

CONSTITUTION AND RULES OF THE QUINNINUP COMMUNITY ASSOCIATION INCORPORATED

In these rules, unless the contrary intention appears **Act** means the Associations Incorporation Act 2015;

1. DEFINITIONS

In these rules unless inconsistent with the context or subject matter:

"THE ASSOCIATION" means Quinninup Community Association Incorporated.

"THE CHAIRPERSON" means the Committee member holding office as the chairperson of the Association.

"THE COMMUNITY" means residents, landowners and business proprietors associated with the village of Quinninup and its surrounds.

"THE COUNCIL" means the Council of the Association as constituted for the time being.

"THE DISTRICT" means the whole of the area within a radius of 10 kilometres from the Community Centre.

"DISTRICT RESIDENT" means a person not being a resident or a proprietor who normally resides or works in the district within 10 kilometres of Quinninup town site.

"GENERAL MEETING" means a general meeting of the members whether ordinary, annual or special.

"LOT 3" means all that piece of land formerly described as Lot 3 on diagram 65102 now the land comprised in Strata Plan 11759.

"LOT 4" means all that piece of land formerly described as Lot 4 on diagram 65102 now the land comprised in Strata Plan 11760.

"LOT 5" means all that piece of land being Lot 5 on diagram 65102 and being the whole of the land comprised in Certificate of Title Volume 1651 Folio 563.

"MEMBER" means a person who is eligible to become a member who has been admitted to membership in accordance with the rules and who thereafter remains eligible to be a member.

"PROPRIETOR" means a person not being a resident who either is:

- a) registered or entitled to be registered as the proprietor of an estate in fee simple in any land within Quinninup, or
- b) carries on a business in Quinninup, or
- c) is a nominee for the purpose of the rules of any company or other body corporate which is registered or entitled to be registered as the proprietor of an estate in fee simple in any land or carries on business within Quinninup.

"QUINNINUP" means Lot 3, Lot 4 and Lot 5.

"RESIDENT" means a person whose usual place of residence is at Quinninup.

"THE RULES" means the Constitution and Rules of the Association as in force for the time being.

"THE SECRETARY" means the Secretary of the Association for the time being and includes any acting or assistant Secretary appointed by the Council to act in the place of or to assist the Secretary.

"THE AUDITOR" means any person who is a member of the Australian Society of Accountants or Institute of Chartered Accountants.

2. NAME

The name of the Association is Quinninup Community Association Incorporated.

3. OBJECTS

The objects of the Association are:

- a) to promote and protect the interests of the community.
- b) to represent the interest of the community in its dealings with government, semi-government and local authorities.
- c) to encourage social intercourse between members of the community.
- d) to promote and protect the environment.

4. POWERS

The Association shall have the following powers:

- a) to purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto
- b) to sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Association
- c) to borrow or raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures, grant mortgages, charges or other securities upon or charging all or any of the property real or personal (both present and future) of the Association and to redeem or pay off any existing or future security
- d) to invest and deal with the monies of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined
- e) to amalgamate, co-operate, affiliate and enter into reciprocal arrangements with any other Association or body having objects wholly or in part similar to those of the Association
- f) to appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant,

- g) to do all such other things as are incidental or conducive to the attainment of the objects of the Association.

5. INCOME AND PROPERTY

Not-for-profit body

The income and property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary benefit or profit to the members provided that remuneration may be paid in good faith to officers and servants of the Association or other persons in return for services actually rendered or goods or property actually supplied or sold to the Association.

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

Note for this rule:

Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

Powers of Incorporated Association – Under Section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes.

6. MEMBERSHIP

Act Requirements – Membership – Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

The following shall be eligible for membership of the Association.

- a) Anyone who supports the Quinninup Community Association Inc., provided that no person under the age of 18 years shall be eligible for membership.
- b) Any company or other body corporate which if a natural person would be a proprietor as defined in either of paragraphs a) or b) of that term in Rule 1, may nominate not more than two persons not otherwise eligible for membership as its nominee or nominees for the purpose of paragraph c) of the said definition. Any person so nominated shall be for all purposes regarded as a proprietor so long as the nomination remains un-revoked.
- c) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.

7. APPLICATION FOR MEMBERSHIP

An eligible person desiring to become a member shall submit an application form that states eligibility and agreement to abide by the rules of the Association.

8. ADMISSION TO MEMBERSHIP

Admission to membership will be automatic when the application form is submitted and subscription fees paid in full. If a member is subsequently deemed unsuitable by a majority vote at a general meeting, then that member will be excluded from the Association.

Act Requirement – Member to receive rules – section 36(1)(b) of the Act provides that the association must give each person who become a member of the association a copy of the rules in force at the time their membership commences. It is acceptable for the association to provide a copy of the rules to new members by electronic transmission or providing the details for the website where the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.

Voting rights of Members - Each ordinary member of the Association has one vote at a general meeting of the Association.

9. RESIGNATION

A member may resign from the Association by giving the Secretary written notice in that behalf and upon receipt of such notice by the Secretary the member shall cease to be a member.

