

**2019**



**THE CITIZENS ADVICE BUREAU OF  
WESTERN AUSTRALIA INCORPORATED**

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**RULES OF ASSOCIATION**

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## **1. NAME**

The name of the Association is The Citizens Advice Bureau of Western Australia Incorporated, herein after referred to as “**the Association**”.

## **2. The MISSION STATEMENT of the Association**

The mission of the Association is to connect people with information and services so they can make independent and informed decisions.

## **3. The OBJECTIVES of the Association**

- (1) To operate as a Not-For-Profit organisation, providing confidential advice, information, referral, advocacy and support in respect of life problems.
- (2) To improve the quality of life in the Western Australian community through representations to relevant Government and Non-Government and Local Government organisations, and to provide information, advice and other services consistent with the Mission Statement.
- (3) To procure and disseminate available information from and to any person seeking the same, to enable them to access and benefit from the range of Government and Non-Government services.
- (4) To respond to community issues in such forums, as Government, Local Government, Non-Government or Commercial as consistent with the Mission Statement.
- (5) To liaise with a range of Government and Non-Government and Commercial organisations in order to participate in the development of responsible and social justice legislation and to contribute to the resolution and implementation of such policies to effect change on behalf of the community.
- (6) To collect and collate data and conduct research consistent with the Mission Statement.
- (7) To co-operate with other Citizens Advice Bureaux and other like bodies both in Australia and Internationally to facilitate continued improvement in the provision of services.
- (8) To establish branches of the Association within Western Australia to address the needs of the community.
- (9) To formulate, devise and implement such services and programs as determined from time to time to be needed to assist all members of the community.
- (10) To pursue objectives of a benevolent nature.

## **4. The POWERS of the Association**

- (1) To subscribe to, and co-operate with, any other association or organisation whose objects are similar to those of the Association.
- (2) To purchase, take on lease or exchange hire or otherwise acquire any lands, buildings, easements or property, either real or personal, for the purpose of meeting the objectives of the Association.
- (3) To enter into arrangements with Federal, State or Local Governments conducive to the attainment of the Objectives of the Association.
- (4) To appoint, employ, remove or suspend such persons as may be necessary for the good governance of the Association.

- (5) To invest and deal with the funds of the Association not immediately required in such manner as may from time to time be thought fit.
- (6) To receive any gift or donation whether the subject of Special Trust or not.
- (7) To print and/or publish such newspapers, periodicals, books or leaflets, including electronic publications, as deemed necessary to promote and achieve the Objectives of the Association.
- (8) To do all such other things as are incidental or conducive to the good governance of the Association and the attainment of its goals and objectives.

## 5. The BY-LAWS, RULES AND REGULATIONS of the Association

- (1) The Board of Management of the Association shall devise and implement such By-Laws, Rules and Regulations as deemed both appropriate and necessary, to promote and achieve sound governance within the Objectives of the Association.
- (2) Nothing in these By-Laws, Rules and Regulations may be interpreted as contrary to any part of the text, or intent of the current Rules.
- (3) Matters to be included in such By-Laws, Rules and Regulations would include Meeting Procedures, Duty Statements and Responsibilities for each of the Association's Principal Office Bearers, Board of Management Members, Staff and Voluntary Staff.
- (4) Such additional matters as considered by the Board of Management, in consultation with the Members, Volunteers and Staff of the Association, so as to affect the right and proper governance of the Association may also be included in the By-Laws, Rules and Regulations of the Association.

## PART 1 — PRELIMINARY

### 6. Terms used

In these Rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Associate Member** means a Member with the rights referred to in rule 13(e);

**Association** means the incorporated Association to which these rules apply;

**Books** of the Association includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information; and
- (e) any By-Law of the Association.

**Board of Management or Board** means the management committee of the Association;

**Board of Management Meeting** means a meeting of the Board of Management;

**Board of Management Member** means a member of the Board of Management;

**By-Laws** means by-laws made by the Association under rule 73;

**Chief Executive Officer** means the Chief Executive Officer of the Association, who may also be, normally, the Secretary of the Association.

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

**Financial records** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**Financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

**Financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**Financial year**, of the Association, has the meaning given in rule 7;

**General Meeting**, of the Association, means a meeting of the Association that all Members are entitled to receive notice of and to attend;

**Member** means a person (including a Member Organisation or Body Corporate) who is an ordinary member or an associate member of the Association;

**Ordinary Board of Management Member** means a Board of Management Member who is not an office holder of the Association under rule 35(5);

**Ordinary Member** means a Member with the rights referred to in rule 13(2)(a);

**President** means the Board of Management Member holding office as the president of the Association;

**Register of Members** means the register of members referred to in section 53 of the Act;

**Returning Officer** means the Secretary or an independent person appointed by the Board of Management who is responsible for overseeing the Board of Management elections.

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

**Secretary currently** means the Chief Executive Officer, who is an ex-officio member of the Board of Management and the Secretary of the Association. It may be an elected Ordinary Member of the Board of Management;

**Special General Meeting** means a general meeting of the Association other than the Annual General Meeting;

**Special Resolution** means a resolution passed by the Members at a general meeting in accordance with section 51 of the Act and which requires 75% majority vote of those Members attending and who cast a vote;

**Sub-committee** means a sub-committee appointed by the Board of Management under rule 56;

**Tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**Tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**Tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**Treasurer** means the Board of Management Member holding office as the treasurer of the Association.



**Vice-President** means the Board of Management Member holding office as the vice-president of the Association.

**7. Financial year**

- (1) The financial year of the Association shall commence on the 1 July and finish on 30 June.

**PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY**

**8. Not-for-profit body**

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

**PART 3 — MEMBERS**

**Division 1 — Membership**

**9. Eligibility for membership**

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a Member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

**10. Applying for membership**

- (1) A person who wants to become a Member must apply in writing to the Association using the approved form.
- (2) The application must include a member's nomination of the applicant for membership.

- (3) The application must be signed by the applicant and the Member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- (5) The nomination form must be approved by the Board of Management.

