



EO PERTH CHAPTER INC CONSTITUTION RULES

1. NAME

The name of the Association is ENTREPRENEURS' ORGANIZATION PERTH CHAPTER.

The Entrepreneurs' Organisation Perth Chapter of the Entrepreneurs' Organization, the first hereinafter referred to as "EO Perth" and the latter as "Entrepreneurs' Organization," is directly affiliated with, and serves as an operating Chapter of Entrepreneurs' Organization. All Chapters agree to be guided by all policies and procedures set forth by Entrepreneurs' Organization.

2. OBJECTS

The objects of the Association are:

- (a) to support, educate and encourage business entrepreneurs;
- (b) to provide a forum for business entrepreneurs to meet and network;
- (c) to provide access to a dynamic network of peers on a local, national and international scale;
- (d) the objects of Entrepreneurs' Organization;
- (e) inclusive of the following mission statement:
"To continue to develop as a group that is unique and provides quality services and events for its local members in order to facilitate and accelerate business and personal growth." ; and
- (f) to affiliate or act in conjunction with similar organizations in other states and countries.

3. POWERS OF THE ASSOCIATION

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

4. NOT FOR PROFIT

The property and income of the Association must be applied solely towards promoting the objects or purposes 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 promoting those objects or purposes.

5. 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) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee;

- (ii) delivered by hand to the nominated address of the addressee; or
 - (iii) sent by post to the nominated postal address of the addressee.
- (b) Where possible, notices should be given by electronic means in preference to any other method of giving notice.
- (c) Any notice given to a Member under these Rules must be sent to the Member's address as set out in the Register.

6. MEMBERSHIP AND ELIGIBILITY

6.1 Classes of Membership

- (a) The membership of the Association will consist of:
- (i) ordinary Members; and
 - (ii) spousal Members.
- (b) No Member can belong to more than one class of membership.

6.2 Ordinary Members

- (a) The only persons eligible for ordinary membership of the Association are those persons who:
- (i) satisfy the membership eligibility requirements as specified from time to time by Entrepreneurs' Organization; and
 - (ii) satisfy any other requirements the Committee may determine from time to time.
- (b) The maximum number of ordinary Members is unlimited unless the Association in General Meeting decides otherwise.
- (c) An ordinary Member has all the 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.

6.3 Spousal Members

- (a) The legal married or defacto spouse of an ordinary Member is eligible to become a spousal Member.
- (b) A Spousal Member has no right to vote.
- (c) Spousal Members may only attend those events determined appropriate by the Committee from time to time.
- (d) Except as set out in this rule, a spousal Member has all other rights provided to a Member under the Rules, and all other rights and benefits determined by the Committee or by resolution of Members at a General Meeting.

6.4 Liability of Members

- (a) A Member is only liable for their outstanding membership fees payable under rule 9, if any.

- (b) Subject to rule 6.4(a), a Member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.

6.5 Payments to Members

- (a) Subject to rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 6.5(a) does not prevent:
 - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - (ii) 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;
 - (iii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or
 - (iv) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Association.

6.6 Membership Entitlements not Transferable

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

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

6.7 Conduct of Members

- (a) Members' conduct must reflect the core values of the Association which are stated by Entrepreneurs' Organization.
- (b) The Committee may adopt a code of conduct which will state the principles, values and behaviour expected of Members and which every Member must comply with.

7. APPLICATIONS FOR MEMBERSHIP

7.1 Application process

- (a) An applicant for ordinary membership of the association must be proposed by one (1) eligible member of the association (the **proposer**) and seconded by another eligible member (the **second**).
- (b) An application for membership must be:
 - (i) in writing;

- (ii) signed by the applicant and the applicant's proposer and seconder;
- (iii) in the form decided by the Committee;
- (iv) accompanied by a personal and professional curriculum vitae; and
- (v) submitted to the Membership Chair.

7.2 Committee to consider applications

- (a) The Committee must:
 - (i) consider an application for membership at the next meeting of the Committee held after it receives the application;
 - (ii) decide at the meeting whether or not the application for membership fulfils the criteria set out in rule 7.1(b); and
 - (iii) decide at the meeting whether to accept or reject the application.
- (b) Each Committee Member has a right of veto in respect of any application considered under rule 7.2(a).
- (c) If the Committee votes to accept the applicant as a Member, the applicant must be accepted as a Member.
- (d) The Committee has absolute discretion to reject an application for membership without ascribing any reason for the decision.

7.3 Notice of decision

- (a) The Membership Chair must give the applicant a written notice of the decision as soon as practicable after the Committee has made a decision under rule 7.2(a). No reason is required to be given for the decision.
- (b) If the application is accepted, the applicant will become a Member for the remainder of that Financial Year upon payment of all membership fees.

