



SOUTH EAST REGIONAL CENTRE
FOR URBAN LANDCARE

Constitution

May 2017

This is the annexure of 27 pages marked "A" referred to in Form 5 signed by me and dated 14 May 2017.

A handwritten signature in black ink, appearing to be the initials 'RH' or similar, enclosed within a large, loopy circular stroke.

SERCUL (Inc.) was Incorporated on 21 October 2003.

SERCUL (Inc.) Constitution amendments were approved in:

January 2005

November 2011

November 2014

May 2017



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1. PRELIMINARY

1.1 Name of Association

The name of the Association is the 'South East Regional Centre for Urban Landcare (Inc)' – A1011293M.

The South East Regional Centre for Urban Landcare (Inc) is licensed to trade as SERCUL.

1.2 Objects of Association

The objects and purposes of the Association are:

- a) To identify priority Natural Resource Management issues in the South Region in partnership with Community Groups, Local Government, State Government and Industry.
- b) Administer the South East Regional Centre for Urban Landcare Inc. funds to promote the objectives and outcomes of the Association.
- c) Assist Community Groups, State and Local Government in the coordination and delivery of Natural Resource Management in the South Region.
- d) Support and encourage the implementation of best management practice of Natural Resources within the South Region.
- e) Recognise and embrace Aboriginal, cultural and natural heritage.
- f) Foster research on matters relating to the South Region's natural and cultural heritage.
- g) Work in partnership with Community Groups, Local Government, State Government and Industry to educate the wider community to protect our natural resources.
- h) Support and encourage the formation and training of community environment groups.
- i) Support the development and implementation of projects that occur outside the South Region that align with and benefit the delivery of the SERCUL objectives.

1.3 Vision and Mission of the Association

- a) The Vision of SERCUL is:

To have the Natural Resources of the South Region of Perth managed in a healthy and sustainable manner by all stakeholders for future generations.

- b) The Mission of SERCUL is:

To use integrated natural resource management to foster cultural change in how the community perceives and interacts with the environment, whilst promoting and actively participating in the improvement of the health of waterways and other ecosystems within the South Region.

1.4 Financial Year

- a) The Association's Financial Year will be the period not exceeding 15 months commencing on 1 July and ending on 30 June of each year.
- b) The first Financial Year of the Association shall be the period ending on the next 30 June following incorporation.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2015*;

"AGM" means the annual general meeting convened under Rule 17.1 b);

"Books of the Association" has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association.

"By-laws" are additional arrangements or processes adopted by members by Ordinary Resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

"the Chairperson" means Chairperson of the Association Committee and the Executive Committee referred to in Rule 14.1;

"Commissioner" means the person designated as the "Commissioner" from time to time under the Act;

"Committee" means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Association;

"Committee Meeting" means a meeting referred to in Rule 17;

"the Department, the Treasurer and the Minister" for the purposes of Rule 5, means the Federal Department of Environment, Federal Treasurer and Federal Minister for the Environment;

"the Deputy Chairperson" means the Deputy Chairperson of the Association Committee and Executive Committee referred to in Rule 14.1;

“Financial Records” has the meaning given to it in section 62 of the Act and includes:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
 - i. the methods by which financial statements are prepared; and
 - ii. adjustments to be made in preparing financial statements;

“Financial Report” has the meaning given to it in sections 62 and 63 of the Act;

“Financial Statements” has the meaning given to it in section 62 of the Act;

“Financial Year” has the meaning given to it in Rule 1.4;

“General Meeting” means a meeting of the association which all Members are invited to attend;

“Member” means a person (including a body corporate) who becomes a Member of the Association under these Rules;

‘Member Group’ means a community group, with a stake in the intent of good management of the SERCUL region, from which Association members referred to in Rule 6.4 a) are nominated;

“Natural Resources” means a broad spectrum of biophysical (air, Land, water, plants, animal and microorganisms) and social and economic assets. These assets are inter-related, inter-connected and inter-dependent;

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

“Rules” mean these rules of the Association as amended from time to time under Rule 23;

