



SUBIACO COMMUNITY MEN’S SHED (INC)

RULES OF ASSOCIATION

As amended 13th August 2020

TABLE OF CONTENTS

No	Rule	Page
1	NAME OF THE ASSOCIATION	1
2	DEFINITIONS AND INTERPRETATIONS.....	1
3	OBJECTS OF <i>THE ASSOCIATION</i>	2
4	POWERS OF <i>THE ASSOCIATION</i>	3
5	QUALIFICATIONS FOR MEMBERSHIP OF <i>THE ASSOCIATION</i>	3
6	REGISTER OF <i>MEMBERS</i>	4
7	SUBSCRIPTIONS OF <i>MEMBERS</i>	5
8	TERMINATION OF MEMBERSHIP OF <i>THE ASSOCIATION</i>	5
9	SUSPENSION OR EXPULSION OF MEMBERS	6
10	<i>THE COMMITTEE</i>	6
11	<i>THE PRESIDENT AND THE CHAIRMAN</i>	8
12	<i>THE VICE PRESIDENT</i>	9

13	<i>THE SECRETARY</i>	9
14	<i>THE TREASURER</i>	9
15	CASUAL VACANCIES IN MEMBERSHIP OF <i>THE COMMITTEE</i>	11
16	PROCEEDINGS OF <i>THE COMMITTEE</i>	11
17	<i>GENERAL MEETINGS</i>	12
18	QUORUM AND PROCEEDINGS AT <i>GENERAL MEETINGS</i>	13
19	MINUTES OF MEETINGS OF <i>THE ASSOCIATION</i>	14
20	VOTING RIGHTS OF <i>MEMBERS</i>	15
21	PROXIES OF <i>MEMBERS</i>	15
22	<i>THE RULES</i>	15
23	COMMON SEAL OF <i>THE ASSOCIATION</i>	16
24	INSPECTION OF RECORDS, ETC. OF <i>THE ASSOCIATION</i>	16
25	DISPUTES AND MEDIATION	16
26	<i>BY-LAWS</i>	17
27	DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF <i>THE ASSOCIATION</i>	18
	APPENDIX	ERROR! BOOKMARK NOT DEFINED.

RULES OF ASSOCIATION

1 Name of the Association

The name of *the Association* is: Subiaco Community Men's Shed (Inc)

2 Definitions and Interpretations

2.1 In *the Rules*, unless the contrary intention appears-

annual general meeting is the meeting convened under sub-rule 17.1.2;

associate member means a member of *the Association*, as referred to in sub-rule 5.4;

by-laws means the by-laws made under rule 26;

Committee meeting means a meeting referred to in rule 16;

Committee member means a person referred to in sub-rules 10.1.1, 10.1.2, 10.1.3, 10.1.4 or 10.1.5;

convene means to call together for a formal meeting;

department means the government department with responsibility for administering *the Act*;

financial records means the records as defined in Part 5 of *the Act*;

financial report means the financial report as defined in Part 5 of *the Act*;

financial statements means the financial statements as defined in Part 5 of *the Act*;

financial year means a period commencing on 1 July and ending on 30 June in the following year;

general meeting means a meeting to which all *ordinary members* are invited;

honorary member means a member of *the Association*, as referred to in sub-rule 5.3;

member means an *ordinary member*, *honorary member* or *associate member* of *the Association*;

ordinary member means a member of *the Association*, as referred to in sub-rule 5.2;

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

poll means voting conducted in written form (as opposed to a show of hands);

special general meeting means a *general meeting* other than the *annual general meeting*;

special resolution means a resolution altering *the Rules* as set out in sections 30, 31 and 33 of *the Act*, passed at a *general meeting* in accordance with Rule 18;

the Act means the Associations Incorporation Act 2015;

the Association means the Subiaco Community Men's Shed (Inc);

the Chairman means the person presiding at a *Committee meeting* or *general meeting* in accordance with rule 11;

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

the Committee means the Committee of Management of *the Association* referred to in sub-rule 10.1;

the President means the President referred to in sub-rule 10.1.1;

the Rules means these Rules of Association;

the Secretary means the Secretary referred to in sub-rule 10.1.3;

the Treasurer means the Treasurer referred to in sub-rule 10.1.4; and

the Vice President means the person referred to in sub-rule 10.1.2.