8. RENEWAL OF MEMBERSHIP

8.1 Renewal Qualification

- (a) Membership in the Association is based on a financial year commencing 1 July. Each year, members may renew their membership with the Association by complying with the Association's membership criteria (including in relation to payment of fees) as set from time to time.
- (b) Members are offered a renewal of their membership each Financial Year at the discretion of the Committee.
- (c) The Committee has absolute discretion to offer or not to offer a renewal of membership to Members for each subsequent Financial Year without ascribing any reason for the decision.

8.2 Right to Request Proof of Eligibility

The Committee shall have the right to request proof of a prospective member's or current Member's eligibility for membership in the Association.

8.3 Payment of membership fees

- (a) Members must pay membership fees as determined pursuant to rule 9, to become and remain a Member in good standing. Only Members in good standing are eligible for membership in the Association.
- (b) Any member that fails to pay their annual membership fees will be deemed to have given notice of their resignation as a member of the Association 2 months after the membership fees were due and payable, unless a payment plan (which may be set by the Committee in its discretion) has been agreed.

8.4 Waiver

- (a) The Committee shall have the power to waive any or all of the membership acceptance or renewal criteria and the membership fees policies from time to time for the purpose of advancing the objectives of the Association.
- (b) If an existing Member fails to meet the membership criteria at the time of renewal, such member shall have a grace period as determined by the Entrepreneurs' Organization from time to time to meet the membership criteria, and may still renew his or her membership. If they have not re-qualified by the end of the grace period, their membership in the Association will lapse on and from the day after the last day of the grace period.

9. MEMBERSHIP FEES

- (a) The membership fee includes:
 - (i) an amount on account of local membership fees decided by the Members from time to time at a General Meeting; and
 - (ii) an amount on account of international dues determined by Entrepreneurs' Organization.
- (b) Membership fees are payable when and in the way the Committee decides (in the case of local membership fees) and as directed by the Entrepreneurs' Organization (in the case of international dues).

10. CESSATION OF MEMBERSHIP

10.1 Spousal Members

Spousal Members cease to be a spousal Member if:

- (a) their spouse advises the Committee that the relationship has ceased;
- (b) their spouse ceases to be a Member of the Association for any reason; or
- (c) the spousal Member dies, resigns their membership, or is expelled from the Association.

10.2 Resignation of membership

- (a) A Member may resign from the Association by giving a written notice of resignation to the Membership Chair.
- (b) The resignation takes effect on:

- (i) the day and at the time the notice is received by the Membership Chair; or
- (ii) if a later day is stated in the notice - the later day.

10.3 Suspending or Expelling Members

- (a) The Committee may, by resolution and at its discretion, give a formal written warning, suspend or recommend that the Entrepreneurs' Organization expel a Member from membership if the Member:
 - (i) is convicted of an indictable offence;
 - (ii) does not comply with any of the provisions of these rules;
 - (iii) has membership fees in arrears for at least one month;
 - (iv) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association or contrary to the values of the Entrepreneurs' Organisation or in violation of any code of conduct adopted by the Committee from time to time;
 - (v) breaches the rules and policies set by Entrepreneurs' Organization from time to time in relation to forum confidentiality; or
 - (vi) breaches the rules and policies set from time to time by Entrepreneurs' Organization in relation to solicitation.
- (b) The Committee must make a recommendation that Entrepreneurs' Organization terminate a Member's membership if the Member:
 - (i) no longer satisfies the eligibility criteria referred to in rule 6.2(a); or
 - (ii) breaches these rules or the rules set by the Entrepreneurs' Organization, unless the Committee and the Entrepreneurs' Organisation agree not to terminate the Member's membership.
- (c) If the Committee makes a decision to suspend a Member's membership or to recommend that the Entrepreneurs' Organization terminates a Member's membership:
 - (i) the Membership Chair must give written notice to the Member of the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) the Membership Chair must notify the Entrepreneurs' Organization of the proposed suspension or termination; and
 - (iii) the Committee must give the Member a full and fair opportunity to show why the suspension or termination should not occur, with the Member's submissions to be made within 14 days of the date of notification.
- (d) The Membership Chair must give the affected Member a written notice of the decision of the Committee in relation to the suspension or termination of that Member's membership.

- (e) The decision whether to terminate a Member's membership will be made by the Entrepreneurs' Organization. The Member will be given written notice in relation to the termination of their membership in accordance with the rules set by the Entrepreneurs' Organization.
- (f) It is noted and agreed that the Entrepreneurs Organization (Global) Constitution will take precedent over the Perth Entrepreneurs Organisation Chapter Constitution except where it contravenes Australian Law. In this case, Australian Law takes precedent.

10.4 Right of appeal against suspension or expulsion

- (a) 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 Membership Chair within 14 days of receiving notice of the Committee's decision, requesting the appointment of a mediator under rule 32.
- (b) No right of appeal lies in respect of termination of membership if the Member no longer satisfies the eligibility criteria referred to in rule 6.2(a).

