

**WESTERN AUSTRALIAN YOUTH THEATRE COMPANY**  
**(INCORPORATED)**

**CONSTITUTION**

**Western Australian Youth Theatre Company (Inc)**

ABN: 77 839 836 159

Level 1, King St Arts Centre

357-365 Murray Street

Perth WA 6000

Telephone: 9226 2144

Facsimile: 9226 2182

Email: [info@waytco.com](mailto:info@waytco.com)

**1. NAME OF ASSOCIATION**

The name of the Association is the Western Australian Youth Theatre Company (Incorporated).

**2. DEFINITIONS**

In these rules, unless the contrary intention appears:

- (1) "Code of Conduct" means the code of conduct adopted by the Association from time to time;
- (2) "Commissioner" means the person for the time being designated as the Commissioner under section 153 of the Act;
- (3) "financial year" is to be 1 January - 31 December or such other period as notified to the Commissioner under the Act;
- (4) "general meeting" means meeting convened under rule 20 that all members are entitled to receive notice of and attend;
- (5) "Grievance Procedure" means the procedure set out in rule 32;
- (6) "member" means member of the Association, whether a Youth Member or Ordinary Member;
- (7) "Ordinary Member" has the meaning given in rule 7(1)(b);
- (8) "ordinary resolution" means resolution other than a special resolution;
- (9) "Secretary" means the committee member holding office as the secretary of the Association.
- (10) "special resolution" has the meaning given by section 51 of the Act;
- (11) "the Act" means the Associations Incorporation Act 2015 (WA);
- (12) "the Association" means the Association referred to in rule 1;
- (13) "the Board" means the Board of Management of the Association referred to in rule 12(1);
- (14) "the Chair" means:
  - (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 14; or

- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 12(5) or, if that person is unable to perform his or her functions, the Deputy Chair;
- (15) "the Deputy Chair" means the Deputy Chair referred to in rule 12(5);
- (16) "Treasurer" means the committee member holding office as the treasurer of the Association.
- (17) "Youth Member" has the meaning given in rule 7(1)(a).

### **3. OBJECTS**

- (1) The objects of the Association are:
  - (a) to provide opportunities for young people to participate in drama, theatre and other activities associated with the performing arts; and
  - (b) to promote and represent youth theatre in the community through networking and partnerships between the company and the drama and theatre industry.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association as provided in Rule 3 of the Constitution and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### **4. POWERS**

The powers conferred on the Association by section 14 of the Act are subject to the following additions, exclusions or modifications:

- (1) To enter into contracts and arrangements as the Board of Management sees fit.
- (2) To apply for and receive grants, loans or other monies from public or private sources.
- (3) To borrow or raise and secure payment of money in such a manner as the Board of Management determines in accordance with the Constitution.
- (4) To solicit donations, gifts and bequests from members of the public to the Association or to any institution for the promotion of the objects of the Association.
- (5) To deposit, invest or apply any monies of the Association not immediately required upon such securities or investments as the Board of Management may determine.

- (6) To acquire, establish, print and publish newspapers, periodicals, books and leaflets or other compilations that the Board of Management may think desirable for the promotion of the objects of the Association and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation which will further the objects of the Association or any of them.
- (7) To become affiliated with, or subscribe to, and to be represented upon, any other Association whose objects are similar to those of the Association and to withdraw from any such Association or body.
- (8) To advise, lobby or influence people or bodies in the furtherance of the aims of the Association but shall not be affiliated with any political body.
- (9) To purchase, take or lease in exchange, hire or otherwise acquire, any real or personal property or any rights or privileges which the Association may think necessary or convenient.
- (10) To sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the real and personal property of the Association.
- (11) To draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature.
- (12) To take and defend all legal proceedings by or on behalf of the Association.
- (13) To advertise and promote the activities of the Association by any medium.
- (14) To appoint from time to time, and with specific powers either equal to or more restricted than the powers of the Association, sub-committees, agents or other bodies or persons for the purpose of carrying out, achieving and completing any of the objects of the Association, and to revoke, cancel, limit or alter such power in terms of appointment and delegation of authority as may seem necessary to the Board of Management.
- (15) To hire, employ, appoint, contract with, suspend or discharge artistic, administrative, professional, educational or other staff necessary and to pay them and to any persons in return for services rendered to the Association such fees, salaries, honorarium, wages or bonuses, on such conditions at such rates as the Board of Management may determine.
- (16) To maintain the office of the Association in Western Australia in such a place as from time to time may be determined by the Board of Management.
- (17) To do all other acts, deeds or things which are or may appear to the Board of Management to be incidental to, or conducive to the attainment of the objects of the Association.