2.2 Unless the context of its use indicates otherwise, a definition also includes its other grammatical forms and where defined in the singular also includes the plural, and vice versa.

2.3 Correspondence and notices to *members* or applicants for membership will be deemed to be properly effected if-

2.3.1 handed personally to the *members* or applicants for membership;

2.3.2 sent by post, if the correspondence is sufficiently addressed and posted to the relevant *members* or applicants for membership, by ordinary prepaid mail; or

2.3.3 sent by email, if the correspondence is sufficiently addressed and forwarded to the relevant *members* or applicants for membership. Sufficiently addressed for *members* means to postal or residential addresses in the register kept under rule 6 or to email addresses as advised to *the Secretary*. It shall be the responsibility of *members* to advise the *Secretary* of any changes to this information.

Sufficiently addressed for applicants for membership means to addresses as shown on the Application for Membership form.

3 Objects of *the Association*

3.1 The objects of *the Association* are to-

3.1.1 provide facilities, assistance, if necessary, and an environment where men can be creative and productive on both community and personal projects;

3.1.2 provide the opportunity for men to associate and support each other;

3.1.3 provide an environment where men's health issues can be raised and discussed;

3.1.4 give men an opportunity to be valued in their community;

- 3.1.5 promote wellbeing and understanding among men;
 - 3.1.6 maintain a safe working environment and provide guidance and instruction for the safe use of tools and equipment;
 - 3.1.7 expand men's educational and social networks; and
 - 3.1.8 promote intergenerational and cultural bonding.
- 3.2 The property and income of *the Association* shall be applied solely towards the promotion of the objects and purposes of *the Association* and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to *members*, except in good faith in the promotion of those objects.

4 Powers of *the Association*

The powers conferred on *the Association* are the same as those conferred by section 14 of *the Act*, so that subject to *the Act* and any additions, exclusions or modifications inserted below, *the Association* may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may-

- 4.1 acquire, hold, deal with, and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest its money-
 - 4.3.1 in any security in which trust monies may lawfully be invested;
 - 4.3.2 or in any other manner authorised by *the Rules*;
- 4.4 borrow money upon such terms and conditions as *the Association* thinks fit;
- 4.5 give such security for the discharge of liabilities incurred by *the Association* as *the Association* thinks fit;
- 4.6 appoint agents to transact any business of *the Association* on its behalf;
- 4.7 enter into any other contract it considers necessary or desirable; and
- 4.8 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene *the Act* or *the Rules*.

5 Qualifications for membership of *the Association*

- 5.1 There shall be 3 classifications for membership of *the Association*-
 - 5.1.1 *ordinary member*;
 - 5.1.2 *honorary member*; and
 - 5.1.3 *associate member*.
- 5.2 Membership of *the Association* as an *ordinary member* is open to all men of all ages with an interest in promoting the objects of *the Association*.
 - 5.2.1 A person who wishes to become an *ordinary member* shall make application to *the Committee* in writing-

- 5.2.1.1 signed by that person and by both of the *ordinary members* referred to in sub-rule 5.2.1.3;
 - 5.2.1.2 in such form as *the Committee* from time to time directs; and
 - 5.2.1.3 be proposed by one *ordinary member* and seconded by another *ordinary member*.
- 5.2.2 A majority of the *Committee members* may accept an application made under sub-rule 5.2.1.1 by considering and endorsing the application in writing. Where an application for membership made under sub-rule 5.2.1.1 is-
- 5.2.2.1 accepted by the written endorsement by a majority of the *Committee members*, the endorsed application shall be tabled at the next *Committee meeting*; or
 - 5.2.2.2 not accepted by endorsement by a majority of the *Committee members*, *the Committee* shall consider the application at the next *Committee meeting* and at that meeting or the next following *Committee meeting* accept or reject the application.
- 5.2.3 An applicant whose membership is accepted under sub-rule 5.2.2 shall be advised by *the Secretary* in accordance with sub-rule 2.3 together with any subscriptions due and provided with a copy of *the Rules*. Membership shall commence upon payment of any subscriptions due.
- 5.2.4 An applicant whose application for membership of *the Association* is rejected under sub-rule 5.2.2 shall be advised by *the Secretary*, but there is no requirement to give the applicant a reason for the rejection.
- 5.3 *The Association*, by a majority vote at a general meeting, may confer membership as an *honorary member*, on any person it considers has made a significant contribution to the objects of *the Association*.
- 5.4 *The Committee* may offer temporary membership, as *associate members*, to men where it considers such membership will assist with their well-being, in accordance with the objects of *the Association*. *Associate members* shall be subject to such conditions as set out in the by-laws and *the Committee* from time to time determines.

