

Zoroastrian Association of Western Australia Inc.
Rules of Incorporation - Amended; 2020

Name:

1. The name of the Association is the Zoroastrian Association of Western Australia Inc.

Definitions

2. In these rules, unless the contrary intention appears -

“the Act” means the Associations Incorporation Act 2015;

“the Association” means the Association referred to in rule 1;

“Incorporated Association” or “the Association” is to be construed as a reference to the Association;

“Commissioner” means the Commissioner of Corporate Affairs;

“the Committee” means the Committee of Management of the Association referred to in rule 16(1);

“Committee member” means person referred to in paragraphs (a), (b), (c), (d) or (e) of rule (16(1);

“Committee meeting” means meeting referred to in rule 21(1);

“Member” means a member of the Association under rule

11; “Chairperson” means -

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 17; or

(b) otherwise that in relation to the proceedings referred to in paragraph (a), the person referred to in rule 16(1) or, if that person is unable to perform his or her functions, the Vice-Chairperson;

“Vice-Chairperson” means the Vice-Chairperson referred to in rule 16(1)(b);

“Secretary” means the Secretary referred to in rule 16(1)(c);

“Treasurer” means the Treasurer referred to in rule

16(1)(d); “general meeting” means a meeting convened under rule 22;

“ordinary resolution” means a resolution other than a special resolution;

“special resolution” has the meaning given by section 24 of the Act;

“financial year” has the meaning given by section 3(1) of the Act;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Associations Incorporation Act 2015*.

Objects

3. (1) The objects of the Association are-
- (a) To advance religious and cultural knowledge of the Zoroastrian religion and faith among the Zoroastrians that have settled in Western Australia.
 - (b) To be a religious non-political, non-sectarian and cultural organisation.
 - (c) To conduct various religious activities including Jashans (thanksgiving), Gahambaras (religious feasts), Navjotes (initiations), marriage and death ceremonies, and similar religious activities.
 - (d) To provide the Zoroastrian community in Western Australia with a place of worship and cultural facilities.
 - (e) To conduct periodical religious schools to enable Zoroastrian children and others to acquire a knowledge of Zoroastrian concepts, history, literature and arts in all its forms. To promote the teaching of Avesta, Pahlavi, Persian, Gujarati and such other languages related to the religious faith. This is to supplement religious teachings which have been more or less translated into the English language.
 - (f) To provide a library of religious books, scriptures of Zoroastrian religion and such other books and art as may from time to time be determined by the Committee.
 - (g) To promote better relations amongst members of the Zoroastrian community by providing assistance, religious and social counselling and hospitality to its members as and when the need arises.
 - (h) To render assistance to Zoroastrians who settle in Western Australia and give such advice as required to enable humanitarian assistance to them.
 - (i) To provide the Zoroastrian community of Western Australia with teaching and medical facilities.
 - (j) To maintain contact with other Zoroastrian Associations throughout the world.
 - (k) To contribute to charitable causes in Australia and overseas as may from time to time be determined by the Committee in accordance with the principles of the Zoroastrian faith.

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- (l) To receive, acquire and hold gifts, donations, legacies and devices for the advancement of the objectives of the Zoroastrian community through the auspices of the Association.
 - (m) To print and publish such publications (i.e. periodicals, books and leaflets) as the Committee from time to time deems necessary for the promotion of the Zoroastrian faith.
 - (n) To explore the establishment, consecration and upkeep of a holy Fire Temple (Atash Dadgah or Agiary) in Western Australia in conjunction with other Zoroastrian organisations.
 - (o) To acquire, maintain and upkeep an area for burial and/or cremation facilities for Zoroastrians, in accordance with the laws of Western Australia.
 - (p) To provide short term loans and other financial assistance for the purpose of alleviating educational, economic and such other emergencies for Zoroastrians who are able to demonstrate to the satisfaction of the Committee circumstances of extreme hardship. The Committee shall from time to time determine the terms and conditions under which such assistance is to be provided.
- (2) Solely for the purpose of carrying out the aforesaid objects and not otherwise
- (a) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and certificates of distinction in connection therewith. Provided that no members of the Association shall receive any prize, award or certificate of distinction of monetary value, except as a successful competitor at any competition held or promoted by the Association.
 - (b) To subscribe to become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association.
 - (c) To buy, sell and deal in all kinds of goods and provisions, required by the members of the Association or persons attending the Association's premises.
 - (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Association. Provided that in case the Association shall take or hold property which may be subject to any trust, the Association shall only deal with the same, in such manner as is allowed by law having regard to such trusts. Provided also that for any such transaction as referred to above, the Committee shall seek prior approval from members at a general meeting.

