

PRIDE WESTERN AUSTRALIA INCORPORATED

RULES OF ASSOCIATION

UPDATED AT THE SPECIAL GENERAL MEETING OF 3 AUGUST 2021

PRIDE WESTERN AUSTRALIA INCORPORATED
395 OXFORD STREET, MOUNT HAWTHORN WA 6016

WWW.PRIDEWA.COM.AU

1. **Name of Association**

The Name of the Association is Pride Western Australia Incorporated.

2. **Definitions**

(1) In these rules, unless the contrary intention appears:

"ACNC Act" means the *Australian Charities and Not for profits Commission Act 2012 (Cth)*, or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not-for-profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Association.

"Applicable Not-for-Profit Laws" means any law relating to the regulation of charities or not-for-profit entities applicable to the Association, including the ACNC Act, the Charities Act, the Charitable Fundraising Act and the Tax Act.

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

"Association" means Pride Western Australia Incorporated as constituted herein;

"Charitable Collections Act" means the *Charitable Collections Act 1946 (WA)*.

"Charities Act" means the *Charities Act 2013 (Cth)*.

"Commissioner" means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the ITAA 97;

"Committee meeting" means a meeting referred to in sub-rule 16(1);

"Committee member" means a member of the Committee;

"Deductible Contribution" means a contribution of money or property as described in items 7 and 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the Association;

"Department" means the Department of Communications and the Arts;

"Financial year" the financial year of the Association is each period of 12 months commencing on 01 January and ending on 31 December;

"General Meeting" means a meeting convened under rule 19;

"Gift" means a contribution of money or property as described in item 1 of the table in section 30-15 of the ITAA 97;

"Guide" means the Register's guidelines issued from time to time by the Department;

"ITAA 97" means the *Income Tax Assessment Act 1997 (Cth)* as amended from time to time and any replacement or additional applicable legislation and any rulings or regulations or guidelines made or issued under or in relation to it having application to the Association;

"member" means a member of the Association;

"Operative Date" means the conclusion of the first Annual General Meeting following the passing of the resolution to amend the rules to insert this definition;

"ordinary resolution" means a resolution other than a special resolution;

"Presiding President" means the President or other person who, pursuant to subrule 12(3), is presiding at any particular General Meeting or Committee meeting, as the case requires;

"Register" means the register of cultural organisations maintained by the Department under section 30-295 of ITAA 97;

"Responsible Person" means an individual who has a degree of responsibility to the wider Australian community as set out in the Guide;

"special resolution" has the meaning given by section 51 of the Act;

"the President" means:

- (a) prior to the Operative Date, both or either of the persons referred to in paragraph 11(1)(a), as the case requires; and
- (b) from the Operative Date, the person referred to in paragraph 11(2)(a)(i);

but also includes in relation to proceedings at a General Meeting or a Committee meeting, the Presiding President as defined in these rules;

"the Committee" means the committee of management of the Association referred to in sub-rule 11(1) or 11(2) as the case requires;

"the Pride Community" means lesbian, gay, bisexual, transgender, intersex, queer and other same sex attracted and gender diverse people living in Western Australia and those people who support the mission of Pride Western Australia Incorporated;

"the Secretary" means the person referred to in paragraph 11(1)(b) or 11(2)(a)(iv) as the case requires;

"the Senior Vice President" means the person referred to in paragraph 11(2)(a)(ii);

"the Treasurer" means the person referred to in paragraph 11(1)(c) or 11(2)(a)(v) as the case requires;

"the Vice President" means the person referred to in paragraph 11(2)(a)(iii).

- (2) In these rules, unless the contrary intention appears, prior to the Operative Date, where any act, matter or thing is to be done or omitted to be done by the President, then if that act, matter or thing is done or omitted to be done by both or either one of the persons referred to in paragraph 11(1)(a), then that act, matter or thing is deemed to have been done or omitted to be done in accordance with these rules.
- (3) In these rules, any reference to the President, Senior Vice President, Vice President, Secretary or Treasurer includes a reference to any person holding that position in an acting capacity pursuant to rule 16(8).