**5. PAYMENTS TO MEMBERS**

- (1) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (2).
- (2) A payment to a member out of the funds of the Association is authorised if it is approved by an ordinary resolution (apart from (d)) and is:
  - (a) payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

**6. PUBLIC FUND**

The Association shall maintain a public fund in accordance with the following terms:

- (1) The objects of the fund shall be identical to those of the Association as found in Rule 3 of this Constitution, and property and income of the public fund shall be applied solely towards the promotion of those objects.
- (2) Gifts to the fund must be kept separate from any other funds of the Association.
- (3) The monies in the public fund shall be deposited in a separate bank account and subject to clear accounting procedures.
- (4) When money is donated to the fund, receipts must be issued to the donors in the name of the fund.
- (5) The public fund must be promoted and the public must be invited to contribute to the fund.
- (6) The fund must operate on a non-profit basis.
- (7) The fund must be managed by a managing sub-committee appointed by the board.

- (8) Monies must not be distributed to members of the managing sub-committee of the fund except as authorised by an ordinary resolution or as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (9) Within 21 days of the end of each 6-monthly period between January-June and July-December, the managing sub-committee shall provide information on all tax-deductible donations received during that period to the Ministry for the Arts or the relevant government department.
- (10) If, upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority, or institution is to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Income Tax Assessment Act 1997.
- (11) If any of the provisions of this Rule 6 are amended, the managing sub-committee of the public fund shall immediately notify the Australian Tax Office in writing.
- (12) The Ministry for the Arts, or the relevant government department with administrative responsibility in relation to the Association's public fund (**Department**), shall immediately be informed in writing if:
  - (a) there are any changes to the members of the managing sub-committee of the public fund; or
  - (b) there are any changes to the contact details, governing documents, office bearers or Board members of the Association.
- (13) If the Association or its public fund is wound up or in the process of winding up, the Association shall immediately:
  - (a) advise the Department in writing; and
  - (b) request that the Association be removed from the Register.

## 7. MEMBERSHIP

- (1) Membership of the Association is open to:

- (a) Youth Member - any person aged from 12 to 26 inclusive;
  - (b) Ordinary Member - any person over the age of 26 who wishes to support the Association.
- (2) A person who wishes to become a member shall:
- (a) apply for membership to the Board in writing:
    - (i) signed by that person; and
    - (ii) in such form as the Board from time to time directs; and
  - (b) with such subscription fee as the Board from time to time directs.
- (3) Upon receipt of the application under subrule (2), that person shall be admitted as a member of the Association and shall, subject to the rules of the Association, remain so until the date one calendar year therefrom unless the Board, in the meeting following receipt of such application, shall expressly reject such application.

## **8. REGISTER OF MEMBERS**

- (1) The Board of Management shall nominate someone, on behalf of the Association, to keep and maintain the register of members in accordance with section 53 of the Act and that register shall be so kept and maintained at the offices of the Association.
- (2) The Board of Management shall nominate someone to cause the name of a person who dies or who ceases to be a member under rule 9(3), 10(1) or 11 to be deleted from the register of members referred to in subrule (1).

## **9. SUBSCRIPTIONS**

- (1) The Board of Management shall from time to time determine the amount of the annual subscription to be paid by each member.
- (2) Each member shall pay to the Association, the annual subscription at or after the Annual General Meeting in each year, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4) a member whose annual subscription is not paid by the relevant due date fixed by or under subrule (2) ceases on the expiry of that period to be a member, unless the Board of Management decides otherwise.

- (4) A member is a financial member for the purposes of these rules if his or her annual subscription is paid on or before the relevant due date fixed by or under subrule (2).