“the Secretary” means the Secretary of the Association Committee and Executive Committee referred to in Rule 14.2;

“SERCUL Region” is defined as the areas including the municipalities of Armadale, Belmont, Canning, Cockburn, East Fremantle, Fremantle, Gosnells, Kalamunda, Kwinana, Melville, Rockingham, South Perth and Victoria Park;

“South Region” is defined as the areas including the municipalities of Armadale, Belmont, Canning, Cockburn, East Fremantle, Fremantle, Gosnells, Kalamunda, Kwinana, Melville, Rockingham, South Perth and Victoria Park;

“Special Resolution” is a resolution of the Association passed in accordance with Rule 17.1;

“Surplus Property” has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- a) the debts and liabilities of the Association; and
- b) the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

“Tier 1 Association” has the meaning given to it in section 62 of the Act;

“Tier 2 Association” has the meaning given to it in section 62 of the Act;

“Tier 3 Association” has the meaning given to it in section 62 of the Act;

“the Treasurer” means the Treasurer of the Association Committee and Executive Committee referred to in Rule 14.

2.2 Notices

- a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - i. delivered by hand to the nominated address of the addressee;
 - ii. sent by post to the nominated postal address of the addressee; or
 - iii. sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- b) Any notice given to a Member under these Rules, must be sent to Member’s address as set out in the Register referred to in Rule 11.

3. POWERS OF THE ASSOCIATION AND ASSOCIATION COMMITTEE

3.1 Powers of the Association

Subject to the Act, the Association may do things necessary or convenient for carrying out its objects or purposes in a lawful manner.

3.2 Additions, exclusions or modifications of the powers

The powers conferred on the Association by Section 14 of the Act are subject to the following additions, exclusions or modifications –

- a) To seek nominations to the SERCUL membership according to the requirements of Rule 6;
- b) To obtain representation to the Association from the key facilitating agencies;
- c) To obtain representation to the Association from various instrumentalities of the Crown, where in the opinion of the Association, these persons can contribute usefully to achieve the objects of the Association;
- d) To raise funds for the purpose of meeting the objects of the Association;

- e) To seek community input into the management of the South Region;
- f) To seek the assistance of Local, State and Federal government agencies;
- g) To seek the assistance of other environmental organisations or personnel;
- h) To employ persons to carry out the activities to meet the objectives of the Association; and
- i) To borrow money for the purpose of meeting the objects of the Association.

4. NOT FOR PROFIT

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

5. ESTABLISHMENT OF A PUBLIC FUND

5.1 Establishment of Public Fund

SERCUL will establish and maintain a public fund to be called the Public Environment Fund of SERCUL for the specific purpose of supporting the environmental objects/purposes of the South East Regional Centre for Urban Landcare (Inc.). The fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30E of the *Income Tax Assessment Act 1997*.

a) Requirements of the Public Fund

The SERCUL Executive Committee must inform the Department responsible for the environment as soon as possible if:

- i. It changes its name or the name of its public fund; or
- ii. There is any change to the membership of the management committee of the public fund; or
- iii. There has been any departure from the model rules for public funds.

b) Ministerial Rules

The SERCUL Executive Committee agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

c) Not-for-Profit

The income and property of the Association shall be used and applied solely in promotion of its objectives and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association.

d) Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

e) Winding-up

In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

f) Statistical Information

- i. Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.
- ii. An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

5.2 Rules of the Public Environment Fund of SERCUL

- a) The objective of the fund is to support the organisation's environmental purposes.
- b) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- c) Money from interest or donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- d) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the SERCUL association.
- e) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- f) The fund will be operated on a not-for-profit basis.

5.3 Public Fund Management Committee

A Public Fund Management Committee of no fewer than three (3) persons will administer the fund. The committee will be appointed by the SERCUL Executive Committee. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

6. BECOMING A MEMBER

6.1 Applying for Membership

- a) A person who wants to become a member of the Association must:
 - i. apply in writing to the Association; and
 - ii. sign the application form.
- b) All applications are forwarded to the Association Committee for approval or rejection at a General Meeting.

