



AUSTRALIAN RAILWAY HISTORICAL SOCIETY W.A. DIVISION (INCORPORATED)

RULES OF ASSOCIATION

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RULES OF ASSOCIATION

1 PREAMBLE

The Australian Railway Historical Society was founded in Sydney in May 1933, under the title of the "Railway Circle of Australia". Shortly after its formation, the name was altered to the "Australian Railway and Locomotive Historical Society", which was retained until 1951, when the present title was adopted. The principal aim of the ARHS is to preserve as much as possible of the "railway era" in the form of authentic historical records and preserved items of rolling stock and equipment used in railway operations.

The ARHS's influence now extends throughout Australia, with the formation of Divisions in all States and the Australian Capital Territory. The Western Australian Division was formed on 15th January 1959, when nine members attended the first general meeting, which was held in the Railway Institute Building in Perth. Shortly after its formation, the Division gained representation at the then Railway Museum at the Claremont Show Grounds and this drew to the attention of many prospective members its existence.

The incorporation of the Division marked an important advancement in its progress, as did the acquisition of the site for the Rail Transport Museum at Bassendean.

All Rules of the Australian Railway Historical Society W.A. Division (Incorporated) now in force are hereby revoked, and the following Rules shall stand in lieu thereof.

2 PRELIMINARY

2.1 Name of Association

The name of the incorporated association is the "Australian Railway Historical Society W.A. Division (Incorporated)" (hereafter referred to as the "Society").

2.2 Objects of Society

- (a) As a voluntary non-profit organisation, the objects of the Society are to preserve as much as possible of the "railway era" in the form of authentic historical records and preserved items of rolling stock including equipment used in railway operations.
- (b) In general,
 - (1) to acquire goods, chattels, photographs, documents and other assets;
 - (2) to provide a means whereby any person interested in any aspect of the history or operation of railways in Western Australia and overseas may associate with other persons with similar interests to their mutual benefit, education and enjoyment;
 - (3) to encourage the study of Western Australian railway operation past and present;
 - (4) to encourage and promote the compilation of authentic records relating to Western Australian railways, past and present;
 - (5) to produce, edit, print, publish, issue and circulate such papers, periodicals, books, circulars and other literary matter as may seem conducive to the objects of the Society;
 - (6) to produce, edit, publish, issue, circulate and preserve such auditory and visual records of railway operation in Western Australia as may seem conducive to the objects of the Society;
 - (7) to arrange, promote, conduct and direct such outings and excursions as may be considered in the furtherance of the objects, and may co-operate with railway owners and operators, whether public or private, and any other organisation actively engaged with the operation of excursion passenger trains;
 - (8) to purchase, take under trust, or otherwise acquire any railway relic of historical significance, to maintain, repair or enlarge the same and dispose of, either by sale, gift or as provided for in the terms of the trust;
 - (9) to purchase, rent, take on lease, exchange, or otherwise acquire any land, buildings, plant, furniture or other property real or personal and to erect or construct any buildings, to maintain and from time to time alter and add to any building or plant to be acquired or constructed;
 - (10) to sell, manage, lease, mortgage, dispose of, dedicate, exchange or otherwise deal with all or any part of the property of the Society. In case the Society shall take or hold any property subject to any trusts, the Society shall only deal with the same in such manner as allowed by law, having regard to such trusts;

- (11) to adopt such means of publicising the objectives and benefits of the Society as may seem expedient, and to otherwise further the interests of Members. In particular by advertising in the press, or any other medium of publicity, by granting prizes, rewards and seeking donations;

2.3 Quorum for Committee Meetings

Any five (5) Committee Members constitute a quorum provided that the quorum includes at least two of the President, Vice President, Treasurer or Secretary for the conduct of the business at a Committee Meeting.

2.4 Quorum for General Meetings

Fifteen (15) percent of the current financial Members (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.

2.5 Financial Year

The Society's Financial Year will be the period of 12 months commencing on the first day of April and ending on the last day of March of each year.

3 DEFINITIONS & INTERPRETATIONS

3.1 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 26;

"Books of the Society" has the meaning given to it in section 3 of the Act and includes:

- (a) a register;
- (b) 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;
- (c) a document; and
- (d) any other record of information;

"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 Society;

"Committee Meeting" means a meeting referred to in Rule 17.1

"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 2.5;

“**General Meeting**” means a meeting of the Society which all Members (including Associate Members) are invited to attend;

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

“**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);

“**Public Transport Authority of Western Australia**” means the Authority established by the *Public Transport Authority Act 2003* (WA) as the successor to The Western Australian Government Railways Commission;

“**Railway**” includes the word “Tramway” unless inconsistent with the text;

“**Rules**” mean these Rules of the Society as amended from time to time under Rule 27.2;

“**Society**” means the Australian Railway Historical Society W.A. Division (Incorporated), an association taken to be incorporated under the Act by virtue of s188;

“**Special Resolution**” is a resolution of the Society passed in accordance with Rule 22.1;

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

- (a) the debts and liabilities of the Society; and
- (b) the costs, charges and expenses of winding up the Society,
but does not include books pertaining to the management of the Society

“**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;

3.2 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 11.1.**

4 MOTTO

The motto of the Society shall be “Historia Nostra Via Perengrinari Ferrea” (‘For Those Who Are Interested In Railways’), which may appear at the head of official documents, letters, papers, publications, etc. issued by the Society.

