

# The Family Inclusion Network of WA (Inc)

## RULES OF ASSOCIATION

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#### 1 Name of Association

The name of the Association is The Family Inclusion Network of Western Australia Inc.

#### 2 Definitions

In these rules, unless the contrary intention appears-

- "annual general meeting" is the meeting convened under sub-rule (b) of rule 16 (1);
- "Committee meeting" means a meeting referred to in rule 15;
- "Committee member" means person referred to in rule 10 (1)(a) and appointed under rule 10(8);

- “Consensus” means general agreement among the meeting present as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed upon. For the avoidance of doubt, a decision made by Consensus does not necessarily require that decision to be agreed unanimously;
- “convene” means to call together for a formal meeting;
- “department” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;
- "financial year" means a period commencing 1 July and ending on 30 June in the following year;
- "general meeting" means a meeting to which all members are invited;
- “honorary member” means a person appointed under rule 5A
- "member" means member of the Association;
- "ordinary resolution" means resolution other than a special resolution;
- “poll” means voting conducted in written form (as opposed to a show of hands);
- “rules” means these Rules of Association;
- “special general meeting” means a general meeting other than the annual general meeting;
- "special resolution" is-  
A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled to vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.
- "the Act" means the *Associations Incorporation Act 2015*;
- "the Association" means the Association referred to in rule 1;
- "the Chairperson" means-  
  - in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
  - otherwise than in relation to the proceedings referred to in sub-rule (i), the person referred to in rule 10 (1)(a)(i) or, if that person is unable to perform his or her functions, the Vice Chairperson;
- “the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;
- "the Committee" means the Committee of Management of the Association referred to in rule 10 (1);
- "the Secretary" means the Secretary referred to in rule 10 (1)(a)(iii);
- "the Treasurer" means the Treasurer referred to in rule 10 (1)(a)(iv);
- "the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10 (1)(a)(ii).

### **3 Purpose and objects of Association**

- (1) The purpose of the Association is to provide direct relief to persons suffering poverty, distress or disadvantage by promoting the enduring rights and benefits to a child of having their parents, family and community involved in respectful and inclusive processes with the Western Australian child protection system.

- (2) The objects of the Association are:
- (a) principally, to provide direct support for natural parents and families engaged with the child protection system;
  - (b) to provide leadership, representation and advocacy for natural parents and families engaged with the child protection system;
  - (c) to provide training and information to the membership and the broader sector on matters relevant to the Associations purpose; and
  - (d) to provide direct assistance and support for natural parents to engage in a collaborative and inclusive manner with the child protection system
- (3) The property and income of the Association shall be applied solely towards the promotion of the purpose and objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

#### **4 Powers of Association**

The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

#### **5 Qualifications for membership of Association**

- (1) Membership of the Association is open to any person or organisation that supports the objects of the Association.
- (2) A person who wishes to become a member must-
- (a) apply for membership to the Committee in writing-
    - (i) signed by that person and by the member referred to in sub-rule (b); and
    - (ii) in such form as the Committee from time to time directs; and
  - (b) be proposed by a member.
- (3) The Committee members must consider each application made under sub-rule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

- (4) An applicant whose application for membership of the Association is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (5) When notice is given under sub-rule (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.
- (6) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member.
- (7) A person appointed under sub-rule (6) to represent a member which is a body corporate is deemed for all purposes to be a member until:
  - (a) that appointment is revoked by the body corporate; or
  - (b) in the case of an appointment in respect of a particular general meeting, the conclusion of that general meeting.
- (8) An appointment made under sub-rule (6) must be made by a person authorised by the body corporate to make such an appointment and conveyed in writing to the Secretary.

## **5A Honorary Member**

- (1) The Committee members may, by a majority vote, appoint an honorary member.
- (2) An honorary member shall serve on the Committee for the period from their appointment until the next annual general meeting, but shall be eligible for reappointment to serve additional terms on the Committee.
- (4) An honorary member is not eligible to vote as a member of the Association or the Committee.

## **6 Register of members of Association**

- (1) The Secretary, or such person appointed by him or her, on behalf of the Association, must keep and maintain in an up to date condition a register of the members of the Association and their postal or residential or email addresses. Upon the request of a member of the Association providing a statutory declaration setting out the purpose for which a copy of the member register is required, the Association shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register:
  - (a) may be in electronic form; and
  - (b) must be so kept and maintained at the Association's offices, or at such other place as the members at a general meeting decide.
- (3) The name of a person who dies or who ceases to be a member under rule 8 shall be deleted from the register of members referred to in sub-rule (1).