6.2 Qualifications for Membership

- a) Subject to Rule 6.1 b) any person who supports the purposes of the Association is eligible to apply for membership.
- b) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership; and
- c) A person under the age of 15 years is not to belong to a class of membership that confers voting rights.

6.3 Qualification for Membership of the Association Committee

Representatives on the Association Committee will be selected on the basis of one or more of the following attributes and selection criteria:

- a) Be a general member of SERCUL listed in the Register;
- b) Will live within the South Region, as defined in Rule 2;
- c) Will be representative of a member group;
- d) Will have a sound knowledge of the area;
- e) Will have a sound knowledge of the needs and activities of the member group they represent; or
- f) Will have skills useful to the needs of the Association.

6.4 Composition of the Membership of the Association Committee

- a) Membership of the Association Committee is open to:
 - i. Up to 8 Local Government representatives, including one member from any of the following Municipalities of Armadale, Belmont, Canning, Cockburn, East Fremantle, Fremantle, Gosnells, Kalamunda, Kwinana, Melville, Rockingham, South Perth and Victoria Park.
 - ii. Up to nine community representatives from the South Region, this may include representatives from Member groups of the Association. These community representatives will become eligible for reappointment every two years respectively as in Rule 12.2.
- b) All Association Committee members are eligible for reappointment except for those in the middle of a two year appointment period.
- c) Election of Association Committee members shall occur at an AGM as defined under Rule 2.
- d) Appointments under Rule 12.2 should be made as soon as possible after 31 July each year.
- e) Failure to reappoint an Association Committee member after the completion of the AGM shall not invalidate the current Association Committee membership of that person.
- f) The membership of the Association Committee may be altered by special resolution, requiring a two-thirds majority of all registered members present at a meeting for that purpose.
- g) Natural persons being representative of other Associations, agencies or body corporates deemed appropriate and necessary by the Association Committee may be co-opted to the Association Committee as the Committee from time to time decides.

7. LIFE MEMBERSHIP OF ASSOCIATION

The Executive Committee may from time to time, bestow Life Membership to an Association member. Life Members will be selected on the basis of the following criteria:

- a) The person must be, or have been a member of the Association Committee for a period of ten years or more;
- b) As assessed by the Executive Committee, the person must have significantly contributed to the objectives of the Association; and
- c) The person must have left, or retired from the Association, or be deceased.

8. SUBSCRIPTION OF MEMBERS OF ASSOCIATION

Annual subscriptions shall be determined by the newly elected Association Committee members at the Association AGM held annually.

9. RESIGNATION OF REGISTERED MEMBERS OF ASSOCIATION

A member who delivers notice in writing of his or her resignation from the Association to an office bearer of the Committee ceases, on that delivery, to be a member.

10. EXPULSION OF MEMBERS OF ASSOCIATION

10.1 If the Association considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interest of the Association, the Association 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 Association meeting at which the question of that expulsion will be decided; and
- b) Particulars of that conduct no less than 30 days before the date of the Association meeting referred to in Paragraph a).

10.2 If the Association considers that a member's behaviour requires investigation prior to expulsion because his or her conduct is deemed to be detrimental to the interest of the Association, they may suspend the member for a period of up to 3 months while investigations and communication occurs between the Association, its delegated investigators and the Member.

10.3 At the Association meeting referred to in a notice communicated under Rule 10.1, the Association may, having afforded the member concerned a reasonable opportunity to be heard by, or make representation in writing to the Association, expel or decline to expel that member from membership of the Association and shall, forthwith, after deciding whether or not to expel that member, communicate that decision in writing to that member, and/or that members organisation.

10.4 The vote to expel a member under Rule 10.2 shall need a two-thirds majority of all voting members present at a meeting called for that purpose. A member who is expelled under rule 10.2 from Membership of the Association ceases to be a member from the date such decision is communicated to him / her.