10. REGISTER OF MEMBERS

- a) The Treasurer shall keep and maintain a register of members and their relevant details. Under Section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address. Under Section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.

Under Section 56 of the Act the management committee is authorised by to determine a reasonable charge for providing a copy of the register.

- b) In the event of a member for any reason ceasing to be a member, the Treasurer shall note the register accordingly indicating the manner in which and the date when membership ceased.
- c) It shall be the responsibility of each member to notify the Treasurer in writing of any changes affecting the particulars required to be recorded in respect of such member and in receipt of such member and in receipt of such notification the Treasurer shall amend the register accordingly. Any change to the register must be recorded within 28 days after the change occurs.

11. FINANCE

- a) The membership fee will be determined annually at the Annual General Meeting
- b) The annual subscription shall be due and payable on renewal date of each year.
- c) The financial year of the Association shall commence on 1st day of July in each year and terminate on the last day of June in the following year.
- d) The Treasurer shall keep and maintain such books of account and other financial records as the Council shall from time to time, after consultation with the auditor, direct.

12. GENERAL MEETINGS

- a) All meetings to be General. All Financial Members be allowed to vote. Date and Times of Meetings to be decided by the Committee (known as Council). EXCEPT for Annual General Meetings. These are to be held within 60 days of the end of the financial year.
- b) The Council may call a special general meeting at any time.
- c) Any five members who require a special general meeting to be called may submit a written requisition to that effect to the Secretary. Any such requisition shall state the reason for calling the meeting and the business proposed to be transacted there at. Upon receipt of a requisition the Secretary shall proceed to convene a special general meeting and shall require no authority other than this rule.
- d) At least two weeks written notice shall be given to the members of all Annual General Meetings. The notice shall indicate the time, date and place of the meeting and in the case of a special meeting shall state the reason for calling it and the business proposed to be transacted there at. Notice of a special general meeting called following a requisition from 20% or more members shall state the names of the members who have required the meeting to be called.
- e) General meetings shall be held only at Quinninup.
- f) Notice of Annual General Meetings may be notified electronically or digital messages or delivered to the place of residence or posted to the postal address of members. The

failure of a notice to be delivered or received within the time specified by these rules shall not invalidate the meeting or any business transacted thereat.

13. RESERVED

14. PROCEEDINGS AT GENERAL MEETINGS

- a) The Chairperson shall preside at every general meeting but in his or her absence those present shall appoint one of their number to preside.
- b) Resolutions must be carried by a majority of the Members Present. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- c) No member shall be entitled to move any motion or speak or vote at any general meeting unless all monies then due by him or her to the Association have been paid.
- d) Subject to any directions given by the members present. the order of business shall be determined by the Chairperson.
- e) No motion having the effect of increasing the financial obligations of the members shall be moved unless notice of the motion has been given in the notice calling the meeting.
- f) Apart from the consideration of applications for membership (of which no notice is required of any which may be dealt with at any general meeting), only such business as is notified in the notice of the meeting shall be transacted at a special general meeting.
- g) At all General Meetings 5 (five) Members Present including as permitted under rules 14i) and 14j) shall constitute a quorum.
- h) If within 30 minutes of the time appointed for the meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes. Whenever possible the Secretary shall notify the members of the adjourned meeting but the failure to notify any member shall not invalidate the meeting or any business transacted thereat.
- i) A Member not physically Present at a Meeting may participate in the Meeting by the use of technology that allows that Member and the other Members Present at the Meeting to simultaneously communicate with each other.
- j) A Member participating in a Meeting as permitted under rule 14i) is deemed to be Present at the Meeting and, if the Member votes at the Meeting, is taken to have voted in person.

15. OFFICERS OF THE ASSOCIATION

- a) The officers of the Association shall be:

- i) the Chairperson
 - ii) the Secretary
 - iii) the Treasurer
 - iv) at least three more members of Council
- b) The officers shall be elected annually at the annual general meeting. They shall take office at the conclusion of the meeting at which they are elected and remain in office until the conclusion of the next annual general meeting.
- c) The meeting will appoint a Pro-temporary Chairperson to conduct the election of the Committee. Election will be by proposing and seconding of names. In case of more than one name being proposed and seconded for the same office, the Pro-temporary Chairperson will call for a show of hand to determine the result.
- d) No person shall be elected to any office (other than auditor) unless he or she is a member and unless all monies then due by him or her to the Association have been paid.
- e) The auditor may be a member but shall not hold any other office.
- f) Any casual vacancy shall be filled by the council members at the next ordinary council meeting. The person so elected shall hold office until the conclusion of the next Annual General Meeting.

16. CHAIRPERSON

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

17. SECRETARY

The Secretary has the following duties:

- a) dealing with the Association's correspondence;
- b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
- d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;

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

18. TREASURER

The treasurer has the following duties:

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

19. WHEN MEMBERSHIP CEASES

- a) A person ceases to be a committee member if the person:
 - i) Dies or otherwise ceases to be a member, or
 - ii) Resigns from the committee or is removed from office under rule 36, or
 - iii) Becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act,

- iv) Becomes permanently unable to act as a committee member because of a mental or physical disability, or
- v) Fails to attend 3 consecutive Committee meetings or which the person has been given notice, without having notified the Committee that the person will be unable to attend.

