

**FREE REFORMED RETIREMENT VILLAGE ASSOCIATION
(INC.)**

Constitution

**(Adopted by a special resolution on 13th September 2018 and approved by the
Department of Mines, Industry Regulation and Safety effective _____
2018)**

PART 1 — PRELIMINARY

1. Name and Foundation

- (1) The name of the Association is “FREE REFORMED RETIREMENT VILLAGE ASSOCIATION (INC.)”.
- (2) The foundation of the Association is the Bible, the Word of God, as the only rule of life and faith, as confessed in the doctrinal standards of the Free Reformed Churches of Australia, namely the Heidelberg Catechism, the Belgic Confession of Faith and the Canons of Dort.

2. Objects

The object of the Association is to assist in providing homes for the aged, and to provide accommodation and care for the frail aged members of the Free Reformed Churches of Australia in conformity with the foundation of the Association.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. 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, except in good faith in the promotion of those objects or purposes.
- (2) Without limiting the generality of subrule (1), a payment may be made to a member out of the funds of the Association 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 reasonable interest, on money borrowed by the Association from the member; 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.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

- (1) Any person who is a member of one of the Free Reformed Churches of Australia or one of their sister churches is eligible to become a member of the Association.
- (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.

5. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Association.
- (2) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

6. Dealing with membership applications

- (1) The Board 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 must consider applications in the order in which they are received by the Association.
- (3) The Board 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 must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The Board 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 rejects the application, the Board is not required to give the applicant its reasons for doing so.

7. Becoming a member

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

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fee payable to the Association under rule 12.

8. Classes of membership

- (1) The Association consists of ordinary members and any associate members provided for under subrule (2).
- (2) The Association may have any class of associate membership approved by resolution at a general meeting, including junior membership, student membership, senior membership, honorary membership and life membership.

- (3) An individual who has not reached the age of 18 years is only eligible to be an associate member.
- (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 this Constitution or approved by resolution at a general meeting or determined by the Board.
- (6) An associate member has the rights referred to in subrule (5) other than full voting rights.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- (8) A married couple may apply for joint membership of the Association. Unless otherwise specified by the Association, a joint membership will be treated as one ordinary membership.

9. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) the person dies;
 - (b) the person resigns from the Association under rule 10;
 - (c) the person is expelled from the Association under rule 15;
 - (d) the person is no longer eligible for membership under rule 4(1).
- (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.

10. 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.

11. Rights not transferable

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

Division 2 — Membership fees

12. Membership fees

- (1) The Board must determine the entrance fee (if any) and the weekly, monthly or 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 membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the *due date*) determined by the Board.

Division 3 — Register of members

13. Register of members

- (1) The secretary, or another person authorised by the Board, 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.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) 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,

the Board may require the member 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

14. 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

15. Suspension or expulsion

- (1) The Board 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 (including by being more than 12 months in arrears with payment of any membership fees); 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 meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the board 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 about the proposed suspension or expulsion;
- (4) At the board 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 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; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the board meeting at which the decision is made.

16. Consequences of suspension

- (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; and
 - (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.

Division 3 — Resolving disputes

17. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

18. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes under or relating to these rules —

- (a) between members – rules 20 and 21; or
- (b) between one or more members and the Association – rules 22 and 23.

19. 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.

20. How grievance procedure is started for a dispute between members

In the event of a dispute between two or more members of the Association:

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, 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 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 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 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 about the dispute.

21. Determination of dispute by the Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board 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 about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.

22. How grievance procedure is started for a dispute between one or more members and the Association

In the event of a dispute between one or more members and the Association:

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, 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) The secretary must give each party to the dispute written notice of the dispute within 7 days of receiving the notice.
- (3) Within 7 days after the secretary gives each party notice, the parties to the dispute must each nominate two (2) members of the Association, to be appointed to a Committee of Appeal, which will consider and determine the dispute.
- (4) Within 7 days of their appointment, these four (4) appointed members of the Committee of Appeal must appoint by mutual agreement, a fifth member to the Committee of Appeal, who must also be a member of the Association, to act as chairperson of the Committee of Appeal.
- (5) Within 21 days after the Committee of Appeal is fully constituted, a meeting of the Committee of Appeal must be convened to consider and determine the dispute.
- (6) The chairperson must give each party to the dispute written notice of the meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (7) The notice given to each party to the dispute must state —
 - (a) when and where the Committee of Appeal 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 committee about the dispute; and

23. Determination of dispute by Committee of Appeal

- (1) At the Committee of Appeal meeting at which a dispute is to be considered and determined, the Committee of Appeal 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 Committee of Appeal about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Committee of Appeal must give each party to the dispute written notice of the Committee of Appeal's determination, and the reasons for the determination, within 7 days after the meeting at which the determination is made.

PART 5 — BOARD

Division 1 — Powers of the Board

24. Board

- (1) The board members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, this Constitution, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and the by-laws (if any).

