



Awards WA Inc.

RULES OF ASSOCIATION

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1. **PRELIMINARY**

1.1 **Name of Association**

The name of the Association is Awards WA Inc. herein after referred to as Awards WA.

1.2 **Objects of Association**

The objects and purposes of Awards WA are:

- (a) To finance, administer and promote The Duke of Edinburgh's International Award in Western Australia.
- (b) To finance, administer and promote other Awards and Programs that the Board considers appropriate from time to time.

1.3 **Quorum for Board Meetings**

A majority of the standing Board Members constitute a quorum for the conduct of the business at a Board Meeting.

1.4 **Quorum for General Meetings**

10 percent (10%) of Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

1.5 **Financial Year**

- (a) Awards WA's Financial Year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.
- (b) The first Financial Year of Awards WA shall be the period ending on the next 30 June not exceeding 15 months following incorporation.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

Act means the Association's *Incorporation Act 2015*;

AGM means the annual general meeting convened under rule 26.1;

Board means the Board of Management required by the Act which is the body responsible for the management of the affairs of Awards WA;

Board Meeting means a meeting referred to in rule 17.1;

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

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

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

Committee means a subsidiary committee duly formed by Awards WA or the Board.

Financial Records has the meaning given to it in section 62 of the Act and includes:

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

Financial Report has the meaning given to it in sections 62 and 63 of the Act;

Financial Statements has the meaning given to it in section 62 of the Act;

Financial Year has the meaning given to it in Rule 1.5;

General Meeting means a meeting of Awards WA which all Members (including Associate Members) are invited to attend;

Member means a person (including a body corporate) who becomes a Member of Awards WA under these Rules;

Ordinary Resolution means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

Poll means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

Rules mean these rules of Awards WA as amended from time to time under Rule 27.2;

Special Resolution is a resolution of Awards WA passed in accordance with rule 22.1;

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

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

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

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

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

2.2 Notices

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee;
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register referred to in Rule 9.1.

3. POWERS OF AWARDS WA

3.1 Powers of Awards WA

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

4. NOT FOR PROFIT

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

5. PATRON AND VICE PATRON

Determination is dependent on the following:

5.1 Patron

Awards WA may, at its discretion, elect a Patron/s of Awards WA for such period as may be deemed necessary. Such Patron/s shall not be eligible to vote unless they are current members of Awards WA under a category of membership under rule 6.3.

- (a) The Patron/s of Awards WA shall be the Governor of the State of Western Australia subject to his or her acceptance of the Office.

5.2 Vice Patron

Awards WA, at its Annual General Meeting, may appoint annually on the recommendation of the Board as many Vice Patrons as it considers necessary, subject to approval of that person or persons. The Vice Patron/s shall not be eligible to vote unless they are current members of Awards WA under a category of membership under rule 6.3.

6. MEMBERSHIP

Membership shall be open to any person who wishes to further the interests of Awards WA and/or at the discretion of the Board

6.1 Minimum Number of Members

Awards WA must have at least six (6) Members with full voting rights.

6.2 Qualifications for Membership

The by-laws of Awards WA made under rule 28 may require members to hold specified educational, trade or professional qualifications;

- (a) Awards WA must comply with all legal and regulatory obligations that apply to Awards WA when assessing eligibility of an applicant for membership; and
- (b) A person under the age of 18 years is not to belong to a class of membership that confers voting rights.

6.3 Types of Membership

- (a) The membership of Awards WA consists of:
 - (i) Ordinary Members;
 - (ii) Associate Members; and
 - (iii) Life Members.
- (b) Ordinary Members have all the rights provided to Members under the Rules, including the right to vote and other rights and benefits as determined by the Board or by resolution of Members at a General Meeting.
- (c) Associate Members have no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Board or by resolution of Members at a General Meeting;
 - (i) Awards WA may have any category of Associate Membership determined by resolution of Members at a General Meeting, including award membership, volunteer membership, honorary membership, or other categories that the Board considers appropriate from time to time.