10.5 A member who is expelled under Rule 10.2 shall be excluded from applying for membership for a period of 12 months.

11. MEMBERSHIP REGISTER

11.1 Register of Members

- a) The Secretary or a person authorised by the Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- b) The Register must contain the full name of each Member, a contact postal, residential or email address of each Member and the date on which the person became a Member;
- c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- d) The Register must be kept and maintained at the SERCUL Office.

11.2 Inspecting the Register

- a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- b) A Member must contact the Secretary to request to inspect the Register.
- c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

11.3 When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register:

- a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
- c) for any other purpose unless the purpose:
 - i. is directly connected with the affairs of the Association; or
 - ii. relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

12. MANAGEMENT OF THE ASSOCIATION

12.1 The affairs of the Association shall be managed by the appointed Executive Committee members established under Rule 13.1, or as they delegate.

12.2 When a casual vacancy, within the meaning of Rule 16.1, occurs in the membership of the Association Committee:

- a) the Association may request in writing a new representative from the appropriate nominating body for memberships outlined in Rule 6.4 a); or invite nomination through an advertisement in the local newspaper or other suitable means to attract membership; and
- b) a member appointed under this Sub-Rule shall:
 - i. hold office until the position comes up for renomination; and
 - ii. be eligible for reappointment to membership of the Association for the next term.
- c) if the nominating bodies under Rule 6.4 a) express in writing that it cannot supply a new representative, the position may be filled by a new nominating body, or failing that a community person as the Committee from time to time decides.

12.3 A person is not eligible to be appointed to the Association Committee unless nominated by the defined bodies in Rule 6.4 a) in writing to the Association, except for persons gaining membership under Rule 16.1 b).

12.4 By 31 August of each year, the Secretary shall call for nominations for the membership of the Association Committee from the appropriate nominating bodies as defined in Rule

6.4 a). The call for nominations will be in writing from the nominating body, as stipulated in Rule 6.1 a) i., with a copy to the sitting member. If the nominating body expresses in writing that it does not wish to continue membership, a new nominating body may fill the position as the Committee from time to time decides.

12.5 Election of Community representatives will occur with half or the first whole number greater than half, eligible for re-election in the first year. The half to be re-elected shall be decided by ballot, with the other community positions eligible for re-election the following year. The Association will call for nominations from interested individuals in a public notice via a local newspaper or by other suitable means each year before the AGM.

13. ELECTION, COMPOSITION, ROLE AND SELECTION CRITERIA OF EXECUTIVE COMMITTEE

13.1 Following the appointment or reappointment of Association Committee members, the Association shall elect from the Association Committee an Executive Committee that will be comprised of a Chairperson, a Deputy Chairperson, a Treasurer, Secretary, three other elected Committee members and such other positions as may be deemed necessary from time to time. Election of office bearers shall take place at the AGM.

13.2 The role of the Executive Committee is:

- a) To govern on behalf of the Association, all things necessary, incidental or conducive to the Association meeting the objectives of SERCUL;
- b) Be responsible for the employment of the Chief Executive Officer of the Association;
- c) Delegate authority to the Chief Executive Officer of the Association where required;
- d) Update the Constitution of the Association where necessary and as required;
- e) Take advice on Association matters from the Association Committee as requested or recommended;
- f) Ensure that the Association Policies and Procedures are developed, implemented and updated as required;
- g) Ensure that the finances of the Association are managed in a responsible manner as set down in Rule 25, approve Association budgets and the allocation of funds as required;
- h) Oversee the Committee that manages the Public Environment Fund of SERCUL;
- i) Evaluate and approve the Association's projects and programs;
- j) Manages risks and takes responsibility for all Association legal matters;
- k) To appoint a financial auditor as required under Rule 25.5; and
- l) Maintain and build a positive public image of the Association.

13.3 Selection criteria of Committee Members

- a) A committee Member must be:
 - i. a natural person;
 - ii. over 18 years in age; and

- iii. a Member.
- b) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - i. an indictable offence in relation to the promotion, formation or management of a body corporate;
 - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - iii. an offence under Part 4 Division 3 or section 127 of the Act;

unless the person has obtained the consent of the Commissioner.