#### **10. RESIGNATION OF MEMBERS**

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Association's email address or to a Board member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

#### **11. EXPULSION OF MEMBERS**

- (1) If the Board of Management considers that a member should be expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member:
  - (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under subrule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him/her is communicated to him/her under subrule (2).
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if he/she wishes to appeal against that expulsion, give notice to the Association's email address of his or her intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4):
  - (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in



writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and

- (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him/her is confirmed under this subrule.

## **12. BOARD OF MANAGEMENT**

- (1) A Board of Management elected by the members at each Annual General Meeting or a meeting called for the specific purpose of electing a Board of Management shall have the powers referred to in these rules and shall ideally comprise:
  - (a) two Youth Members, at least one of which is to be a member of the Youth Advisory Committee;
  - (b) two theatre industry representatives;
  - (c) one performing arts education representative; and
  - (d) two community members.
- (2) The maximum number of Board of Management members shall be 12.
- (3) The Board of Management shall have the power to manage the affairs of the Association.
- (4) Before the election of the Board at the Annual General Meeting the following offices must be appointed by the existing Board of Management, and approved by the General Meeting:
  - (a) the officers of the managing sub-committee for the Association's public fund, a majority of whom must have a degree of responsibility to the general community.
- (5) A Chair, Deputy Chair, Treasurer and Secretary shall be elected by the Board members at the first meeting following the election of the members to the Board of Management.
- (6) When a casual vacancy within the meaning of rule 18 occurs in the membership of the Board:
  - (a) the Board may appoint a person to fill that vacancy; and
  - (b) a person appointed under subrule (a) shall:
    - (i) hold office, subject to this Constitution, for the remainder of the term of the replaced Board member; and

- (ii) be eligible for election to membership of the Board at the first Annual General Meeting following the appointment.
- (7) The Board of Management shall have the powers to co-opt persons to the Board as it deems advantageous to the advancement of the objects of the Association.
- (8) The Board of Management shall submit a report to the Annual General Meeting of the members of its activities in relation to the Association since the last Annual General Meeting.
- (9) The Board of Management may appoint sub-committees as it may from time to time deem appropriate under the chair of a member of the Board, or a nominee thereof, and fill any casual vacancy which arises on such sub-committee.
- (10) Nomination for the Board of Management shall be called for prior to the Annual General Meeting and will be in writing, hard copy or digital, signed by the proposer and the seconder and lodged prior to the meeting with the person convening the meeting.

**13. YOUTH ADVISORY COMMITTEE**

- (1) At the first board meeting after each Annual General Meeting, the Board of Management must elect a Youth Advisory Committee, by whatever means it determines is appropriate.
- (2) The Youth Advisory Committee must comprise a maximum of 6 members who are under the age of 27.
- (3) The Youth Advisory Committee will have a chairperson, being the member of the Youth Advisory Committee who is a member of the Board of Management.
- (4) If more than one member of the Youth Advisory Committee is a member of the Board of Management, the Board of Management will elect which of those people will be the chairperson of the Youth Advisory Committee.
- (5) The Youth Advisory Committee must be invited to attend each Board meeting to provide their views on matters addressed at that meeting.
- (6) From time to time the Youth Advisory Committee may be requested by the Board of Management to undertake a particular project in support of the objectives of the Association.

**14. CHAIR**

- (1) Subject to this rule, the Chair shall preside at all general meetings and Board of Management meetings.

- (2) In the event of the absence from:
- (a) a general meeting of:
    - (i) the Chair, the Deputy Chair; or
    - (ii) both the Chair and the Deputy Chair, a member elected by the other members present at the general meeting; or
  - (b) a Board meeting of:
    - (i) the Chair, the Deputy Chair; or
    - (ii) both the Chair and the Deputy Chair, a Board member elected by the other Board members present, shall preside at the general meeting or Board of Management meeting, as the case requires.
- (3) Subject to this rule, the Chair shall represent the Association at all events that require representation. In the absence of:
- (i) the Chair, the Deputy Chair; or
  - (ii) both the Chair and the Deputy Chair, a member elected by the other members of the Board of Management, shall represent the Association.

**15. MANAGEMENT AND ARTISTIC DUTIES**

The Association shall employ, engage or appoint any association, sub-committees, agents or other bodies or persons to perform the duties set out below in rules 16 and **Error! Reference source not found.**, as required, and other duties as directed by the Board of Management.