3. **Mission of the Association**

The mission and principal purpose of the Association is to encourage and promote the community and culture of the gender and sexually diverse people of Western Australia by supporting and advancing the specific needs of all people of diverse sexuality and gender

living in Western Australia and educating the broader Western Australian community on those needs.

4. **Objects of the Association**

- (1) The public charitable objects of the Association are:
 - (a) providing outreach and support for people of diverse sexuality and gender living in Western Australia;
 - (b) to celebrate the diversity and cultural expression of the Pride Community;
 - (c) to consequentially improve the self-esteem, health status and representations of the Pride Community;
 - (d) to make visible the positive contribution the Pride Community makes to the wider Western Australian Community;
 - (e) to conduct fundraising activities to ensure the furtherance of the aims and objectives of the Association;
 - (f) providing education and referral resources around diverse sexuality and gender; and
 - (g) raising awareness and driving meaningful change around the needs of people of diverse sexuality and gender living in Western Australia.
- (2) The property and income of the Association shall 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 members of the Association, except as genuine compensation for services provided to, or reasonable expenses incurred on behalf of the Association, or other such payments, distributions or transfers as may be permitted by the Applicable Not-for-Profit Laws.

5. **Powers of Association**

The powers conferred on the Association by section 14 of the Act are not subject to any additions, exclusions or modifications.

6. **Qualification for membership of Association**

- (1) Membership of the Association shall be open to all members of the Pride Community.
- (2) A person who wishes to become a member shall apply for membership to the Committee in writing by completing and submitting a membership application in such form as the Committee from time to time directs.
- (3) The Committee may, at its discretion, reject an application for membership of the Association.
- (4) Members or former members who have served at least two complete years on the Committee or who have provided outstanding service to the Association shall be eligible to be nominated for honorary life membership of the Association.
 - (a) a life member of the Association shall not be required to pay the subscription for membership as specified in Rule 8;
 - (b) the process of appointment of life members shall be as follows:

- (i) nominations for life membership shall be made by the Committee and be included in the notice of the Annual General Meeting, as specified in sub-rule 19(6), and will be considered by the Annual General Meeting;
- (ii) a recommendation that a member or former member be nominated for life membership by the Committee may be forwarded from any member to the Secretary. Where such a recommendation is received by the Secretary, the Committee shall consider the recommendation at the first Committee meeting held following its receipt;
- (iii) upon the passing of a special resolution by members present at a properly constituted Annual General Meeting, the person nominated for life membership shall automatically become a life member and shall be known as an Honorary Member.

7. **Register of Members of Association**

- (1) The Secretary shall on behalf of the Association keep and maintain the register of members and, upon request from any member of the Association, shall, within a reasonable period of time, make the register available for inspection in accordance with Part 4, Division 5 of the Act.
- (2) The Secretary shall cause the name of a person who ceases to be a member under sub-rule 8(2), 9(1) or rule 10 to be deleted from the register of members referred to in sub-rule (1).

8. **Subscriptions for Members of Association**

- (1) Each member, other than those members who have been awarded life membership under sub-rule 6(4), shall pay to the Treasurer annually a subscription fee which may be different for categories that include:
 - (a) Individual first time members and renewals;
 - (b) Duo first time members and renewals;
 - (c) Associate first time members and renewals; and
 - (d) Corporate first time members and renewals.
- (2) Where a member pays to the Treasurer the amount of the subscription determined under sub-rule 8(1), that member shall cease to be a member on the anniversary of the processing of their membership unless that member has renewed their membership.

9. **Resignation of Members of Association**

- (1) A member who delivers notice in writing of their resignation from the Association to any one of the Committee members ceases on that delivery to be a member.
- (2) A person who ceases to be a member under sub-rule (1) remains liable to pay the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of their cessation as members.