Division 2 — Composition of the Board and duties of members

25. Board members

- (1) The board members consist of —
 - (a) the office holders of the Association; and
 - (b) at least one ordinary board member.
- (2) The Board must determine the maximum number of members who may be ordinary board members.
- (3) The following are the office holders of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (4) A person may be a board member if the person is —
 - (a) an individual who has reached 18 years of age;
 - (b) an ordinary member; and
 - (c) a communicant member of one of the Free Reformed Churches of Australia.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

26. Chairperson

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

27. 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 board 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 Board 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 this Constitution, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of board 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 board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

28. 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 Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board 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) 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;
- (h) 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;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

Division 3 — Election of board members and tenure of office

29. How members become board members

A member becomes a board member if the member —

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the board to fill a casual vacancy under rule 36.

30. Nomination of board members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the board; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include signatures by two other members in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association (if that position will be declared vacant at the relevant annual general meeting) or to be an ordinary board member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 31(2) or 32(2)(b).

31. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association that is vacant at that annual general meeting.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary 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.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

32. Election of ordinary board members

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary board members (if any) to hold office for the next term.
- (2) If the number of members nominating for the position of ordinary board member is not greater than the number to be elected, the chairperson of the meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —

- (a) the number of members nominating for the position of ordinary board member is greater than the number to be elected; or
- (b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the members who are to be elected to the position of ordinary board member.

33. Term of office

- (1) The term of office of a board member begins when the member —
 - (a) is elected at an annual general meeting or under subrule 34(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 36.
- (2) Subject to rule 35, a board member holds office until their position on the Board is declared vacant at the third annual general meeting following the general meeting of their election, or their appointment under rule 36.
- (3) A board member may be re-elected up to a further two consecutive terms. There is no limit on the terms that a board member may serve in their lifetime.

34. Resignation and removal from office

- (1) A board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; 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 member from office; and
 - (b) elect a member who is eligible under rule 25(4) to fill the vacant position.
- (4) A board 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 chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the board member may require them to be read out at the general meeting at which the resolution is to be considered.

35. When membership of the Board ceases

A person ceases to be a board member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 34; or
- (c) becomes ineligible to accept an appointment or act as a board member under section 39 of the Act;
- (d) becomes permanently unable to act as a board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

36. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 25(4) to fill a position on the Board that —
 - (a) has become vacant under rule 34 or 35; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 34(3)(b).
- (2) If the position of secretary becomes vacant, the Board must appoint a member who is eligible under rule 25(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 43, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer board members than required for a quorum under rule 43, the Board may act only for the purpose of —
 - (a) appointing board members under this rule; or
 - (b) convening a general meeting.

37. Validity of acts

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

38. Payments to board members

- (1) In this rule —

board member includes a member of a subcommittee;

board meeting includes a meeting of a subcommittee.
- (2) A board member may only be paid out of the funds of the Association if the payment is authorised by a resolution of the Association passed at a general meeting, whether or not the payment is authorised separately, or as an item contained within a budget that has been authorised.
- (3) The provisions of rule 38(2) above do not apply to a payment to a board member for any out-of-pocket expenses for travel and accommodation in connection with the performance of the member's functions.

Division 4 — Board meetings

39. Board meetings

- (1) It is recommended that the Board meet at least 10 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first board 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 chairperson or any 2 board members.

40. Notice of board meetings

- (1) Notice of each board 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, must describe the general nature of the business to be conducted at the meeting and must include any documents relevant to 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.

41. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each board meeting.
- (2) If the chairperson and deputy chairperson 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.
- (4) The order of business at a board meeting may be determined by the board members at the meeting.
- (5) A member or other person who is not a board member may attend a board meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

42. Use of technology to be present at board meetings

- (1) The presence of a board 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.

43. Quorum for board meetings

- (1) The quorum for a board meeting shall be 3 board members.
- (2) Subject to rule 36(4), no business is to be conducted at a board meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board 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 meeting held under subrule (3)(b); and
 - (b) at least 3 board members are present at the meeting,
those members present are taken to constitute a quorum.

44. Voting at board meetings

- (1) Each board 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 motion is not carried. The chairperson of the meeting does not have a second or casting vote.
- (4) A vote may take place by the board 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 chairperson of the meeting must decide how the ballot is to be conducted.

45. Minutes of Board meetings

- (1) The Board 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 41(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a board meeting must be entered in the Association’s minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a board 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 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; and
 - (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 — Subcommittees and subsidiary offices

46. Subcommittees and subsidiary offices

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not board members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a board member.
- (4) Subject to any directions given by the Board —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

47. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) 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.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee 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
- (7) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

48. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 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 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'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; and
 - (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) if applicable, to elect the office holders of the Association and other board members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

49. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 10% of the ordinary members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the request by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).