6 Register of *members*

- 6.1 *The Secretary*, on behalf of *the Association*, shall comply with section 53 of *the Act* by keeping and maintaining in an up to date condition a register of *the members* and their contact information as set out in sub-rule 6.2.3.
- 6.2 The register shall include for each *member*-
 - 6.2.1 the classification of membership of *the Association*;
 - 6.2.2 the joining date of the *member*; and

- 6.2.3** either a residential address, or postal address, or email address, or information by which contact may be made with the *member*.
- 6.3** Upon the request of a *member*, *the Secretary* shall make the register available for the inspection of the *member*, who may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 6.4** The register shall be so kept and maintained at *the Secretary's* place of residence, or at such other place as the *ordinary members* at a *general meeting* decide.
- 6.5** *The Secretary* shall delete from the register the name of a person who dies or who ceases to be a *member* under rule 8.

7 Subscriptions of *members*

- 7.1** An applicant whose membership has been accepted under sub-rules 5.2.2 and 5.2.3 as an *ordinary member*, shall pay a subscription being an amount that is pro-rata the annual subscription based on the number of whole calendar months remaining in the *financial year*.
- 7.2** Each *ordinary member* shall pay, in respect of each *financial year* following the date of their membership commencing, the annual subscription determined under sub-rule 7.3. The annual subscription in respect of a *financial year* shall become due on 1 July of that *financial year*.
- 7.3** The amount of the annual subscription shall be determined by *the Committee* except where the *ordinary members* at a *general meeting* have determined the amount in respect of a *financial year* and in advance of that *financial year*.
- 7.4** Subject to sub-rule 7.5, an *ordinary member* whose subscription is not paid within 3 months after the relevant due date fixed by or under sub-rule 7.2 ceases on the expiry of that period to be a *member*, unless *the Committee* decides otherwise.
- 7.5** A person exercises all the rights and obligations of an *ordinary member* for the purposes of *the Rules* if his subscription is paid on or before the relevant date fixed by or under sub-rule 7.4
- 7.6** *Honorary members* shall not be liable for any subscriptions.
- 7.7** *Associate members* shall be liable for subscriptions as *the Committee* determines.

8 Termination of membership of *the Association*

Membership of *the Association* may be terminated upon-

- 8.1** receipt by *the Secretary* or another *Committee member* of a notice in writing from a *member* of his resignation from *the Association*. The *member* remains liable to pay to *the Association* the amount of any monies due and payable by him to *the Association* but unpaid at the date of submitting his resignation; or
- 8.2** non-payment by an *ordinary member* of his subscription within three

months of the date fixed by *the Committee* for subscriptions to be paid, unless *the Committee* decides otherwise in accordance with sub-rule 7.4; or

8.3 expulsion of a *member* in accordance with rule 9.

9 Suspension or expulsion of members

9.1 If *the Committee* considers that a *member* should be suspended or expelled from membership of *the Association* because of conduct detrimental to the interests of *the Association*, *the Committee* shall communicate, either verbally or in writing, to the *member* not less than 30 days before the date of the *Committee meeting* referred to in sub-rule 9.1.1-

9.1.1 notice of the proposed suspension or expulsion and of the time, date and place of the *Committee meeting* at which the question of that suspension or expulsion will be decided; and

9.1.2 particulars of that conduct.

9.2 At the *Committee meeting* referred to in a notice communicated under sub-rule 9.1, *the Committee* may, having afforded the *member* concerned a reasonable opportunity to be heard by, or to make representations in writing to *the Committee*, suspend or expel or decline to suspend or expel that *member* from membership of *the Association* and shall, within 7 days, after deciding whether or not to suspend or expel that *member*, communicate that decision in writing to that *member*.

9.3 Subject to sub-rule 9.5, the membership of a *member* is suspended or ceases with immediate effect from the day on which the decision to suspend or expel a member is communicated to the *member* under sub-rule 9.2.