10. **Expulsion of Members of Association**

- (1) If the Committee considers that a member should be expelled from membership of the Association because their conduct has been, is or is likely to be, detrimental to

the interests of the Association, the Committee shall communicate in writing to the member:

- (a) Notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and;
 - (b) particulars of that conduct,
not less than 14 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in the notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
 - (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision to expel the member is communicated to them under sub-rule (2).
 - (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if they wish to appeal against that expulsion, give notice to either of the Secretary of their intention to do so within the period of 14 days referred to in subrule (3).
 - (5) When notice is given under sub-rule (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 Committee 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 Committee to expel that member is confirmed under this sub-rule.

11. **Committee of Management**

- (1) Prior to the Operative Date, the affairs of the Association shall be managed exclusively by a Committee of Management consisting of:
 - (a) two Presidents, of which one will be male and the other female;
 - (b) one Secretary;
 - (c) one Treasurer;
 - (d) one Membership Secretary; and
 - (e) seven other persons,
all of whom shall be members of the Association, elected to membership of that Committee at an annual general meeting or appointed under sub-rule (8).
- (2) On and from the Operative Date, the affairs of the Association shall be managed exclusively by a Committee of Management consisting of:

- (a) the office-bearers of the Committee appointed in accordance with paragraph 11(7), namely:
 - (i) one President;
 - (ii) one Senior Vice President;
 - (iii) one Vice President;
 - (iv) one Secretary;
 - (v) one Treasurer; and
- (b) no more than five ordinary members of the Committee,
 - all of whom shall be members of the Association, elected to membership of that Committee at an annual general meeting or appointed under sub-rule (8).
- (3) The gender mix of the Committee should be representative of the diversity of the Pride community and the Committee should not comprise of a majority of any one gender, and, where possible, two of the Committee members will be under the age of 26.
- (4) Subject to rule 11(5), a Committee member holds office until the conclusion of the second Annual General Meeting following their election, but is eligible for re election.
- (5) All Committee members must retire at the Operative Date, but are eligible for re election at the Annual General Meeting held on the Operative Date. Notwithstanding rule 11(4), at the conclusion of the first Annual General Meeting following the Operative Date, 50% of the Committee members (or the nearest whole number greater than 50%) will retire, but are eligible for re-election. The Committee members to retire are any members who wish to retire (whether or not they intend to stand for re-election), and otherwise must be decided by lot (unless they can agree among themselves).
- (6) Elections to fill vacancies on the Committee of Management shall be held each year at the Annual General Meeting in accordance with the following sub-rules:
 - (a) Prior to the sending of notice of the Annual General Meeting according to sub-rules 19(5) and 19(6), the Committee shall appoint a Returning Officer to manage the election. The Returning Officer will be a member of the Association, but shall, by being appointed Returning Officer, become ineligible to stand for election to the Committee at that Annual General Meeting;
 - (b) The notice of Annual General Meeting must include details of the vacancies on the Committee, a call for nominations of candidates for election to the Committee, and details of how such nominations should be delivered to the Returning Officer in accordance with sub-rule 11(6)(c)(ii);
 - (c) Except where a nomination is received under sub-rule 11(6)(f), nominations of candidates for election as Committee members must be:
 - (i) made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