5 PATRON

The Committee shall have the authority to call for nominations of the Society’s Patron. Nominations shall be called, and a Patron elected at the Annual General Meeting.

6 POWERS OF THE SOCIETY

6.1 Powers of the Society

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

6.2 Not for Profit

The property and income of the Society must be applied solely towards promoting the objects or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

7 BECOMING A MEMBER

7.1 Minimum Number of Members

The Society must have at least six Members with full voting rights.

7.2 Qualifications for Membership

- (a) Subject to Rule 7.2(b) any person who supports the purposes of the Society is eligible to apply for membership.
- (b) A person under the age of 16 years may not belong to a class of membership that confers voting rights.

7.3 Applying for Membership

- (a) A person who wants to become a Member must:
 - (1) apply in writing to the Society; and
 - (2) be nominated for membership by a Member.
- (b) All application forms must be signed by the Applicant and the nominator.
- (c) If the Society has more than one class of membership, the application form must specify the applicable class of membership.

7.4 Deciding Membership Applications

- (a) The Committee will consider and decide whether to approve or reject any membership application.
- (b) Subject to Rule 7.4(c) applications will be considered and decided in the order they are received by the Society.
- (c) When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (d) The Committee must not approve a membership application unless the Applicant:
 - (1) meets all the eligibility requirements under Rule 7.2; and
 - (2) applies under Rule 7.3.
- (e) The Committee may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under Rule 7.2.
- (f) As soon as is practicable after the Committee has made a decision under Rule 7.4(a), the Committee must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

7.5 Becoming a Member

- (a) An Applicant becomes a Member if:
 - (1) the Applicant is eligible for membership under Rule 7.2;
 - (2) the Applicant applies in writing to the Society under Rule 7.3;
 - (3) the Committee approves the Applicant's application for membership; and
 - (4) the Applicant pays any fees due under Rules 12.1 and 12.2.

- (b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when Rule 7.5(a) has been fulfilled.

7.6 Recording Membership in the Register

The Secretary must enter a person's name in the Register within 28 days after the person becomes a Member.

8 HONORARY LIFE MEMBERSHIP

- (a) The Committee may submit for election at an Annual General Meeting of the Society, as an Honorary Life Member, any Member of the Society who by virtue of exceptional or meritorious or valuable service to the work and aims of the Society is deemed by the Committee to be worthy of such honour.
- (b) The submission must be endorsed by a three quarters (3/4) majority of Members present at an Annual General Meeting. The total number of Honorary Life Members at any one time shall not exceed one twentieth (1/20) of the then general Membership of the Society. Such Honorary Life Members shall receive all of the privileges of Society membership but shall not be required to pay an annual subscription.

9 LIABILITY AND ENTITLEMENTS OF MEMBERS

9.1 Classes of Members

- (a) The membership of the Society consists of:
- (1) honorary life Members under Rule 8;
 - (2) family Members under Rule 9.2;
 - (3) junior Members under Rule 9.3;
 - (4) ordinary Members; and
 - (5) may include associate Members.
- (b) The Society may have any category of associate membership determined by resolution of Members at a General Meeting, including junior membership, senior membership, honorary membership, or life membership.
- (c) A Member under the age of 16 years cannot be an ordinary Member, but may be an associate Member.
- (d) If the Society has two or more classes of Members, no Member can belong to more than one class of membership.
- (e) An ordinary Member has all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- (f) An associate Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- (g) The maximum number of ordinary Members is unlimited unless the Society at a General Meeting decides otherwise.

9.2 Family Membership

In addition to the provisions of Rule 9.1, a Member can apply for Family Membership that may include their Partner and Children under the age of sixteen (16). Adults included in the Family Membership have full voting rights and may stand for any elected office of the Society.

9.3 Junior Membership

Persons under the age of sixteen (16) years may be admitted to junior Membership. Such Members shall not be entitled to vote or stand for any elected office of the Society.

9.4 Membership Voting Rights of Members

- (a) Each ordinary Member of the Society has one vote at a General Meeting of the Society.
- (b) Each ordinary Member of the Society that is a Body Corporate has one vote at a General Meeting of the Society.