- c) No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

14. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

14.1 Chairperson and Deputy-Chairperson

- a) Subject to this Rule, the Chairperson shall preside at all meetings of the Association Committee and Executive Committee.
- b) In the event of the Chairperson's absence, the Deputy Chairperson shall preside.
- c) In the event of both being absent, a member shall be elected to chair the meeting by those members present.
- d) The Chairperson shall have the casting vote in the event that a vote taken results in a tied decision.
- e) The Chairperson shall perform such other duties as are imposed by these Rules on the Chairperson.

14.2 Secretary

The Secretary must:

- a) co-ordinate the correspondence of the Association;
- b) consult with the Chairperson about all business to be conducted at meetings and convene Annual General Meetings, Association and Executive Committee Meetings and Special General Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- c) keep and maintain in an up to date condition the Rules of the Association as required by Rule 23;
- d) maintain the register of the Members, referred to in Rule 11;
- e) maintain the record of office holders of the Association, referred to in Rule 13.1;

- f) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association under Rule 27;
- g) keep full and correct minutes of Committee Meetings and General Meetings; and
- h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

The Secretary may delegate the above responsibilities a) to h) to the SERCUL CEO, or a suitably qualified staff member.

14.3 Treasurer

The Treasurer must:

- a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- b) ensure the payment of all moneys referred to in Rule h)a) into the account or accounts of the Association as the Committee may from time to time direct;
- c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Executive Committee;
- d) make payments from the funds of the Association with the authority of a meeting, or when an immediate payment is necessary, account(s) shall be paid within an agreed limit as the Committee from time to time directs, and in doing so, ensure that all cheques are signed by the required delegated persons;
- e) with the written authority of the Chairperson and one of two other delegated signatories of the association, make payments from the funds of the association using internet banking provided that:
 - i. all records of such transactions are kept in a register for that purpose;
 - ii. that the limit referred to under part d) is not exceeded; and
 - iii. that all payments are for legitimate accounts of the Association.
- f) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- g) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;

- h) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the annual general meeting of the Association;
- i) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the annual general meeting of the Association;
- j) assist the reviewer or auditor (if any) in performing their functions; and
- k) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

14.5 Disclosure of Interest

- a) A member of the Association or Executive Committee who has any direct or indirect material interest in a contract, proposed contract, commitment or other activity, made by, or in the contemplation of, the committee shall, as soon as the member becomes aware of their interest, disclose the nature and extent of their interest to the committee.
- b) Subsection a) does not apply in respect of a material interest that exists only by virtue of the fact that the member of the Association or Executive Committee is a member of a class of persons for whose benefit the association is established.
- c) Where a member of the Association or Executive Committee discloses a material interest in a contract or proposed contract in accordance with this section, or his interest is not such as need be disclosed under this section –
 - i. the contract is not liable to be voided by the association on any ground arising from the fiduciary relationship between the Association member and the SERCUL; and
 - ii. the member is not liable to account for profits derived from the contract.
- d) The Association shall cause every disclosure made under this section by a member of the committee to be recorded in the minutes of the meeting of the committee at which it is made.
- e) A member of the Association or Executive Committee who has any direct or indirect material interest in a contract, or proposed contract, commitment or other activity, made by, or in the contemplation of, the committee, shall not take part in any deliberations or decision of the committee with respect to that contract.

15. REMUNERATION OF COMMITTEE MEMBERS

- a) The Association may pay a Committee Member's travelling and other expenses as properly incurred:
 - i. in attending Committee Meetings or sub-committee meetings;
 - ii. in attending any General Meetings of the Association; and
 - iii. in connection with the Association's business.

- b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at Rule 15 a).

16. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

16.1 Vacant Positions on the Committee

- a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- i. dies;
- ii. ceases to be a Member;
- iii. becomes disqualified from holding a position under Rule 13.3 b) or c) as a result of bankruptcy or conviction of a relevant criminal offence;
- iv. becomes permanently incapacitated by mental or physical ill-health;
- v. resigns from office;
- vi. is removed from office; or
- vii. is absent from more than:
 - A. three consecutive Committee Meetings without a good reason; or
 - B. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,

where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.

