

PRIDE WESTERN AUSTRALIA INC.

RULES OF ASSOCIATION

UPDATED AT THE SPECIAL GENERAL MEETING OF [21 March 2024]

PRIDE WESTERN AUSTRALIA INC395 OXFORD
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Contents

1. Definitions.....	3
2. Interpretation	4
3. Mission of the Association	4
4. Objects of the Association	4
5. Powers of Association	5
6. Membership.....	5
7. Qualification for membership of Association.....	5
8. Register of Members of Association	6
9. Subscriptions for Members of Association.....	6
10. Ceasing membership.....	6
11. Expulsion of Members of Association.....	7
12. Board.....	7
13. Payment to Board members	9
14. Chairperson	10
15. Secretary	10
16. Treasurer.....	10
17. Casual Vacancies in membership of Board.....	11
18. Proceedings of the Board	11
19. Powers of the Board	12
20. Powers of sub-committees	12
21. Written resolutions.....	13
22. General Meetings	13
23. Use of technology.....	14
24. Quorum in proceedings at General Meetings	15
25. Minutes of meetings of Association	15
26. Voting rights of members of Association.....	16
27. Proxies of members of Association	16
28. Postal and Electronic Voting at General Meetings.....	16
29. Rules of Association	17
30. Common seal of Association	17
31. Inspection of records etc of the Association	17
32. Financial management	17
33. Receipts.....	17
34. Distribution of surplus property on winding-up of the Association.....	18
35. Conditions of use of logo	18
36. Grievance procedure	18
37. Applicable Not-for-Profit Laws	19
Appendix-1: Form Of Proxy	20
Appendix-2: Form Of Postal And Electronic Vote	21
Appendix-3: Form Of Nomination	22

1. 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).

"Annual General Meeting" means the Annual General Meeting of the Association, held in accordance with rule 22.

"Association" means Pride Western Australia Inc as constituted herein.

"Board" means the committee governing the Association as described in rule 12. For the avoidance of doubt, the Board shall be deemed to be the Association's management committee (as that term is defined in the Act) and will be the governing body of the Association.

"Board meeting" means a meeting referred to in sub-rule 18(1) and referenced in the Act as a Committee meeting.

"Board member" means a member of the Board.

"Chairperson" means the person appointed as the Association's chairperson in accordance with sub-rule 12(1)(a)(i).

"Charitable Fundraising Act" means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Association, which may include, relevantly, the *Charitable Collections Act 1946 (WA)*.

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

"Deputy Chairperson" means the person appointed as the Association's deputy-chairperson in accordance with sub-rule 12(1)(a)(ii).

"Financial year" means each period of 12 months commencing on 01 July and ending on 30 June.

"General Meeting" means a general meeting of the Association held under these rules, and includes an Annual General Meeting and Special General Meeting.

"Honorary Member" means a person appointed as an Honorary Member of the Association under sub-rule 7(11).

"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.

"Office-Bearer" means a Board member appointed to one of the Office-Bearer roles in rule 12(1)(a).

"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 Chairperson" means the Chairperson or other person who, pursuant to sub-rule 14(2), is presiding at any particular General Meeting or Board meeting;

"Special General Meeting" means a General Meeting of the Association other than an Annual General Meeting.

"Special resolution" has the meaning given by section 51 of the Act.

"the Pride Community" means all people of diverse sexuality and gender living in Western Australia.

"the Secretary" means the person referred to in sub-rule 12(1)(a)(iii).

"the Treasurer" means the person referred to in sub-rule 12(1)(a)(iv).

- (2) In these rules, any reference to the Chairperson, Deputy Chairperson, Secretary or Treasurer includes a reference to any person holding that position in an acting capacity pursuant to sub-rule 18(9).