9.4 A *member* whose membership is suspended or who is expelled from *the Association* may, within 14 days after receiving notice of *the Committee's* decision under sub-rule 9.2, give written notice to *the Secretary* requesting the appointment of a mediator under rule 25.

9.5 If notice is given under sub-rule 9.4, the *member* who gives the notice and *the Committee* are the parties to the mediation.

10 The Committee

10.1 Subject to sub-rule 10.10, the affairs of *the Association* shall be managed exclusively by *the Committee*, all of whom shall be *ordinary members* and consisting of-

10.1.1 the President;

10.1.2 the Vice President;

10.1.3 the Secretary;

10.1.4 the Treasurer;

10.1.5 not less than three other *ordinary members*.

10.2 *Committee members* shall be elected at an *annual general meeting* or appointed under sub-rule 10.9.

10.3 Subject to sub-rule 10.9, a *Committee member's* term will be from his

election at an *annual general meeting* until the election referred to in sub-rule 10.2 at the next *annual general meeting* after his election. *Committee members* are eligible for re-election to *the Committee*, but *the President, the Secretary and the Treasurer* shall not serve in those positions for more than two consecutive terms.

10.4 Except for nominees under sub-rule 10.8, an *ordinary member* is not eligible for election to membership of *the Committee* unless an *ordinary member* has nominated him for election by delivering notice in writing of that nomination to *the Secretary* not less than 7 days before the day on which the *annual general meeting* concerned is to be held, signed by-

10.4.1 the nominator; and

10.4.2 the nominee to signify his willingness to stand for election.

10.5 An *ordinary member* who is eligible for election or re-election under this rule may-

10.5.1 propose or second himself for election or re-election; and

10.5.2 vote for himself.

10.6 If the number of *ordinary members* nominated in accordance with sub-rule 10.4 for election to membership of *the Committee* in any position does not exceed the number of vacancies to be filled in that position-

10.6.1 *the Secretary* shall report accordingly to *the Chairman*; and

10.6.2 *the Chairman* shall declare those *ordinary members* to be duly elected as *Committee members* at the *annual general meeting* concerned.

10.7 If at the *annual general meeting* the number of *ordinary members* nominated in accordance with sub-rule 10.4 for election to membership of *the Committee* in any position exceeds the number of vacancies to be filled-

10.7.1 *the Secretary* shall report accordingly to *the Chairman*, who shall conduct an election for those positions where the nominations exceed the number of vacancies. Voting shall be in person, by proxy or by postal vote; and

10.7.2 *the Chairman* shall declare those *ordinary members* who obtain most votes to be duly elected as *Committee members*. Where there is a tie, the decision shall be determined by drawing lots.

10.8 If vacancies remain on *the Committee* after the declarations under sub-rules 10.6 and 10.7, additional nominations for membership of *the Committee* may be accepted from the floor of the *annual general meeting*.

10.8.1 If such nominations from the floor do not exceed the number of vacancies *the Chairman* shall declare those *ordinary members* to be duly elected as *Committee members*.

10.8.2 Where the number of nominations from the floor exceeds the remaining number of vacancies on *the Committee*, *the Chairman* shall conduct elections for those positions. *The Chairman* shall declare those *ordinary members* who obtain most votes to be duly

elected as *Committee members*. Where there is a tie, the decision shall be determined by drawing lots.

10.9 If a vacancy remains on *the Committee* after the application of sub-rule 10.8, or when a casual vacancy within the meaning of rule 15 occurs in the membership of *the Committee*-

10.9.1 *the Committee* may appoint an *ordinary member* to fill that vacancy; and

10.9.2 an *ordinary member* appointed under this sub-rule will-

10.9.2.1 hold office until the election referred to in sub-rule 10.2; and

10.9.2.2 be eligible for election to membership of *the Committee* at the next following *annual general meeting*.

10.10 *The Committee* may delegate, in writing, to one to more sub-committees (consisting of such *ordinary member* or *ordinary members* as the *Committee* thinks fit) the exercise of such functions of *the Committee* as are specified in the delegation other than-

10.10.1 the power of delegation; and

10.10.2 a function which is a duty imposed on *the Committee* by *the Act* or any other law.