- (d) Any member may nominate a person to the Board for consideration for Life Membership. The Board will consider all nominations and may recommend any member who has given outstanding service to Awards WA as a Life Member. At the Annual General Meeting, the membership will vote on whether to accept or decline the recommendation for a new Life Member. Such Life Members shall not be eligible to vote unless they are current members of the Association under a category of membership under rule 6.3. Life Members will not need to pay any subscriptions under rule 10.
- (e) The maximum number of ordinary Members is unlimited unless Awards WA in a General Meeting decides otherwise.

6.4 Becoming a Member

- (a) An Applicant becomes a Member if:
 - (i) apply in writing to Awards WA on such a form as the Board from time to time directs; and
 - (ii) pay any relevant subscription determined under rule 10.
- (b) If Awards WA has more than one class of membership, the application form must specify the applicable class of membership.
- (c) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these rules, when rule 6.4(a) has been fulfilled.

7. LIABILITY AND ENTITLEMENTS OF MEMBERS

7.1 Membership Voting Rights of Members

- (a) Each Ordinary Member of Awards WA has one vote at a General Meeting of Awards WA.

7.2 Liability of Members

- (a) A Member is only liable for their outstanding subscription fees payable under rule 10, if any.
- (b) Subject to rule 7.2(a), a Member is not liable, by reason of the person's Membership, for the liabilities of Awards WA or the cost of winding up Awards WA.
- (c) Rule 7.2(b) does not apply to liabilities incurred by or on behalf of Awards WA by the Member before incorporation.

7.3 Payment to Members

- (a) Subject to rule 7.3(b), no portion of the income or property of Awards WA may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 7.3(a) does not prevent:
 - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to Awards WA or for goods supplied in the ordinary and usual course of business;

- (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
- (iii) the payment of reasonable and proper rent by Awards WA to a Member for premises leased by the Member to Awards WA; or
- (iv) the reimbursement of expenses incurred by any Member or any Board Member on behalf of Awards WA.

7.4 Membership Entitlements not Transferable

- (a) A right, privilege or obligation that a person has because he or she is a Member of Awards WA:
 - (i) is not capable of being transferred to any other person; and
 - (ii) ends when the person's membership ceases.

8. CEASING TO BE A MEMBER

8.1 Ending Membership

- (a) A person's membership ends, if the person:
 - (i) dies;
 - (ii) ceases to be a Member under rule 10.2(d);
 - (iii) resigns as a Member under rule 8.2;
 - (iv) fails to pay any subscription within two months of the due date; or
 - (iv) is expelled from Awards WA under rule 8.3.
- (b) For a period of one year after a person's membership ends, Awards WA must keep a record of:
 - (i) the date on which a person ceases to be a Member under rule 8.1(a); and
 - (ii) the reason why the person ceases to be a Member.

8.2 Resigning as a Member

- (a) A Member who has paid all amounts payable by the Member to Awards WA in respect of their membership, may resign from membership by giving written notice of their resignation to Awards WA.
- (b) Any Member who resigns from Awards WA remains liable to pay to Awards WA any outstanding fees which may be recovered as a debt due to Awards WA by the Member.

8.3 Suspending or Expelling Members

- (a) The Board shall have the power to reprimand, suspend, expel or otherwise deal with any Member of Awards WA, by resolution at a Board meeting, for any of the following:

- (i) the Member refuses or neglects to comply with any rule, regulation or procedure set down by Awards WA;
 - (ii) false or inaccurate statements made in the Member's application for membership of Awards WA; or
 - (iii) the Member's conduct or behaviour is detrimental to the interests of Awards WA.
- (b) Once the Board has decided to suspend or expel a Member under rule 8.3(a), the Member is immediately suspended or expelled from membership.
- (c) Awards WA must inform the Member in writing of the decision of the Board and the reasons for the decision, within 7 days of the Board Meeting referred to in rule 8.3(a).