2. Interpretation

- (1) In these rules, except where the context otherwise requires:
- (a) the singular includes the plural and vice versa, and a gender includes other genders;
 - (b) another grammatical form of a defined word or expression has a corresponding meaning;
 - (c) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (d) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
 - (f) the meaning of general words is not limited by specific examples introduced by including, **for example** or similar expressions; and
 - (g) a reference to **applicable law** includes the applicable law and any applicable authorisation or licence granted thereunder.
- (2) Headings are for ease of reference only and do not affect interpretation.
- (3) For the purposes of these rules, if the provisions of the Act and these rules conflict on the same matter, the provisions of the Act prevail.

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 the Pride Community
 - (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;
 - (g) raising awareness and driving meaningful change around the needs of people of diverse sexuality and gender living in Western Australia;
 - (h) developing partnership or associations with other organisations, community groups and businesses with aligned objects in order to amplify the reach of the Association's activities; and
 - (i) doing all things incidental or ancillary to the attainment of the above objects.
- (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. Membership

- (1) The members of the Association are:
- (a) the persons who apply for membership, and are admitted as members, in accordance with rule 7; and
 - (b) whose membership has not ceased under rule 10.
- (2) The rights of a member are not transferable and end when membership ceases.

7. Qualification for membership of Association

- (1) The Association must have at least 6 Members.
- (2) Membership of the Association shall be open to all members of the Pride Community and allies.
- (3) A person who wishes to become a member shall apply for membership to the Board in writing by completing and submitting a membership application in such form (if any), and containing such information, as the Board from time to time directs.
- (4) The Board will consider the application for membership at the next Board meeting after the application is duly received. In considering an application for membership the Board may:
- (a) by resolution accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility or suitability for membership.
- (5) If the Board asks for more evidence under sub-rule 7(4)(b), their determination of the application for membership is deferred until the evidence is given.

- (6) The Board does not have to give any reason for rejecting an application for membership under sub-rule 7(4)(a).
- (7) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (8) As soon as practicable after an application for membership is approved by the Board, the Secretary must enter the name and address of the new member, and the date of becoming a member, in the register of members (at which point the applicant becomes a member).
- (9) Members or former members who have served at least two complete years on the Board or who have provided outstanding service to the Association shall be eligible to be nominated for honorary life membership of the Association.
- (10) An Honorary Member of the Association shall not be required to pay the subscription for membership as specified in rule 9.
- (11) The process of appointment of Honorary Members shall be as follows:
 - (a) nominations for Honorary Membership shall be made by the Board and be included in the notice of the Annual General Meeting, as specified in sub-rule 22(6), and will be considered by the Annual General Meeting;
 - (b) a recommendation that a member or former member be nominated as an Honorary Member by the Board may be forwarded from any member to the Secretary. Where such a recommendation is received by the Secretary, the Board shall consider the recommendation at the first Board meeting held following its receipt; and
 - (c) 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.

8. 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 register of members must include each member's:
 - (a) name; and
 - (b) residential address, postal address or email address.
- (3) The Secretary shall cause the name of a person who ceases to be a member to be deleted from the register of members.

9. Subscriptions for Members of Association

- (1) The Board may in its discretion set a subscription fee payable annually by members, which may include different categories of fees.
- (2) Each member, other than Honorary Members, shall pay to the Treasurer annually the subscription fee (if any) set by the Board under sub-rule 9(1).
- (3) Where a member pays to the Treasurer the amount of the subscription determined under sub-rule 9(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.

10. Ceasing membership

- (1) A member ceases to be a member if the person:

- (a) delivers notice in writing of their resignation from the Association to any Board member, from the day of delivery of the notice or such other time agreed between the Board and resigning member;
 - (b) dies;
 - (c) is expelled under rule 11;
 - (d) has failed to pay subscription fees payable under rule 9 for at least three months after the date on which they were due and payable (unless the Board determines otherwise); or
 - (e) does not renew their membership under sub-rule 9(3).
- (2) A member who ceases to be a member under sub-rule 10(1)(a) 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 member.