10.5 Reinstatement of a Member

If the Committee's decision to suspend 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 from Membership under rule 10.3, 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, the Membership Chair must record in the Register:
 - (i) the name of the Member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the Committee.
- (b) A Member that has been suspended under rule 10.3 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 Membership Chair must record in the Register that the Member is no longer suspended.

11. REGISTER OF MEMBERS

11.1 Obligation to keep Register

- (a) The Membership Chair 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:

- (i) the full name of each Member;
 - (ii) a contact postal, residential or email address of each Member;
 - (iii) the class of membership held by the Member;
 - (iv) the date on which the person became a Member;
 - (v) the date of death or resignation of the Member;
 - (vi) details about the suspension, termination or reinstatement of membership;
 - (vii) any other particulars the Committee or the Members at a general meeting decide.
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at such place as the Committee decides from time to time.
- 11.2 Access to Register**
- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
 - (b) A Member must contact the Membership Chair 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 Copying 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 Association.
 - (c) The Association 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.
- 11.4 Use of information contained in the Register**
- (a) A Member must not use or disclose the information on the Register:
 - (i) 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);
 - (ii) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or

- (iii) for any other purpose unless the purpose:
 - (A) is directly connected with the affairs of the Association; or
 - (B) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

12. POWERS AND COMPOSITION OF THE COMMITTEE

12.1 Powers of the Committee

- (a) The governing body of the Association is to be called the Committee and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Committee:
 - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members;
 - (ii) 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 Association; and
 - (iii) has authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent.

12.2 Committee Members

- (a) The Committee is to consist of:
 - (i) the President;
 - (ii) the Secretary;
 - (iii) the Finance Chair;
 - (iv) such other Chairs as the Committee from time to time determines, including for example:
 - (A) the Learning Chair;
 - (B) the Membership Chair;
 - (C) the Forum Chair;
 - (D) the Integration Chair;
 - (E) the Strategic Alliance Chair;
 - (F) the Marketing Chair; and
 - (G) the My EO Chair.
- (b) A Committee Member must be:
 - (i) a natural person;
 - (ii) over 18 years of age; and

- (iii) a Member (except in the case of the Secretary).
 - (c) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.
 - (d) No person shall be entitled to hold a position on the Committee if the person:
 - (i) is an undischarged bankrupt under the law of Australia, its external territories or another country;
 - (ii) is a party, as a debtor, to a debt agreement under the Bankruptcy Act;
 - (iii) has, as a debtor, entered into a personal insolvency agreement under Part X of the Bankruptcy Act and obligations created by the agreement remain to be discharged; or
 - (iv) has not yet entered a personal insolvency agreement under Part X of the Bankruptcy Act but has authorised a controlling trustee to perform functions under that Part,unless the person has obtained the consent of the Commissioner.
 - (e) The President, Secretary and Finance Chairs must not all be members of the same Forum.
- 12.3 The Committee or any Committee Member may appoint one or more Chair Assist, as required.
- 12.4 The Committee and any Chair Assist(s) appointed by the Committee will consist of Members representing no less than 60% of the total number of Forums where possible.
- 12.5 The Committee shall not be made up of any more than two (2) members from one individual Forum, unless no other suitable candidate can be found. For clarity this does not include any Chair Assist(s) positions.

13. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

13.1 Obligations of the Committee

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

13.2 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 Association 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:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A Committee Member or former Committee Member must not improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (e) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (f) Rule 13.2(e) does not apply in respect of a material personal interest that:
 - (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) the Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Secretary must record every disclosure made by a Committee Member under rule 13.2(e) in the minutes of the Committee Meeting at which the disclosure is made.
- (h) No Committee Member may make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

13.3 President

- (a) A person is only eligible to be elected as President if that person has been a member of the Committee for at least one year prior to his or her nomination for the position of President, but does not need to be a current member of the Committee.
- (b) A person is not eligible to be elected as President if they are from the same Forum as the outgoing President, unless all Committee Members unanimously agree.

- (c) A person is eligible to be elected as President notwithstanding already having served three years on the Committee.
- (d) The President:
 - (i) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
 - (ii) may preside over Committee Meetings under rule 16;
 - (iii) may preside over General Meetings under rule 22; and
 - (iv) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 25.

13.4 Secretary

- (a) If a vacancy happens in the office of Secretary, the members of the Committee must ensure a Secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (b) The secretary must be an individual residing in Western Australia, who is:
 - (i) a member of the Association elected by the Association as Secretary; or
 - (ii) any of the following persons appointed by the Committee:
 - (A) a member of the Committee;
 - (B) a member of the Association; or
 - (C) another person.
- (c) The Committee may appoint and remove the Secretary at any time.
- (d) The Secretary may be the person (if any) appointed by the Committee as administrator.
- (e) The Secretary will not have a vote at Committee Meetings.
- (f) The Secretary must:
 - (i) co-ordinate the correspondence of the Association;
 - (ii) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
 - (iii) keep and maintain in an up to date condition the Rules;
 - (iv) maintain the record of office holders of the Association, referred to in rule 13.7;
 - (v) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association under rule 31;

- (vi) keep full and correct minutes of Committee Meetings and General Meetings; and
- (vii) perform any other duties as are imposed by these Rules or the Association on the Secretary.