8.4 Right of Appeal of against Suspension or Expulsion

- (a) If a Member is suspended or expelled under rule 8.3, the person may appeal the Board decision by giving written notice to Awards WA within 14 days of receiving notice of the Board's decision under rule 8.3 requesting the right to present their case to a Committee convened by the Board.

8.5 Reinstatement of a Member

If the Board's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Board or Members in General Meeting during the period that the Member was suspended or expelled from Membership under rule 8.3(b), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

8.6 When a Member is Suspended

- (a) If a Member's membership is suspended under rule 8.3(a), Awards WA must record in the Register:
- (i) the name of the Member that has been suspended from membership; and
 - (ii) the date on which the suspension takes effect and where relevant length.
- (b) A Member that has been suspended under rule 8.3(a) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, Awards WA must record in the Register that the Member is no longer suspended.

9. MEMBERSHIP REGISTER

9.1 Register of Members

- (a) The Chief Executive Officer shall ensure that a register of members is kept and maintained.
- (b) The Register must contain:
- (i) the full name of each Member;

- (ii) a contact postal, residential or email address of each Member;
 - (iii) the class of membership held by the Member;
 - (iv) the date on which the person became a Member; and
 - (v) any change in membership of Awards WA must be recorded in the Register within 28 days after the change occurs.
- (c) The register must be kept and maintained at the Head Office of Awards WA or at such other place as the Board decides.

9.2 Inspecting the Register

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to Awards WA and the Member.
- (b) A Member must contact the Chief Executive Officer to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

9.3 Copy of the Register

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Board may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of Awards WA.
- (c) Awards WA may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time.

9.4 When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to Awards WA or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board, or
- (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of Awards WA; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

10. MEMBERSHIP FEES

10.1 Entrance Fee

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

10.2 Annual Membership Fee

- (a) The Board may from time to time determine the amount of the annual membership fee, if any, to be paid by each Member or each class of Members.
- (b) Each Member must pay the Member's annual membership fee determined under rule 10.2(a) to Awards WA, as and when decided by the Board.
- (c) If a Member pays the annual membership fee within 3 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to rule 10.2(e), if a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member.
- (e) If a person ceases to be a Member under rule 10.2(d), and subsequently pays to the Association all the Member's outstanding fees, the Board may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

11. POWERS AND COMPOSITION OF THE BOARD

11.1 Powers of the Board

- (a) The governing body of Awards WA is to be called the Board and it has authority to control and manage the affairs of Awards WA.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by Awards WA in a General Meeting, the Board:
 - (i) may exercise all powers and functions as may be exercised by Awards WA, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members;
 - (ii) has power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of Awards WA;
 - (iii) have the power to co-opt any person with appropriate experience or expertise to assist the Board and/or appoint any committee/s as required for specific purposes;
 - (iv) appoint a Chief Executive Officer to have custody of Awards WA records, documents and securities and
 - (v) notwithstanding 11.1(a) to 11.1 (b) the Board will delegate to the Chief Executive Officer the responsibility for the day to day management of the staff and operations of Awards WA.

11.2 Board Members

- (a) The Board is to consist of:
 - (i) the office holders of Awards WA; and
 - (ii) not less than three other Members.
- (b) The Board shall consist of a minimum of six (6) and a maximum of 12 persons, three (3) of whom are office holders,
- (c) The office holders of Awards WA are:
 - (i) the Chairperson;
 - (ii) the Vice-Chairperson; and
 - (iii) the Treasurer, who also acts as and carries out the duties of public officer of Awards WA.
- (d) Board Member must be:
 - (i) a natural person;
 - (ii) over 18 years in age; and
 - (iii) a Member.
- (e) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.
- (f) No person shall be entitled to hold a position on the Board if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

12. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS

12.1 Obligations of the Board

- (a) The Board must take all reasonable steps to ensure Awards WA complies with its obligations under the Act and these Rules.