11. Expulsion of Members of Association

- (1) If the Board 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 Board shall communicate 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 14 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in the notice communicated under sub-rule 11(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 to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule 11(5), a member who is expelled under sub-rule 11(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 11(2).
- (4) A member who is expelled under sub-rule 11(2) from membership of the Association shall, if they wish to appeal against that expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule 11(3).
- (5) When notice is given under sub-rule 11(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 that member is confirmed under this sub-rule.

12. Board

- (1) On and from the Operative Date, the affairs of the Association shall be managed exclusively by a Board consisting of:
- (a) the Office-Bearers of the Board appointed in accordance with sub-rule 5(h), namely:
 - (i) one Chairperson;

- (ii) one Deputy Chairperson;
- (iii) one Secretary;
- (iv) one Treasurer; and

(b) no more than six ordinary members of the Board,

all of whom shall be members of the Association, elected to membership of the Board at an Annual General Meeting or appointed under sub-rule 12(6).

- (2) The Association will endeavour to elect a Board comprised of skilled people that represent intersectional identities across the Pride populations including differing sexual orientations, gender identities and experiences, youth and senior, Aboriginal and Torres Strait Islander people, people of colour and diverse cultural identity and people with accessibility and disability life experiences. It may not always be possible to have representation of everyone's identity, however the Association is committed to seeking knowledge and connection from as broad a range of voices across the diverse LGBTQIA+ population as possible to inform the work of the Association's Board.
- (3) Subject to sub-rule 12(4), a Board member holds office until the conclusion of the second Annual General Meeting following their election but is eligible for re-election.
- (4) Notwithstanding sub-rule 12(3), at the conclusion of the first Annual General Meeting following the Operative Date, 50% of the Board members (or the nearest whole number greater than 50%) will retire but are eligible for re-election. The Board 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).
- (5) Elections to fill vacancies on the Board 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 22(5) and 22(6), the Board 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 Board, a call for nominations of candidates for election to the Board, and details of how such nominations should be delivered to the Returning Officer in accordance with sub-rule 12(5)(c);
 - (c) Nominations of candidates for election as Board 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 in the Appendix); and
 - (ii) delivered to the Returning Officer at least 28 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 12(5)(c).
 - (f) If, following the procedures referred to in sub-rules 12(5)(a) – (c) there are still vacancies on the Board, these remaining vacancies are taken to be casual vacancies and may be filled in accordance with sub-rule 12(6).

- (g) Any person elected to the Board pursuant to this rule will take office immediately on conclusion of the Annual General Meeting at which they are elected.
 - (h) From the Operative Date, no more than 28 days after the conclusion of each Annual General Meeting, the Board must meet and determine which Board members will be Office-Bearers.
 - (i) From the Operative Date, where possible:
 - (i) the person appointed Chairperson will have previously served as Deputy Chairperson or otherwise a minimum of one full year on the Board;
 - (ii) the person appointed Deputy Chairperson will have previously served a minimum of one full year on the Board;
 - (iii) the Office Bearers will be gender diverse in line with the Board statement in sub-rule 12(2);
 - (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.
 - (j) From the Operative Date, the Board may from time-to-time decide to reallocate the Office-Bearer positions among the other Board members.
 - (k) 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 Board member.
 - (l) From the Operative Date and subject to requirements around managing actual, potential or perceived conflicts of interest, a Board member is not precluded from voting on any decision regarding their appointment as an Office-Bearer.
- (6) When a casual vacancy within the meaning of rule 17 occurs in the membership of the Board then, subject to paragraph (b),
- (a) the Board must attempt, within 28 days 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.
- (7) Where possible, appointments made under this sub-rule should comply with the requirements in sub-rule 12(1).
- (8) Candidates applying for Board positions must follow the Selection of Board Members Policy.
- (9) Where, as a result of casual vacancy, an Office-Bearer position becomes vacant, and an appointment is made under sub-rule 12(6)(a) to fill the casual vacancy, then the appointment is made to the Board generally and not to the specific position which has become vacant; and as soon as possible after the appointment of the member to the Board (but no later than 28 days thereafter), the Board (including the member just appointed) will determine which Board member will be selected for the vacant Office-Bearer role.