10.11 Any delegation under sub-rule 10.10 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and *the Committee* may continue to exercise any function delegated.

10.12 *The Committee* may, in writing, revoke wholly or in part any delegation under sub-rule 10.10.

11 *The President and the Chairman*

11.1 Subject to this rule, *the President* shall preside as *the Chairman* at all *general meetings* and *Committee meetings*.

11.2 In the event of the absence from a *general meeting* of-

11.2.1 *the President*;
the Vice President shall preside as *the Chairman*; or

11.2.2 both *the President* and *the Vice President*;
an *ordinary member* elected by the *ordinary members* present at the *general meeting*, shall preside as *the Chairman* at the *general meeting*.

11.3 In the event of the absence from a *Committee meeting* of-

11.3.1 *the President*;
the Vice President shall preside as *the Chairman*; or

11.3.2 both *the President* and *the Vice President*;
a *Committee member* elected by *the Committee members* present shall preside as *the Chairman* at the *Committee meeting*.

12 The Vice President

The *Vice President* shall-

- 12.1** Assist *the President* in carrying out his duties as President
- 12.2** Deputise for *the President* as required.

13 The Secretary

The *Secretary* shall-

- 13.1** co-ordinate the correspondence of *the Association*;
- 13.2** keep minutes of all *Committee meetings* and *general meetings* in accordance with sub-rule 19.1;
- 13.3** comply on behalf of *the Association* with-
 - 13.3.1** section 53 of *the Act* with respect to the register of *members*, as referred to in rule 6;
 - 13.3.2** section 35 of *the Act* by keeping and maintaining in an up to date condition *the Rules* and, upon the request of a *member* shall make available *the Rules* for the inspection of the *member* and the *member* may make a copy of or take an extract from *the Rules* but will have no right to remove *the Rules* for that purpose; and
 - 13.3.3** section 58 of *the Act* by maintaining a record of-
 - 13.3.3.1** the names and residential or postal addresses of the persons who hold the offices of *the Association* provided for by *the Rules*, including all offices held by the persons who constitute *the Committee* and persons who are authorised to use the common seal of *the Association* under rule 23;
 - 13.3.3.2** the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of *the Association*; and
 - 13.3.3.3** shall, upon the request of a *member*, make available the record for the inspection of the *member* and the *member* may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 13.4** unless the *ordinary members* resolve otherwise at a *general meeting*, have custody of all books, documents, records and registers of *the Association*, including those referred to in sub-rule 13.3 but other than those required by rule 14 to be kept and maintained by, or in the custody of, *the Treasurer*; and
- 13.5** perform such other duties as are imposed by *the Rules* on *the Secretary*.

14 The Treasurer

The *Treasurer* shall-

- 14.1** be responsible for the receipt of all moneys paid to or received by him on

behalf of *the Association* and shall issue receipts for those moneys in the name of *the Association*;

- 14.2** pay all moneys referred to in sub-rule 14.1 into such account or accounts of *the Association* as *the Committee* may from time to time direct;
- 14.3** make payments by the due date from the funds of *the Association* with the authority of a *general meeting* or of *the Committee* by –
 - 14.3.1** cash where an endorsement can be obtained from the recipient;
 - 14.3.2** cheque and that the cheque is signed by himself and at least one other authorised *Committee member*, or by any two others as are authorised by *the Committee*; or
 - 14.3.3** electronic transfer from *the Association's* bank account.
- 14.4** comply on behalf of *the Association* with Part 5 of *the Act* with respect to the *financial records* of *the Association* by–
 - 14.4.1** keeping such *financial records* as correctly record and explain the financial transactions and financial position of *the Association*;
 - 14.4.2** keeping the *financial records* in such manner as will enable true and fair accounts of *the Association* to be prepared from time to time;
 - 14.4.3** if *the Association* is–
 - 14.4.3.1** a tier 1 association as defined in section 64(1) of *the Act*, coordinate the preparation of *the Association's financial statements* or–
 - 14.4.3.2** a tier 2 association or tier 3 association as defined in sections 64(2) and 64(3) of *the Act*, coordinate the preparation of *the Association's financial report*; before their submission to the *annual general meeting*.
 - 14.4.4** keeping the *financial records* in such manner as will enable true and fair accounts of *the Association* to be conveniently and properly reviewed or audited;
 - 14.4.5** provide any assistance required by an auditor or reviewer conducting an audit or review of *the Association's financial statements* or *financial report* under Part 5 Division 5 of *the Act*; and
 - 14.4.6** submitting to *ordinary members* at each *annual general meeting*, accounts of *the Association* showing the financial position of *the Association* at the end of the immediately preceding *financial year*.
- 14.5** whenever directed to do so by *the President*, submit to *the Committee* a report, balance sheet or financial statement in accordance with that direction;
- 14.6** unless the *ordinary members* resolve otherwise at a *general meeting*, have custody of all securities, books and documents of a financial nature and accounting records of *the Association*, including those referred to in