13.5 Finance Chair

The Finance Chair must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in rule 13.5(a) into the account or accounts of the Association as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;
- (d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- (f) if the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the AGM;
- (g) if the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the AGM;
- (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 Association on the Treasurer.

13.6 Other Chairs

All other Chairs will have such duties and responsibilities as determined by the Committee from time to time.

13.7 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:
 - (i) the full name of each office holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current 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.

13.8 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 Association 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. APPOINTING COMMITTEE MEMBERS

14.1 Appointment to the Committee

- (a) Committee Members are appointed to the Committee by:
 - (i) election at an AGM;
 - (ii) appointment to fill a casual vacancy under rule 15.1(b); or
 - (iii) in the case of the President, in accordance with rule 14.3.

14.2 Nominating for Membership of the Committee, other than the President

- (a) A Member who wishes to be a Committee Member must be nominated as a candidate for election by:
 - (i) two other Members; or
 - (ii) one outgoing Committee Member who is a member of the candidate's Forum.
- (b) Nominations for election to the Committee will close at least 28 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:
 - (i) in writing and signed by the candidate and the candidate's nominator(s); and
 - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (e) A Member may only be nominated for one position on the Committee at any one time.
- (f) If a nomination for election to the Committee is not made in accordance with Rules 14.2(a)-(e) the nomination is to be deemed invalid and the Member will not be eligible for election except under rule 14.4(d).

14.3 Nomination and election for the role of the President

- (a) A current or a former Committee Member who wishes to be the incoming President may be nominated in writing by:
 - (i) the current President;
 - (ii) a Committee Member; or
 - (iii) by the candidate.
- (b) A nomination for President under rule 14.3(a)(i) or rule 14.3(a)(ii) must also be signed by the candidate.
- (c) A nomination for President will be considered by the Committee and the incoming President must be elected by the Committee (existing Board and Assist Roles) by:
 - (i) unanimous resolution, where the incoming President is not of the same Forum as the outgoing President; and
 - (ii) otherwise, by Ordinary Resolution.
- (d) In relation to voting on the resolution pursuant to rule 14.3(c)(c), the procedures in relation to Committee Meetings in rule 16 are modified so that:
 - (i) the vote to elect the incoming President will be via a secret ballot;
 - (ii) the only result to be disclosed will be the candidate with the highest number of votes; and
 - (iii) a Committee Member who nominates for election may vote for himself or herself.
- (e) If there are no nominations received under rule 14.3(a), the Secretary must send a notice to former eligible Committee Members calling for nominations for election for President and specifying the date for the close of nominations at least 14 days before the date for the close of nominations.

14.4 Electing Committee Members

- (a) If the number of valid nominations received under rule 14.2 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) A Committee Member cannot be on the Board for more than Three (3) consecutive years unless in the Fourth Year they are the incoming President. Note, Members may serve more than Three (3) years just not consecutive.
- (c) 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.
- (d) 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.

- (e) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (f) 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 14.1(a)(ii) applies.
- (g) The elections for Committee Members are to be conducted at the AGM in the manner directed by the Committee.
- (h) No more than 2 members from any one Forum may form part of the Committee, including the President.
- (i) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

14.5 Voting in Elections for Membership of the Committee

- (a) Subject to rule 24.3(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.

14.6 Term of Office of Committee Members

- (a) Committee Members currently appointed will hold office until 31 May and will be eligible for re-election at the next AGM.
- (b) Committee Members will thereafter be appointed for a term of 12 months from 1 June to 31 May the following year, plus a further period of 1 month from 1 June to 30 June immediately following the conclusion of their term to act as a shadow Committee Member to the incoming Committee Member.
- (c) If an election of incoming Committee Members has not been held on or before the date an incumbent Committee Member's term would otherwise end, the incumbent Committee Member will be deemed appointed to fill the vacancy that arises, until the conclusion of the next AGM.
- (d) Subject to rules 14.6(a) and (b), a Committee Member's term will commence on:
 - (i) 1 June (where elected at an AGM); or
 - (ii) the date of his or her appointment to fill a casual vacancy that arises under rule 14.1(a)(ii).
- (e) All retiring Committee Members are eligible, on nomination under rule 14.2, for re-election.

- (f) Subject to rule 13.3(c), a Committee Member may not serve more than three consecutive years on the Committee.

15. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

15.1 Vacant Positions on the Committee

- (a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
- (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes disqualified from holding a position under rule 12.2(c) or (d) as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office under rule 15.2;
 - (vi) is removed from office under rule 15.3; or
 - (vii) is absent from more than:
 - (A) three consecutive Committee Meetings without a good reason (in the opinion of the Committee, acting reasonably); 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 14.4(f), or there is a casual vacancy within the meaning of rule 15.1(a), the continuing Committee Members may:
- (i) appoint a Member to fill that vacancy until the position is next due for re-election at an AGM; and
 - (ii) subject to rule 15.1(c), act despite the vacant position on the Committee.
- (c) If the number of Committee Members is less than the number fixed under rule 16.2(a) as the quorum for Committee Meetings, the continuing Committee Members may act only to:
- (i) increase the number of Members on the Committee to the number required for a quorum; or
 - (ii) convene a General Meeting of the Association.

15.2 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:
 - (i) at the time the notice is received by the Secretary or President under rule 15.2(a); or
 - (ii) if a later time is stated in the notice, at the later time.

15.3 Removal from Committee

- (a) Subject to rules 13.4(c) and 15.1(a)(vii), a Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Association 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 Association for the purpose of electing a new Committee.
- (d) The secretary must ensure that any departing Committee Member is removed as a signatory from the Association's bank accounts if applicable.

15.4 No right of appeal

A Committee Member has no right of appeal against the Member's removal from office under this rule.

16. COMMITTEE MEETINGS

16.1 Meetings of the Committee

- (a) Subject to Rules 16.1-16.6, the Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Committee must meet at least once every 2 months to exercise its functions.
- (c) The Committee must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the Committee.
- (e) If the Secretary receives a written request from at least one-third of the Committee Members, the Secretary must call a special meeting of the Committee.

- (f) A request for a special meeting must state:
 - (i) why the special meeting is being called; and
 - (ii) the business to be conducted at the meeting.
- (g) The Secretary must give each Committee Member at least 14 days' notice of a special meeting of the Committee.

16.2 Quorum for Committee Meetings

- (a) A quorum for a Committee Meeting is 60% of the total number of Committee Members (in the case of a fraction, rounded up to the nearest whole number). Committee Members may attend meetings by telephone or video conferencing.
- (b) If a quorum is not present within 15 minutes after the time fixed for a Committee Meeting called on the request of Committee Members, the meeting lapses.
- (c) If a quorum is not present within 15 minutes after the time fixed for a Committee Meeting called other than on the request of Committee Members, the meeting is to be adjourned to
 - (i) the same day, time and place in the next week; or
 - (ii) a day, time and place decided by the Committee.
- (d) If, at the adjourned meeting mentioned in rule 16.2(c), a quorum is not present within 15 minutes after the time fixed for the meeting, the meeting lapses.

16.3 Chairing of Committee Meetings

- (a) The President is to preside as chairperson at the Committee Meeting.
- (b) If the President is absent from a Committee Meeting, the Committee Members present may choose one of their number to preside as chairperson at the meeting.

16.4 Committee Business

- (a) 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.
- (b) Members of the Association and other guests may attend Committee Meetings if invited by the Committee. No such person will 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.
- (c) 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.

16.5 Voting at Committee Meetings

- (a) All Committee Members have the right to attend and vote at Committee Meetings, except the Secretary who will not have a vote in accordance with rule 13.4(e).
- (b) A question arising at a Committee Meeting is to be decided by a majority vote of Committee Members present and eligible to vote at the meeting and, if the votes are equal, the chairperson for the meeting will have a second or casting vote.
- (c) A Committee Member must not vote on a question about a contract or proposed contract with the Association if the Member has an interest in the contract or proposed contract, and if the member does vote the Member's vote must not be counted.

16.6 Acts not Affected by Defects or Disqualifications

Subject to clause 16.5(c), 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.

17. REMUNERATION OF COMMITTEE MEMBERS

- (a) The Association may pay a Committee Member's travelling and other expenses as properly incurred:
 - (i) in attending Committee Meetings or sub-committee meetings;
 - (ii) in attending any General Meetings of the Association; and
 - (iii) in connection with the Association's business.
- (b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at rule 17(a).

18. DELEGATION OF COMMITTEE POWERS

18.1 Delegation of Powers

- (a) The Committee may delegate the whole or part of its powers to one or more subcommittees consisting of Association Members considered appropriate by the Committee.
- (b) A subcommittee may only exercise delegated powers in the way the Committee decides.
- (c) A subcommittee must elect a chairperson for its meetings.

- (d) If the chairperson is not present within 15 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson for that meeting.
- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present and eligible to vote at the meeting and, if the votes are equal, the chairperson at that meeting will have a second or casting vote.

18.2 Committee retains power and responsibility

Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subcommittee, and remains responsible for the exercise of those functions at all times.