**16. MANAGEMENT DUTIES**

- (1) The Secretary has the following duties:
- (a) Coordinate the correspondence of the Association;
  - (b) Keep full and correct minutes of the proceedings of the Board and of the Association;
  - (c) Comply on behalf of the Association with:
    - (i) section 35 of the Act in respect of the rules of the Association;

- (ii) section 53 of the Act in respect of the register of members of the Association;
  - (iii) section 58 of the Act in respect of the record of the office holders, and any trustees, of the Association; and
- (2) The Treasurer has the following duties:
  - (a) Be responsible for the receipt of all monies paid to or received by, or by him/her on behalf of, the Association and shall issue receipts for those monies in the name of the Association;
  - (b) Pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
  - (c) Make payments from the funds of the Association with the authority of a general meeting or of the Board of Management and in so doing ensure that all cheques are signed by him/herself and by one other Board of Management member other than him/herself;
  - (d) Whenever directed to do so by the Chair, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
  - (e) Comply on behalf of the Association with sections 66 and 67 of the Act in respect of financial records;
  - (f) Have custody of all securities, books, documents, records, registers and accounting records of the Association; and
  - (g) 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. Those requirements include (without limitation):
    - (i) if the Association is a tier 1 association, the preparation of the financial statements; and
    - (ii) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
    - (iii) if required, the review or auditing of the financial statements or financial report, as applicable; and
    - (iv) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and

- (v) 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.

**17. ARTISTIC DUTIES**

Without limiting rule 15, the Board of Management may make decisions and give directions as to the engagement of a person or persons to perform certain artistic duties, including:

- (a) making recommendations in relation to, or being responsible for, the artistic content, quality, and discretion of the Association;
- (b) directing performances for the Association; and
- (c) providing a supportive and facilitating role for all other performances.

**18. BOARD OF MANAGEMENT CASUAL VACANCIES**

A person ceases to be a Board member, and a casual vacancy occurs in the office of a Board member if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chair or, if the Board member is the Chair, to the Deputy Chair;
- (c) is convicted of an offence under the Act;
- (d) breaches the Code of Conduct in a manner which, in the opinion of the Board of Management, is materially detrimental to the Association;
- (e) is permanently incapacitated by mental or physical ill-health;
- (f) is absent from more than:
  - (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year, of which he/she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
- (g) ceases to be a member of the Association.

**19. PROCEEDINGS OF THE BOARD OF MANAGEMENT**

- (1) The Board of Management shall meet at least six times per calendar year.
- (2) Notice of each Board of Management meeting must be given to each a Board of Management member at least 48 hours before the time of the meeting. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Each member of the Board of Management has a deliberative vote.
- (4) All decisions at a Board of Management meeting shall be decided by a majority of votes of those present, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- (5) The quorum for any Board of Management meeting shall be five.
- (6) Members of the Board of Management shall, when necessary, declare any material personal interest referred to in section 42 or 43 of the Act and refrain from voting on matters in which their interest conflicts with that of the Association.
- (7) The presence of a member at a Board of Management meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (8) A member who participates in a committee meeting as allowed under subrule (7) 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.

**20. GENERAL MEETINGS**

- (1) The Board:
  - (a) may at any time convene a special general meeting;
  - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act; and
  - (c) shall, within 30 days of:
    - (i) receiving a request in writing to do so from not less than [10]% of the members, convene a special general meeting for the purpose specified in that request; or

- (ii) receiving a notice under rule 11(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1)(c)(i) shall:
  - (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
  - (a) in subrule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
  - (b) in subrule (1)(c)(ii), the member who gave the notice concerned may him/herself convene a special general meeting as if he/she were the Board.
- (4) When a special general meeting is convened under subrule (3)(a) or (b):
  - (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Association shall give to all members not less than 14 days' notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify:
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) The Annual General Meeting of the Association in respect of each calendar year shall be held no later than the thirtieth day of April in each year.
- (8) The notice of the Annual General Meeting shall be sent by post, email or by notification on the website of the Association.
- (9) In the case of an Annual General Meeting, the order in which business is to be transacted is:

- (a) Minutes of the previous Annual General Meeting;
  - (b) Board of Management report;
  - (c) Artistic report;
  - (d) Financial report;
  - (e) Election of Auditor of the Association;
  - (f) Election of Board of Management; and
  - (g) Any other business.
- (10) The Association shall give to all members not less than 21 days' notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (11) The Association may give a notice under subrule (5) or (8) by:
- (a) serving it on a member personally; or
  - (b) sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under section 53 of the Act or by notification on the website of the Association.
- (12) When a notice is sent by post under subrule (11)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **21. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS**

- (1) At a general meeting ten members constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 20(5) or (8):
- (a) as a result of a request or notice referred to in rule 20(1)(c) or as a result of action taken under rule 20(3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.