## **11. Dealing with membership applications**

- (1) The Board of Management must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board of Management must consider applications in the order in which they are received by the Association.
- (3) The Board of Management may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board of Management must not accept an application unless the applicant —
  - (a) is eligible under rule 9; and
  - (b) has applied under rule 10.
- (5) The Board of Management may reject an application even if the applicant —
  - (a) is eligible under rule 9; and
  - (b) has applied under rule 10.
- (6) The Board of Management must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board of Management rejects the application, the Board is not required to give the applicant its reasons for doing so.

## **12. Becoming a Member**

An applicant for membership of the Association becomes a Member when —

- (1) the Board of Management accepts the application; and
- (2) the applicant pays any membership fees payable to the Association under rule 18.

## **13. Classes of membership**

- (1) The Association consists of Ordinary Members and any other class of membership provided for under subrule (2).
- (2) The Association may have any class of associate membership approved by resolution at a general meeting, including Ordinary Life Members, Member Organisations, and Honorary Life Members.
  - (a) Ordinary Member: any individual proposed by one financial Member and approved for membership by the Board of Management, shall upon payment of the prescribed subscription become an Ordinary Member. Paid employees of the Association are eligible to become an Ordinary Member but cannot nominate other persons as Members of the Association.
  - (b) Ordinary Life Member: any duly elected Ordinary Member may convert to an Ordinary Life Membership on payment of the prescribed conversion fee determined from time to time by the Board of Management.
  - (c) Member Organisations: Any Society, Association or other body whether incorporated or not and any Government (Federal, State or Local) Department having Objects of Community Support similar to the Objects of the Association may at the invitation of the Board of Management apply in writing to become a

Member Organisation. On receipt of such request and approval by the Board of Management and the payment of the prescribed subscription the body shall become a Member Organisation. Member Organisations may exercise their votes through an authorised delegate (proxy).

- (d) Honorary Life Member: The Annual General Meeting may, on the recommendation of the Board of Management appoint a Member who has rendered long and/or outstanding service to the Association, to be an Honorary Life Member. At any one time, there shall be no more than ten (10) Honorary Life Members.
    - i. The Board of Management may consider such a proposal for Honorary Life Membership upon receipt of a request in writing from at least two financial Members setting out the reasons for considering such an appointment.
    - ii. The Board of Management must not only take into account the Member's long service to the Association but also the Member's outstanding service or contribution to the Association.
  - (e) Associate Member: Any individual or organisation, who has given service to the community or who has special qualifications likely to assist in carrying out the Objects of the Association may be invited by the Board of Management to be an Associate Member for the that financial year. Such membership may, at the discretion of the Board of Management, be renewed for a further term or terms. Associate Members are not eligible to vote and are not eligible for appointment to the Board of Management.
- (3) An individual who has not reached the age of 18 years is only eligible to be an Associate Member, under rule 9(2).
  - (4) A person can only be an Ordinary Member or belong to one class of associate membership.
  - (5) An Ordinary Member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board of Management.
  - (6) An Associate Member has the rights referred to in subrule (2)(e) other than full voting rights.
  - (7) Subject to rule 13(2) the number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

#### **14. Patron**

The Association may, at its discretion, elect a patron of the Association for such period as may be deemed necessary. Such Patron shall not be eligible to vote unless they are a current Member of the Association under another category of membership.

#### **15. When membership ceases**

- (1) A person ceases to be a Member when any of the following takes place:
  - (a) for a Member who is an individual, the individual dies;
  - (b) for a member who is a Body Corporate or Member Organisation, the entity is wound up;
  - (c) the person resigns from the Association under rule 16;
  - (d) the person is expelled from the Association under rule 22;
  - (e) if a Member becomes unfinancial under rule 18.
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a Member of:
  - (a) the date on which the person ceased to be a member; and

- (b) the reason why the person ceased to be a member.

## **16. Resignation**

- (1) A Member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
  - (a) when the Secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## **17. Rights not transferable**

The rights of a Member are not transferable and end when membership ceases.

## **Division 2 — Membership Fees**

### **18. Membership fees**

- (1) The Board of Management must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A Member must pay the annual membership fee which is determined by the Board of Management from time to time to the Treasurer, or another person authorised by the Board of Management to accept payments, by 1<sup>st</sup> July each year.
- (4) If a Member has not paid the annual membership fee by 31<sup>st</sup> August, the Member ceases to be a Member on the expiry of that period. No Member shall be deemed financial where the Annual Subscription has not been paid.
- (5) If a person who has ceased to be a Member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired:
  - (a) the Board of Management may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date when the payment is accepted.
- (6) No Member shall be eligible to vote at the Annual General Meeting or other General Meetings unless the annual subscription has been paid.

## **Division 3 — Register of Members**

### **19. Register of Members**

- (1) The Association shall keep and maintain in an up to date condition, a register of the Members of the Association and their postal or residential addresses and/or e-mail

addresses and, upon the request of a financial Member of the Association, shall make the register available for inspection by 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 Secretary, or another person authorised by the Board of Management, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Association.
- (3) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership to which each member belongs and the date on which each member becomes a Member.
- (4) The Register of Members must be kept at a place determined by the Board of Management.
- (5) A financial Member who wishes to inspect the Register of Members must contact the Secretary in writing to make the necessary arrangements.
- (6) If:
  - (a) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the Register under section 54(2) of the Act; or
  - (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members;

then the Association may charge a reasonable fee to the Member for providing a copy of the register, the amount to be determined by the Board of Management from time to time.