13. Payment to Board members

- (1) No payment will be made to any Board member other than payment:
 - (a) of out-of-pocket expenses reasonably and properly incurred by the Board member in the performance of any duty as a Board member of the Association, where the amount payable does not exceed an amount previously approved by the Board; and

(b) with the prior approval of the Association:

- (i) for any service rendered to the Association by the Board member in a professional or technical capacity, other than in the capacity as Board member, where the provision of the service, and the amount payable, has the prior approval of the Board and is not more than an amount which commercially would be reasonable payment for the service; and
- (ii) of any reasonable and proper salary or wage due to the Board member as an employee of the Association.

14. Chairperson

- (1) From the Operative Date, the Chairperson will preside at each General Meeting and Board meeting.
- (2) In the event that the Chairperson should be absent from a General Meeting or a Board meeting, then the Presiding Chairperson shall be:
 - (a) in the case of an Annual General Meeting:
 - (i) the Deputy Chairperson will preside; and
 - (ii) if the Deputy Chairperson is also absent, a Board member elected by the members present at the Annual General Meeting will preside; and
 - (iii) if no Board members are present or willing to preside, a member elected by the other members present at the Annual General Meeting will preside; and
 - (b) in the case of a Board meeting:
 - (i) the Deputy Chairperson will preside; and
 - (ii) if the Deputy Chairperson is absent, a Board member elected by the other Board members present at the Board meeting will preside.

15. 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 Board 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, other than those required by rule 16 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 determined by the Board from time to time or delegating, where they see fit, those duties relating to the membership of the Association to the Secretary.

16. 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 16(1) into such account or accounts of the Association as the Board 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 Board and in so doing ensuring that all cheques and authorisations for electronic payments are signed by two Board members, of which one must be either of the Chairperson or the Deputy-Chairperson;
- (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 reviewed accounts showing the financial position of the Association at the end of the immediately preceding Financial Year and, where required by law or otherwise determined by the Board, arranging for the accounts to be properly audited;
- (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 Chairperson, submitting to the Board 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 16(4) and 16(5); and
- (9) performing such other duties as are imposed by these rules on the Treasurer or determined by the Board from time to time.

17. Casual Vacancies in membership of Board

A casual vacancy occurs in the Board and that position becomes vacant when a Board member:

- (1) dies;
- (2) resigns by notice in writing delivered to the Chairperson, or where the Board member is the Chairperson to the Secretary;
- (3) is convicted of an offence under the Act or ACNC Act;
- (4) is permanently incapacitated by mental or physical ill health;
- (5) is absent from more than 3 Board meetings within any 12-month period, of which they received notice, without approval from the Board; or
- (6) ceases to be a member of the Association.

18. Proceedings of the Board

- (1) The Board shall meet together for the dispatch of business not less than four times in each calendar year and the Chairperson may at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board 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 Board meeting, 50% plus 1 of the members of the Board (whether present at that Board 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 Board meeting shall be determined by the Board members present at the Board meeting.
- (6) The Board members need not all be physically present in the same place for a Board meeting to be held. A Board member who participates in a meeting using technology is taken to be present and entitled to vote at the meeting, and if they vote at the meeting, are taken to have voted in person.
- (7) A Board member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with those sections.
- (8) From the Operative Date, the Board may act notwithstanding any vacancy on the Board, including any vacancy of any Office-Bearer position.
- (9) From the Operative Date, if:
 - (a) any Office-Bearer position (other than the position of Chairperson) becomes vacant, the Chairperson is automatically appointed to that position in an acting capacity; or
 - (b) the position of Chairperson becomes vacant, the Deputy Chairperson is automatically appointed acting-Chairperson,
 until such point as the Office-Bearer position is permanently filled pursuant to sub-rule 12(5)(h).
- (10) From the Operative Date, any person appointed to an Office-Bearer position in an acting capacity under sub-rule 18(9):
 - (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; and
 - (b) continues to occupy such Office-Bearer position as they held prior to their appointment under sub-rule 18(9).
- (11) From the Operative Date, a person appointed to any Office-Bearer position in an acting capacity under sub-rule 18(9) may also be appointed to any other vacant Office-Bearer position under sub-rule 18(9).