12.2 Responsibilities of Board Members

- (a) A Board Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- (b) A Board Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of Awards WA and for a proper purpose.
- (c) A Board Member or former Board Member must not improperly use information obtained because he or she is a Board Member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to Awards WA.
- (d) A Board Member or former Board member must not improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to Awards WA.
- (e) A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of Awards WA; and
 - (iii) not be present while the matter is being considered at the Board Meeting or vote on the matter.
- (f) Rule 12.2(e) does not apply in respect of a material personal interest that:
 - (i) exists only because the Board Member belongs to a class of persons for whose benefit Awards WA is established; or
 - (ii) the Board Member has in common with all, or a substantial proportion of, the members of Awards WA.
- (g) A person appointed by the Board, must record every disclosure made by a Board Member under rule 12.2(e) in the minutes of the Board Meeting at which the disclosure is made.
- (h) No Board Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of Awards WA unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.

12.3 **Record of Office Holders**

- (a) The Chief Executive Officer shall ensure that a record of office holders is kept and maintained.
- (b) The record of office holders must include:
 - (i) the full name of each office holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current contact postal, residential or email address of each office holder.

- (c) The record of office holders must be kept and maintained at the Head Office of Awards WA, or at such other place as the Board decides.

12.4 Inspecting the Record of Office Holders

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

13. APPOINTING BOARD MEMBERS

13.1 Appointment to the Board

Board Members are appointed to the Board by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 14.1(b).

13.2 Nominating for Membership of the Board

- (a) At least 42 days before an annual general meeting, the Chief Executive Officer will seek nominations from its membership by way of public advertising or any other means considered appropriate.
- (b) A Member who wishes to be a Board Member must
 - (i) apply in writing to the Chief Executive Officer at least 28 days before the annual general meeting on such a form as the Board from time to time directs , and:
 - (ii) be nominated by a Member.
- (c) The nomination form must be signed by the candidate and the nominee.

13.3 Electing Board Members

- (a) If the number of valid nominations received under rule 13.2 is equal to the number of vacancies to be filled for the relevant position on the Board, the Member nominated shall be deemed to be elected at the AGM.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Board, elections for the positions must be conducted at the AGM.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Board, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Board that remain, each relevant position on the Board is declared vacant by the person presiding at the AGM and rule 14.1(b) applies.

- (f) The elections for office holders or ordinary Board Members are to be conducted at the AGM in the manner directed by the Board.

13.4 Voting in Elections for Membership of the Board

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

13.5 Term of Office of Board Members

- (a) The Board Members appointed on incorporation of Awards WA will hold office until the conclusion of the first AGM of Awards WA and will be eligible for re-election.
- (b) At each AGM of Awards WA, the appointment of the Board Members at the AGM will be for a term of two years.
- (c) Subject to rule 13.5(a), a Board Member's term will commence on the date of his or her:
 - (i) election at an AGM; or
 - (ii) appointment to fill a casual vacancy that arises under rule 14.1(b).
- (d) All retiring Board Members are eligible, on nomination under rule 13.2, for re-election.

14. CEASING TO BE A MEMBER OF THE BOARD

14.1 Vacant Positions on the Board

- (a) A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
 - (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes disqualified from holding a position under rule 11.2 (e) or (f) as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office under rule 14.2;
 - (vi) is removed from office under rule 14.3; or
 - (vii) is absent from more than:
 - A. three consecutive Board Meetings without a good reason; or
 - B. three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings,

where the Member received notice of the meetings, and the Board has resolved to declare the office vacant.

- (b) If a position on the Board is declared vacant under rule 13.3(e), or there is a casual vacancy within the meaning of rule 14.1(a), the continuing Board Members may:
 - (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - (ii) subject to rule 1.3 and 14.1(c), act despite the vacant position on the Board.
- (c) If the number of Board Members is less than the number fixed under rule 1.3 as the quorum for Board Meetings, the continuing Board Members may act only to:
 - (i) increase the number of Members on the Board to the number required for a quorum; or
 - (ii) convene a General Meeting of Awards WA.

14.2 Resigning from the Board

- (a) A Board Member may resign from the Board by giving written notice of resignation to Awards WA.

