



THE WOODTURNERS ASSOCIATION
OF WESTERN AUSTRALIA (INC.)

RULES

Incorporated 1985
Amended, 2018

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THE WOODTURNERS ASSOCIATION OF WESTERN AUSTRALIA (INC.)

RULES

A. Name

The name of the Association is 'THE WOODTURNERS ASSOCIATION OF WESTERN AUSTRALIA (INC.)'.

B. Objects

The objects of the Association are:

- (a) to promote, foster and practise the art and craft of woodturning in the State of Western Australia.
- (b) to conduct meetings and workshops for members and to promote and encourage discussion on the the art and craft of woodturning.
- (c) to participate in the holding of exhibitions, lectures, workshops and classes in furtherance of the objects of the association.

C. Quorum

- (a) Any thirty (30) financial members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- (b) A majority of committee members will constitute a quorum for the conduct of the business of a committee meeting.

D. Financial Year

The association's financial year will be the period of 12 months commencing on 1 July each year and ending on 30 June of the following year.

Part 1 – Preliminary

1. TERMS USED

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means *The Woodturners Association of Western Australia (Inc.)* to which these rules apply;

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Association under Rule 57;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

committee means the Committee of Management (the management committee) of the Association;

committee meeting means a meeting of the Committee of Management;

committee member means a member of the Committee of Management;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (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 statements means the financial statements in relation to the Association required under Part 5, Division 3 of the Act;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

member means a person (including a body corporate) who is a member or an associate member of the Association;

ordinary committee member means a committee member who is not an office holder of the Association under rule 23(3);

voting member means a financial member who is either -

- (a) an ordinary member; or
- (b) a junior member; or
- (c) a Life member; or
- (d) the nominated representative of a corporate member appointed under rule 51(2);

President means the Committee member holding office as the president of the Association;

recorded means recorded in the register of members;

register of members means the register of members of the Association referred to in section 53 of the Act;

registrar means the person designated as the registrar of the Association

returning officer means the person responsible for the conduct of elections for president and committee of the Association;

rules means these rules of the Association, as in force for the time being;

secretary means the committee member holding office as the secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the committee under rule 44;

treasurer means the committee member holding office as the treasurer of the Association.

Part 2 – Association to be Not for Profit Body

2. NOT-FOR-PROFIT BODY

- (1) 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 any member, except in good faith in the promotion of these objects.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Part 3 – Members

Division 1 - Membership

3. ELIGIBILITY FOR MEMBERSHIP

- (1) Any person aged 14 years and over or body corporate who supports the objects or purposes of the Association is eligible to apply to become a member.

4. APPLYING FOR MEMBERSHIP

- (1) A person who wants to become a member must apply in writing to the Association on the prescribed nomination form and be signed by the applicant.

5. BECOMING A MEMBER

- (1) An applicant for membership of the Association becomes a member when
 - (a) the committee accepts the application;
 - (b) the applicant pays any membership fees payable to the Association under rule 8;
- (2) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

6. CLASSES OF MEMBERSHIP

- (1) Interested persons may be admitted to membership in one of the following categories:
 - (a) Ordinary member - a person who is aged 18 years and over.
 - (b) Junior member - one who is aged between 14 years and under 18 years.
 - (c) Corporate member – an organisation or corporation which is interested in the practice, promotion, or fostering of the interest in wood turning.

- (d) Life Member – a member recognised by the Association for an outstanding contribution to the Association’s objects.
- (2) The Association may have any class of associate membership approved by resolution at a general meeting, including Associate, Honorary Associate and Honorary membership. These are non-voting members.
 - (a) Associate member - one who is the spouse or partner of an ordinary member or Junior member
 - (b) Honorary Associate Member – one who was the spouse or partner of a deceased member of the Association who accepts an invitation to take up such membership.
 - (c) Honorary Member – one who was an ordinary member, who through age, illness or disability is unable to continue woodturning and who accepts an invitation to take up such membership.
- (3) A person can only belong to one class of membership or associate membership.
- (4) A voting member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (5) An associate member has the rights referred to in sub-rule (4) other than full voting rights.
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

7. WHEN MEMBERSHIP CEASES

- (1) A person ceases to be a member when any of the following takes place
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association;
 - (d) the person is expelled from the Association under rule 11;
 - (e) the non-payment of membership fees;
- (2) The registrar must keep a record, for at least one year after a person ceases to be a member, of
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.

Division 2 – Membership fees

8. MEMBERSHIP FEES

- (1) The Association membership must determine at each Annual General Meeting the annual membership fee (if any), and nomination fee for new members (if any), to be paid for membership of the Association.
- (2) The fees determined under sub-rule (1) may be different for different classes of membership.

- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the due date determined by the committee.
- (4) If a member has not paid the annual membership fee by 31 December following the Annual General Meeting at which the fee was determined, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub-rule (4) offers to pay the annual membership fee after the period referred to in that sub-rule has expired
 - (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 – Register of members

9. REGISTER OF MEMBERS

- (1) The registrar, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the registrar's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the registrar to make the necessary arrangements.
- (5) If –
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

Part 4 – Disciplinary Action, Disputes, and Mediation

Division 1 – Term Used

10. TERM USED: MEMBER

In this Part —

member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary Action

11. SUSPENSION OR EXPULSION

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under sub-rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 19.
 - (a) If notice is given under sub-rule (7), the member who gives the notice and the committee are the parties to the mediation.

12. CONSEQUENCES OF SUSPENSION

- (1) During the period a member's membership is suspended, the member —

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the registrar must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the registrar must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving Disputes

13. TERMS USED

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

14. APPLICATION OF DIVISION

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

15. PARTIES TO ATTEMPT TO RESOLVE DISPUTE

Parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

16. HOW GRIEVANCE PROCEDURE IS STARTED

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 15, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —

- (a) the dispute is between one or more members and the Association; and
- (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 19,
 the committee must not determine the dispute.

17. DETERMINATION OF DISPUTE BY COMMITTEE

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub-rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 19.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

18. APPLICATION OF DIVISION

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 11(7); or
 - (b) by a party to a dispute under rule 16(5)(b)(ii) or 17(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 19.

19. APPOINTMENT OF MEDIATOR

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 11(7) — by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 16(5)(b)(ii) or 17(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 11(7); or
 - (b) a party to a dispute under rule 16(5)(b)(ii); or
 - (c) a party to a dispute under rule 17(3) and the dispute is between one or more members and the Association.

- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

20. MEDIATION PROCESS

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

21. IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 11(7); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

Part 5 – Committee

Division 1 – Powers of Committee

22. COMMITTEE

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any), and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 – Composition of Committee and Duties of Members

23. COMMITTEE MEMBERS

- (1) The committee members consist of –
 - (a) the office holders of the Association; and
 - (b) Not less than 5 nor more than 7 ordinary committee members. Or no more than 8 ordinary committee members should the Secretary be appointed as a non-voting member.
 - (c) the immediate past president of the Association may continue as a member of the Committee of Management, ex officio, with the same rights and responsibilities as other members of the committee
- (2) The following are the office holders of the Association –
 - (a) the president;
 - (b) the vice president;
 - (c) the secretary (may be appointed as a non-voting member);
 - (d) the treasurer.
- (3) A person may be a committee member if the person is –
 - (a) an individual who has reached 18 years of age; and
 - (b) a voting member, including life members.
- (4) A person must not hold 2 or more of the offices mentioned in sub-rule (2) at the same time.

24. PRESIDENT

- (1) It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

25. SECRETARY

The Secretary has the following duties –

- (a) dealing with the Association's correspondence;
- (b) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;

- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

26. TREASURER

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account or accounts of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by a reviewer conducting a review of the Association's financial statements or financial report;
- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

Division 3 – Election of Committee Members and Tenure of Office

27. HOW MEMBERS BECOME COMMITTEE MEMBERS

A member becomes a committee member if the member —

- (a) is elected to the committee at an annual general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 34.

28. NOMINATION OF COMMITTEE MEMBERS

- (1) At least 42 days before an annual general meeting, the secretary, or returning officer, must send written notice to all the members —

- (a) calling for nominations for election to the committee; and
 - (b) stating the date by which nominations must be received by the returning officer to comply with sub-rule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary, or returning officer at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for President of the Association or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 29(2) or 30(1)(b).

29. ELECTION OF OFFICE HOLDERS

- (1) At the annual general meeting, a separate election must be held for the position of President of the Association, presided over by the returning officer.
- (2) If there is no nomination for President, the returning officer may call for nominations from the voting members at the meeting.
- (3) If only one member has nominated for President, the returning officer must declare the member elected to the position.
- (4) If more than one member has nominated for President, the voting members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each voting member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new president of the Association may take over as the president of the meeting.
- (8) At the first committee meeting following the annual general meeting the committee shall elect a Vice President, Secretary and Treasurer from amongst the members of the committee.

30. ELECTION OF ORDINARY COMMITTEE MEMBERS

- (1) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the returning officer —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the voting members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (2) If —
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under sub-rule (1)(b) is greater than the number of positions remaining unfilled,

the voting members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

- (3) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

31. TERM OF OFFICE

- (1) The term of office of a committee member begins when the member —
 - (a) is elected at an annual general meeting; or
 - (b) is appointed to fill a casual vacancy under rule 34.
- (2) Subject to rule 32,
 - (a) a committee member elected under rule 30 holds office for 2 years
 - (b) a committee member elected under rule 34 holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.
- (4)
 - (a) A president shall not hold office for more than two consecutive years, except as in sub-rule (4)(b).
 - (b) If a nomination is not forthcoming for the position of president in accordance with rule 28, and if the current president has forwarded his or her agreement in writing to the Returning Officer, then a majority of members present at a properly constituted Annual General Meeting may agree to extend his or her period of office for a further 12 month period.