- (7) The Board of Management may require the Member requesting a copy of the Register to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## **PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **Division 1 — Term used**

#### **20. Term used: Member**

In this Part —

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

### **Division 2 — Disciplinary Action**

## **21. Suspension or expulsion of a Member**

- (1) The Board of Management may decide to suspend a Member's membership or to expel a member from the Association if:
  - (a) the Member contravenes any of these Rules; or
  - (b) the Member acts detrimentally to the interests of the Association.
- (2) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board of Management meeting at which the proposal is to be considered by the Board of Management.
- (3) The notice given to the Member must state:
  - (a) when and where the Board of Management meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the proposed suspension or expulsion;
- (4) At the Board of Management meeting, the Board must:
  - (a) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide:
    - (i) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension;
    - (ii) whether or not to expel the Member from the Association.
- (5) Any decision of the Board of Management shall require at least 75% majority of the votes actually cast at the Board of Management meeting. Voting shall be by secret ballot.
- (6) A decision of the Board of Management to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- (7) The Board of Management must give the Member written notice of the Board's decision, and the reasons for the decision, within seven days after the Board meeting at which the decision is made.
- (8) A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board of Management's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 30.
- (9) If notice is given under subrule (7), the Member who gives the notice and the Board of Management are the parties to the mediation.

## **22. Consequences of suspension of a Member**

- (1) During the period a Member's membership is suspended, the Member:
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a Member's membership is suspended, the Secretary must record in the Register of Members:
  - (a) that the Member's membership is suspended;

- (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the Register of Members that the Member's membership is no longer suspended.

### **23. Suspension or expulsion of a salaried staff or voluntary staff**

- (1) The Chief Executive Officer may suspend and/or remove any salaried staff member from their duties where she/he has reasonable grounds to suspect misconduct or poor performance which may result in termination of the contract or engagement. This power shall be subject to the provisions of the appropriate industrial award.
- (2) The Chief Executive Officer shall have the power to suspend any voluntary staff from duties where she/he has reasonable grounds to suspect misconduct or poor performance, which may result in termination of engagement. The voluntary staff shall have the right of appeal against this suspension to the Board of Management where it shall be subject to the provisions of subrule 4 (a) to (d).
- (3) The Chief Executive Officer shall report any suspension of an employee or voluntary staff and make recommendations to the Board of Management regarding disciplinary action at the earliest opportunity.
- (4) The Board of Management shall have the power to remove from office any officer, appointee, Board or sub-committee member, volunteer staff or salaried staff in any case where the Board considers in its discretion that it is in the best interests of the Association, subject to the following conditions:
  - (a) The issue involved is communicated to the person concerned and such person shall be given a reasonable opportunity of submitting a defence;
  - (b) The decision to remove such a person shall be decided by a 75% majority of the Board of Management present and voting;
  - (c) Voting shall be by secret ballot; and
  - (d) In the event of misconduct or where there is some other need for urgent action to be taken, the President shall have the authority to suspend such person.

## **Division 3 — Resolving Disputes**

### **24. Terms used**

In this Division:

***Grievance Procedure*** means the procedures set out in this Division;

***Party to a Dispute*** includes a person:

- (1) who is a party to the dispute;
- (2) who ceases to be a Member within six months before the dispute has come to the attention of each party to the dispute;
- (3) who is a salaried staff or salaried staff Member or voluntary Member or non-member volunteer at the Association.

### **25. Application of Division**

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

- (1) between Members; or

- (2) between one or more Members and the Association; or
- (3) between non-Member volunteers.

## **26. Parties to attempt to resolve dispute**

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

## **27. How Grievance Procedure is started**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, any Party to the Dispute may start the Grievance Procedure by giving written notice to the Secretary of:
  - (a) the Parties to the Dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Board of Management meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board of Management meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each Party to the Dispute must state:
  - (a) when and where the Board of Management meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the dispute.
- (5) If:
  - (a) the dispute is between one or more Members and/or non-member volunteers and the Association; and
  - (b) any Party to the Dispute gives written notice to the Secretary stating that the party:
    - (i) does not agree to the dispute being determined by the Board of Management; and
    - (ii) requests the appointment of a mediator under rule 29,then the Board must not determine the dispute.

## **28. Determination of dispute by Board of Management**

- (1) At the Board of Management Meeting at which a dispute is to be considered and determined, the of Board of Management must:
  - (a) give each Party to the Dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Board of Management must give each Party to the Dispute written notice of the Board's determination, and the reasons for the determination, within seven days after the Board meeting at which the determination is made.
- (3) A Party to the Dispute may, within 14 days after receiving notice of the Board of Management's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 29.



- (4) If notice is given under subrule (3), each Party to the Dispute is a party to the mediation.

## **Division 4 — Mediation**

### **29. Application of Division**

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
  - (a) by a Member under rule 21(7) or rule 30(1); or
  - (b) by a Party to a Dispute under rule 27(5) or rule 28(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 30.

### **30. Appointment of mediator**

- (1) The mediator must be a person chosen:
  - (a) if the appointment of a mediator was requested by a Member or non-member volunteer under rule 21(7), by agreement between the Member or non-member volunteer and the Board of Management; or
  - (b) if the appointment of a mediator was requested by a Party to a Dispute under rule 27(5) or 28(3), by agreement between the Parties to the Dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board of Management must appoint the mediator.
- (3) The person appointed as mediator by the Board of Management must be a person who acts as an accredited mediator who is not conflicted by the Parties or the Dispute or an independent accredited mediator from another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - (a) a Member or non-member volunteer under rule 21(7); or
  - (b) a Party to a Dispute under rule 27(5); or
  - (c) a Party to a Dispute under rule 28(3) and the dispute is between one or more Members and the Association or non-member volunteers and the Association.
- (4) The person appointed as mediator by the Board of Management may be a Member or former member of the Association but must not:
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### **31. Mediation process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must attend a confidential pre-mediation appointment with a mediator to determine the issues that need to be considered at the mediation.
- (3) In conducting the mediation, the mediator must:
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any oral or written statements, that is not subject to confidentiality, given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.

- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the Association.

