The Society may have a common seal.

37.2 The common seal of the Society shall be kept in safe custody in accordance with the directions of the Council and shall only be affixed to any deed, instrument or other document with the authority of a resolution of the Council.

37.3 Any two members of the Council nominated by the Council from time to time and the Secretary shall countersign the affixing of the seal.

37.4 The Secretary shall keep a record of all documents to which the seal has been affixed.

38 BY-LAWS

38.1 The Council may adopt by-laws for:

- (a) the conduct of the affairs of the Society;
- (b) the Council and any Standing or other committee established by the Council; and
- (c) such other matters not inconsistent with the objects of the Society or this Constitution as the Council may consider desirable for the purposes of advancing the objects of the Society.

39 RECORD OF OFFICE HOLDERS

The record of Council members and other persons authorised to act on behalf of the Society 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.

40 INSPECTION OF RECORDS AND DOCUMENTS

40.1 Rule 40 applies to a Member who wants to inspect:

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

40.2 The Member must contact the Secretary to make the necessary arrangements for the inspection.

40.3 The inspection shall be free of charge.

40.4 If the Member wants to inspect a document that records the minutes of a Council meeting, the right to inspect that document is subject to any decision the Council has made about minutes of Council meetings generally, or the minutes of a specific Council meeting, being available for inspection by Members.

- 40.5 The Member may make a copy of or take an extract from a record or document referred to in rule 40.1(c) but does not have a right to remove the record or document for that purpose.
- 40.6 The Member must not use or disclose information in a record or document referred to in rule 40.1 except for a purpose:
- (a) that is directly connected with the affairs of the Society; or
 - (b) that is related to complying with a requirement of the Act.

41 DISSOLUTION

- 41.1 The Society may be dissolved by a resolution with the consent of not less than 75% of Members voting passed at a general meeting of the Society on the recommendation of the Council.
- 41.2 Upon the dissolution of the Society, or the Society's endorsement as a deductible gift recipient is revoked (whichever occurs first), no money or property of the Society remaining after satisfaction of all its debts and liabilities (**Surplus Property**) shall be paid or distributed among the Members.
- 41.3 To the extent not already vested, such money or property shall be given and transferred by special resolution to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
 - (c) money received by the organisation because of such gifts and contributions.
- 41.4 If the Surplus Property of the Society is unable to be distributed as provided for in rule 41.3, the property shall be distributed to another charitable object or purpose determined by the Attorney-General of Western Australia.

42 CONSTITUTION

- 42.1 These rules bind every Member and the Society to the same extent as if every Member and the Foundations had signed and sealed these rules and agreed to be bound by all their provisions.
- 42.2 A copy of this Constitution (which may be in electronic form) must be provided to any new Member of the Society.
- 42.3 The Society may alter or rescind these rules, or make additional rules in accordance with the procedure set out in Part 3 Division 2 of the Act.

Amended 19 Sept. 2017