32. RESIGNATION AND REMOVAL FROM OFFICE

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or president; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 23(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- (5) The secretary or president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

33. WHEN MEMBERSHIP OF COMMITTEE CEASES

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 32; or

- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

34. FILLING CASUAL VACANCIES

- (1) The committee may appoint a member who is eligible under rule 23(4) to fill a position on the committee that —
 - (a) has become vacant under rule 33; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 32(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 23(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 41, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 41, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

35. VALIDITY OF ACTS

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

36. PAYMENTS TO COMMITTEE MEMBERS

- (1) In this rule —
 - committee member* includes a member of a subcommittee;
 - committee meeting* includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a committee meeting or
 - (b) otherwise in connection with the Association's business.

Division 4 – Committee Meetings

37. COMMITTEE MEETINGS

- (1) The committee must meet at least 8 times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Committee meetings may be conducted by email (or other means of instantaneous communication) and responses to the agenda shall be recorded

- in the minutes and in the event that there is no response, it will be assumed that there is no dissent.
- (4) Special committee meetings may be convened by the president or any 2 committee members.

38. NOTICE OF COMMITTEE MEETINGS

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

39. PROCEDURE AND ORDER OF BUSINESS

- (1) The president or, in the president's absence, the vice-president must preside as chairperson of each committee meeting.
- (2) If the president and vice president are absent or are unwilling to act as president of a meeting, or if no president has been elected, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member, or other person who is not a committee member, may attend a committee meeting if invited to do so by the committee.
- (6) A person invited by the committee to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

40. USE OF TECHNOLOGY TO BE PRESENT AT COMMITTEE MEETINGS

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

41. QUORUM FOR COMMITTEE MEETINGS

- (1) Subject to rule 34(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
 - (a) in the case of a special meeting — the meeting lapses; or

- (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under sub-rule (2)(b); and
 - (b) at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

42. VOTING AT COMMITTEE MEETINGS

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

43. MINUTES OF COMMITTEE MEETINGS

- (1) The committee must ensure that minutes are taken and kept of each committee meeting. The minutes may be recorded in writing or in electronic form.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 39(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote
 - (e) use of the common seal.
- (3) The minutes of a committee meeting must be entered in the Association's minute book or digital records within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and endorsed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been endorsed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and Subsidiary Offices

44. SUBCOMMITTEES AND SUBSIDIARY OFFICES

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

45. DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES

- (1) In this rule —

non-delegable duty means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
- (7) The committee may, in writing, amend or revoke the delegation.

Part 6 – General Meetings of the Association

46. ANNUAL GENERAL MEETING

- (1) The committee must determine the date, time and place of the annual general meeting.

- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the committee's annual report on the Association's activities during the preceding financial year;
 - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if required to be presented for consideration under Part 5 of the act, a copy of the review on the financial statements.
 - (c) to elect the president of the Association and other committee members;
 - (d) if applicable, to appoint or remove a reviewer of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

47. SPECIAL GENERAL MEETINGS

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if 30 members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub-rule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub-rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-rule (5).

48. NOTICE OF GENERAL MEETINGS

- (1) The secretary or, in the case of a special general meeting convened under rule 47(5), the members convening the meeting, must give to each member —

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 28(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

49. PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- (2) If the president and vice president are absent or are unwilling to act as president of a general meeting, or no president has been elected, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-rule (4)(b); and
 - (b) at least 2 voting members are present at the meeting,
those members present are taken to constitute a quorum.

50. ADJOURNMENT OF GENERAL MEETINGS

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 48.

51. VOTING AT GENERAL MEETING

- (1) On any question arising at a general meeting, subject to sub-rule (6), each voting member has one vote unless the member may also vote on behalf of a body corporate under sub-rule (2)
- (2) A corporate member may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the voting members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as a voting member —
 - (a) must have been a voting member at the time notice of the meeting was given under rule 48; and
 - (b) must have paid any fee or other money payable to the Association by the member.

52. WHEN SPECIAL RESOLUTIONS ARE REQUIRED

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

53. DETERMINING WHETHER RESOLUTION CARRIED

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub-rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or

- (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub-rule (2) must identify the resolution as a special resolution.
 - (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 voting members present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
 - (5) If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.
 - (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
 - (7) A declaration under sub-rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

54. MINUTES OF GENERAL MEETINGS

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the voting members attending the meeting; and
 - (b) the financial statements presented at the meeting; and
 - (c) any report of the review on the financial statements or financial report presented at the meeting.
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

Part 7 – Financial Matters

55. CONTROL OF FUNDS

- (1) The Association must open an account or accounts in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by –
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Association should be deposited into the Association's account by the end of the calendar month of receipt.