14.3 Removal from Board

- (a) Subject to rule 14.1(a)(vii), a Board Member may only be removed from his or her position on the Board by resolution at a General Meeting of Awards WA if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The Board Member who faces removal from the Board must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Board.
- (c) If all Board Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Board. The interim Board must, within two months, convene a General Meeting of Awards WA for the purpose of electing a new Board.

15. CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall be appointed by the Board for such terms and employment conditions as it deems appropriate.
- (b) The Chief Executive Officer shall manage and administer the affairs of Awards WA in accordance with the Rules and with the procedures set down by Awards WA. The Chief Executive Officer has the power to perform all such things as appear necessary or desirable for the proper management and operation of Awards WA.
- (c) The Chief Executive Officer shall establish and maintain proper records concerning all contracts, transactions, business, meetings, correspondence and dealings of Awards WA and shall produce these as appropriate at each Board or General Meeting, or as requested by the Chairperson or an Office Holder.

- (d) The Chief Executive Officer may employ such personnel as deemed necessary or appropriate from time to time and for such terms and conditions as the Chief Executive Officer deems appropriate.
- (e) The Chief Executive Officer shall be present at meetings of the Board and be heard by the Board on any matter being considered by it, but shall have no entitlements to vote.
- (f) The Chief Executive Officer shall act as and carry out the duties of Secretary of Awards WA, other than set out in rule 17.4(i), and shall administer and manage Awards WA in accordance with this Rules of Association.

16. **AUDITOR**

- (a) The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- (b) The Auditor/s shall examine and audit all the books and accounts of Awards WA annually, and have the power to call for all books, papers, accounts, receipts etc of Awards WA and report thereon to the Annual General Meeting.

17. **BOARD MEETINGS**

17.1 **Meetings of the Board**

- (a) The Board must meet at least four times in each year.
- (b) The Board is to determine the place and time of all Board Meetings.
- (c) Meetings of the Board may be convened under rule 17.2 by:
 - (i) the Chairperson; or
 - (ii) any two Board Members.

17.2 **Notice of Board Meetings**

- (a) Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days oral or written notice of the meeting of the Board shall be given to each Board Member by the Chief Executive Officer. The agenda shall be forwarded to each Board Member not less than five days prior to such meeting.
- (b) Notice of a Board Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to rule 17.2(d), only the business specified on the notice of the Board Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Board Meetings if the Board Members present at a Board Meeting unanimously agree to treat the business as urgent.

17.3 **Chairing at Board Meetings**

- (a) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside as Chairperson of each Board Meeting.

- (b) If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the remaining Board Members must choose one of their number to preside as Chairperson at the Board Meeting.

17.4 Procedure of the Board Meeting

- (a) The quorum for a Board Meeting is specified at rule 1.3. The Board cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under rule 17.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Board Members personally present will constitute a quorum.
- (d) Board Meetings may take place:
 - (i) where the Board Members are physically present together; or
 - (ii) where the Board Members are able to communicate by using any technology that reasonably allows the Board Member to participate fully in discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the Member in the Board Meeting must be made known to all other Members.
- (e) A Board Member who participates in a meeting as set out in rule 17.4(d)(ii):
 - (i) is deemed to be present at the Board Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the Board Member notifies the other Board Members that he or she is no longer taking part in the Board Meeting.
- (f) Subject to these Rules, the Board Members present at the Board Meeting are to determine the procedure and order of business to be followed at a Board Meeting.
- (g) All Board Members have the right to attend and vote at Board Meetings.
- (h) All Members, or other guests, may attend Board Meetings if invited by the Board but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (i) A person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all Board Meetings together with a record of the names of persons present at each meeting.
- (j) A resolution in writing, signed or assented to by electronic mail or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.

17.5 **Voting at Board Meetings**

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

17.6 **Acts not Affected by Defects or Disqualifications**

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

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

18. **REMUNERATION OF BOARD MEMBERS**

- (a) Awards WA may pay a Board Member's travelling and other expenses as properly incurred:
 - (i) in attending Board Meetings or committee meetings;
 - (ii) in attending any General Meetings of Awards WA; and
 - (iii) in connection with Awards WA business.
- (b) Board Members must not receive any remuneration for their services as Board Members other than as described at rule 18(a).