- (5) If the Board does not convene a special general meeting within that 28 day period, the members making the request (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 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.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

50. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 49(5), 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 committee under rule 30(2); 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

51. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The quorum for a general meeting shall be 20 ordinary members personally present and entitled to vote under the rules.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) 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 in the following week; and

- (ii) 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 members before the day to which the meeting is adjourned.
- (6) If—
- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
 - (b) at least 10 ordinary members are present at the meeting,
- those members present are taken to constitute a quorum.

52. 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.
- (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 50.

53. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) each ordinary member or joint membership has one vote; and
 - (b) members may only vote personally.
- (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 motion is not carried. The chairperson of the meeting does not have 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, the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 50; and
 - (b) must have paid any fee or other money payable to the Association by the member.

54. 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;
 - (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;

- (c) to apply to cancel the incorporation of, or wind up, the Association; or
 - (d) to alter or rescind any of these rules, or to make additional rules.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

55. 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 3 other ordinary members present in person —
- (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.

56. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board 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) the financial statements or financial report presented at the meeting, as referred to in rule 48(3)(b)(ii) or (iii); and
 - (c) 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 48(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 60 days after the meeting is held.

- (5) The chairperson 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

57. Source of funds

The funds of the Association may be derived from —

- (a) income from services provided by the Association;
- (b) interest income;
- (c) grants;
- (d) government subsidies;
- (e) entrance fees;
- (f) membership fees;
- (g) recurrent and once-off donations;
- (h) fund-raising activities; and
- (i) any other sources approved by the committee.

58. Control of funds

- (1) The Association must open an account or accounts 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 may approve expenditure on behalf of the Association.
- (3) The Board may authorise the treasurer, any other board member, or any person employed or otherwise engaged by the Association to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques and other negotiable instruments of the Association must be signed by, and all other fund transfers, including electronic fund transfers, must be authorised by —
 - (a) 2 board members; or
 - (b) one board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

59. Financial statements and financial reports

- (1) For each financial year, the Board 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.

PART 8 — GENERAL MATTERS

60. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
 - (b) impose restrictions on the board'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 this Constitution.
- (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.

61. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 board members; or
 - (b) one board member and a person authorised by the Board.
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
 - (i) 2 board members; or
 - (ii) one board member and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another member authorised by the Board.

62. 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; or
 - (d) published in accordance with subrule (3).
- (3) Any requirement under these rules for a notice or other document to be given to a member may be satisfied by:
 - (a) publishing the notice or document in any bulletin or newsletter generally circulated amongst members of the Free Reformed Churches of Australia in the Perth metropolitan and surrounding areas; or
 - (b) publishing a notice in such bulletin or newsletter which refers to the notice or document published on the Association’s website.

63. 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, or in the custody or under the control of any other board member, employee, or person otherwise engaged by the Association.
- (2) 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, or in the custody or under the control of any other board member, employee, or person otherwise engaged by the Association.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association must be retained for at least 7 years.

64. Record of office holders

The record of board 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.

65. Inspection of records and documents

- (1) This rule 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 members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The member must contact any member of the Board to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of board meetings generally, or the minutes of a specific board meeting, being available for inspection by members.

- (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.
- (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.

66. Publication by board members of statements about Association business prohibited

A board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless —

- (a) the board member has been authorised to do so at a board meeting; and
- (b) the authority given to the board member has been recorded in the minutes of the board meeting at which it was given.

67. 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, which is charitable at law, has similar objects to the Association, which wherever possible must also adhere to the foundation of the Association and to which income tax deductible gifts can be made.
- (3) If the Association's endorsement as a deductible gift recipient is revoked, any surplus of the following assets must be transferred to another organisation listed in section 24(1) of the Act which is charitable at law, has similar objects to the Association, which wherever possible must also adhere to the foundation of the Association and to which income tax deductible gifts can be made, and which organisation may be determined by a resolution of the members:
 - (a) gifts of money or property for the principal purpose of the Association;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
 - (c) money received by the Association because of such gifts or contributions.

68. Alteration of rules

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.

PART 9 — TERMS USED

69. Terms used

In this Constitution, unless the contrary intention appears —

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

associate member means a member with the rights referred to in rule 8(6);

Association means the incorporated association to which these rules apply;

Board means the management committee of the Association;

board meeting means a meeting of the Board;

board member means a member of the Board;

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;

by laws means by-laws made by the Association under rule 60;

chairperson means the board member holding office as the chairperson of the Association;

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

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

financial records include —

- (a) invoices, receipts, records of electronic fund transfers, orders for the payment of money, cheques, 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 mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June of each year;

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 who is an ordinary member or an associate member of the Association;

ordinary board member means a board member who is not an office holder of the Association under rule 25(3);

ordinary member means a member with the rights referred to in rule 8(5);

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

secretary means the board member holding office as the secretary of the Association;

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;

subcommittee means a subcommittee appointed by the Board under rule 46(1)(a);

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 member holding office as the treasurer of the Association.