56. FINANCIAL STATEMENTS

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include –
 - (a) the preparation of the financial statements; and
 - (b) if required, the review of the financial statements; and
 - (c) the presentation to the annual general meeting of the financial statements; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review on the financial statements.

Part 8 – General Matters

57. BY-LAWS

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may –
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 6(2); and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the review of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.

- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub-rule (3), a by-law made for the purposes of sub-rule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

58. EXECUTING DOCUMENTS AND COMMON SEAL

- (1) The Association shall have a common seal on which the corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of the common seal shall be recorded in the minute book referred to in rule 43(2).
- (3) The affixing of the common seal of the Association must be witnessed by any two of the President, Vice President, Secretary and Treasurer.
- (4) The common seal must remain in the custody of the Secretary or such other person as the Committee from time to time decides.

59. GIVING NOTICES TO MEMBERS

- (1) In this rule —
recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

60. CUSTODY OF BOOKS AND SECURITIES

- (1) Subject to sub-rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Sub-rules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Association must be retained for at least 7 years.

61. RECORD OF OFFICE HOLDERS.

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

62. INSPECTION OF RECORDS AND DOCUMENTS

- (1) Sub-rule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or

- (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub-rule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

63. PUBLICATION PROHIBITION OF ASSOCIATION BUSINESS

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless —

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

64. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP

- (1) In this rule —
 - surplus property*, in relation to the Association, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
 but does not include books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

65. ALTERATION OF RULES

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

Groups

1. The Committee of Management may from time to time provide for the establishment of a Group of the Association in any town, city or other definable area within the State of Western Australia.
2. A Group shall be known by such name as the Committee of Management approves and shall be in the form of 'The Woodturners Association of Western Australia (Inc.) ... Group'.
3. All assets of a Group shall at all times be and remain the property of the Association,
4. The Committee of Management shall have the power to formulate policies and set forth the procedures to govern the administration and well being of each Group.
5. Policies with respect to Groups shall not be inconsistent with those of the Association.
6. Only members of the Association shall be eligible to become a member of a Group.
7. A person may attend up to three meetings as a visitor, thereafter he or she is required to become a member of the Association if they wish to continue attending.
8. A Group shall not enter into any contract in the name of or on behalf of the Association unless authorised by the Committee of Management.
9. A Group shall not hire, lease or take control of premises for an extended period without the consent in writing of the Committee of Management.
10. A Group established under bylaw 1 shall elect a Convenor and may elect a Secretary, Treasurer and at least three other members to form a Group Committee. The Association Secretary shall be advised within one month the names of the persons so appointed.
11. A Group is required to hold their Annual General Meeting prior to 31 August each year to elect the office bearers for the forthcoming year.
12. A Group Committee shall conduct the Group's affairs in accordance with the policies and procedures determined by the Committee of Management.
13. A Convenor shall not hold office for more than two consecutive years unless approved by the Committee of Management.
14. The Association shall be informed within 30 days the names, addresses and contact number of the officers of the Group.
15. All monies received by the Group shall be banked in an account to be opened with a bank approved by the Committee of Management. Cheques and other documents relating to such account shall be signed by any two of the Convenor, Treasurer, Secretary and two nominated group members.
16. Groups shall not commit the Association for any expense, or enter into any arrangement for exhibitions, demonstrations, sales or similar arrangements or use the Association's logo in any promotion or pamphlet without first receiving approval, in writing, from the Committee of Management.
17. Groups shall submit to the Treasurer by 31 July each year, a Statement of Receipts and Payments for the year ended 30 June together with a schedule showing the

number of Group meetings held during the year and the numbers in attendance at each meeting.

18. Where the Committee of Management considers that there are, at any time, insufficient members in a Group or that the continued existence of such Group is not otherwise warranted or in the interests of the Association, the Committee of Management may resolve that the Group be disbanded.
19. Notice of the intention to disband the Group shall be forwarded to the last known address of the Group at least thirty days prior to the meeting at which the dissolution of the Group is to be dealt with.
20. Upon such resolution being passed the Committee of Management shall take control of all of the assets, books and records of the group. The Group shall thereupon be dissolved and cease to exist.

Life Membership

1. At any Annual General Meeting of the Association life membership may be awarded to any person or persons in recognition of outstanding service to the Association. Any member may nominate another member for life membership by giving written notice of such nomination to the Secretary at least two months prior to the Annual General Meeting.
2. Life members shall be exempt from the payment of annual membership fees as provided for in rule 8.