

RULES FOR AN INCORPORATED ASSOCIATION

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ASSOCIATIONS INCORPORATION ACT 1981

Section 5(b)

STATEMENT OF PURPOSES

The name of the incorporated association is Community West Incorporated.

1. The purposes for which the incorporated association is established are:-

- a) To provide a diverse range of programs and services which are targeted at the disadvantaged and have a focus which reflects both the Government Social Justice Strategy and our communities needs. All Centre programs and services will remain open to all members of the community without discrimination. All programs and services will have a community development focus.
- b) To provide emotional support and resources for the alleviation of poverty, distress, misfortune, destitution and helplessness.
- c) To provide an information and referral service which aims to inform people about their rights to services and entitlements and in addition provide information on all other essential services and programs run by other providers. Wherever possible we aim to have this information translated into the relevant languages.
- d) To provide a friendly informal environment where people in our community feel comfortable to drop in whenever they wish.
- e) To provide advancement of education for those most disadvantaged in our community.
- f) To provide a forum where collective resident action can be facilitated.
- g) To develop community awareness and involvement in environmental conservation matters by increasing education opportunities for the community.
- h) To lead by example in promoting environmentally sound practices and procedures within the Centre and its structure.

RULES FOR AN INCORPORATED ASSOCIATION

1. The name of the incorporated association is **Community West Inc** (in these Rules called "The Association")

2. INTERPRETATION

- 2.1 In these Rules, unless the contrary intention appears:

"Act" means the Association Incorporation Act 1981

"Board" means the Board of Management of the Association.

"Executive Officer" means the person appointed by the Board to manage the Association

"Financial year" means the year ending on 30 June; "General meeting" means a general meeting of members convened in accordance with Rule 11; "member" means a member of the Association.

"ordinary member of the Board" means a member of the Board who is not a member of the Executive under Rule 19.

"Register" means the Register of members established in accordance with Rule 5.

"Regulations" means regulations under the Act.

"relevant documents" has the same meaning as in the Act.

"the Executive" means the persons referred to in clause 19.

- 2.2 In these rules, a reference to the Secretary of an Association is a reference: -

2.2.1 if a person holds office under these rules as Secretary of the Association – to that person

2.2.2 in any other case to the public officer of the Association.

- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1985 and the Act as in force from time to time.

3. APPLICATION FOR MEMBERSHIP

- 3.1 All persons who abide by the Code of Ethics, support the Statement of Purposes of the Community West Inc

- 3.2 Any eligible person may apply for membership in writing in the following form:

I apply to be a member of the Community West Inc and agree to support its Statement of Purpose and abide by the Code of Ethics, Policies and Rules.

Full Name:

Address:

Home Phone No:

Work Phone No:

Details of Organisations represented:

Dated:

Signed:

Nominated By:

Seconded By:

- 3.3 The Board may provide an amended form of application for membership.
- 3.4 Membership applications must be considered at the next meeting of the Board.
- 3.5 Upon acceptance of an application and payment of the required fee, the Secretary must enter the applicant's name in the register and upon the name being so entered, the applicant becomes a member of the Association.
- 3.6 The Board must determine if the application is approved or rejected.
- 3.7 The secretary must as soon as practicable after determination of the application, notify the applicant in writing.

4. ANNUAL SUBSCRIPTION

- 4.1 The annual subscription is the relevant amount set by the Board from time to time and is payable on a date in each year determined by the Board.
- 4.2 The Board may at its discretion waive all or part of the subscription fee With respect to any individual member or a group or a class of members.

5. REGISTER OF MEMBERS

- 5.1 The Secretary must keep and maintain a register of members containing:

- 5.1.1 the name and address of each member; and
- 5.1.2 the date upon which each member's name was entered in the register.
- 5.2 The Register is available for inspection free of charge by any member on request.
- 5.3 A member may make a copy of entries in the Register.

6. RESIGNATION of MEMBERS

- 6.1 A member may resign from the association by giving notice in writing to the Secretary of his or her resignation.
- 6.2 On receipt of the notice, the member ceases to be a member. The secretary must record the cessation of membership in the register.

7. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 7.1 Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming or prejudicial to the interests of the Association, the Board may by resolution:
 - 7.1.1. fine that member an amount not exceeding \$500.00; or
 - 7.1.2 suspend that member from membership of the Association for a specified period; or
 - 7.1.3 expel that member from the Association.
- 7.2 A resolution of the Board under sub-rule 7.1 does not take effect unless:
 - 7.2.1 at a meeting held in accordance with sub-rule 7.3, the Board confirms the resolution; and
 - 7.2.2 if the member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 7.3 A meeting of the Board to confirm or revoke a resolution passed under sub-rule 7.1 must be held not earlier than fourteen (14) days and not later than twenty-eight (28) days, after notice has been given to the member in accordance with sub-rule 7.4.
- 7.4 For the purposes of giving notice in accordance with sub-rule 7.3, the Secretary must, as soon as practicable, cause to be given to the members a written notice:
 - 7.4. 1 setting out the resolution of the Board and the grounds on which it is based; and

- 7.4.2 stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to the member; and
- 7.4.3 stating the date, place and time of the meeting,
- 7.4.4 informing the member that he or she may do one or both of the following:
 - 7.4.4.1 attend that meeting;
 - 7.4.4.2 give to the Board before the date of that meeting a written statement seeking revocation of the resolution; and
- 7.4.5 informing the member that, if at that meeting, the Board confirms the resolution, he or she may not later than forty-eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.5 At a meeting of the Board to confirm or revoke a resolution passed under sub-rule 7.1, the Board must:
 - 7.5.1 give the member, or his or her representative, an opportunity to be heard; and
 - 7.5.2 give due consideration to any written statement submitted by the member;
 - 7.5.3 determine by resolution whether to confirm or revoke the resolution.
- 7.6 If at the meeting of the Board, the Board confirms the resolution, the member may, not later than forty-eight (48) hours after that meeting, give the secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.8 If the Secretary receives a notice under sub-rule 7.6, he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 7.9 At a general meeting of the Association convened under sub-rule 7.7:
 - 7.9.1 no business other than the question of the appeal may be conducted; and
 - 7.9.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 7.9.3 the member, or his or her representatives, must be given an opportunity to be heard; and
 - 7.9.4 the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 7.10 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. **DISPUTES AND MEDIATION**

- 8.1 The grievance procedure set out in this role applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the Association
- 8.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.4 The mediator must be-
- (a) a person chosen by agreement between the parties;
 - or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the dispute Settlement Centre (Department of Justice)
- 8.5 A member of the Association can be a mediator
- 8.6 The mediator cannot be a member who is party to the dispute.
- 8.7 The parties to the dispute must , in good faith, attempt to settle the dispute by mediation.
- 8.8 The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9 The mediator must not determine the dispute.
- 8.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. **ANNUAL GENERAL MEETING**

- 9.1 The Association must in each calendar year convene an annual general meeting of its members.
- 9.2 The annual general meeting must be held on the date and the time and place as the Board determines.
- 9.3 The ordinary business of the annual general meeting is: -

9.3.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting.

9.3.2 to receive from the Board reports upon the transactions of the Association during the last preceding financial year;

9.3.3 to elect the Executive Association and the ordinary members of the Board; and

9.3.4 to receive and consider, the audited financial statements submitted by the Association in accordance with section 30(3) of the Act.8.4. The annual general meeting may conduct any special business of which notice is given in accordance with these rules.

10. **SPECIAL GENERAL MEETINGS**

- a. In addition to the annual general meeting any other general meeting may be held in the same year.
- b. All general meetings other than the annual general meeting are special general meetings.
- c. The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- d. If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- e. The Board must, on the request in writing of members representing not less than five (5) per cent of the total numbers of members, convene a special general meeting of the Association.
- f. The request for a special general meeting must:

state the objects of the meeting; and

be signed by the members requesting the meeting; and

be sent to the address of the secretary.
- g. If the Board does not cause a special general meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- h. If a special general meeting is convened by members in accordance with this Rule, it must be convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. SPECIAL BUSINESS

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business at the annual general meeting, is deemed to be special business.

12. NOTICE OF GENERAL MEETINGS

12.1 The Secretary of the Association must give at least fourteen (14) days notice of a general meeting.

12.2 The notice may be given to the members of the Association in accordance with the Act.

The accidental omission to give notice of a meeting to or the non-receipt of notice of the meeting by any member does not invalidate any proceedings or resolutions at a general meeting.