19. **COMMITTEES AND DELEGATION**

19.1 **Committees and Subsidiary Offices**

- (a) To help the Board in the conduct of Awards WA's business, the Board may, in writing, do either or both of the following:
 - (i) appoint one or more committees; and
 - (ii) create one or more subsidiary offices and appoint people to those offices.
- (b) A committee may consist of the number of people, whether or not members, that the Board considers appropriate. .
- (c) A person may be appointed to a subsidiary office whether or not the person is a member.
- (d) Subject to any directions by the Board:

- (i) a committee may meet and conduct business as it considers appropriate; and
- (ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

19.2 **Delegation to Committees and Holders of Subsidiary Offices**

- (a) In this rule **non-delegable duty** means a duty imposed on the Board by the Act or another written law.
- (b) The Board may, in writing delegate to a committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than:
 - (i) the power to delegate; and
 - (ii) a non-delegable duty.
- (c) A power or duty, the exercise or performance of which has been delegated to a committee or the holder of a subsidiary office under this rule, may be exercised or performed by the committee or holder in accordance with the terms of the delegation.
- (d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (e) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (f) Any act or thing done by a committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (g) The Board may, in writing, amend or revoke the delegation.

20. **GENERAL MEETINGS**

20.1 **Procedure for General Meetings**

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

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

20.2 Quorum for General Meetings

- (a) The Quorum for General Meetings is specified in rule 1.4.
- (b) Subject to rules 20.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting lapses; or
 - (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

20.3 Notice of General Meetings and Motions

- (a) Awards WA must give at least:
 - (i) 14 days' notice of a General Meeting to each Member, or
 - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
 - (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 2.2.

20.4 Presiding Member

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

20.5 **Adjournment of General Meetings**

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, Awards WA must give notice of the adjourned meeting in accordance with rules 2.2 and 20.1 as if that General Meeting was a new General Meeting.

21. **SPECIAL GENERAL MEETINGS**

21.1 **Special General Meeting**

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

21.2 **Request for Special General Meeting**

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

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

21.3 **Failure to Convene Special General Meeting**

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

22. **MAKING DECISIONS AT GENERAL MEETINGS**

22.1 **Special Resolutions**

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 22.1(c).
- (b) A Special Resolution of Awards WA is required to:
 - (i) amend the name of Awards WA;

- (ii) amend the Rules, under rule 27.2;
 - (iii) affiliate Awards WA with another body;
 - (iv) transfer the incorporation of Awards WA;
 - (v) amalgamate Awards WA with one or more other incorporated associations;
 - (vi) voluntarily wind up Awards WA;
 - (vii) cancel incorporation; or
 - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
- (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;
 - (iv) set out the wording of the proposed Special Resolution; and
 - (v) be given in accordance with rule 2.2.
- (d) If notice is not given in accordance with rule 22.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

22.2 Ordinary Resolutions

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

22.3 Voting at meetings

- (a) Subject to these Rules, each ordinary Member has one vote at a General Meeting of Awards WA.
- (b) A person casts a vote at a meeting either by:
 - (i) voting at the meeting either in person or through the use of technology as under rule 20.1(a)(ii); or
 - (ii) by proxy.
- (c) In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member or their proxy is not entitled to vote at any General Meeting of Awards WA unless all money due and payable by the Member or their proxy to Awards WA has been paid in accordance with rules 10.1 and 10.2.

- (e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 20.3.