9.5 Voting by Body Corporate

- (a) 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 General Meeting or at all General Meetings.
- (b) A copy of the written appointment must be lodged with the Secretary.
- (c) A person appointed under Rule 9.5 (a) has authority to represent the body corporate as a Member:
 - (1) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
 - (2) otherwise, until the appointment is revoked by the body corporate and notice of the revocation is given to the Secretary.

9.6 Liability of Members

- (a) A Member is only liable for their outstanding membership fees payable under Rules 12.1 and 12.2, if any.
- (b) Subject to Rule 9.6 (a), a Member is not liable, by reason of the person's Membership, for the liabilities of the Society or the cost of winding up the Society.
- (c) Rule 9.6 (b) does not apply to liabilities incurred by or on behalf of the Society by the Member before incorporation.

9.7 Payment to Members

- (a) Subject to Rule 9.7(b), no portion of the income or property of the Society may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 9.7 (a) does not prevent:
 - (1) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual course of business;
 - (2) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
 - (3) the payment of reasonable and proper rent by the Society to a Member for premises leased by the Member to the Society; or
 - (4) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Society.

9.8 Membership Entitlements not Transferable

A right, privilege or obligation that a person has because he or she is a Member of the Society:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person's membership ceases.

10 CEASING TO BE A MEMBER**10.1 Ending Membership**

- (a) A person's membership ends, if the person:
 - (1) dies;
 - (2) ceases to be a Member under Rule 12.2;
 - (3) resigns as a Member under Rule 10.2; or
 - (4) is expelled from the Society under Rule 10.3.
- (b) For a period of one year after a person's membership ends, the Secretary must keep a record of:
 - (1) the date on which a person ceases to be a Member under Rule 10.1(a); and
 - (2) the reason why the person ceases to be a Member.

10.2 Resigning as a Member

- (a) A Member who has paid all amounts payable by the Member to the Society in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:

- (1) at the time the Secretary receives the notice; or
 - (2) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from the Society remains liable to pay to the Society any outstanding fees which may be recovered as a debt due to the Society by the Member.

10.3 Suspending or Expelling Members

- (a) The Committee may, by resolution, suspend or expel a Member from membership if:
 - (1) the Member refuses or neglects to comply with these Rules; or
 - (2) the Member's conduct or behaviour is detrimental to the interests of the Society.
- (b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Committee Meeting referred to in Rule 10.3(b) give written notice to the Member:
 - (1) of the proposed suspension or expulsion and the grounds on which it is based;
 - (2) of the date, place and time of the Committee Meeting;
 - (3) that the Member, or the Member's representative, may attend the Committee Meeting; and
 - (4) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Committee Meeting referred to in Rule 10.3(b) the Committee must:
 - (1) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (2) give due consideration to any written statement submitted by the Member; and
 - (3) determine whether or not the Member should be:
 - (A) expelled from the Society; or
 - (B) suspended from membership, and if so, the period that the Member should be suspended from membership.
- (e) Once the Committee has decided to suspend or expel a Member under Rule 10.3(d), the Member is immediately suspended or expelled from membership.
- (f) The Secretary must inform the Member in writing of the decision of the Committee, within 7 days of the Committee Meeting referred to in Rule 10.3(b).

10.4 Right of Appeal of against Suspension or Expulsion

If a Member is suspended or expelled under Rule 10.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under Rule 10.3(f) requesting the appointment of a mediator under Rule 31.2(c).

10.5 Reinstatement of a Member

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Rule 10.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

10.6 When a Member is Suspended

- (a) If a Member's membership is suspended under Rule 10.3(e), the Secretary must record in the Register:
 - (1) the name of the Member that has been suspended from membership;
 - (2) the date on which the suspension takes effect; and
 - (3) the length of the suspension as determined by the Committee under Rule 10.3(d)(3)B.
- (b) A Member that has been suspended under Rule 10.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

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:
 - (1) the full name of each Member;
 - (2) a contact postal, residential or email address of each Member;
 - (3) the class of membership held by the Member; and
 - (4) the date on which the person became a Member;
- (c) Any change in membership of the Society must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

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 Society 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 Copy of the Register

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Society.
- (c) The Society may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.
- (d) If the Committee denies a Member's request for a copy of the Register, a Member may appeal the decision under Rule 31.1(a).

11.4 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 Society or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (c) for any other purpose unless the use of the information is approved by the Committee and for a purpose that is:
 - (1) directly connected with the affairs of the Society; or
 - (2) related to administering the Act.

12 MEMBERSHIP FEES**12.1 Entrance Fee**

The Committee may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of Members upon becoming a Member.

12.2 Annual Membership Fee

- (a) The Committee may from time to time determine the amount of the annual membership fee, if any, to be paid by each Member or each class of Members.