- (e) To enter into any arrangements with any Government, Commonwealth or State, or authority, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
- (f) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (g) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds, more specifically in either Treasury Notes or Fixed Interest Deposits with any of the four major banks or Bankwest. Provided, however, that prior approval from members at a general meeting shall be required for any such investment in excess of \$5,000 in any quarter. Provided also that no such investments be in any form of shares or derivative instruments.
- (h) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability, contract guarantee, or other engagement incurred or to be entered into by the Association. Provided that for any such transaction as referred to above, the Committee shall seek prior approval from members at a general meeting.
- (i) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (j) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association. Provided that for any such transaction as referred to above, the Committee shall seek prior approval from members at a general meeting.
- (k) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (l) To take any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (d) above.
- (m) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the Association in the form of donations, annual subscriptions or otherwise.

- (n) To print and publish any newsletters, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (o) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (p) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (q) To appoint, employ, remove or suspend such employees as may be necessary or convenient for the purposes of the Association.
- (r) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or dependants or connections or any such persons; and to grant pensions and allowances; and to make payments towards insurance.
- (s) To make donations for public benevolent or charitable purposes.
- (t) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

Provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Association would make it a Trade Union within the meaning of the Trade Unions Act 1902.

The powers set forth in sections 10 and 13 of the Associations Incorporation Act 2015 insofar as they are included in these rules.

Non-profits clause

4. The income and property of the Association however derived, shall be applied exclusively towards the promotion of the objects of the Association as set forth in these Rules and no portion thereof shall be paid or distributed, directly or indirectly by way of dividend, bonus or otherwise to the members of the Association.

Provided that nothing herein contained shall prevent the payment in good faith of bonafide remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business as an arm's length transaction. Provided also that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such Committee except repayment of out-of-pocket expenses.

5. No addition, alteration or amendment shall be made to or in the Rules for the time being in force, unless the same shall have been previously submitted to and approved by the Commission under sections 17 and 19 of the Act.
6. The fourth, seventh, ninth and tenth paragraphs of this Rules contain conditions upon which a licence is granted by the Commission to the Association in pursuance of section 66A(4)(e) of the Corporations Law (Western Australia).

For the purpose of preventing any evasion of the provisions of the said paragraphs, the Commission may from time to time on the application of any member of the Association and on giving notice to the Association of its intentions so to do and after affording the Association an opportunity of being heard in opposition therefore, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Association.

7. Proper accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association in accordance with section 25 of the Act.

Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force, shall be open to inspection for the members.

8. The Association shall submit to all its members a proper set of audited financial statements at the annual general meeting.
9. Once at least in every year, the accounts of the Association shall be audited by one or more properly qualified Auditor or Auditors, who shall report to the members.

Distribution of surplus property on winding up of Association

10. If, on the winding up of the Association, any property of the Association remains, after satisfaction of all its debts and liabilities of the Association and the costs, charges and expenses of the wind up, that property shall be distributed

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- (a) to another association incorporated under the Act; or
- (b) for Charitable purposes

which incorporated associations or purposes, as the case requires shall be determined by resolution of the members when authorizing and directing the committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

Qualifications for membership of Association

11. (1) The Committee, and such other persons as the Committee shall admit to membership in accordance with these rules, shall be members of the Association.
- (2) Any Zoroastrian or any person married to a Zoroastrian or any child where one or both parents are Zoroastrians, is eligible to be a member of the Association, subject to such regulations as may be determined by the Committee from time to time.
- (3) Any ordinary or life member over the age of eighteen (18) years is eligible to vote at elections and to stand as a candidate for any office of the Association provided the member is a Zoroastrian.
- (4) A Zoroastrian is defined as a person who is a follower of the religion as propounded by prophet ZOROASTER (ZARATHUSTRA), who has not only signified his willingness to be initiated into the Zoroastrian religion, but has been initiated in accordance with the practice(s) followed by the Zoroastrians.
- (5) The number of members of the Association shall be unlimited.
- (6) Any Zoroastrian who is a resident of Australia shall be eligible for membership as an Ordinary or Life Member in the Association.
- (7) There shall be four (4) classes of Membership in the Association.
 - (i) Ordinary member
 - (ii) Life Member
 - (iii) Associate Member
 - (iv) Honorary Member
- (8) Ordinary Member
 There shall be three (3) categories of Ordinary Members.
 - (i) Individual - Any person who is over the age of 18 years (\$35p.a.)
 - (ii) Family - The word family in this context shall be defined as
 husband and wife or partner and children who are minors (\$60p.a.)
 - (iii) Senior Citizen - Any person who is over the age of 63 years who qualifies for a WA senior citizenship card as per the required eligibility defined on the Government of WA, Department of Communities website <https://www.seniorcard.wa.gov.au/eligibility> from the financial year 2018/19. (\$15p.a.)
 Senior Citizen Family (\$25p.a.)