- (ii) delivered to the Returning Officer at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (d) The Returning Officer shall deliver a report to the Annual General Meeting which includes details of all eligible and ineligible nominations they have received.
- (e) A ballot is to be held at the Annual General Meeting to vote on any eligible nominations received under sub-rule 11(6)(c).
- (f) If no nominations are received under sub-rule 11(6)(c), or there are still vacancies on the Committee following the ballot referred to in sub-rule 11(6)(e), further nominations are to be received at the Annual General Meeting, and a further ballot is to be held to vote on any further nominations received under this sub-rule.
- (g) If, following the procedures referred to in sub-rules 11(6)(e) and (f) there are still vacancies on the Committee, these remaining vacancies are taken to be casual vacancies and may be filled in accordance with subrule 11(8).
- (h) Any person elected to the Committee pursuant to this rule will take office immediately on conclusion of the Annual General Meeting at which they are elected.
- (i) From the Operative Date, no more than 7 days after the conclusion of each Annual General Meeting, the Committee of Management must meet and determine which Committee members will be office-bearers.
- (j) From the Operative Date, where possible:
 - (i) the person appointed President will have previously served as Senior Vice President or otherwise a minimum of one full year on the Committee;
 - (ii) the person appointed Senior Vice President will have previously served as Vice President or otherwise a minimum of one full year on the Committee;
 - (iii) the President and Senior Vice President will not be of the same gender;
 - (iv) the person appointed Secretary will be a lawyer or other person with relevant experience or qualifications; and
 - (v) the person appointed Treasurer will be an accountant or other person with relevant experience or qualifications.
- (k) From the Operative Date, the Committee may from time-to-time decide to reallocate the office-bearer positions among the presiding Committee members.
- (l) From the Operative Date, any office-bearer ceases to be an office-bearer, and that position becomes vacant, when the office-bearer ceases to be a Committee member, including pursuant to sub-rules 11(4) and (5) above.
- (m) From the Operative Date, a Committee member is not precluded from voting on any decision regarding their appointment as an office-bearer.

- (7) When a casual vacancy within the meaning of Rule 15 occurs in the membership of the Committee then, subject to paragraph (b),
 - (a) the Committee must attempt, within one month of the time of the vacancy, to appoint a member to fill the vacancy; and
 - (b) a member appointed under this paragraph shall hold office until the conclusion of the next following Annual General Meeting, but shall be eligible for re-election.
- (8) Where possible, appointments made under this sub-rule should comply with the requirements in sub-rule 11(2)(a).
- (9) Where, as a result of casual vacancy, an office-bearer position becomes vacant, and an appointment is made under paragraph (a) to fill the casual vacancy, then the appointment is made to the Committee generally and not to the specific position which has become vacant; and as soon as possible after the appointment of the member to the Committee (but no later than 28 days thereafter), the Committee (including the member just appointed) will determine which Committee members will be office-bearers.
- (10) At the discretion of the Management Committee, a Committee member may be reimbursed out of the funds of the Association for any reasonable expenses personally incurred by that Committee member on behalf of the Association.

12. **President**

- (1) Prior to the Operative Date, one or either of the Presidents will preside at each General Meeting and Committee meeting, and the Presidents may decide between themselves which of them shall preside at each meeting. Where it is not possible for the Presidents to decide between themselves, it shall be decided by a majority vote of those members attending the General Meeting or the Committee respectively. Where such a vote is tied, the Chair shall be decided by lottery of attending Committee members, with both Presidents being ineligible to participate in the lottery. Where this lottery is tied the Secretary shall chair the meeting.
- (2) From the Operative Date, the President will preside at each General Meeting and Committee meeting.
- (3) In the event that the President should be absent from a General Meeting or a Committee meeting, then:
 - (a) in the case of an Annual General Meeting:
 - (i) the Senior Vice President;
 - (ii) if the Senior Vice President is also absent, the Vice President;
 - (iii) if the Vice President is also absent, a member elected by the other members present at the Annual General Meeting; and
 - (b) in the case of a Committee meeting:
 - (i) the Senior Vice President;
 - (ii) if the Senior Vice President is also absent, the Vice President;
 - (iii) if the Vice President is also absent, a Committee member elected by the other Committee members present at the Committee meeting,

shall preside at the General Meeting or the Committee meeting as the case requires.

13. **Secretary**

The Secretary shall be responsible for:

- (1) co-ordinating the correspondence of the Association;
- (2) keeping full and correct minutes of the proceedings of the Committee and of the Association;
- (3) complying on behalf of the Association with Part 4, Divisions 5 and 6, and Part 3, Division 3 of the Act;
- (4) having custody of all books, documents, records and registers of the Association, including those referred to in sub-rule (3), other than those required by rule 14 to be kept and maintained by or in the custody of the Treasurer; and
- (5) performing such other duties as are imposed by these rules on the Secretary or delegating, where they see fit, those duties relating to the membership of the Association to the Membership Secretary.