- (3) If within 30 minutes of the time appointed by subrule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chair may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Association shall give notice under rule **Error! Reference source not found.** of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:
  - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.
- (8) A declaration by the Chair at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chair at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chair directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

**22. MINUTES OF MEETINGS OF THE ASSOCIATION**

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

**23. VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION**

Subject to these rules, each Youth Member and each Ordinary Member present in person or by proxy at a general meeting is entitled to a deliberative vote.

**24. PROXIES OF MEMBERS OF THE ASSOCIATION**

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

**25. RULES OF ASSOCIATION**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 30 of the Act.

- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) These rules prevail to the extent that there is any inconsistency with the Code of Conduct.

**26. COMMON SEAL**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board of Management and every use of that common seal shall be recorded in the minute book referred to in rule 22.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the Chair, and one other member of the Board of Management.
- (4) The common seal of the Association shall be kept in the custody of such person as the Board of Management from time to time decides.

**27. INSPECTION OF RECORDS**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

**28. DISSOLUTION OR CANCELLATION**

If, on the winding up or cancellation of the Association, any property of the Association other than that provided for in Rule 5 of this Constitution remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another incorporated association having objects similar to those of the Association;  
or
- (b) for charitable purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Board under section 129(b)(ii) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

**29. VALIDITY OF PROCEEDINGS**

All acts done in good faith by the Association, its officers, members or employees shall be valid notwithstanding any defect in the appointment or want of qualification of any person and despite the failure to give due notice.

**30. INDEMNITY TO OFFICERS OF THE ASSOCIATION**

The Board of Management shall indemnify any member or employee against any reasonable expense incurred by them when acting on behalf of the Association in a manner which is not civilly or criminally wrongful.

**31. SERVICE OF NOTICE**

- (1) Any notice shall be in writing and shall be given either personally or sent by prepaid ordinary post, by email and, in the case of a member, to the address or email address shown in the register of members or by notification on the website of the Association.
- (2) The Board of Management may in its discretion give any notice it deems fit in any number of issues of The West Australian newspaper.
- (3) A notice is deemed to be received by the addressee 72 hours after posting or, where appropriate, the day after publication in the newspaper.

**32. DISPUTES**

- (1) The procedure set out in this section (the **Grievance Procedure**) applies to disputes:
  - (a) between members; or
  - (b) between one or more members and the Association (except for disputes governed under rule 11).
- (2) 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.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 32(2), 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.

- (4) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (5) 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.
- (6) 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.
- (7) If:
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the Secretary, prior to the date of the Board meeting, stating that the party:
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 33,the Board must not determine the dispute.
- (8) 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.
- (9) 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.

- (10) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub-rule 32(8)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 33.
- (11) If notice is given under rule 32(10), each party to the dispute is a party to the mediation.

**33. MEDIATION**

- (1) This rule 33 applies if written notice has been given to the Secretary requesting the appointment of a mediator by a party to a dispute under rule 32(10).
- (2) If this rule 33 applies, a mediator must be chosen or appointed under rule 33(3) or rule 33(4).
- (3) The mediator must be a person chosen by agreement between the parties to the dispute.
- (4) If there is no agreement for the purposes of rule 33(3), then, subject to rules 33(5) and 33(6), the Board must appoint the mediator.
- (5) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- (6) The person appointed as mediator by the Board may be a member or former member of the Association but must not:
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.
- (7) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (8) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (9) In conducting the mediation, the mediator must:
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

- (10) The mediator cannot determine the matter that is the subject of the mediation.
- (11) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that takes place in relation to the matter that is the subject of the mediation.
- (12) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator (and if more than one, in equal shares).