19. Powers of the Board

- (1) The Board 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 Board has the power to create sub-committees and to appoint any person 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 Board who will be responsible for reporting on the activities of the sub-committee to the Board at each Board meeting.

20. Powers of sub-committees

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

21. Written resolutions

- (1) The Board may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board member entitled to vote signs.
- (2) For the purposes of sub-rule 21(1), separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
- (3) Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification. For the avoidance of doubt, the Association may send a circular resolution by email to Board members and Board members may agree by sending a reply email to that effect, including the text of the resolution in their reply.
- (4) Any document referred to in this clause may be in the form of a facsimile or electronic transmission or notification.
- (5) The minutes of Board meetings must record that a resolution was passed in accordance with this clause.
- (6) This clause applies to meetings and resolutions of any sub-committees established by the Board as if all members of the sub-committee were Board Members.

22. 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 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 20% of members;
or
 - (ii) the Secretary receiving a notice under sub-rule 11(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-rule 22(1)(c) 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-rule 22(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 sub-rule 22(1)(c)(ii), the member who gave the notice concerned may themselves convene a Special General Meeting as if they were on the Board.
- (4) When a Special General Meeting is convened under sub-rule 22(3)(a) or (b):
 - (a) the Board 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 22(5), or under any other rule, by writing to, or, subject to sub-rule 22(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 22(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 5 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 may be put before the Annual General Meeting:
 - (a) a Chairperson's report;
 - (b) a Treasurer's report, consistent with the requirements defined in sub-rule 16(4);
 - (c) any special resolutions to be decided;
 - (d) consideration of nominations for Honorary Members;
 - (e) any changes in by-laws made by the Board (including new bylaws);
 - (f) any presentation by candidates having nominated to be elected to a position on the Board; and
 - (g) general Business.

23. Use of technology

- (1) Despite anything in these rules, the attendees need not all be physically present in the same place for a General Meeting to be held in accordance with these rules. A General Meeting may be held by all attendees communicating with each other by any technological means which gives all members a reasonable opportunity to participate in the General Meeting. For the avoidance of doubt, the Association can hold a General Meeting by:
 - (a) all attendees physically attending the meeting at one or more designated locations;
 - (b) using virtual meeting technology that allows all attendees to simultaneously hear each other and participate in discussion; or
 - (c) using a combination of the above methods.
- (2) A member, Board member or any other attendee who attends a General Meeting held using technological means is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with these rules). If a member votes at a General Meeting held in accordance with this rule, the member is taken to have voted in person.
- (3) The means by which voting will occur will be determined by the Board members prior to the meeting, ensuring that all attendees of a meeting held in accordance with this rule have a mechanism for adequate participation.

24. 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 22(5):
 - (a) as a result of a request or notice referred to in sub-rule 22(1)(c) or as a result of action taken under sub-rule 22(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 sub-rule 24(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 Chairperson 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 22 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 Chairperson at a General Meeting that a resolution has been passed as an ordinary resolution 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 Chairperson 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 Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule 24(9) in respect of an ordinary resolution, a declaration by the Presiding Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule 24(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.

25. Minutes of meetings of Association

- (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Board 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 Chairperson shall ensure that the minutes taken of a General Meeting or Board meeting under sub-rule 25(1) are checked and confirmed as correct by the Presiding Chairperson of the General Meeting or the Board 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 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.

26. 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 or electronic vote in accordance with rule 28.