**32. If mediation results in a decision to suspend or expel being revoked**

If:

- (a) mediation takes place because a Member whose membership is suspended and/or who is expelled from the Association gives notice under rule 21(7); and
- (b) as the result of the mediation, the decision to suspend the Member's membership or expel the Member or non-member is revoked,

then that revocation does not affect the validity of any decision made at a Board of Management meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — BOARD OF MANAGEMENT**

### **Division 1 — Powers of The Board of Management**

**33. Board of Management**

- (1) The Board of Management ("the Board") is the governing body of the Citizens Advice Bureau of Western Australia (Inc.) and is responsible for achieving the Objects of the Association, the formulation and determination of policy and general organisation and direction of the Association. Its primary function is to determine matters of principle and policy.
- (2) The Board of Management Members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (3) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board of Management has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (4) The Board of Management must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

**34. Salaried Appointees**

- (1) The Board of Management shall, subject to these Rules, appoint a Chief Executive Officer on such terms and conditions as is appropriate at the time. Such terms and conditions shall be set out in a contract of employment and executed by both parties.
- (2) Subject to the Rules, the Chief Executive Officer of the Association is responsible to the Board of Management for the general operation of the Association, including its Branches, within Western Australia.
- (3) The Board of Management may make such other appointments as is deemed appropriate for the effective and efficient operation of the Association from time to time and may, subject to these Rules, review and revoke such appointments. The Board may delegate to the Chief Executive Officer its power to employ.

## **Division 2 — Composition of Board of Management and Duties of Its Members**

### **35. Board of Management Members**

- (1) There shall be no more than 10 elected members of the Board of Management. Members of the Board, excluding the Chief Executive Officer, shall hold office for a term finishing at the second Annual General Meeting after their election or upon receipt of their resignation.
- (2) The Chief Executive Officer will normally attend Board of Management Meetings in an ex-officio capacity but is not a Board member and has no voting rights.
- (3) The Board of Management Members consist of:
  - (a) the three office holders of the Association;
  - (b) two volunteer representatives, elected by the voluntary Members; and
  - (c) five ordinary Board members.
- (4) The following are the office holders of the Association —
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Treasurer; and
  - (d) the Secretary, who may be an elected member of the Board or may be the Chief Executive Officer.
- (5) A person may be a Board of Management Member if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) an ordinary financial Member.
- (6) A person must not hold two or more of the offices mentioned in subrule (4) at the same time.

### **36. President**

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Board of Management Meeting and Annual General Meeting.
- (2) The President will meet with the Secretary at least on a quarterly basis to discuss financial matters and any pertinent issues with the Secretary/Chief Executive Officer.
- (3) The President has the powers and duties relating to convening and presiding at Board of Management Meetings and presiding at Annual General Meetings and special meetings provided for in these rules.

### **37. Vice-President**

- (1) It is the duty of the Vice-President to fulfil the duties of the President in the absence of the President.

### **38. Treasurer**

The Treasurer has the following duties:

- (1) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (2) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board of Management;
- (3) ensuring that any payments to be made by the Association that have been authorised by the Board of Management or at a general meeting are made on time;
- (4) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (5) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (6) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's Annual General Meeting;
- (7) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's Annual General Meeting;
- (8) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (9) carrying out any other duty given to the Treasurer under these rules or by the Board of Management.

### **39. Secretary**

The Secretary has the following duties:

- (1) dealing with the Association's correspondence;
- (2) consulting with the President regarding the business to be conducted at each Board of Management Meeting and Annual General Meeting;
- (3) meeting with the President at least on a quarterly basis to discuss financials and any other pertinent issues;
- (4) preparing the notices required for meetings and for the business to be conducted at meetings;
- (5) unless another Member is authorised by the Board of Management to do so, ensuring the maintenance on behalf of the Association the Register of Members, and recording in the Register any changes in the membership, as required under section 53(1) of the Act;
- (6) ensuring the maintenance on behalf of the Association of an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- (7) unless another member is authorised by the Board of Management to do so, maintaining on behalf of the Association a record of Board of Management Members and other

persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;

- (8) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (9) ensuring full and accurate minutes of Board of Management meetings and general meetings are maintained;
- (10) carrying out any other duty given to the Secretary under these Rules or by the Board of Management.

### **Division 3 — Election of Board of Management Members and tenure of office**

#### **40. How members become Board of Management Members**

- (1) A Member becomes a Board of Management Member if the Member:
  - (a) is elected to the Board of Management at a general meeting; or
  - (b) is appointed to the Board of Management by the Board to fill a casual vacancy under rule 46 (1)(b); and
  - (c) is not a paid staff member.

#### **41. Nomination of Board of Management members**

- (1) At least 60 days preceding the Annual General Meeting the Secretary shall cause to be sent to all financial volunteer Members a notice calling for nominations for the election of the vacant Volunteer Representative of the Board of Management for the ensuing year.
- (2) At least 42 days before an Annual General Meeting, the Secretary must send a written notice to all the financial Members specifying:
  - (a) the date and time and place fixed for the Annual General Meeting;
  - (b) calling for nominations for vacancies on the Board of Management;
  - (c) stating the date by which nominations must be received by the Secretary to comply with subrule (3);
  - (d) seeking details of any items of business for which any Member may wish due notice to be given; and
  - (e) such postal voting information and forms as necessary to achieve the election of the vacant Volunteer Representative on the Board for the ensuing year.
- (3) A Member who wishes to be considered for election to the Board of Management at the Annual General Meeting, must nominate for election by sending written notice of the nomination to the Secretary or Returning Officer by the due date listed in the Notice of Meeting.
- (4) The written notice must include a statement by another Member in support of the nomination.
- (5) A Member whose nomination does not comply with this rule is not eligible for election to the Board of Management unless the Member is nominated under subrule (3) or rule 46.
- (6) At least 28 days before the Annual General Meeting the Secretary shall send to all financial Members copies of the agenda for the said Annual General Meeting. Such agenda shall include:

- (a) the names of the persons nominated for election to the Board of Management together with a brief profile of each nominee;
- (b) ballot papers for postal voting for the vacant positions on the Board of Management;
- (c) particulars of any items of business of which due notice has been given, and confirmation of the time, date and place of the meeting; and
- (d) a declaration of the duly elected Volunteer Representative(s) for the vacant position(s) on the Board of Management.