- (b) Each Member must pay the Member's annual membership fee determined under Rule 12.2(a) to the Treasurer, or a person authorised by the Committee to receive payments, as and when decided by the Committee.
- (c) If a Member pays the annual membership fee within 3 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to Rule 12.2(e), if a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member.
- (e) If a person ceases to be a Member under Rule 12.2(d), and subsequently pays to the Society all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- (f) The annual membership fee relates to the period from April 1 until March 31 in the following year. The Committee may authorise a half yearly membership fee of 50% of the annual fee which relates to the period from October 1 to March 31 the following year.

13 POWERS AND COMPOSITION OF THE COMMITTEE

13.1 Powers of the Committee

- (a) The governing body of the Society is to be called the Committee and it has authority to control and manage the affairs of the Society.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Society in General Meeting, the Committee:
 - (1) may exercise all powers and functions as may be exercised by the Society, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (2) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Society.

13.2 Committee Members

- (a) The Committee is to consist of:
 - (1) the office holders of the Society; and
 - (2) not less than one other Member.
- (b) The maximum number of other Members of the Committee is to be determined by the Committee.
- (c) The office holders of the Society are:
 - (1) the President;
 - (2) the Vice President;
 - (3) the Secretary; and
 - (4) the Treasurer.
- (d) A Committee Member must be:
 - (1) a natural person;
 - (2) over 18 years in age; and
 - (3) a Member.
- (e) No person shall be entitled to hold more than one of the positions set out in Rule 13.2(c) at any time.
- (f) 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:
 - (1) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
 - (3) an offence under Part 4 Division 3 or section 127 of the Act unless the person has obtained the consent of the Commissioner.
- (g) 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 Obligations of the Committee**

The Committee must take all reasonable steps to ensure the Society complies with its obligations under the Act and these Rules.

14.2 Responsibilities of Committee Members

- (a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Society and for a proper purpose.
- (c) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
 - (1) gain an advantage for himself or herself or another person; or
 - (2) cause detriment to the Society.
- (d) A Committee Member or former Committee Member must not improperly use his or her position to:
 - (1) gain an advantage for himself or herself or another person; or
 - (2) cause detriment to the Society.
- (e) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
 - (1) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (2) disclose the nature and extent of the interest at the next General Meeting of the Society; and
 - (3) must not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (f) Rule 14.2(e) does not apply in respect of a material personal interest that:
 - (1) exists only because the Committee Member belongs to a class of persons for whose benefit the Society is established; or
 - (2) that the Committee Member has in common with all, or a substantial proportion of, the members of the Society.
- (g) The Secretary must record every disclosure made by a Committee Member under Rule 14.2(e) in the minutes of the Committee Meeting at which the disclosure is made.

14.3 President**The President:**

- (a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- (b) may convene special meetings of the Committee under Rule 17.1(c);
- (c) may preside over Committee Meetings under Rule 17.3;
- (d) may preside over General Meetings under Rule 20.4; and
- (e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under Rule 23.1(c).

14.4 Vice President**The Vice President:**

- (a) in the absence of the President, shall chair Committee Meetings and General Meetings of the Society; and
- (b) perform such other duties as determined by the Committee.

14.5 Secretary**The Secretary must:**

- (a) co-ordinate the correspondence of the Society;

- (b) convene General Meetings and Committee Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the Chairperson;
- (c) keep and maintain in an up to date condition the Rules of the Society as required by Rule 27.1 and any by-laws of the Society made in accordance with Rule 28.1;
- (d) maintain the register of the Members, referred to in Rule 11.1;
- (e) maintain the record of office holders of the Society, referred to in Rule 14.7;
- (f) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Society under Rule 30.1.
- (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 Society on the Secretary.

14.6 Treasurer

The Treasurer must:

- (a) ensure all moneys payable to the Society are collected, and that receipts are issued for those moneys in the name of the Society;
- (b) ensure the payment of all moneys referred to in Rule 14.6(a) into the account or accounts of the Society as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Society with the authority of the Committee;
- (d) ensure that the Society complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Society and any other relevant records of the Society;
- (f) if the Society is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Society prior to their submission to the annual general meeting of the Society;
- (g) if the Society is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Society prior to its submission to the annual general meeting of the Society;
- (h) assist the reviewer or auditor (if any) in performing their functions; and
- (i) perform any other duties as are imposed by these Rules or the Society on the Treasurer.

14.7 Record of Office Holders

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
 - (1) the full name of each office holder;
 - (2) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (3) a contact postal, residential or email address of each office holder.
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

14.8 Inspecting the Record of Office Holders

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Society and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

14.9 Indemnity

To the extent legally permissible, the Society shall indemnify each of its Committee Members and Office Holders against any liability arising out of the performance of his or her duties, provided that such Committee Member or Office Holder acted honestly and in good faith, and did not knowingly or deliberately breach his or her obligations.