22.4 Proxies

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

22.5 Manner of Determining Whether Resolution Carried

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

22.6 Poll at General Meetings

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

23. MINUTES OF MEETINGS

23.1 Minutes of Meetings

- (a) A person authorised by the Board from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Board Meetings together with a record of the names of persons present at each meeting.
- (b) The Chairperson must ensure that the minutes of a General Meeting or Board Meeting under rule 23.1(a) are reviewed and signed as correct by:
 - (i) the Chairperson of the General Meeting or Board Meeting to which those minutes relate; or
 - (ii) the Chairperson of the next succeeding General Meeting or Board Meeting.
- (c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Board Meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting or Board Meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (d) The minutes of General Meetings may be inspected by a Member under rule 30.2.
- (e) The minutes of Board Meetings may be inspected by a Member under rule 30.2 unless the Board determines that the minutes of Board Meetings generally, or the minutes of a specific Board Meeting are not to be available for inspection.

24. FUNDS AND ACCOUNTS

24.1 Control of Funds

- (a) The funds of Awards WA must be kept in an account in the name of Awards WA in a financial institution determined by the Board.
- (b) The funds of Awards WA are to be used in pursuance of the objects of Awards WA.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of Awards WA must be signed by:
 - (i) any two Board Members; or
 - (ii) one Board Member and a person authorised by the Board.
- (d) All expenditure above the maximum amount set by the Board from time to time must be approved or ratified at a Board Meeting.

24.2 Source of Awards WA Funds

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

24.3 Financial Records

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

24.4 Financial Statements and Financial Reports

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

24.5 Review or Audit of Financial Statements or Financial Report

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

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

25. **FINANCIAL YEAR OF AWARDS WA**

The financial year of Awards WA is at rule 1.5.

26. **ANNUAL GENERAL MEETINGS**

26.1 **Annual General Meeting**

- (a) Subject to rules 26.1(b) and 26.1(c), Awards WA must convene an AGM each calendar year:
 - (i) within 6 months after the end of Awards WA's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) Awards WA may hold its first AGM at any time within the period of 15 months after incorporation under the Act.
- (c) If Awards WA requires the approval from the Commissioner to hold its AGM within a longer period under rule 26.1(a)(ii), the Chief Executive Officer must apply to the Commissioner no later than four months after the end of Awards WA's Financial Year.

26.2 **Notice of AGM**

The notice convening an AGM must specify that it is the AGM of Awards WA and otherwise must comply with rules 2.2 and 20.3 (as applicable).

26.3 **Business to be Conducted at AGM**

- (a) Subject to rule 26.1, the AGM of Awards WA is to be convened on a date, time and place as the Board decides.
- (b) The ordinary business of the AGM is as follows:
 - (i) to confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - (ii) if Awards WA is a Tier 1 Association, to receive the Financial Statements of Awards WA for the preceding Financial Year;
 - (iii) if Awards WA is a Tier 2 Association or a Tier 3 Association, to receive the Financial Report of Awards WA for the preceding Financial Year;

- (iv) to appoint or remove a reviewer or auditor in accordance with the Act subject to rule 16(a);
- (v) to present a copy of the report of the reviewer or the auditor's report to Awards WA;
- (vi) to elect or appoint the office holders and ordinary Board Members;
- (vii) to confirm or vary the subscriptions and other amounts (if any) to be paid by members and;
- (viii) any other business of which notice has been given in accordance with these rules may be conducted at the AGM.

27. **RULES OF ASSOCIATION**

27.1 **Rules of Awards WA**

- (a) These Rules bind every Member and Awards WA and each Member agrees to comply with these Rules.
- (b) Awards WA must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 6.4.
- (c) Awards WA must keep a current copy of the Rules.

27.2 **Amendment of Rules, Name and Objects**

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

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

28. **BY-LAWS OF AWARDS WA**

- 28.1 The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By-Laws") for the proper advancement, management and administration of Awards WA, the advancement of the objects of Awards WA

as it thinks necessary or desirable. Such By-Laws must be consistent with this Rules of Association.

28.2 The by-laws made under rule 28.1:

- (a) Do not form part of the Rules;
- (b) May make provision for:
 - (i) classes of Membership and the rights and obligations that apply to each class of Membership;
 - (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (iii) restrictions on the powers of the Board including the power to dispose of assets;
 - (iv) a requirement for members to hold a specified educational, trade or professional qualification; and
 - (v) any other matter that Awards WA considers necessary or appropriate.
- (c) Must be available for inspection by Members.