14. **Treasurer**

The Treasurer shall be responsible for:

- (1) the receipt of all monies paid to or received by, or by the Treasurer on behalf of, the Association and for issuing receipts for those monies in the name of the Association;
- (2) paying all monies referred to in sub-rule (1) into such account or accounts of the Association as the Committee may from time to time direct;
- (3) making payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques and authorisations for electronic payments are signed by two Committee members, of which one must be either of the President, the Senior Vice-President or the Vice-President;
- (4) Maintaining the association's accounting records:
 - (a) So they correctly record and explain the financial transactions and financial position of the association;
 - (b) In such manner as will enable true and fair accounts of the association to be prepared from time to time; and
 - (c) In such manner as will enable true and fair accounts of the association to be conveniently and properly audited.
- (5) Submitting to members at the annual general meeting properly audited accounts showing the financial position of the association at the end of the immediately preceding financial year.
- (6) The preparation of a mid year financial statement to be posted to members prior to 31st July, showing the financial position of the association as at 30th June.
- (7) whenever directed to do so by the President, submitting to the Committee a report, balance sheet or financial statement in accordance with that direction;

- (8) having custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rules (4) and (5); and
- (9) performing such other duties as are imposed by these rules on the Treasurer.

15. **Casual Vacancies in membership of Committee**

A casual vacancy occurs in the Committee and that position becomes vacant when:

- (1) there are fewer persons elected to the Committee than are required to fill the positions on the Committee, in which case the positions to which there are no persons elected are declared to be casually vacant; and
- (2) when a Committee member:
 - (a) dies;
 - (b) resigns by notice in writing delivered to the President, or where the Committee member is the President to the Secretary;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill health;
- (5) is absent from more than 3 Committee meetings within any 12 month period, of which she or he has received notice, without tendering an apology to the person presiding at each of those Committee meetings; or
- (6) ceases to be a member of the Association.

16. **Proceedings of Committee**

- (1) The Committee shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but if there is an equality of votes the status quo will remain.
- (4) At a Committee meeting, 50% plus 1 of the members of the Committee (whether present at that Committee meeting or not) constitute a quorum, but if the calculated quorum includes a fraction then the quorum is deemed to be the whole number less than the amount calculated.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee Members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with those sections.
- (7) From the Operative Date, the Committee may act notwithstanding any vacancy on the Committee, including any vacancy of any office-bearer position.
- (8) From the Operative Date, if:
 - (a) any office-bearer position (other than the position of President) becomes vacant, the President is automatically appointed to that position in an acting capacity; or

- (b) the position of President becomes vacant, the Senior Vice President or, if there is no Senior Vice President, the Vice President, is automatically appointed acting-President,

until such point as the office-bearer position is permanently filled pursuant to rules 11(7)(a) or 11(7)(b) (as the case may be).

- (9) From the Operative Date, any person appointed to an office-bearer position in an acting capacity under rule 16(8):
 - (a) may exercise all the powers of that position, and must comply with all the responsibilities of that position, as if that person was appointed to that position in a permanent capacity;
 - (b) continues to occupy such office-bearer position as they held prior to their appointment under rule 16(8).
- (10) From the Operative Date, a person appointed to any office-bearer position in an acting capacity under rule 16(8) may also be appointed to any other vacant office bearer position under rule 16(8).

17. **Powers of the Committee**

- (1) The Committee may, in addition to any powers and authorities conferred by these rules, exercise all such powers and do all such things as are within the objects of the Association and are not, by the Act or by these rules, required to be done by the Association in a General Meeting.
- (2) Without limiting this rule in any way, the Committee has the power to create sub-committees and to appoint members of the Association to those sub-committees in any manner that it sees fit, provided always that every sub-committee must have, as its Convenor, one member from the Committee who will be responsible for reporting on the activities of the sub-committee to the Committee at each Committee meeting.