27. 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 27(1) must be made on the form attached to these rules in the Appendix (or another form determined by the Board from time to time and notified to members), 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.

28. Postal and Electronic 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 or electronic vote (and in this section the member voting by way of postal or electronic vote is called the "voting member").
- (2) Each voting member must set out the following particulars in their postal or electronic 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-rule 28(2)(c);
 - (e) the postal vote must be signed by the voting member; and
 - (f) where an electronic vote is sent by email, it must be sent from members' registered email address.
- (3) The postal or electronic vote must be received by the Secretary 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 Board members at a General Meeting and for motions on notice at a General Meeting.
 - (5) A form of postal and electronic vote is attached at the Appendix to these rules, but a postal or electronic vote will not be invalid by reason only of the fact that it is not set out or written on the form in the Appendix.
 - (6) If any member at any General Meeting votes by way of postal or electronic 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 or electronic vote will be invalid.

29. 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.

30. Common seal of Association

The Association does not have a common seal.

31. Inspection of records etc of the Association

- (1) A member may at any reasonable time inspect without charge the records that members are entitled to inspect under the Act. The Board may authorise a member to inspect other books and records of the Association, including the Association's financial accounts. The Board may refuse to allow a member to inspect or obtain a copy of a document:
 - (a) that relates to confidential, personal, commercial, employment or legal matters; or
 - (b) if the Board considers it would be prejudicial to the interests of the Association for the member to do so.

32. Financial management

- (2) The Board must cause the Association to keep written financial records in relation to the business of the Association, and to prepare financial documents and reports, in accordance with the requirements of the Act, the ACNC Act and any other applicable laws.
- (3) The Board must cause the financial records and financial documents of the Association to be audited to the extent required by, and in accordance with the requirements of, the Act and any other applicable laws.

33. Receipts

If the Association accepts a gift, contribution or donation of money or property, the Association must issue receipts if and as required by, and otherwise comply with all applicable laws in relation to any such gift, contribution or donation, including without limitation (if and to the extent applicable) the Applicable Not for Profit Laws.

34. 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 governing body members, 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.

35. Conditions of use of logo

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

36. 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 Board; and
 - (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 sub-rule 36(3), the parties must within 10 days:
 - (a) notify the Board 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 Board; or
 - (ii) if the dispute is between a member and the Board or the Association—by agreement between the parties to the dispute.
- (6) A mediator appointed by the Board 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.

37. Applicable Not-for-Profit Laws

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

Appendix-1: Form Of Proxy

I, _____ [name] of _____ [address]
and _____ [email], being a member of **PRIDE WESTERN AUSTRALIA INC.**, hereby appoints _____ [full name of proxy] of
_____ [address] and _____ [email],
being a member of **PRIDE WESTERN AUSTRALIA INC.**, 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:

Signature of member appointing proxy:

Date: _____

* To be inserted if desired

Appendix-2: Form Of Postal And Electronic Vote

I, _____ [name] of _____ [address]
and _____ [email], being a member of **PRIDE WESTERN AUSTRALIA
INC.**, 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 voting by postal or electronic vote:

Date: _____

Appendix-3: Form Of Nomination

PROPOSED NOMINATION

It is proposed that _____ [name of nominee], a fully paid member of **PRIDE WESTERN AUSTRALIA INC.**, is nominated for a position on the Board of Pride Western Australia Inc for a period of two years.

Name of 1st proposing member:

Signature of 1st proposing member:

Date: _____

Name of 2nd proposing member:

Signature of 2nd proposing member:

Date: _____

CONSENT TO NOMINATION

I, _____ [name] of _____ [address] and _____ [email], being a member of **PRIDE WESTERN AUSTRALIA INC.**, consent to be nominated for a position on the Board of Pride Western Australia Inc for a period of two years.

Signature of nominated member: _____

Date: _____

**Please provide a short bio in support of your nomination setting out your experience and interest in joining the Pride WA Board, to be included in the nomination handover to members.*