18.3 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 Association'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.

19. RESOLUTIONS OF COMMITTEE WITHOUT MEETING

- (a) A written resolution signed by each Committee Member for the time being entitled to receive notice of a Committee meeting is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- (b) A resolution mentioned in rule 19(a) may consist of several documents in like form, each signed by one or more Committee Members.

20. ANNUAL GENERAL MEETINGS

20.1 AGM to be held

- (a) Subject to rule 20.1(b), the Association must convene an AGM each calendar year:
 - (i) within 4 months after the end of the Association's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 20.1(a)(ii), the Secretary must apply

to the Commissioner no later than four months after the end of the Association's Financial Year.

20.2 Notice of AGM

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rules 5 and 21.

20.3 Business to be Conducted at AGM

- (a) Subject to rule 20.1, the AGM of the Association is to be convened on a date, time and place as the Committee decides.
- (b) At each AGM of the Association, the Association:
 - (i) will review apologies for non-attendances and carry out a roll call;
 - (ii) will receive the report of the President;
 - (iii) 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;
 - (iv) if the Association is a Tier 1 Association, must receive the Financial Statements of the Association for the preceding Financial Year;
 - (v) if the Association is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of the Association for the preceding Financial Year;
 - (vi) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
 - (vii) if applicable, must present a copy of the report of the review or the auditor's report to the Association; and
 - (viii) will receive the report of each Chair of the Association;
 - (ix) must elect or appoint such office holders and ordinary Committee Members as are due for election.

21. NOTICE OF GENERAL MEETINGS AND MOTIONS

- (a) The Secretary must give at least:
 - (i) 14 days' notice of a General Meeting to each Member, or
 - (ii) 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:
 - (i) the place, date and time of the meeting; and
 - (ii) 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 6.

22. GENERAL MEETINGS

22.1 Procedure for General Meetings

- (a) General Meetings may take place:
 - (i) where the Members are physically present together; or
 - (ii) 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 22.1(a)(ii):
 - (i) is deemed to be present at the General Meeting; and
 - (ii) 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.

22.2 Quorum for General Meetings

- (a) The quorum for General Meetings is 20% of the total number of Members (in the case of a fraction, rounded up to the nearest whole number).
- (b) Subject to rules 22.2(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 15 minutes of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting lapses; or
 - (ii) 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 15 minutes of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

22.3 Presiding Member

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

22.4 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 is to 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 6 and 24 as if that General Meeting was a new General Meeting.

23. SPECIAL GENERAL MEETINGS

23.1 Special General Meeting

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

23.2 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 23.1(b); and
- (c) be lodged with the Secretary.

23.3 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 23.1(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 Association must pay the reasonable expenses of convening and holding the Special General Meeting.

24. MAKING DECISIONS AT GENERAL MEETINGS

24.1 Special Resolutions

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 24.1(c).
- (b) A Special Resolution of the Association is required to:
 - (i) approve expenditure from the Bank Reserve;

- (ii) amend the Bank Reserve;
 - (iii) amend the name of the Association;
 - (iv) amend the Rules, under rule 27.2;
 - (v) affiliate the Association with another body;
 - (vi) transfer the incorporation of the Association;
 - (vii) amalgamate the Association with one or more other incorporated associations;
 - (viii) voluntarily wind up the Association;
 - (ix) cancel incorporation; or
 - (x) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
- (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;
 - (iv) set out the wording of the proposed Special Resolution; and
 - (v) be given in accordance with rule 5.
- (d) If notice is not given in accordance with rule 24.1 (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.

24.2 Ordinary Resolutions

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

24.3 Voting at meetings

- (a) Subject to these Rules, each ordinary Member has one vote at a General Meeting of the Association.
- (b) A person casts a vote at a meeting either by:
 - (i) voting at the meeting either in person or through the use of technology as under rule 22.1 (a) (ii); or
 - (ii) 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 Association unless all money due and payable by the Member or their proxy to the Association has been paid in accordance with rule 9.

- (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 21.

24.4 Proxies

- (a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.
- (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 five proxies.

24.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under rule 24.6, if a question arising at a General Meeting of the Association 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:
 - (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to rules 24.1(c) and (d), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under rule 24.5(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under rule 24.5(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.

24.6 Poll at General Meetings

- (a) At a General Meeting, a Poll on any question may be demanded by either:
 - (i) the chairperson of the meeting; or
 - (ii) 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:
 - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;

- (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
- (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

25. MINUTES OF MEETINGS

25.1 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 are reviewed and signed as correct by:
 - (i) the chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
 - (ii) 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:
 - (i) the General Meeting or Committee Meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of Committee Meetings may be inspected by a Member under rule 31.2 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.

26. BY-LAWS

- (a) The Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.
- (b) A by-law may be set aside by a vote of Members at a General Meeting.