18. **Powers of sub-committees**

Each sub-committee shall have whatever powers are delegated to the sub-committee by the Committee with the exception of the power to form further sub-committees.

19. **General Meetings**

- (1) The Committee:
 - (a) may at any time convene a special General Meeting;
 - (b) shall convene Annual General Meetings within the time limits provided for 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 members; or
 - (ii) the Secretary receiving a notice under sub-rule 10(4);convene a special General Meeting for the purpose of dealing with the purpose specified in the request or of dealing with the appeal to which that notice refers as the case may be.
- (2) The members making a request referred to in sub-paragraph (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 sub-paragraph (1)(c)(i), the members who made the request concerned may themselves convene a special General Meeting as if they were the Committee; or
 - (b) in sub-paragraph (1)(c)(ii), the member who gave the notice concerned may themselves convene a special General Meeting as if he or she was the Committee.
- (4) When a special General Meeting is convened under paragraphs sub-rule (3)(a) or (b):
- (a) the Committee shall ensure that the members or member convening the General Meeting is or are provided 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) The Secretary shall give to all members not less than 28 days' notice of a General Meeting, together with details of when and where the General Meeting concerned is to be held and of any special resolution that is to be proposed at that meeting.
- (6) The Secretary may give notice to members under sub-rule (5), or under any other rule, by writing to, or, subject to sub-rule (7), emailing, each member.
- (7) By providing their email address to the Association, a member consents to receiving notices of General Meetings by email pursuant to sub-rule (6).
- (8) Any notice given to members under these rules which is sent by:
- (a) post to a postal address provided by a member is deemed to have been received 3 business days after it was sent; and
 - (b) email to an email address provided by a member is deemed to have been received 1 day after it was sent.
- (9) Without in any way limiting the business that may be discussed at the Annual General Meeting, the following matters must be put before the Annual General Meeting:
- (a) A President's report;
 - (b) A Treasurer's report, consistent with the requirements defined in Rule 14(4);
 - (c) Any special resolutions to be decided;
 - (d) Consideration of life membership nominations;
 - (e) Any changes in by-laws made by the Committee (including new by laws);
 - (f) Any presentation by Candidates having nominated to be elected to a position on the Committee; and
 - (g) General Business.

20. **Quorum in proceedings at General Meetings**

- (1) At a General Meeting, 21 members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under sub-rule 19(5):
 - (a) as a result of a request or notice referred to in paragraph 19(1)(c) or as a result of action taken under sub-rule 19(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 a specified venue.
- (3) If within 30 minutes of the time appointed in paragraph (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The presiding President may, with the consent of a General Meeting at which a quorum is present, and shall if so directed by that 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 Secretary shall give notice under rule 19 of the adjourned General Meeting as if that General Meeting was 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 presiding President 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 section 51 of the Act.
- (9) At a General Meeting a poll may be demanded by the presiding President at the General Meeting or by 3 or more members present in person and, if so demanded, shall be taken in such a manner as the presiding President directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the presiding President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (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.
- (12) At a General Meeting if a vote is tied the status quo will remain.

21. **Minutes of meetings of Association**

- (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a General Meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Presiding President of the General Meeting or the Committee 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 Committee meeting to which they relate (in this sub-rule called "the Meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

22. **Voting rights of members of Association**

- (1) Subject to these rules, each member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (2) Each member not present in person or by proxy may vote by way of postal vote in accordance with rule 24.

23. **Proxies of members of Association**

- (1) A member (in this rule called "the appointing member") may appoint in writing another member, subject to this rule, to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any General Meeting.
- (2) An appointment under sub-rule (1) must be made on the form attached to these rules in schedule 1, and:
 - (a) the information set out in that form must be completed; and
 - (b) the form must be lodged with the Secretary at least 24 hours before the scheduled time of the General Meeting.
- (3) Any person appointed as a proxy under this rule may represent only one appointing member at any General Meeting, and cannot be appointed as a proxy for more than one member.
- (4) If any member is appointed proxy for a General Meeting by more than one appointing member, that member will not be allowed to vote for either appointing member.