(9) Life Member

A Life Member shall be a member as in 11(2) above provided he or she pays the required fee for the time being determined by the Annual General Meeting as being the fee for life membership. Provided that until the Association shall otherwise resolve the Life Membership fee shall be \$1000 for an Individual and \$1,500 for a Family. Minors who are at any time included in the Life Membership category as Family members, will be required, on reaching the age of 18 years, to become either ordinary or life members in their individual capacities.

(10) Associate Member

Associate membership may be conferred by the Committee on any person, including non-Zoroastrians supporting or believing in the fundamental principles of Zoroastrianism and/or who has contributed to the welfare of the Zoroastrians of Western Australia. The annual subscription payable by such a member shall be such as the Association in general meeting from time to time prescribes. Provided that until the Association shall otherwise resolve in general meeting, the annual subscription shall be \$20 per member. Such a member will not be entitled to vote at any of the meetings of the Association. However, he/she will be kept informed of the affairs of the Association from time to time.

(11) Honorary Member

Honorary Membership shall be conferred on distinguished persons including non-Zoroastrians, who may or may not be residents of Australia, by a majority vote of the general body at a general meeting or Annual General Meeting, for good and sufficient reasons. Such members shall neither pay membership dues nor will they be entitled to vote at any of the meetings of the Association but they will be kept informed of the affairs of the Association.

(12) Every applicant for membership of the Association shall be proposed by one and seconded by another member of the Association to both whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes.

(13) At the next meeting of the Committee after the receipt of any application for membership, each application made under subrule (12) shall be considered by the Committee, who shall determine upon the admission or rejection of the applicant.

(14) When an application has been accepted for membership the Secretary shall forthwith send to the application written notice of his/her acceptance and a request for payment of his/her first annual subscription. Upon payment of his/her subscription, the application shall become a member of the Association, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Association.

Register of members of the Association

12. (1) The Secretary shall on behalf of the Association keep and maintain the Register of Members in accordance with section 27 of the Act and that register shall be kept and maintained at his/her place of residence.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be member under rule 13(4), 14(1) or 15 to be deleted from the Register of members referred to in subrule (1).

Subscriptions of Members of the Association

13. (1) The annual subscription payable by members of the Association shall be such as the Association in general meeting from time to time prescribes. The Committee may waive the annual subscription for any individual or family member on compassionate grounds.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July the amount of subscription determined under subrule (1)
- (3) If the subscription of a member shall remain unpaid for a period of three (3) calendar months after it becomes due then the member may, after notice of the default shall have been sent to him by the Secretary or Treasurer, be debarred, by resolution of the Committee, from all privileges of membership. Provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereof.
- (5) Along with payment of annual subscription, each member shall submit to the Treasurer a duly completed membership form, regardless of being a new or renewing member.

Resignation of Members of the Association

14. (1) A member may at any time, by giving notice in writing to the Secretary, resign his membership of the Association. Membership shall be deemed to have ceased on the date of delivery of such notice.
- (2) A person who ceases to be a member under subrule (1) remains liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Association.

Expulsion of members of the Association

15. (1) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the member -
 - (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct,
 not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

- (2) At the Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association, ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule (2).
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if he or so wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4) -
 - (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in general meeting, confirm or set aside the decision of the Committee to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this subrule.

Committee of Management

16. (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of -
 - (a) a Chairperson;
 - (b) a Vice- Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) three (3) other personsall of whom shall be members of the Association elected to membership of the Committee at an Annual General Meeting or appointed under subrule (8)
- (2) At the Annual General Meeting of the Association in each year after the first Annual General Meeting, the office bearers and other members of the Committee shall be elected from among the members and such office bearers and other members of the Committee shall hold office until the next Annual General Meeting when they shall retire, but they shall be eligible for re-election.

- (3) Subject to subrule (4) a person is not eligible for election to membership of the Committee unless a member has nominated him and another member has seconded such nomination for election by delivering notice in writing of that nomination, signed by -
 - (a) the nominator and seconder;
 - (b) the nominee to signify his or her willingness to stand for election.

to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.
- (4) Subrules (3) and (6) do not apply to or in relation to a person who is eligible for re-election under subrule(2).
- (5) A person who is eligible for re-election under this rule may at the general meeting concerned -
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (6) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- (7) If the number of persons nominated for election to membership of the Committee does not exceed the number of Vacancies in that membership to be filled -
 - (a) the Secretary shall report accordingly to; and
 - (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.
- (8) When a casual vacancy within the meaning of rule 20 occurs in the membership of the Committee -
 - (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this subrule shall -
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.
- (9) Members of the Managing Committee may serve, if re-elected, for a maximum of three consecutive terms. Upon the completion of three consecutive terms, the member shall not be eligible for re-election, or hold any position on the Managing Committee, for a period of one term. If nominations for membership of the Committee fall short of the minimum required to form a Committee under subrule (1), then the general meeting may approve the appointment of such Committee member on the proposal of any member.