27. RULES OF THE ASSOCIATION

27.1 Rules of the Association

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules. This includes the code of conduct form that must be signed at every membership renewal.
- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 7.3.
- (c) The Association must keep a current copy of the Rules.

27.2 Amendment of Rules, Name and Objects

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 24.1 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the Special Resolution is passed; or
 - (ii) a longer period as the Commissioner may allow.
- (c) Subject to rule 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:
 - (i) the name of the Association; or
 - (ii) the objects or purposes of the Association,does not take effect until the required documents are lodged with the Commissioner under rule 27.2(b) and the approval of the Commissioner is given in writing.

28. FINANCIAL YEAR

The financial year of the association commences on 1 July in each year and closes on 30 June in the following year.

29. FUNDS AND ACCOUNT

29.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Committee.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any two of the following:
 - (i) the President;

- (ii) the Finance Chair;
 - (iii) a Committee Member authorised by the Committee for that purpose.
- (d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

29.2 Bank Reserve

- (a) The purpose of the Bank Reserve is to ensure the Association maintains a capital reserve equivalent to the fixed costs of operating the Association for one year.
- (b) For the purpose of this rule 29.2, the fixed costs of the Association include the wages of all full time and part-time permanent staff members and all recurrent annual expenditure or subscriptions such as IT and insurance costs.
- (c) The amount of the Bank Reserve must be reviewed by the Committee at the end of each Financial Year having regard to the fixed costs incurred by the Association during that period.
- (d) All expenditure from the Bank Reserve must be approved by way of an Ordinary Resolution passed at a General Meeting at which there is quorum and be supported by the votes of not less than half of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.
- (e) The Ordinary Resolution must specify:
 - (i) the request to access the Bank Reserve;
 - (ii) the reasons for the request; and
 - (iii) the amount to be withdrawn from the Bank Reserve.
- (f) The Bank Reserve is to be held in a separate transaction account to all other funds of the Association. The Association must provide 30 days' notice to the relevant financial institution holding the Bank Reserve Prior to the withdrawal of any part of the Bank Reserve.

29.3 Source of Association Funds

- (a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Association must, as soon as practicable:
 - (i) deposit all money received by the Association to the credit of the Association's bank account without deduction; and
 - (ii) after receiving any money, issue an appropriate receipt.

29.4 Financial Balance at Close of Financial Year

- (a) The Incoming President is to nominate at the Annual General Meeting as part of the Financial Budget presentation, the minimum balance that is to be forecasted at the end of the financial year.
- (b) The Board during the Financial Year elect to exceed this balance as nominated in 29.3(a), however, the entire Committee must unanimously agree to reduce this balance. This must be clearly represented within the minutes and disclosed at the next Annual General Meeting.

29.5 Financial Records

- (a) The Association must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

29.6 Financial Statements and Financial Reports

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting rule 29.6(a), those requirements include –
 - (i) if the Association is a Tier 1 Association, the preparation of the Financial Statements;
 - (ii) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
 - (iii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
 - (iv) if the Association is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
 - (v) if the Association is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the annual general meeting of the Association (and a copy of the report of the review or auditor's report, whichever is applicable); and
 - (vi) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

29.7 Review or Audit of Financial Statements or Financial Report

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

- (a) the Association is a Tier 2 or Tier 3 Association;
- (b) the by-laws of the Association require a review or audit;
- (c) the Members require a review or audit by resolution at a General Meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement or holding of a charitable collections licence.

30. AUTHORITY REQUIRED TO BIND ASSOCIATION

30.1 Executing Documents

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

30.2 Use of the Common Seal

- (a) If the Association has a common seal on which its corporate name appears in legible characters:
 - (i) the Secretary or any other person as the Committee from time to time decides must provide for its safe custody; and
 - (ii) it must only be used under resolution of the Committee.
- (b) The Association executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (i) any two Committee Members; or
 - (ii) 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.

31. THE ASSOCIATION'S BOOKS AND RECORDS

31.1 Custody of the Books of the Association

- (a) Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Finance Chair.

- (b) The Books of the Association must be retained for at least 7 years.

31.2 Inspecting the Books of the Association

- (a) Subject to these Rules, and in particular rule 25.1(e), a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

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

A Member must not use or disclose information in the Books of the Association except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

31.4 Returning the Books of the Association

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

32. DISPUTE RESOLUTION

32.1 Disputes Arising under the Rules

- (a) This rule applies to:
 - (i) disputes between Members; and
 - (ii) disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.
- (b) In this rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 32.1 (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 and the reasons for the decision within 7 days after the Committee Meeting referred to in rule 32.1(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 these rules.

32.2 Mediation

- (a) This rule applies:
 - (i) where a person is dissatisfied with a decision made by the Committee under rule 32.1(g); or
 - (ii) where a dispute arises between a Member or more than one Member and the Association 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 32.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 32.1(g), a party to a dispute may:
 - (i) provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - (ii) 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:
 - (i) a person chosen by agreement between the parties; or
 - (ii) 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 Association, 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:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) 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.