15 APPOINTING COMMITTEE MEMBERS**15.1 Appointment to the Committee**

Committee Members are appointed to the Committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under Rule 16.1(b).

15.2 Nominating for Membership of the Committee

- (a) A Member who wishes to be a Committee Member must be nominated by a Member and seconded as a candidate for election.
- (b) Nominations for election to the Committee shall close at least 21 days before the AGM.
- (c) The Secretary must send a notice calling for nominations for election to the Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.
- (d) The nomination for election must be:
 - (1) in writing; and
 - (2) delivered to the Secretary on or before the date for the close of nominations.
- (e) A Member may be nominated for more than one office or position on the Committee prior to the AGM. Once elected to a position, remaining nominations for that Member are automatically withdrawn.
- (f) If a nomination for election to the Committee is not made in accordance with Rules 15.2(a)-(e) the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule 15.3(c) takes effect.

15.3 Electing Committee Members

- (a) If the number of valid nominations received under Rule 15.2 is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at the AGM.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at the AGM and Rule 16.1(b) applies.
- (f) The elections for office holders or ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.

15.4 Voting in Elections for Membership of the Committee

- (a) Subject to Rule 22.3(e) each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

15.5 Term of Office of Committee Members

- (a) At each AGM of the Society, the appointment of the President, Vice President, Secretary and Treasurer at the AGM will be for a term of one year. The other Committee Member positions will be for a term of two years, with half of those positions (rounded down to the nearest whole number, if necessary) being declared vacant in one year, and the remainder being declared vacant at the following AGM. The sequence being repeated every two years.
- (b) Subject to Rule 15.5(a), a Committee Member's term will commence on the date of his or her:
 - (1) election at an AGM; or
 - (2) appointment to fill a casual vacancy that arises under 15.1(b)
- (c) All retiring Committee Members are eligible, on nomination under Rule 15.2 for re-election.

16 CEASING TO BE A MEMBER OF THE 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:
- (1) dies;
 - (2) ceases to be a Member;
 - (3) becomes disqualified from holding a position under Rule 13.2(f) or (g) as a result of bankruptcy or conviction of a relevant criminal offence;
 - (4) becomes permanently incapacitated by mental or physical ill-health;
 - (5) resigns from office under Rule 16.2;
 - (6) is removed from office under Rule 16.3; or
 - (7) 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 under Rule 15.3(e), or there is a casual vacancy within the meaning of Rule 16.1(a), the continuing Committee Members may:
- (1) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - (2) subject to Rule 16.1(c), act despite the vacant position on the Committee.
- (c) If the number of Committee Members is less than the number fixed under Rule 2.3 as the quorum for Committee Meetings, the continuing Committee Members may act only to:
- (1) increase the number of Members on the Committee to the number required for a quorum; or
 - (2) convene a General Meeting of the Society.

16.2 Resigning from the Committee

- (a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the President.
- (b) The Committee Member resigns:
- (1) at the time the notice is received by the Secretary or President under Rule 16.2(a) or
 - (2) if a later time is stated in the notice, at the later time.

16.3 Removal from Committee

- (a) Subject to Rule 16.1(a)(7) a Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Society if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
- (c) If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The interim Committee must, within two months, convene a General Meeting of the Society for the purpose of electing a new Committee.

17 COMMITTEE MEETINGS
17.1 Meetings of the Committee

- (a) The Committee must meet at least three times in each year.
- (b) The Committee is to determine the place and time of all Committee Meetings.
- (c) Special meetings of the Committee may be convened under Rule 17.2 by:
- (1) the President; or
 - (2) any two Committee Members.

17.2 Notice of Committee Meetings

- (a) The Secretary must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to Rule 17.2(d), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

17.3 Chairing at Committee Meetings

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each Committee Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the Committee Meeting.

17.4 Procedure of the Committee Meeting

- (a) The quorum for a Committee Meeting is specified at Rule 2.3. The Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under Rule 17.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.
- (d) Committee Meetings may take place:
 - (1) where the Committee Members are physically present together; or
 - (2) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.
- (e) A Committee Member who participates in a meeting as set out in Rule 17.4(d)(2):
 - (1) is deemed to be present at the Committee Meeting; and
 - (2) continues to be present at the meeting for the purposes of establishing a quorum,
 until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.
- (f) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.
- (g) All Committee Members have the right to attend and vote at Committee Meetings.
- (h) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (i) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

17.5 Voting at Committee Meetings

- (a) Each Committee Member present at a Committee Meeting has a deliberative vote.
- (b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Committee Meeting as set out in Rule 17.3 is entitled to exercise a second or casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

17.6 Acts not Affected by Defects or Disqualifications

Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
- (b) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

18 REMUNERATION OF COMMITTEE MEMBERS

- (a) The Society may pay a Committee Member's travelling and other expenses as properly incurred:
 - (1) in attending Committee Meetings or sub-committee meetings;
 - (2) in attending any General Meetings of the Society; and
 - (3) in connection with the Society's business.
- (b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at Rule 18(a).