#### **42. Election of office holders**

- (1) Following the Annual General Meeting and prior to the first Board of Management Meeting where election of office holders are held, the presiding President and executive will remain in the position of office bearers in caretaker mode.
- (2) At the first meeting of the Board of Management following the Annual General Meeting, a separate election must be held by the Board of Management for each of the office holders of the Association.
- (3) Nominations will be called for President, Vice-President, Treasurer and/or Secretary from the newly elected Board Members.
- (4) If only one Member has nominated for a position, the Returning Officer of the meeting must declare the Member elected to the position.
- (5) If more than one Member has nominated for a position, the Board of Management Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position. The voting will be undertaken by secret ballot, presided over by the Returning Officer.
- (6) Each Board member present at the Board meeting is entitled to one vote for each position.
- (7) A Member who has nominated for the position may vote for himself or herself.
- (8) On the Member's election, the new President of the Association shall take over as the chairperson of the meeting.

#### **43. Term of office**

- (1) The term of office of a Board of Management Member begins when the Member —
  - (a) is elected at an Annual General Meeting; or
  - (b) is appointed to fill a casual vacancy under rule 46.
- (2) All members of the Board of Management shall hold office for a term of two (2) years and shall thereafter be eligible for two (2) further terms. No elected member of the Board shall hold office for longer than six (6) consecutive years unless sanctioned by the Board of Management.
- (3) Subject to subrule (2), a Board of Management Member may be re-elected.
- (4) Five members (or one half in the event that less than ten were in office at the time of the Annual General Meeting) shall retire annually in rotation and shall be eligible for re-election.
- (5) Only financial Ordinary Members, Ordinary Life Members, Honorary Life Members, or designated delegates of Member Organisations, shall be nominated or elected to the Board of Management by the general membership or from Member Organisations.
- (6) Of the ten (10) Members to be elected, eight (8) shall be elected from nomination by the general membership, or from Member Organisations.
- (7) A further two (2) Members shall be elected from nominations by the Volunteer Members. Nominations for relevant the vacant positions of Volunteer Representatives will be called

at least 60 days prior to the expiration of the current terms. Once nominations have been received by the Returning Officer, in the event of more nominations than vacant positions an election will be convened by the Returning Officer to enable all Volunteer Members, to participate in a postal vote, such election to be completed and declared before the date of the Annual General Meeting. Such declaration is to be included with the agenda posted to all financial Members with notice of the Annual General Meeting.

- (8) The actual number to be elected in each year will depend upon the number and category of positions to be filled and shall be clearly stated in the Notice of Meeting. In the event that there are insufficient Volunteer Representative nominations to fill the Volunteer Representative positions, and an election has not been possible prior to the Annual General Meeting, any vacancies may be filled from among the wider financial membership nominations.

#### **44. Resignation and removal from office**

- (1) A Board of Management Member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- (2) The resignation takes effect —
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Board of Management Member from office; and
  - (b) elect a Member who is eligible under rule 46 to fill the vacant position.
- (4) A Board of Management Member who is the subject of a proposed resolution under subrule (3)(a) may make written representations of a reasonable length to the Secretary or President and may ask that the representations be provided to the Members of the Association.
- (5) The Secretary or President must give a copy of the representations to each Board member or, if they are not so given, the Board of Management Member, who is the subject of subrule 3(a), may require them to be read out at the general meeting at which the resolution is to be considered.

#### **45. When membership of Board of Management ceases**

A person ceases to be a Board Member if the person —

- (1) dies or otherwise ceases to be a Member; or
- (2) resigns from the Board or is removed from office under rule 44 (2) and (3); or
- (3) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (4) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (5) fails to attend 3 (three) consecutive Board of Management Meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

#### **46. Filling casual vacancies**

- (1) The Board of Management may appoint a member who is eligible under rule 35(3) to fill a position on the Board that —
  - (a) has become vacant under rule 15 or

- (b) was not filled by election at the most recent Annual General Meeting or under rule 40(1)(b).
- (2) If the position of Secretary, who is not the Chief Executive Officer, becomes vacant, the Board of Management must appoint a Member who is eligible under rule 35 to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 53, the Board of Management may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board of Management Members than required for a quorum under rule 53, the Board may act only for the purpose of:
  - (a) appointing Board Members under this rule; or
  - (b) convening a general meeting.

#### **47. Validity of acts**

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

#### **48. Payments to Board of Management Members**

- (1) In this rule:
  - Board of Management Member** includes a member of a sub-committee;
  - Board of Management Meeting** includes a meeting of a sub-committee.
- (2) A Board of Management Member is not entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation:
  - (a) in attending a Board of Management Meeting, or
  - (b) in attending a general meeting.
- (3) A Board of Management Member may be reimbursed for reasonable expenses properly incurred on behalf of the Association. Such expenses must be approved by the Board prior to the expense being incurred.

### **Division 4 — Board of Management Meetings**

#### **49. Board of Management Meetings**

- (1) The Board of Management shall normally meet monthly on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board of Management Meeting must be determined by the Board members as soon as practicable after the Annual General Meeting at which the Board members are elected.
- (3) Special Board meetings may be convened by the President or any 2 (two) Board Members.

#### **50. Notice of Board of Management Meetings**

- (1) Notice of each Board of Management Meeting must be given to each Board Member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.



- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

#### **51. Procedure and order of business**

- (1) The President or, in the President's absence, the Vice-President must preside as chairperson of each Board of Management Meeting.
- (2) If the President and Vice-President are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board of Management.
- (4) The order of business at a Board meeting may be determined by the President or as requested by a Board member at the meeting. The President has the final say in respect of the order of business.
- (5) A Member or other person who is not a Board member may attend a Board of Management Meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board of Management Meeting:
  - (a) has no right to any agenda, minutes or other document circulated at the meeting;
  - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so;
  - (c) must maintain confidentiality of the Board of Management Meeting, subject to direction of the Board; and
  - (d) cannot vote on any matter that is to be decided at the meeting.

#### **52. Use of technology to be present at Board of Management Meetings**

- (1) The presence of a Board of Management Member at a Board Meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Board Meeting as allowed under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- (3) The Board of Management may determine urgent matters that appear to be of a non-controversial nature by means of circular resolution to all Board members subject to 75% of the Board membership approving each and every proposal. All such decisions shall be endorsed by the Board at its next meeting.