20. CUSTODY OF BOOKS AND SECURITIES

Custody of books and securities

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

21. MANAGEMENT

- a) The management of the business and affairs of the Association shall be vested in a Council which shall be comprised of the officers (other than the auditor) and not more than four additional members co-opted by the officers.
- b) A co-opted Council member shall remain in office until the expiration of the next annual general meeting.
- c) The Council may exercise all powers of the Association as are not by these rules required to be exercised by the Association in general meeting subject nevertheless to any directions that a general meeting shall give from time to time but no direction of a general meeting shall invalidate any prior act of the Council which would have been valid if such direction had not been given.

22. MEETINGS OF COUNCIL

- a) The Council shall meet for the despatch of business so often as the Chairperson or Secretary shall consider necessary but not less than once in every quarter.
- b) At least one week's notice shall (if possible) be given to each Council member of the date, time and place of each Council meeting.
- c) The Chairperson shall preside at all meetings of the Council or in his or her absence those present shall choose one of their number to be Chairperson of such meeting.

- d) Questions arising at any meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the Chairperson shall have a second or casting vote.

23. AUDIT

- a) Once at least in every year the accounts of the Association shall be examined by the auditor who shall supervise the preparation of a balance sheet and other appropriate accounts and schedules to be submitted to the annual general meeting.
- b) The auditor shall at all reasonable times have access to the books and accounts of the Association.
- c) The auditor shall make a report to the members upon the balance sheet and accounts to be submitted to each annual general meeting and in every such report shall state whether in his opinion they are properly drawn up so as to exhibit a true and correct view of the Association's affairs.

24. BANKING

- a) All monies received by the Treasurer belonging to the Association shall be deposited as soon as possible after their receipt to the credit of the Association's bank account.
- b) Money shall be withdrawn from the bank account by cheque or via internet banking duly signed/approved by any two of the officers (other than the auditor).
- c) Use of Debit Card and Single Signature Authority
 - i) The Association may authorise the use of a debit card linked to its bank account for the payment of approved expenses.
 - ii) The debit card may be used under a single signature authority, provided that:
 - 1) The expenditure has been approved by the Committee prior to the transaction, either as part of a budget or through a specific resolution;
 - 2) The payment is consistent with the purpose and amount approved;
 - 3) A valid receipt or other proof of purchase is provided to the Treasurer within 30 days of the transaction; and
 - 4) The Treasurer shall ensure that all debit card transactions are reported to the Committee at the next scheduled meeting.
 - iii) The Committee shall review debit card transactions periodically to ensure compliance with this clause.
 - iv) Any use of the debit card without prior approval of the Committee shall be deemed unauthorised and may be subject to disciplinary action as determined by the Committee.

25. COMMON SEAL

- a) The Association shall have a Common Seal on which shall appear the full name of the Association and the words Common Seal.
- b) The Common Seal shall be kept in the custody of the Secretary and shall not be affixed to any deed, instrument or other document except at a meeting of the Council pursuant to a resolution of the Council.
- c) The Chairperson and the Secretary shall counter sign the affixation of the Common Seal.
- d) The Secretary shall keep a record of all documents to which the Common Seal is affixed.

26. ALTERATION OF RULES

- a) No object, power or rule shall be repealed or amended and no new object, power or rule shall be made except upon a resolution carried by a three quarter majority of the members present and voting at a general meeting the notice of which shall have set out in full the proposed repeal or amendment or new provision.
- b) No repeal or amendment or new provision shall take effect unless and until any consent required by law has been obtained and all other legal formalities associated with the Associations Incorporation Act 2015 have been attended to.

27. DISPUTES AND MEDIATION

- a) The grievance procedure set out in this rule applies to disputes under these rules between;
 - i) a member and another member; or
 - ii) a member and the Association; or
 - iii) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- b) 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.
- c) 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.
 - i) The mediator must be;
 - ii) a person chosen by agreement between the parties; or
 - iii) in the absence of agreement;

- a) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - b) in the case of a dispute between a member or relevant non-member (as defined by sub-rule 27 a) iii) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- e) A member of the Association can be a mediator.
- f) The mediator cannot be a member who is a party to the dispute.
- g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator, in conducting the mediation, must;
 - i) give the parties to the mediation process every opportunity to be heard;
 - ii) allow due consideration by all parties of any written statement submitted by any party; and
 - iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i) The mediator must not determine the dispute.
- j) The mediation must be confidential and without prejudice.
- k) 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.

28. DISSOLUTION

- a) The Association may be dissolved or wound up by a resolution of a special general meeting called for that purpose.
- b) If upon the dissolution or winding up of the Association there remain after satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other association or institution having objects similar wholly or in part to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable object or objects which association, institution or object shall be determined by the members at or before the time of dissolution or winding up or in default thereof or if and in so far as effect cannot be given to such determination then such payment or distribution shall be determined by a Justice of the Peace.