19 SUB-COMMITTEES AND DELEGATION

19.1 Appointment of Sub-Committee

- (a) The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Society's operations.
- (b) Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members but must include a member of the Committee, and the Ex-Officio officers shall be the President, Secretary and Treasurer.
- (c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

19.2 Delegation by Committee to Sub-Committee

- (a) The Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (b) Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

19.3 Delegation to Subsidiary Offices

- (a) The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Society's affairs.
- (b) The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (c) Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

20 GENERAL MEETINGS

20.1 Procedure for General Meetings

- (a) General Meetings may take place:
 - (1) where the Members are physically present together; or
 - (2) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Rule 20.1(a)(2):
 - (1) is deemed to be present at the General Meeting; and
 - (2) continues to be present at the meeting for the purposes of establishing a quorum,

until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

20.2 Quorum for General Meetings

- (a) The Quorum for General Meetings is specified in Rule 2.4.
- (b) Subject to Rules 20.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (1) in the case of a Special General Meeting, the meeting lapses; or
 - (2) in the case of an AGM, the meeting is to stand adjourned to:
 - (A) the same time and day in the following week; and
 - (B) the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

20.3 Notice of General Meetings and Motions

- (a) The Secretary must give at least:
 - (1) 14 days' notice of a General Meeting to each Member, or
 - (2) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
 - (1) the place, date and time of the meeting; and
 - (2) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 3.2.

20.4 Presiding Member

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each General Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as chairperson at the General Meeting.

20.5 Adjournment of General Meetings

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 3.2 and 20.1 as if that General Meeting was a new General Meeting.

21 SPECIAL GENERAL MEETINGS

21.1 Special General Meeting

- (a) The Committee may at any time convene a Special General Meeting of the Society.
- (b) The Secretary must convene a Special General Meeting of the Society within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

21.2 Request for Special General Meeting

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of Members making the request as specified in Rule 21.1(b); and
- (c) be lodged with the Secretary.

21.3 Failure to Convene Special General Meeting

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 21.1(b), the Members who made the request may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Society must pay the reasonable expenses of convening and holding the Special General Meeting.

22 MAKING DECISIONS AT GENERAL MEETINGS**22.1 Special Resolutions**

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 22.1(c)
- (b) A Special Resolution of the Society is required to:
 - (1) amend the name of the Society;
 - (2) amend the Rules, under Rule 27.2;
 - (3) affiliate the Society with another body;
 - (4) transfer the incorporation of the Society;
 - (5) amalgamate the Society with one or more other incorporated Societies;
 - (6) voluntarily wind up the Society;
 - (7) cancel incorporation; or
 - (8) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
 - (1) be in writing;
 - (2) include the place, date and time of the meeting;
 - (3) include the intention to propose a Special Resolution;
 - (4) set out the wording of the proposed Special Resolution; and
 - (5) be given in accordance with Rule 3.2.
- (d) If notice is not given in accordance with Rule 22.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

22.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

22.3 Voting at meetings

- (a) Subject to these Rules, each ordinary Member has one vote at a General Meeting of the Society.
- (b) A person casts a vote at a meeting either by:
 - (1) voting at the meeting either in person or through the use of technology as under Rule 20.1(a)(2); or
 - (2) by proxy.
- (c) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (d) A Member or their proxy is not entitled to vote at any General Meeting of the Society unless all money due and payable by the Member or their proxy to the Society has been paid in accordance with Rules 12.1 and 12.2.
- (e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under Rule 20.3.

22.4 Proxies

- (a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Society to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Society.
- (b) Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- (c) No Member may hold more than two proxies.

22.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under Rule 22.6, if a question arising at a General Meeting of the Society is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the General Meeting that the resolution has been:
 - (1) carried unanimously;
 - (2) carried by a particular majority; or
 - (3) lost.
- (b) If the declaration relates to a Special Resolution, then subject to Rule 22.1(c) the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under Rule 22.5(a) must be entered into the minute book of the Society.
- (d) The entry in the minute book of the Society under Rule 22.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22.6 Poll at General Meetings

- (a) At a General Meeting, a Poll on any question may be demanded by either:
 - (1) the chairperson of the meeting; or
 - (2) at least three Members present in person or by proxy.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
 - (1) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
 - (2) immediately in the case of a Poll which relates to adjourning the meeting; or
 - (3) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

23 MINUTES OF MEETINGS

23.1 Minutes of Meetings

- (a) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (c) The Chairperson must ensure that the minutes of a General Meeting or Committee Meeting under Rule 23.1(a) are reviewed and signed as correct by:
 - (1) the chairperson of the General Meeting or Committee Meeting to which those minutes relate; or

- (2) the chairperson of the next succeeding General Meeting or Committee Meeting.
- (d) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
 - (1) the General Meeting or Committee Meeting to which they relate was duly convened and held;
 - (2) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
 - (3) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of General Meetings may be inspected by a Member under Rule 30.2.
- (f) The minutes of Committee Meetings may be inspected by a Member under Rule 30.2 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.