- b) If a position on the Committee is declared vacant, or there is a casual vacancy within the meaning of Rule 16.1 a), the continuing Committee Members may:

- i. appoint a Member to fill that vacancy until the conclusion of the next AGM; and
- ii. act despite the vacant position on the Committee.

- c) If the number of Committee Members is less than the number fixed under Rule 18 as the quorum for Committee Meetings, the continuing Committee Members may act only to:

- i. increase the number of Members on the Committee to the number required for a quorum; or
- ii. convene a General Meeting of the Association.

17. GENERAL MEETINGS FOR THE ASSOCIATION COMMITTEE AND THE EXECUTIVE COMMITTEE

17.1 The Association Committee and/or the Executive Committee –

- a) may at any time convene a special general meeting of the Association;
- b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation under the Act; and
- c) must, within 28 days of –
 - i. Receiving a request in writing to do so from at least 20 per cent of the total number of members, convene a special general meeting for the purposes specified in that request; or
 - ii. The Secretary receiving notice under Rule 10.4, convene a general meeting to deal with the appeal to which that notice relates.
 - iii. receiving a notice under Rule 6.4 f), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- d) The members making a request referred to in Rule 17.1 a) and c) must –
 - i. state in that request the purpose for which the special general meeting concerned is required; and
 - ii. sign that request.
- e) If a special general meeting is not convened within the relevant period of 30 days referred to –
 - i. in Rule 17.1 a) and c), the members who made the request concerned may themselves convene a special general meeting; or
 - ii. in Rule 17.1 a) and c), the member who gave the notice concerned may him or herself convene a special general meeting.
- f) When a special general meeting is convened under Sub-rule e) i or ii the Association must pay the reasonable expenses of convening and holding the special general meeting.
- g) Subject to Sub-rule i), the Secretary must give all members not less than 14 days notice of a special general meeting and that notice must specify –
 - i. when and where the general meeting concerned is to be held; and
 - ii. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- h) Subject to Sub-rule i), the Secretary must give to all members not less than 21 days notice of an AGM and that notice must specify –
 - i. when and where the annual general meeting is to be held;
 - ii. the particulars and order in which business is to be transacted, as follows –
 - A. first, the consideration of the accounts and reports of the Committee;

- B. second, the election of Association Committee members to replace outgoing Committee members;
 - C. third, the election of Executive Committee members to replace outgoing Committee members; and
 - D. fourth, any other business requiring consideration by the Association at the general meeting.
- i) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Sub-rule g) or h) as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
 - j) The Secretary must give a notice under Sub-rule g), h) or i) by-
 - i. serving it on a member personally; or
 - ii. sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Rule 11.
 - k) When a notice is sent by post under Sub-rule j) ii sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

18. QUORUM FOR MEETINGS

- a) At an Association Committee meeting, half plus one of the elected Association Committee members present in person constitute a quorum.
- b) At an Executive Committee meeting, two thirds of the elected Executive Committee members present in person constitute a quorum.
- c) At an AGM or Special General Meeting, half plus one of the elected Committee members present in person constitute a quorum.

19. PROCEEDINGS OF THE ASSOCIATION OR EXECUTIVE COMMITTEE

- a) The Association Committee shall meet together for the despatch of business not less than five (5) times per annum including the AGM and the Chairperson may, at any time, convene a meeting of the Association.
- b) The Executive Committee shall meet together for the despatch of business not less than twelve (12) times per annum including the AGM.
- c) The Association shall use consensus-style decision-making as far as possible. In the event of being unable to reach a consensus, each Association or Executive Committee member or proxy has a deliberate vote.
- d) A question arising at an Association or Executive Committee meeting, shall be decided by the majority of votes, but if there is an equality of votes, the person presiding at the Association or Executive Committee meeting, shall declare the decision to be in the negative or to maintain the status quo.
- e) The Secretary shall, within 30 days of receipt of a written request from not less than four (4) members of the Association, convene an Association or Executive Committee meeting.
- f) Any notice sent by mail under any Rule, shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member or nominating

body concerned by ordinary prepaid mail, or is sent to the appropriate email address of the member.