## **7 Subscriptions of members of Association**

- (1) The members may from time to time at a general meeting, determine the amount of the subscription to be paid by each member. The Committee may recommend a fee schedule for subscription to the members at the annual general meeting.
- (2) Each member must pay to the Treasurer or his or her appointee, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

## **8 Termination of membership of the Association**

Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with rule 9.

## **9 Suspension or expulsion of members of Association**

- (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, in writing, to the member-
  - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct,not less than 30 days before the date of the Committee meeting referred to in sub-rule (a).
- (2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, as soon as reasonably practicable after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4) -
  - (a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
  - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

## **10 Committee of Management**

- (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of:
  - (a) persons elected from the membership of the Association, namely -
    - (i) a Chairperson;
    - (ii) a Vice-Chairperson;
    - (iii) a Secretary;
    - (iv) a Treasurer; and
    - (v) not less than two and not more than four other persons; and,
  - (a) up to four (4) honorary members.
- (2) Committee members must be:
  - (a) elected to membership of the Committee at an annual general meeting; or
  - (b) appointed to fill an elected member vacancy under sub-rule (8).
- (3) A committee member holds office for a three-year period after which time the position will be declared vacant at the next annual general meeting.
  - (i) A committee member may be re-elected provided that a continuous term of six years is not exceeded or that there has been a two-year period since there was a six-year continuous term.
  - (ii) At each annual general meeting the following committee members shall retire –
    - a. Any committee member appointed by the committee to fill a casual vacancy and
    - b. At least one third of the remaining committee
  - (iii) The committee members who retire at each annual general meeting will be those who have been longest in office since last being elected.
  - (iv) Where committee members were elected on the same day, those to retire will be decided by ballot or agreement by committee.
  - (v) A committee member's term of office starts on the date at which they were elected and ends on the date on which they retire, are expelled or suspended or where membership is terminated under 9 (1)(a)(b).
- (4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election, to the Secretary or person delegated by the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this rule may -
  - (a) propose or second himself or herself for election or re-election; and
  - (b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
  - (a) the Secretary must report accordingly to; and
  - (b) the Chairperson must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- (7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
  - (a) the Committee members may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule will -
    - (i) hold office until the election referred to in sub-rule (2); and
    - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.
- (9) The Committee members may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Association including honorary members as the Committee members thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
  - (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (11) The Committee members may, in writing, revoke wholly or in part any delegation under sub-rule (9).
- (12) A person will be prohibited from sitting on the management committee of the Association if they:

- (a) are an undischarged bankrupt or their affairs are under insolvency laws;
- (b) have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
- (c) have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
- (d) have been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act.

## **11 Chairperson and Vice-Chairperson**

- (1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
  - (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson,a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
  - (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson,a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

## **12 Secretary**

The Secretary must do, or cause to be done, the following:-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (b) keep a register of members of the Association, as referred to in rule 6;
- (c) keep and maintain in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- (d) maintain a record of -
  - (i) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
  - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (e) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred



- to in sub-rules (c), (d) and (e) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (f) perform such other duties as are imposed by these rules on the Secretary.

### **13 Treasurer**

The Treasurer must do, or cause to be done, the following-

- (a) the receipt of all moneys paid to or received by the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in sub-rule (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee members;
- (d) keep such accounting records -
  - (i) as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
- (e) submit to members at each annual general meeting of the Association
  - (i) the audited financial statements of the Association in relation to the last financial year of the Association; and
  - (ii) a copy of the auditor's report to the Association in relation to the financial statements for that financial year; and
  - (iii) a solvency statement in respect of the Association.
- (f) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (g) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rules (d) and (f); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

### **14 Casual vacancies in membership of Committee**

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

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

## **15 Proceedings of Committee**

- (1) The Committee must meet, for the dispatch of business not less than 4 times in each year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) The Committee may use any technological means available (such as telephone or video conference) to meet in accordance with subrule (1).
- (3) Each Committee member has a deliberative vote.
- (4) Resolutions of the Committee:
  - (a) must be made by Consensus; or
  - (b) where Consensus is not reached, must be passed by a two thirds majority of Committee members present and voting.
- (5) At a Committee meeting, half of the Committee members will constitute a quorum.
- (6) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (7) A member of the Committee having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (8) Sub-rule (7) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (9) The Secretary must cause every disclosure made under sub-rule (7) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- (10) The Committee may make such policy and guidelines as may be necessary for its proceedings and of the Association provided that no policy or guideline shall be made which is inconsistent with these rules.
- (11) Payment to a committee member from the Association's funds can only occur if the payment is authorised by a resolution of the Association.