24 FUNDS AND ACCOUNTS

24.1 Control of Funds

- (a) The funds of the Society must be kept in one or more accounts in the name of the Society in a financial institution or institutions determined by the Committee.
- (b) The funds of the Society are to be used in pursuance of the objects of the Society.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Society must be signed by:
 - (1) any two Committee Members; or
 - (2) 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 Society Funds

- (a) The funds of the Society 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 Society must, as soon as practicable:
 - (1) deposit all money received by the Society, to the credit of a Society bank account, without deduction; and
 - (2) after receiving monies, issue an appropriate receipt.

24.3 Financial Records

- (a) The Society must keep Financial Records that:
 - (1) correctly record and explain its transactions, financial position and performance; and
 - (2) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Society 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 Society must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting sub Rule (a), those requirements include—
 - (1) if the Society is a Tier 1 Association, the preparation of the Financial Statements;
 - (2) If the Society is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
 - (3) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
 - (4) if the Society is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Society (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);

- (5) if the Society is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the annual general meeting of the Society (and a copy of the report of the review or auditor's report, whichever is applicable); and
- (6) 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 Society must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Society if:

- (a) the Society is a Tier 2 or Tier 3 Association;
- (b) the by-laws of the Society 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 FINANCIAL YEAR OF THE SOCIETY

The financial year of the Society is at Rule 2.5.

26 ANNUAL GENERAL MEETINGS

26.1 Annual General Meeting

- (a) Subject to Rule 26.1(b), the Society must convene an AGM each calendar year:
 - (1) within 6 months after the end of the Society's Financial Year; or
 - (2) within a longer period as the Commissioner may allow.
- (b) If the Society requires the approval from the Commissioner to hold its AGM within a longer period under Rule 26.1(a)(2), the Secretary must apply to the Commissioner no later than four months after the end of the Society's Financial Year.

26.2 Notice of AGM

The notice convening an AGM must specify that it is the AGM of the Society and otherwise must comply with Rules 3.2 and 20.3 (as applicable).

26.3 Business to be Conducted at AGM

- (a) Subject to Rule 26.1, the AGM of the Society is to be convened on a date, time and place as the Committee decides.
- (b) At each AGM of the Society, the Society:
 - (1) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - (2) if the Society is a Tier 1 Association, must receive the Financial Statements of the Society for the preceding Financial Year;
 - (3) if the Society is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of the Society for the preceding Financial Year;
 - (4) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
 - (5) if applicable, must present a copy of the report of the review or the auditor's report to the Society; and
 - (6) must elect or appoint the office holders and ordinary Committee Members.

27 RULES OF THE SOCIETY

27.1 Rules of the Society

- (a) These Rules bind every Member and the Society and each Member agrees to comply with these Rules.

- (b) The Society 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 7.5.
- (c) The Society must keep a current copy of the Rules.

27.2 Amendment of Rules, Name and Objects

- (a) The Society may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 22.1 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (1) one month after the Special Resolution is passed; or
 - (2) a longer period as the Commissioner may allow.
- (c) Subject to Rule 27.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 27.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
 - (1) the name of the Society; or
 - (2) the objects or purposes of the Society,

does not take effect until the required documents are lodged with the Commissioner under Rule 27.2(b) and the approval of the Commissioner is given in writing.

28 BY-LAWS OF THE SOCIETY

28.1 How Made

The Members of the Society may make, amend and repeal by-laws for the management of the Society by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.

28.2 Status, Content and Availability

The by-laws made under Rule 28.1:

- (a) Do not form part of the Rules; and
- (b) May make provision for:
 - (1) classes of Membership and the rights and obligations that apply to each class of Membership;
 - (2) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (3) restrictions on the powers of the Committee including the power to dispose of assets; and
 - (4) any other matter that the Society considers necessary or appropriate; and
- (c) Must be available for inspection by Members.

29 AUTHORITY REQUIRED TO BIND SOCIETY

29.1 Executing Documents

- (a) The Society may execute a document without using a common seal if the document is signed by:
 - (1) any two Committee Members; or
 - (2) one Committee Member and a person authorised by the Committee.

29.2 Use of the Common Seal

- (a) If the Society has a common seal on which its corporate name appears in legible characters:
 - (1) the Secretary or any other person as the Committee from time to time decides must provide for its safe custody; and
 - (2) it must only be used under resolution of the Committee.