20. MINUTES OF MEETINGS OF ASSOCIATION OR EXECUTIVE COMMITTEE

- a) The Secretary or a designated person shall cause proper minutes of all proceedings of all Association or Executive Committee meetings to be taken and then to enter within 30 days in the appropriate records of the organisation.
- b) The Chairperson shall ensure that the Minutes of an Association or Executive Committee meeting, under Sub-rule a), are checked and signed as a true and correct record by the Chairperson of the Association or Executive Committee meeting to which those Minutes relate or of the next succeeding Association Committee meeting, as the case requires.
- c) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evident that:
 - i. the meeting to which they relate was duly convened and held;
 - ii. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - iii. all appointments or elections purporting to have been made at the meeting have been validly made.
- d) The minutes of General Meetings may be inspected by a Member under Rule 27.2.
- e) The minutes of Committee Meetings may be inspected by a Member under Rule 27.2 unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting are not to be available for inspection.

21. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- a) Subject to these Rules, each Association or Executive Committee member present in person or by proxy, at an Association or Executive Committee Meeting is entitled to a deliberative vote.
- b) Any co-opted representative from other Associations, agencies or body corporate referred to in Rule 6.4 g) is not entitled to a deliberative vote at an Association or Executive Committee meeting.
- c) A member, which is a body corporate, may appoint in writing a natural person whether or not he or she is a member, to represent it at a particular meeting or all Association or Executive Committee meetings.
- d) An appointment made under Sub-Rule b) shall be made by a resolution of the board or other governing body of the body corporate concerned, a copy of which resolution is lodged with the Secretary.
- e) A person appointed under Sub-Rule c) to represent a member, which is a body corporate, shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate.

22. PROXIES OF MEMBERS OF ASSOCIATION

Any Association or Executive Committee member prior to the commencement of a Committee meeting may appoint in writing, another natural person to be the proxy of the Association or Executive Committee member and to attend and vote on behalf of the member in their absence, provided the nominated proxy fulfils the designated criteria for that membership position.

23. RULES OF THE ASSOCIATION

23.1 Rules of the Association

- a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under Rule 6.1.
- c) The Association must keep a current copy of the Rules.

23.2 Amendment of Rules, Name and Objects

- a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 17.1 and not otherwise.
- b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - i. one month after the Special Resolution is passed; or
 - ii. a longer period as the Commissioner may allow.
- c) Subject to Rule 23.2 d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 23.2 b).
- d) An amendment to the Rules that changes or has the effect of changing:
 - i. the name of the Association; or
 - ii. the objects or purposes of the Association,

does not take effect until the required documents are lodged with the Commissioner under Rule 23.2 b) and the approval of the Commissioner is given in writing.

23.3 Disputes Arising under the Rules

- a) This Rule applies to:
 - i. disputes between Members; and
 - ii. disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.

- b) In this Rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under Rule 23.3 d) for the Committee to determine the dispute.
- f) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- g) The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within 7 days after the Committee Meeting referred to in Rule 23.3 e).
- h) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

23.4 Inability to Resolve Disputes

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

24. FUNDS AND ACCOUNTS

24.1 Control of Funds

- a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- b) The funds of the Association are to be used in pursuance of the objects of the Association.
- c) All cheques, drafts, bills of exchange, promissory notes, bank transfers and other negotiable instruments of the Association must be signed by:
 - i. any two Committee Members; or
 - ii. one Committee Member and a person authorised by the Committee.
- d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

24.2 Source of Association Funds

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

- b) The Association must, as soon as practicable:
 - i. deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - ii. after receiving any money, issue an appropriate receipt.