Chairperson

17. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence from -
- (a) a general meeting of -
 - (i) the Chairperson, the Vice-Chairperson; or
 - (ii) both the Chairperson and the Vice-Chairperson,
a member elected by the other members present at the general meeting shall preside at the general meeting;
 - or
 - (b) a Committee meeting of -
 - (i) the Chairperson, the Vice-Chairperson; or
 - (ii) both the Chairperson and the Vice-Chairperson,
a Committee member elected by the other Committee members present, shall preside at the Committee meeting.
- (3) The Chairperson shall have a casting vote in Committee and General Meetings in case of a tie.

Secretary

18. The Secretary shall -
- (a) conduct all official correspondence of the Association.
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with -
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association;
and
 - (ii) section 29 of the Act in respect of the records of the office holders, and any trustees, of the Association.
 - (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) other than those required by rule 19 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

19. The Treasurer shall -

- (a) be responsible for receipt of all moneys paid to or received by him on behalf of the Association and shall issue receipts for those moneys in the name of the Association.
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in doing so ensure that all cheques are signed by two of the four office bearers, one of whom shall be himself/herself or the Chairperson.
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association.
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Committee

20. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than -
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- (f) ceases to be a member of the Association.

Proceedings of Committee

21. (1) The Committee shall meet together for the dispatch of business not less than once in two calendar months. The Chairman and/or the Secretary may at any time convene a meeting of the Committee as and when required from the purposes of the business of the Association.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting, five Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

General Meetings

22. (1) The Committee -
 - (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall within 30 days of -
 - (i) receiving a request in writing to do so from not less than 5% of members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 15(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1)(c)(i) shall -
 - (a) shall state in that request the purpose for which the special general meeting concerned is required; and
 - (b) shall sign that request.

- (3) If a special general meeting is not convened within the relevant period of 30 days referred to -
 - (a) in subrule(1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in subrule (1)(c)(ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under subrule 3(a) or (b) -
 - (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify -
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is -
 - (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under subrule (5) or (8) by -
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

- (c) sending it by electronic mail (email) at the email address of the member appearing in the register of members kept and maintained under Section 27 of the Act.
- (10) When a notice is sent by post under subrule 9(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum in proceedings at general meetings

23. (1) At a general meeting 25 members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 22(5) or (8)
- (a) as a result of a request or notice referred to in rule 22(1)(c) or as a result of action taken under rule 22(3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise that as a result of the request or notice referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy (being not less than three) may nevertheless proceed with the business of that general meeting as if a quorum were present. shall be a quorum
- (4) The Chairperson may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at any adjourned meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 22 of the adjourned general meeting as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- (7) At a general meeting -
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.

- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9)
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule(9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

- 24. (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule(1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
 - (a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting Rights of members of Association

- 25. (1) Subject to these rules, each adult member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.

Proxies of members of Association

26. (1) A member (in this rule called "the appointing member" may appoint in writing another member who is a natural; person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.
- (2) The instrument appointing a proxy shall be deposited with the Secretary of the Association, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

Rules of the Association

27. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member of the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common Seal of the Association

28. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute books referred in rule 26.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc of Association

29. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Dispute Resolution

30. If a dispute arises out of a dispute under or relating to the Rules ('Dispute'), a party must comply with this clause 26 before starting court proceedings (except proceedings for urgent or interlocutory relief).
- (1) A party claiming a Dispute has arisen must give the other parties to the Dispute notice setting out details of the Dispute.

- (2) Within 10 Business Days after a notice is given under clause 30.1 (or within such longer period of time as agreed by the parties in writing), each party to the Dispute must use its reasonable efforts to resolve the Dispute.
- (3) If the parties cannot resolve the Dispute within that period, they must refer the Dispute to a mediator if one of them so requests.
- (4) All mediation proceedings must be held in Western Australia, or in such other place as agreed by the parties in writing.
- (5) If the parties to the Dispute cannot agree on a mediator within five Business Days after a request has been made under clause 30.3, then the parties agree to request the chairperson of the Association or the Chairperson's nominee to appoint a mediator.
- (6) The role of a mediator is to assist in negotiating a resolution of the Dispute. A mediator must not make a binding decision on a party to the Dispute except if the party agrees in writing.