- (b) The Society executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (1) any two Committee Members; or
 - (2) one Committee Member and a person authorised by the Committee.
- (c) Every use of the common seal must be recorded in the Committee's minute book.

30 THE SOCIETY'S BOOKS AND RECORDS

30.1 Custody of the Books of the Society

- (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 Society 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 Society must be retained for at least 7 years.

30.2 Inspecting the Books of the Society

- (a) Subject to these Rules, and in particular Rule 23.1(f), a Member is able to inspect the Books of the Society free of charge at such time and place as is mutually convenient to the Society and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Society.
- (c) The Member may copy details from the Books of the Society but has no right to remove the Books of the Society for that purpose.

30.3 Prohibition on Use of Information in the Books of the Society

- (a) A Member must not use or disclose information in the Books of the Society except for a purpose that:
 - (1) is directly connected with the affairs of the Society; or
 - (2) is related to administering the Act.

30.4 Returning the Books of the Society

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

31 RESOLVING DISPUTES

31.1 Disputes Arising under the Rules

- (a) This Rule applies to:
 - (1) Disputes between Members; and
 - (2) Disputes between the Society and one or more Members
 that arise under the Rules or relate to the Rules of the Society.
- (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 31.1(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 within 7 days after the Committee Meeting referred to in Rule 31.1(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.

31.2 Mediation

- (a) This Rule applies:
 - (1) where a person is dissatisfied with a decision made by the Committee under Rule 31.1; or
 - (2) where a dispute arises between a Member or more than one Member and the Society and any party to the dispute elects not to have the matter determined by the Committee.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this Rule does not apply until the procedure under Rule 10.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 31.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 31.1(g) a party to a dispute may:
 - (1) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - (2) Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
 - (1) a person chosen by agreement between the parties; or
 - (2) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member, a person appointed by the Committee; or
 - (B) if the dispute is between a Member or more than one Member and the Society, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
 - (1) give the parties to the mediation process every opportunity to be heard;
 - (2) allow all parties to consider any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

31.3 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.

32 CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Society may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Society will:
 - (1) apply to the Commissioner for cancellation of its incorporation; or
 - (2) appoint a liquidator to wind up its affairs.
- (b) The Society must be wound up under Rule 32(a)(2) 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 Society, the Surplus Property must only be distributed to one or more of the following:
 - (1) an incorporated Association under the Act;
 - (2) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;

- (3) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
 - (4) a company holding a licence that continues in force under section 151 of the Corporations Act 2001(Cwth);
 - (5) a body corporate that:
 - (A) is a Member or former member of the Society; and
 - (B) at the time of the Surplus Property is distributed, has Rules that prevent the property being distributed to its members;
 - (6) a trustee for a body corporate referred to in Rule 32; or
 - (7) 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.
- (d) The person to whom any surplus property is distributed under paragraph (c) must be approved by Special Resolution.

33 SPECIAL PROVISIONS RELATING TO ROLLING STOCK DONATED BY THE WESTERN AUSTRALIAN GOVERNMENT RAILWAYS COMMISSION

33.1 Sale of Rolling Stock

The Society shall not without the prior consent of the Public Transport Authority of Western Australia sell any rolling stock that was donated to the Society by The Western Australian Government Railways Commission. Any monies raised as a result of an approved sale of assets must be used as approved by the Minister for the time being responsible for the Public Transport Authority of Western Australia.

33.2 Winding Up of the Society

- (a) The Society shall not wholly or partly assign, or charge with the repayment of any debt which is or may become due and payable by the Society, or without the prior consent of the Public Transport Authority of Western Australia part with possession of, any rolling stock which was donated to the Society by The Western Australian Government Railways Commission.
- (b) Upon winding up or cancellation of the Society, all rolling stock donated to the Society by The Western Australian Government Railways Commission shall not be sold and the proceeds of sale applied in satisfaction of the debts and liabilities of the Society until all other assets of the Society have been sold and the proceeds of sale of those assets have been applied in satisfaction of the debts and liabilities of the Society.
- (c) Rolling stock donated to the Society by The Western Australian Government Railways Commission shall be transferred to some charitable institution or institute or kindred body only with the authorization of the Minister for the time being responsible for the Public Transport Authority of Western Australia.

33.3 Inconsistent Rules

If there is any inconsistency between this Rule and any other Rule, the provisions of this Rule shall prevail to the extent of the inconsistency.

34 INFORMAL MEETINGS OF MEMBERS

- (a) In addition to formal General Meetings under these Rules namely Annual and Special General Meetings, the Society may hold informal meetings at regular intervals for the interest, information or entertainment of Members and visitors. No formal business shall be conducted at these meetings, and no resolutions relating to Society activities will be allowed.
- (b) Such meetings do not constitute General Meetings under these Rules, and so the provisions of the Rules relating to General Meetings do not apply.

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