#### **53. Quorum for Board of Management Meetings**

- (1) The quorum for the Board shall be 50% of the Board Members present at the Board of Management Meeting. If the number of Board Members present is an odd number, it will be rounded up to the next whole number to constitute the quorum.
- (2) Subject to subrule(4), no business is to be conducted at a Board of Management Meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board of Management Meeting:

- (a) in the case of a special meeting, the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If:
- (a) a quorum is not present within 30 minutes after the commencement time of a Board of Management Meeting held under subrule (1); and
  - (b) at least three (3) Board Members are present at the meeting,
- then those members present are taken to constitute a quorum.

#### **54. Voting at Board of Management Meetings**

- (1) Each Board of Management Member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the President of the meeting has a second or casting vote.
- (4) A vote may take place by the Board of Management Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the President of the meeting must decide how the ballot is to be conducted.
- (6) A Member of the Board of Management who has a material personal interest in a matter being considered at a Board meeting must, as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her personal interest to the Board and disclose the nature and extent of the personal interest at the next Board Meeting.
- (7) Subrule (6) does not apply in respect of a material personal interest that:  
The Board Member has in common with all, or a substantial proportion of, the members of the Association.
- (8) A Board Member who has a material personal interest in a matter being considered at a Board of Management Meeting must not be present while that matter is being considered at the meeting or vote on the matter.
- (9) Every disclosure made by a Board Member of a material personal interest must be recorded in the minutes of the Board of Management Meeting at which the disclosure is made.

#### **55. Minutes of Board of Management Meetings**

- (1) The Board of Management must ensure that minutes are taken and kept of each Board Meeting.
- (2) The minutes must record the following:
  - (a) the names of the Board Members present at the meeting;
  - (b) the name of any person attending the meeting under rule 51;
  - (c) the business considered at the meeting; and
  - (d) any motion on which a vote is taken at the meeting and the result of that vote.
- (3) The minutes of a Board of Management Meeting must be entered in the Association's minute book within 30 days of the minutes being approved by the Board.
- (4) The Chairperson of the meeting must ensure that the minutes of a Board of Management Meeting are reviewed and signed as correct by:

- (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next Board Meeting.
- (5) When the minutes of a Board of Management Meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## **Division 5 — Sub-committees and Subsidiary Offices**

### **56. Sub-committees and subsidiary offices**

- (1) The Executive Sub-committee shall consist of the President, the Vice-President, the Treasurer and/or the Secretary of the Board of Management.
- (2) The Executive Sub-committee may handle matters of urgency between Board meetings subject to ratification by the Board of Management at the next Board meeting. The Executive Sub-committee cannot determine policy or authorise borrowings.
- (3) The President or Chief Executive Officer will convene meetings of the Executive Sub-committee.
- (4) To help the Board of Management in the conduct of the Association's business, the Board may appoint from the Board of Management members:
  - (a) one or more sub-committees as required; and
  - (b) co-opt other Members of the Board, the Association or persons external to the organisation with relevant expertise, as considered necessary from time to time.
- (5) -Subject to any directions given by the Board of Management:
  - (a) a sub-committee will develop its own terms of reference which will be subject to approval by the Board of Management; and
  - (b) a sub-committee may meet and conduct business as it considers appropriate.

## **PART 6 — GENERAL MEETINGS OF ASSOCIATION**

### **57. Annual General Meeting**

- (1) The Board of Management must determine the date, time and place of the Annual General Meeting, no later than 31<sup>st</sup> October of each year.
- (2) If it is proposed to hold the Annual General Meeting more than six (6) months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four (4) months after the end of the financial year.
- (3) The ordinary business of the Annual General Meeting is as follows:
  - (a) to confirm the minutes of the previous Annual General Meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider:

- (i) the Board of Management's annual report on the Association's activities during the preceding financial year; and
  - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
  - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
  - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
- (c) to elect the Board of Management Members of the Association for the ensuing term;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
  - (e) to advise the Members of any variation to the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Items of business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.
  - (5) Any other business of which the Chairman of the meeting has received prior notice and which in her or his opinion is considered to be appropriate to be included on the agenda as a matter of which due notice has not been given.

## **58. Special General Meetings**

- (1) The Board of Management may convene in writing a Special General Meeting.
- (2) The President must convene a special general meeting upon receipt of a written request signed by 20% of the financial Members of the Association.
- (3) The Members requiring a Special General Meeting to be convened must:
  - (a) make the requirement by written notice given to the Secretary;
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each must sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under subrule (3)(a) giving all members at least fourteen (14) days' notice of the date, time and place of the meeting and the purpose for which the meeting has been called.
- (5) No business shall be transacted other than business relating to the purpose for which the meeting was called.
- (6) If the Board of Management does not convene a Special General Meeting within that 28 day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (7) A Special General Meeting convened by members under subrule (3) —
  - (a) must be held within three (3) months after the date the original request was made; and
  - (b) may only consider the business stated in the notice by which the request was made.
- (8) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under subrule (6).

## **59. Notice of general meetings**

- (1) The Secretary or, in the case of a Special General Meeting convened under rule 58, the Members convening the meeting, must give to each Member:
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board of Management under rule 41; and
  - (d) if a special resolution is proposed:
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 58.
  - (e) As rule 13 (2)(c) of these Association Rules provides for Member Organisations; organisations must appoint a proxy or delegate to vote on their behalf.

## **60. Proxy Votes**

- (1) Proxy votes will be accepted for Members Organisations only.
- (2) Subject to subrule (8), a Member Organisation may appoint an individual to attend in person as their proxy to vote and speak on the organisation's behalf at a general meeting.
- (3) The appointment of a proxy must be in writing and signed by the Member Organisation making the appointment.
- (4) The Member Organisation appointing the proxy must give specific directions as to how the proxy is to vote on their behalf.
- (5) The Member Organisation must use the approved form for the appointment of the proxy.
  - (a) that clearly identifies the person appointed as the Member Organisation's proxy; and
  - (b) that has been signed by the Member Organisation.
- (6) Notice of a general meeting given to a Member Organisation under rule 59 (2)(e) must:
  - (a) state that the Member Organisation may appoint an individual as a proxy for the meeting; and
  - (b) include a copy of the proxy form that the Board of Management has approved for the appointment of a proxy.
- (7) A form appointing the approved proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.
- (9) If no instructions are given to the proxy, the proxy may vote on behalf of that Member Organisation on any matter that the proxy sees fit.