13. QUORUM OF GENERAL MEETING

13.1 At all general meetings ten members present in person constitutes a quorum. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present:

13.1.1 in the case of a meeting convened at the request of members, the meeting must be dissolved;

13.1.2 in all other cases, the meeting may stand adjourned to the same day in the next week at the same time and place (unless another place is specified by the Chairperson at the time of adjournment);

13.1.3 at the adjourned meeting the members present [being not less than three (3)], constitute a quorum.

14. PRESIDING AT GENERAL MEETINGS

The Chairperson of the Board of Management presides at all general meetings. In his or her absence or if unwilling to chair the meeting, a Chairperson must be appointed for that meeting by the members present.

15. ADJOURNMENT

The person presiding may with the consent of the majority of members present at a meeting adjourn the meeting but no business may be conducted at an adjourned

meeting other than business left unfinished at the meeting from which the adjournment took place.

16. VOTING AT GENERAL MEETINGS

- 16.1 Each member present is entitled to one (1) vote.
- 16.2 Resolutions are to be carried by a majority of the members present and voting. Except in the case of special business, in the case of equality of votes, the Chairperson has a second or casting vote.
- 16.3 A proxy vote at a general meeting is not permitted.
- 16.4 A member who has not paid all fees due and payable may not vote at a general meeting.

17. POLL AT A GENERAL MEETING

- 17.1 At any general meeting a declaration by the Chairperson that a resolution has been carried or not is sufficient evidence of members' voting intention unless three (3) members call for a poll.
- 17.2 When a poll is taken the number of votes in favour and against the resolution must be recorded.

18. PECUNIARY INTEREST

Where a member of the Board or any member of his or her immediate family derives salary or any personal gain from grants or decisions of the Association they must declare that interest to the Board but may participate in discussions at the discretion of the Chairperson of the Board, but must abstain from voting.

19. BOARD OF MANAGEMENT

- 19.1 The affairs of the Association are managed by the Board of Management.
- 19.2 The Board:
 - 19.2.1 controls and manages the business and affairs of the Association;
 - 19.2.2 may, subject to these rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association
 - 19.2.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association; and
 - 19.2.4 may delegate the day to day operations of the Association to the Executive.

19.3 Subject to Section 23 of the Act, the Board consists of:

19.3.1 the elected members of the Executive;

19.3.2 three (3) ordinary members of the Board (one of whom may be a member of the staff of the Association); and

19.3.3 the Executive Officer by virtue of office, shall be an ex- officio member

20. THE EXECUTIVE

20.1 The Executive consists of:

20.1.1 the Chairperson;

20.1.2 the Deputy Chairperson;

20.2.3 the Secretary;

20.2.4 the Treasurer;

20.2.5 the Executive Officer by virtue of office.

20.2 Each elected member of the Executive (other than the Executive Officer) holds office until the annual general meeting next after the date of his or her election, but is eligible for re-election.

20.3 A casual vacancy in any office may be filled by the Board and the person so elected holds that office until the next annual general meeting.

21 ORDINARY MEMBERS OF THE BOARD

21.1 Subject to these Rules, each ordinary member of the Board holds office until the annual general meeting next after the date of the election but is eligible for re-election.

21.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may co-opt a member of the Association to fill the vacancy and the member appointed holds office subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

22 ELECTION OF THE EXECUTIVE AND ORDINARY BOARD MEMBERS

22.1 Nominations of candidates for election to the Board of the Association must be:

22.1.1 made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

22.1.2 delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the annual general meeting.

- 22.2 The newly elected Board of Management has the authority and responsibility to elect the office bearers - Chair, Deputy Chair, Treasurer and Secretary in a confidential vote during the annual general meeting.
- 22.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are deemed to be elected and further nominations may be received at the annual general meeting.
- 22.4 The ballot for the election of the executive and ordinary members of the Board must be conducted at the annual general meeting in such manner as the Board may direct (refer article 21.2)
- 22.5 It is a condition of appointment to and continuation on the Board that the member of the Board is a member of the Association.