24. **Postal Voting at General Meetings**

- (1) Subject to this rule, each member not present in person or by proxy at a General Meeting (being either an Annual General Meeting or a special General Meeting as the case may be) is entitled to vote by way of written postal vote (and in this section the member voting by way of postal vote is called the "voting member").

- (2) Each voting member must set out the following particulars in their postal vote:
 - (a) The name of the voting member;
 - (b) The address of the voting member;
 - (c) The full motion or motions on which the voting member is exercising their vote;
 - (d) Whether the voting member is voting in favour or is opposed to the motion or each of the motions in sub-paragraph (c); and
 - (e) the postal vote must be signed by the voting member.
- (3) The postal vote must be posted to the Secretary and received no later than 24 hours before the scheduled time of the General Meeting.
- (4) A postal vote may only be made for the election of committee members at a General Meeting and for motions on notice at a General Meeting.
- (5) A form of postal vote is attached at schedule two to these rules, but a postal vote will not be invalid by reason only of the fact that it is not set out or written on the form in the schedule.
- (6) If any member at any General Meeting votes by way of postal vote in accordance with this rule for any motion on notice and, at the General Meeting the motion on notice is amended so as to become substantially a different motion, then the postal vote will be invalid.

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 Part 3, Division 2 of the Act.
- (2) These rules bind every member of 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.

26. **Common seal of Association**

- (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 Committee and every use of that common seal shall be recorded in the minute book referred to in rule 21.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the members of the Committee holding the positions of President, Secretary or Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

27. **Inspection of records etc of the Association**

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

28. **Distribution of surplus property on winding-up of the Association**

On the winding up of the Association, any surplus remaining following the satisfaction of all debts and liabilities of the Association will not be paid or distributed amongst members, but will, unless otherwise required by law, be given or transferred to another association or body which, by its rules or constitution, is:

- (1) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Association);
- (2) required to apply its income in promoting its charitable purposes; and
- (3) prohibited from making any distribution to its members and paying fees to its Committee of Management, to at least the same extent of such prohibitions under these rules,

such association or body to be determined by members, and in default, by application to the Supreme Court of Western Australia for determination.

2. **Conditions of use of logo**

Any use of the logo of the Association on printed or electronic media must be approved by the Committee of Management and presented in such style as trademarked by the Association.

3. **Grievance procedure**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31(3), the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (5) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (6) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- (7) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4. Applicable Not-for-Profit Laws

4.1 The Association will at all times comply with the Applicable Not-for-Profit Laws.

**APPENDIX 1
FORM OF PROXY**

I, _____ [name]

of _____ [address]

being a member of PRIDE WESTERN AUSTRALIA INC.

hereby appoints _____ [full name of proxy] of:

_____ [address]

being a member of **PRIDE WESTERN AUSTRALIA INCORPORATED** as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or special General Meeting as the case may be) to be held on the day of

20 _____

and at any adjournment of that meeting

* My proxy is authorised to vote in favour of against (delete as appropriate) the resolution: [Insert details] _____

Signature of member appointing proxy

Date

* To be inserted if desired

**APPENDIX 2
FORM OF POSTAL VOTE**

I, _____ [name]

of _____ [address]

being a member of PRIDE WESTERN AUSTRALIA INC.

hereby appoints _____ [full name of proxy] of:

_____ [address]

member of **PRIDE WESTERN AUSTRALIA INCORPORATED** hereby make it known that I wish to have my vote recorded at the General Meeting (Annual General Meeting or special General Meeting as the case may be) to be held on the _____ day of 20 _____ and at any adjournment of that meeting as follows:

[Set out full particulars of the motions and/or elections for which a vote is to be counted, together with the vote which is to be recorded, and if insufficient room write "attached hereto", and set particulars out on a separate sheet, which must also be signed by the voting member].

Signature of member appointing proxy

Date