## **61. Presiding member and quorum for general meetings of Members of Association**

- (1) The President or, in the President's absence, the Vice-President must preside as chairperson of each general meeting.
- (2) If the President and Vice-President are absent or are unwilling to act as chairperson of a general meeting, the President may nominate a chairperson to chair the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. Any one third of the number of Members of the Association, or 10 Members (whichever is the greater) personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - (a) in the case of a Special General Meeting, the meeting lapses; or
  - (b) in the case of the Annual General Meeting, the meeting is adjourned to:
    - (i) the same time and day within 14 days after the original date of meeting;
    - (ii) at least seven (7) days notice of the adjourned date, place and time of the Annual General Meeting shall be given to all financial Ordinary Members; and
    - (iii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Ordinary Members before the day to which the meeting is adjourned.
- (5) If:
  - (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subrule (4)(b); and
  - (b) at least three (3) Ordinary Members are present at the meeting,then those Members present are taken to constitute a quorum.

## **62. Adjournment of general meeting**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the Ordinary Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business; or
  - (c) if the chairperson deems it unsuitable or unsafe to hold the general meeting.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 61(4)(b)(i).

## **63. Voting at general meeting**

- (1) On any question arising at a general meeting:
  - (a) subject to subrule (5), each Ordinary Member has one vote unless the Member may also vote on behalf of a Member Organisations; and
  - (b) Ordinary Members may only vote in person.

- (2) Except in the case of a special resolution, a motion is carried if a majority of the Ordinary Members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only Members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a general meeting as an Ordinary Member, or on behalf of an Ordinary Member that is a Member Organisation under subrule (1), the Ordinary Member:
  - (a) must have been an Ordinary Member at the time notice of the meeting was given under rule 59; and
  - (b) must have paid any fee or other money payable to the Association by the Member.
- (6) Voting for the election of Board of Management Members shall be available by post or in person. In matters requiring a vote by the general membership, such information and voting material shall be forwarded to the last known current address of each financial Ordinary Member of the Association. Such material must outline the voting procedure and closing date for the receipt of votes by the Returning Officer.
- (7) In the matter of elections for the Board of Management, other than Volunteer Representatives, all postal votes are to be received by the Returning Officer at the Association's Head Office by the nominated date before the general or Annual General Meeting where the votes are to be counted.

#### **64. No Confidence Motion**

- (1) If at any general meeting a "No Confidence" motion is proposed the following conditions shall apply:
  - (a) the meeting may, if it considers it appropriate, appoint a chairperson other than the President or Vice -President of the Association for the purposes of discussion of the specific motion before the meeting. Such chairperson, if appointed, is to be appointed from amongst the financial Ordinary Members, Ordinary Life Members or Honorary Life Members present.
  - (b) the meeting shall consider whether it is appropriate to discuss the matter at that time, or whether there are grounds to adjourn the meeting to another time and place, and in this regard shall make such decision as seems appropriate at the time by the simple majority vote of the Members present and voting.
  - (c) any person or persons affected by the proposed motion shall, wherever possible, be given the opportunity to be present and to respond to any matters of concern expressed.
  - (d) the motion, to be carried, shall require a 75% majority of the Members present and voting. Voting shall be by secret ballot.
- (2) In the event that a "No Confidence" motion against the Board of Management is proposed at an Annual General Meeting, it shall be an item of business of which due notice has been given. In such an instance the matter shall be dealt with prior to the election of the Board, and such election may also be adjourned if the meeting considers such action to be appropriate.
- (3) In the event that a "No Confidence" motion against the Board of Management is carried at any general meeting, then the Board of Management shall resign but such resignations shall not be effected until appropriate arrangements have been implemented in accordance with these Rules to enable a new Board to be elected. Notwithstanding the passing of such a motion, individual members of the Board of Management, having resigned pursuant to this clause shall be eligible for re-election.
- (4) In the event that a "No Confidence" motion against an individual Board Member, office bearer or appointee is carried then such person shall resign their office, such resignation

to be effective at a time considered appropriate by the Board of Management having regard to all relevant circumstances.

#### **65. When special resolutions are required**

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

#### **66. Determining whether resolution carried**

- (1) In this rule:

**Poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a Poll is demanded on any question by the chairperson of the meeting or by at least three (3) other Ordinary Members present in person then:
  - (a) the Poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the Poll.
- (5) If a Poll is demanded on the election of the chairperson or on a question of an adjournment, the Poll must be taken immediately.
- (6) If a Poll is demanded on any other question, the Poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

#### **67. Minutes of general meeting**

- (1) The Secretary, or a person authorised by the Board of Management from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record:
  - (a) the names of the Ordinary Members attending the meeting; and
  - (b) any proxy forms for Member Organisations given to the chairperson of the meeting under rule 60 (7) and (8); and



- (c) the financial statements or financial report presented at the meeting, as referred to in rule 71(d); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 72.
- (4) The draft minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held and then replaced by the approved minutes within 30 days of the general meeting.
- (5) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by —
- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## **PART 7 — FINANCIAL MATTERS**

### **68. Income and Property**

- (1) All property, monies, assets and income of the Association shall be applied solely towards the furtherance of the Objectives of the Association.
- (2) No part of the properties, monies, assets or income of the Association shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise, by way of profits to any other body or individuals.

### **69. Source of funds**

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board of Management.