32.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in these 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.

33. CANCELLATION AND DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) The association must be wound up under rule 33(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of the Association, all Surplus Property must only be distributed to one or more of the following:
 - (i) an incorporated association under the Act;
 - (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - (iii) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cwth)*;

- (iv) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001 (Cwth)*;
- (v) a body corporate that:
 - (A) is a Member or former member of the Association; and
 - (B) at the time the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- (d) a trustee for a body corporate referred to in rule 33(c)(v); or
- (e) 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.

34. DEFINITIONS AND INTERPRETATION

34.1 Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015 (WA)*;

AGM means the annual general meeting convened under rule 20.1;

Association means the incorporated association governed by these Rules;

Bank Reserve means \$85,000 or such greater amount as determined by the Committee pursuant to rule 29.2(c).

Bankruptcy Act means the *Bankruptcy Act 1966 (Cwth)*

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

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

Chair Assist means any person appointed by the Committee under rule 12.3 to aid in the fulfilment of their Committee or Chair duties.

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

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

Committee Meeting means a meeting referred to in rule 16;

Committee Member means a person who is, for the time being, appointed or elected to the Committee.

Corporations Law means the *Corporations Act 2001 (Cwth)*;

Entrepreneurs' Organization means the global body known by that name and includes any successor to it;

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 28;

Forum means each sub-group of approximately 7-10 Members within the Association. It is understood and agreed by all members that Forums that are less than 8 members are open to compulsory auto placement of new members to their Forum by the Forum Chair on the provision there are no conflicts. In the event of placement discomfort, the President has final discretion on this matter.

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

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

Ordinary Resolution means a resolution to decide a question, matter or resolution at a Committee Meeting or 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);

Register means the register of Members as described in rule 11;

Rules mean these rules of the Association as amended from time to time under rule 27.2;

Special Resolution is a resolution of the Association passed in accordance with rule 24.1;

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

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

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

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

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

Tier 3 Association has the meaning given to it in section 62 of the Act.

34.2 Interpretation

- (a) A word or expression that is not defined in the Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (b) Headings are for convenience only and do not affect the interpretation of these Rules.

ATTACHMENTS

1. **MEMBERSHIP APPLCIATION FORM**
2. **APPOINTMENT OF PROXY**
3. **NOTICE OF MEETING**

**APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION
ENTREPRENEURS' ORGANIZATION PERTH CHAPTER INC.**

Applicant Name:	
Applicant residential, postal or email address: (required under section 55 of the <i>Associations Incorporation Act 2015</i>)	

apply to become a member of the above Association.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:..... **Date:**.....

Rule 7.1(a): "An applicant for ordinary membership of the association must be proposed by one (1) eligible member of the association and seconded by another eligible member"

PROPOSED:

Name:

Signature:

Date:

SECONDED:

Name:

Signature:

Date:

Applicants to detach and keep below

INFORMATION FOR APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of members and be made available to other members, upon request, under section 55 of the *Associations Incorporation Act 2015*. The Act prohibits members from using your information for purposes not related to the Association or not approved by the Committee.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at admin@eoperth.com.au.
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

If your application for membership is accepted by the Committee you will be notified in writing. A copy of the Rules of the Association will be provided to you on payment of Membership Fees.

If your application for membership is rejected by the Committee you will be notified in writing. There is no right of appeal from the decision of the Committee to refuse you membership.

APPOINTMENT OF PROXY

Member Name:	
Member residential, postal or email address:	

being a member of: **ENTREPRENEURS' ORGANIZATION PERTH CHAPTER INC.** (the **Association**)

APPOINT:

Proxy Name:	
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who is also a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only **ONE** of the following)

 at the general meeting/s (and any adjournments of the meeting/s) on
_____ (Insert relevant date/s)

OR

 in relation to the following resolutions and/or nominations

In favour:

Against:

*(Insert resolution Nos, brief description or
nominees' name/s)*

*(Insert resolution Nos. brief description or
nominees' name/s)*

Signature: _____
(of Member appointing Proxy)

Date: _____

Signature: _____
(of Proxy)

Date: _____

Rule 23.4:

- (a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.
- (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 five proxies.

NOTICE OF GENERAL MEETING
ENTREPRENEURS' ORGANIZATION PERTH CHAPTER INC.

is convening a General Meeting at which the business set out below will be conducted.

The meeting will be held at _____ a.m./p.m. on _____ the _____ 2 ____.

The meeting will take place at _____

The Business to be conducted at the Meeting includes:

General Business

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

Special Resolutions

- 8.
- 9.
- 10.
- 11.

INFORMATION FOR MEMBERS

- Rule 23.4 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.