24.3 Financial Records

- a) The Association must keep Financial Records that:
 - i. correctly record and explain its transactions, financial position and performance; and
 - ii. enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

- b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

24.4 Financial Statements and Financial Reports

- a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

- b) Without limiting Sub-rule (a), those requirements include—
 - i. if the Association is a Tier 1 Association, the preparation of the Financial Statements;
 - ii. If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
 - iii. if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
 - iv. if the Association is a Tier 1 Association, the presentation of the Financial Statements to the Annual General Meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
 - v. if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the Annual General Meeting of the Association (and a copy of the report of the review or auditor's report, whichever is applicable); and
 - vi. if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

24.5 Review or Audit of Financial Statements or Financial Report

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- a) the Association is a Tier 2 or Tier 3 Association;
- b) the by-laws of the Association require a review or audit;

- c) the Members require a review or audit by resolution at a General Meeting;
- d) an audit or review is directed by the Commissioner; or
- e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

25. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:
 - i. apply to the Commissioner for cancellation of its incorporation; or
 - ii. appoint a liquidator to wind up its affairs.
- b) The association must be wound up under Rule 25 a) ii., and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- c) Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:
 - i. an incorporated association under the Act;
 - ii. a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - iii. a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cwth)*;
 - iv. a company holding a licence that continues in force under section 151 of the *Corporations Act 2001(Cwth)*;
 - v. a body corporate that:
 - A. is a Member or former member of the Association; and
 - B. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - vi. a trustee for a body corporate referred to in Rule 25 c) v.; or
 - vii. a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

26. COMMON SEAL OF ASSOCIATION

- a) The Association shall have a Common Seal on which its corporate name shall appear in legible characters.
- b) The Common Seal of the Association shall not be used without the authority of the Executive Committee and every use of that Common Seal shall be recorded in the minutes referred to in Rule 20.
- c) The affixing of the Common Seal of the Association shall be witnessed by two of the following office bearers – the Chairperson, the Vice Chairperson, the Secretary or Treasurer.

- d) The Common Seal of the Association shall be kept in the custody of the Secretary or other such person as the Association, from time to time, decides.

27. THE ASSOCIATION'S BOOKS AND RECORDS

27.1 Custody of the Books of the Association

- a) Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.
- b) The Books of the Association must be retained for at least 7 years.

27.2 Inspecting the Books of the Association

- a) Subject to these rules, and in particular Rule 20 d), a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- b) A Member must contact the Secretary to request to inspect the Books of the Association.
- c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

27.3 Prohibition on Use of Information in the Books of the Association

- a) A Member must not use or disclose information in the Books of the Association except for a purpose:
- i. that is directly connected with the affairs of the Association; or
 - ii. related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

27.4 Returning the Books of the Association

Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

28. CORRESPONDENCE

The outward correspondence of the Association shall -

- a) be written only by the Secretary or by such other person or persons as may from time to time, be directed to do so by the members at an Association or Executive Committee meeting.
- b) be signed only by the Chairperson or such other person or persons determined at such a meeting.

29. PUBLIC STATEMENTS

Public statements, whether written or verbal, on behalf of the Association shall;

- a) be in accordance with the Constitution and Rules of the Association and with any bylaws and regulations made under those Rules applying at the time.
- b) be issued only by the Chairperson or by such other person or persons as may from time to time, be authorised to do so by the Executive Committee.

30. SUB-COMMITTEES

- a) The Association Committee and the Executive Committee may form Sub-Committees for specific purposes and non-Association members co-opted to them.
- b) The Association Chairperson will be an ex-officio member of all Sub-Committees.
- c) The Sub-Committees shall operate under its own terms of reference as approved by the Association or Executive Committee.
- d) All relevant reports of the Sub Committees shall be presented at Association or Executive meetings for consideration.

31. INCURRING COSTS AND EXPENSES

Any and every commitment to incur costs on behalf of the Association needs the prior approval of a majority of the Association; the approval to include limits:

- a) at an Association Committee Meeting; or
- b) by way of written approval from members; or
- c) Committee members may delegate authority to approve expenditure up to a certain limit to a staff member.