### **70. Control of funds**

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board of Management may approve expenditure on behalf of the Association.
- (3) A budget for the Association shall be prepared annually and approved by the Board of Management at a Board meeting and not by circular resolution. The annual budget should be reported against the actual financials, at least on a quarterly basis.
- (4) The Board of Management may authorise the Chief Executive Officer to expend funds on behalf of the Association, either in line with the approved annual budget or up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
  - (a) two (2) Board of Management Members; or
  - (b) one (1) Board of Management Member and a person authorised by the Board of Management; or
  - (c) two (2) persons authorised by the Board of Management up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (6) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.
- (7) All monies received for the purposes of the Association generally shall be received and controlled by such persons or sub-committees as the Board of Management may from time to time determine.
- (8) The Board of Management may authorise the establishment of such bank and/or deposit accounts as it may consider appropriate and shall determine the method of operation of such accounts.
- (9) The Board of Management may make such other determinations regarding the finances of the Association, consistent with these Rules, as they consider appropriate from time to time.

## **71. Financial statements and financial reports**

- (1) For each financial year, the Board of Management must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
  - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
  - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (d) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
  - (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

## **72. Audit**

- (1) The Association shall appoint at the Annual General Meeting a qualified accountant, being a member of the Institute of Chartered Accountants Australia or the Australian Society of Certified Practising Accountants, to be its auditor. The auditor shall be appointed for an indefinite term subject to the power of the Association in a general meeting to terminate such appointment, and to the auditor's right to resign.
- (2) Where there is not an auditor, for whatever reason the Board of Management may appoint an auditor for the period of time up to the next succeeding Annual General Meeting only.
- (3) In the event of the Association proposing to terminate such appointment the Auditor shall be given at least six (6) weeks clear written notice of the proposal and the reasons for it

and shall be given a reasonable opportunity of submitting a response to the Members both in writing and orally at a general meeting.

- (4) No person may be appointed auditor if a partner or spouse, or the spouse of a partner, is a member of the Board of Management or is an officer or appointee of the Association.
- (5) The auditor shall audit the accounts and records of the Association in accordance with recognised accounting and auditing standards.

## **PART 8 – BRANCHES**

### **73. Establishment of Branches**

In this rule **Branch By-laws** means by-laws of the Branches to operate on a basis consistent with the Association and in particular with its Objectives and its Code of Ethics.

- (1) The Board of Management may establish Branches within the State of Western Australia to provide services to their local communities, providing there is adequate local community support, and such Branches shall function in accordance with these Rules and its By-laws. All Branch Committee members must be financial Ordinary Members of the Association.
- (2) The Board of Management shall approve the Branch By-laws.
- (3) Each Branch shall operate independently in respect of local matters.
- (4) Each Branch shall function under the corporate structure of the Association, consistent with the Mission, Objectives, Code of Ethics and By-laws of the Association.
- (5) In the event that there is no Branch Committee available at any time, the Board of Management of the Association or its delegate shall fulfil that role in an interim capacity.
- (6) The Board of Management may determine to close any Branch from time to time as appropriate.

## **PART 9 — GENERAL MATTERS**

### **74. Association By-laws**

- (1) The Association may, by resolution at a general meeting, establish, amend or revoke By-laws, other than Branch By-laws, approved under rule 73(2).
- (2) Association By-laws may:
  - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 13; and
  - (b) impose restrictions on the Board of Management's powers, including the power to dispose of the Association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
  - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the By-laws.
- (3) A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.

- (4) Without limiting subrule (3), a By-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

## 75. Executing documents

- (1) The Association may execute a document if the document is signed by —
  - (a) two (2) members of the Executive of the Board of Management; or
  - (b) one (1) member of the Executive of the Board of Management and a person authorised by the Board.
- (2) The Secretary must make a written record of each document executed.
- (3) The Execution Clause in authorised documents shall be:
  - Signed and executed by the Citizens Advice Bureau of Western Australia (Inc) in accordance with section 127 of the Corporation Act 2001 (*Cth*) by:

_____	_____
Signature of President	Signature of Executive Board Member/Secretary

_____	_____
Name of President (print)	Name of Executive Board Member/Secretary (print)

## 76. Giving notices to Members

- (1) In this rule:
 

**Recorded** means recorded in the Register of Members.
- (2) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:
  - (a) delivered by hand to the recorded address of the Member; or
  - (b) sent by prepaid post to the recorded postal address of the Member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

## 77. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control in the office of the Association.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Secretary's custody and/or under the Treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Board of Management.
- (4) The books of the Association must be retained for at least seven (7) years.

## 78. Record of office holders

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

## 79. Inspection of records and documents

- (1) Subrule (2) applies to a Member who wants to inspect:
  - (a) the Register of Members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Board of Management Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) the minutes of any general meeting and any reports presented at such meeting.
- (2) The Member must contact the Secretary in writing to make the necessary arrangements for the inspection. The Member must provide a statutory declaration outlining the purpose or reason of their enquiry and must agree to keep the information confidential.
- (3) The inspection must be free of charge.
- (4) Any documents that relate to the minutes of Board of Management Meetings are confidential and available to Board of Management Members only unless the Board otherwise determines.
- (5) The Member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose. Any costs incurred by the Association will be borne by the Member.
- (6) The Member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 80. Publication by Board of Management Members of statements about Association business prohibited

A Board of Management Member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless:

- (1) the Board of Management Member has been authorised to do so at a Board Meeting; and
- (2) the authority given to the Board of Management Member has been recorded in the minutes of the Board Meeting at which it was given.

## 81. Distribution of Surplus Property on cancellation of incorporation or winding up

- (1) In this rule:

**Surplus Property**, in relation to the Association, means property remaining after satisfaction of:

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

but does not include books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its Surplus Property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

## **82. Alteration of Association Rules**

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (2) No change shall be made to these Association Rules except with the approval of a three quarters (75%) majority vote of those present and voting at a general meeting of the Association where at least twenty-one (21) clear days' notice is given in writing of the details of any proposed amendments that have first been given to all financial Members.

## **83. Winding up of the Association**

- (1) A general meeting called for that specific purpose may, by a majority of not less than 75% of the Members present and voting, resolve that the Association be wound up or dissolved.
- (2) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act and is also a registered charity which has similar objects and which is not carried out for the purposes of profit or gain to its individual members and such association shall be determined by resolution of the Members.
- (3) The Board of Management shall continue in office subsequently 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.