## **16 General meetings**

- (1) The Committee-
  - (a) may at any time convene a special general meeting;

- (b) must convene annual general meetings in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
  - (c) must, within 30 days of-
    - (i) receiving a request in writing to do so from not less than 20% of members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
  - (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
    - (a) state in that request the purpose for which the special general meeting concerned is required; and
    - (b) sign that request.
  - (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
    - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
    - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
  - (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
  - (5) Subject to sub-rule (7), the Secretary must give, or cause to be given, to all members not less than 14 days notice of a special general meeting and that notice must specify-
    - (a) when and where the general meeting concerned is to be held; and
    - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
  - (6) Subject to sub-rule (7), the Secretary must give or cause to be given, to all members not less than 21 days notice of an annual general meeting and that notice must specify-
    - (a) when and where the annual general meeting is to be held;
    - (b) the particulars and order in which business is to be transacted, as follows in order-
      - (i) confirmation of Minutes of, and matters arising from the previous Annual General Meeting;
      - (ii) the Chairperson's Report;
      - (iii) the Financial Report inclusive of audited financial statements in respect of the preceding year;
      - (iv) a report on members appointed to the Committee since the last Annual General Meeting;
      - (v) other reports as decided by the Committee;

- (vi) the election of the Committee members;
  - (vii) the election of the office bearers;
  - (vi) any other business so notified in the Notice of Annual General Meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give, or cause to be given, to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
- (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail or sufficiently addressed and emailed to the member concerned to an email address provided by the member. In the event of any email being returned as undeliverable then ordinary prepaid mail must be used for the notice to that member.

## **17 Quorum and proceedings at general meetings**

- (1) At a general meeting a quorum shall be not less than ten (10) members. They can be present in person or represented by proxy.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-
- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in sub-rule (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

- (7) At a general meeting-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
  - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

## **18 Minutes of meetings of Association**

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
  - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **19 Voting rights of members of Association**

- (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

## **20 Proxies of members of Association**

- (1) A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.
- (2) Proxy votes will be made in the same or similar form to that in Appendix A

## **21 Changes to the Rules of Association**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules as follows-
  - (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules does not take effect until sub-rule (1) (b) is complied with;
  - (d) An alteration of the rules having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the rules having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) The Association must give to each new member a copy of the rules as in force at the time that person becomes a member.

## **22 Common seal of Association**

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **23 Inspection of records, etc. of Association**

- (1) A member may at any reasonable time inspect without charge –
  - (a) the rules;
  - (b) the register of members;
  - (c) the record of office holders;
  - (d) the auditor's reports; and
  - (e) the minute books of the Association.
- (2) A member inspecting the register of members may make a copy of, or take an extract from, the register but is not entitled to remove the register for that purpose.
- (3) Members shall not have access to confidential staff and client records.

## **24 Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
  - (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee;
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **25 Distribution of surplus property on winding up of Association**

- (1) A general meeting called for that specific purpose of which no less than thirty clear days notice has been given may, by a special resolution, resolve that the Association be wound up or dissolved.

- (2) If upon winding up or dissolution of the Association or the Association ceasing to be endorsed as a Deductible Gift Recipient in the form of a Public Benevolent Institution there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred or distributed or given to another incorporated association or associations having objects similar to the Association and which have been endorsed by the Commissioner of Taxation as a Tax Concession Charity for the purposes of Section 50 and as a Deductible Gift Recipient for the purposes of Section 30 of the Income Tax Assessment Act 1997 and which prohibit the distribution of its income and property among its members, such decision being determined by a special resolution.
- (3) The Committee shall continue in office subsequent to the decision to wind up for the purpose of giving effect to the efficient realisation of assets and the winding up of the affairs of the Association.

## **26 Public statements**

A public statement on behalf of the Association must only be made by:

- (a) the Chairperson;
- (b) a member appointed in writing by the Committee or Chairperson;
- (c) a senior staff person appointed in writing by the Committee or Chairperson.

A “public statement” means any written or oral statement, communication or circular release to the public.



**Appendix A: Form for the appointment of proxy**

I, .....

*(Insert MEMBER'S name)*

of.....  
*(Insert MEMBER'S address)* being a member of The Family Inclusion Network of WA  
(Inc)

**APPOINT**

.....  
(Insert PROXY'S name) who also is 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:**.....**Date:**.....

(of Member appointing Proxy)