23 VACANCIES

The office of an elected member of the Executive, or of an ordinary member of the Board, becomes vacant if the member:

- 23.1 ceases to be a member of the Association; or
- 23.2 becomes an insolvent under administration within the meaning of the Corporations Law; or
- 23.3 resigns from office by notice in writing given to the Secretary; or
- 23.4 at the discretion of the Board, if the member is absent from three (3) consecutive Board meetings without prior consent.

24. PROCEEDINGS OF THE BOARD

- 24.1 The Board must meet at least three (3) times each year at such place and times as the Board may determine.
- 24.2 Notice of meeting must be given to each Board member at least two (2) business days before the date of the meeting.
- 24.3 At every meeting of the Board the Chairperson presides and in the absence of the Chairperson, the members must choose of their members to be the Chairperson of the meeting.
- 24.4 A quorum for a meeting of the Board is four (4) members of the Board.
- 24.5 Questions arising at any meeting are decided by a majority of votes. Each member present has one (1) vote. In case of equality of votes, the Chairperson has second or casting vote.
- 24.6 The Board may act notwithstanding any vacancy on the Board.

25. PROCEEDINGS OF THE EXECUTIVE

- 25.1 The Executive meets as and when it deems fit.
- 25.2 The Executive determines its own procedures.
- 25.3 A quorum for a meeting of the Executive is the Chairperson (or the Deputy chairperson if the Chairperson is unavailable), plus two (2) other members of the Executive.

26. SECRETARY

The Secretary must:

- 26.1 keep full and correct minutes of all resolutions and proceedings of every general meeting and of all Board meetings in books provided for that purpose, together with a record of the names of persons present at all meetings.
- 26.2 keep the Register. ;
- 26.3 Attend to all correspondence; and perform such other duties as the Board may prescribe.

27. CUSTODY AND INSPECTION OF RECORDS

Except as otherwise provided in these Rules, the Secretary must keep in his or her custody and control all books, documents and securities of the Association. All such accounts, books, documents and securities and other relevant documents of the Association must be available for inspection by members free of charge upon request.

28. TREASURER

28.1 The Treasurer of the organisation:

- 28.1.1 must supervise and is responsible for all monies due to the Association and make payments authorised by the Association;
- 28.1.2 must keep correct accounts and books showing the financial affairs of the organisation with full details of all receipts and expenditure connected with the activities of the Association;
- 28.1.3 must present a monthly financial statement to the Board of Management meetings.

The Treasurer must supervise the accounts and books referred to in sub-clause (1) which will be available for inspection by members upon reasonable notice to the Treasurer

29. REMOVAL OF MEMBER OF THE BOARD

29.1 The Association in general meeting may by resolution remove any ordinary member of the Board or any elected member of the Executive before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first mentioned member.

29.2 The member subject to the resolution may make reasonable representation to the Secretary or Chairperson and may require the Secretary or chairperson to send a copy of their representations to each member of the Association or, if they are not sent the member may require that they be read out at the meeting.

30. MINUTES OF MEETINGS

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting and each Board meeting, together with a record of the names of persons present at Board meetings.

31. FUNDS

31.1 The Treasurer of the Association must:

31.1.1 collect and receive all monies due to the Association and make all payments authorised by the Association; and

31.1.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the services of the Association.

31.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) members of the Executive, or a member of the Executive and one person authorised by the Board.

31.3 The funds of the Association are derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines

32. LIFE MEMBERSHIP

32.1 Nominations for life membership can be made to the Board if a person has contributed ten years service and has made a significant contribution to the Association.

32.2 Any member may nominate another member for life membership.

32.3 Applications for life membership must be considered at the next general meeting after their nomination.

33 SEAL

33.1 The Common Seal of the Association must be kept in the custody of the Secretary.

33.2 The Common Seal must not be affixed to any instrument except by the authority of the Board and the fixing of the Common Seal shall be attested by the signatures either of two (2) members of the Board or of one member of the Board and of the Public Officer of the Association.

34. ALTERATION OF RULES AND STATEMENT OF PURPOSE

These rules and the statement of purposes must not be altered except in accordance with the Act.

35. WINDING UP

In the event of the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association but shall be given or transferred to some other charitable organisation with similar purposes.