29. **AUTHORITY REQUIRED TO BIND ASSOCIATION**

29.1 **Executing Documents**

- (a) Awards WA may execute a document without using a common seal if the document is signed by:
 - (i) any two Board Members; or
 - (ii) one Board Member and the Chief Executive Officer.

29.2 **Use of the Common Seal**

- (a) If Awards WA has a common seal on which its corporate name appears in legible characters:
 - (i) the Chief Executive Officer must provide for its safe custody; and
 - (ii) it must only be used under resolution of the Board.
- (b) Awards WA executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (i) any two Board Members; or
 - (ii) one Board Member and the Chief Executive Officer.
- (c) Every use of the common seal must be recorded in the Board's minute book.

30. AWARDS WA'S BOOKS AND RECORDS

30.1 Custody of the Books of Awards WA

- (a) Except as otherwise decided by the Board from time to time, the Chief Executive Officer must keep in his or her custody or under his or her control all of the Books of Awards WA.
- (b) The Books of Awards WA must be retained for at least 7 years.

30.2 Inspecting the Books of Awards WA

- (a) Subject to these rules, and in particular rule 23.1(e), a Member is able to inspect the Books of Awards WA free of charge at such time and place as is mutually convenient to Awards WA and the Member.
- (b) A Member must contact the Chief Executive Officer to request to inspect the Books of Awards WA.
- (c) The Member may copy details from the Books of Awards WA but has no right to remove the Books of Awards WA for that purpose.

30.3 Prohibition on Use of Information in the Books of Awards WA

- (a) A Member must not use or disclose information in the Books of Awards WA except for a purpose:
 - (i) that is directly connected with the affairs of Awards WA; or
 - (ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

30.4 Returning the Books of Awards WA

- (a) Outgoing Board Members are responsible for transferring all relevant assets and Books of Awards WA to the new Board within 14 days of ceasing to be a Board Member.

31. RESOLVING DISPUTES

31.1 Disputes Arising under the Rules

- (a) This rule applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between Awards WA and one or more Membersthat arise under the rules or relate to the rules of Awards WA.
- (b) In this rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Chief Executive Officer of the parties to, and details of, the dispute.
- (e) Awards WA must convene a Board Meeting within 28 days after Awards WA receives notice of the dispute under rule 31.1(d) for the Board to determine the dispute.
- (f) At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (g) Awards WA must inform the parties to the dispute of the Board's decision and the reasons for the decision within 7 days after the Board Meeting referred to in rule 31.1(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Board they may elect to initiate further dispute resolution procedures as set out in the Rules.

31.2 **Mediation**

- (a) This rule applies:
 - (i) where a person is dissatisfied with a decision made by the Board under rule 31.1; or
 - (ii) where a dispute arises between a Member or more than one Member and Awards WA and any party to the dispute elects not to have the matter determined by the Board.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 8.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31.1(c), or a party to the dispute is dissatisfied with a decision made by the Board under rule 31.1(g) a party to a dispute may:
 - (i) provide written notice to the Chief Executive Officer of the parties to, and the details of, the dispute;
 - (ii) agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - A. if the dispute is between a Member and another Member – a person appointed by the Board; or
 - B. if the dispute is between a Member or more than one Member and Awards WA, the Board or a Board Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

31.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

32. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) Awards WA may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that Awards WA will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) Awards WA must be wound up under rule 32(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of Awards WA, the Surplus Property must only be distributed to one or more of the following:
 - (i) an incorporated association under the Act;
 - (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - (iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
 - (iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001(Cwth);

- (v) a body corporate that:
 - A. is a Member or former member of Awards WA; and
 - B. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - (vi) a trustee for a body corporate referred to in rule 32(c)(v); or
 - (vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.
- (d) Having Objects similar to those of Awards WA.