sub-rules 14.4 and 14.5; and

14.7 Perform such other duties as are imposed by *the Rules on the Treasurer*.

15 Casual vacancies in membership of *the Committee*

A casual vacancy occurs in the office of a *Committee member* and that office becomes vacant if the *Committee member*–

15.1 dies;

15.2 resigns by notice in writing delivered to *the President* or, if the *Committee member* is *the President*, to *the Secretary* and that resignation is accepted by resolution of *the Committee*;

15.3 is convicted of an offence under *the Act*;

15.4 is permanently incapacitated by mental or physical ill-health;

15.5 is absent from more than –

15.5.1 three consecutive *Committee meetings*; or

15.5.2 three *Committee meetings* in the same *financial year* without tendering an apology to *the Chairman* at each of those *Committee meetings*;

of which *Committee meetings* the *Committee member* received notice, and *the Committee* has resolved to declare the office vacant;

15.6 ceases to be an *ordinary member of the Association*; or

15.7 is the subject of a resolution passed by a *general meeting* terminating his appointment as a *Committee member*.

16 Proceedings of *the Committee*

16.1 Subject to sub-rule 5.2.2, *the Committee* shall meet together for the dispatch of business not less than four times in each year and *the President*, or at least half the *Committee members*, may at any time convene a *Committee meeting*.

16.2 Each *Committee member* shall be given at least 48 hours' notice of a *Committee meeting*, setting out the time, place and general nature of business to be conducted at the *Committee meeting*.

16.3 Each *Committee member* has a deliberative vote.

16.4 A question arising at a *Committee meeting* shall be decided by a majority of votes, but, if there is no majority, *the Chairman* will have a casting vote in addition to his deliberative vote.

16.5 At a *Committee meeting* one more than half of the *Committee members* constitutes a quorum.

16.6 Subject to *the 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*.

16.7 As required under sections 42 and 43 of *the Act*, a *Committee member* having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, *the Committee* (except if that pecuniary

interest exists only by virtue of the fact that the *Committee member* is a member of a class of persons for whose benefit *the Association* is established), shall-

- 16.7.1** as soon as he becomes aware of that interest, disclose the nature and extent of his interest to *the Committee*; and
- 16.7.2** not take part in any deliberations or decision of *the Committee* with respect to that contract.
- 16.8** Sub-rule 16.7.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the *Committee member* is an employee of *the Association*.
- 16.9** *The Secretary* shall cause every disclosure made under sub-rule 16.7.1 by a *Committee member* to be recorded in the minutes of the *Committee meeting* at which it is made.

17 General meetings

- 17.1** *The Committee*-
 - 17.1.1** may at any time convene a *special general meeting*;
 - 17.1.2** shall *convene annual general meetings* within the time limits provided for the holding of such meetings by section 50 of *the Act*, that is, in every calendar year within four months after the end of *the Association's financial year* or such longer period as may in a particular case be allowed by *the Commissioner*; and
 - 17.1.3** shall, within 30 days of-
 - 17.1.3.1** receiving a request in writing to do so from not less than 20% of the *ordinary members*, *convene a special general meeting* for the purpose specified in that request; or
 - 17.1.3.2** *the Secretary* receiving a notice under sub-rule 9.4, *convene a general meeting* to deal with the appeal to which that notice relates.
- 17.2** The *ordinary members* making a request referred to in sub-rule 17.1.3.1 shall-
 - 17.2.1** state in that request the purpose for which the *special general meeting* concerned is required; and
 - 17.2.2** sign that request.
- 17.3** If a *special general meeting* is not *convened* within the relevant period of 30 days referred to-
 - 17.3.1** in sub-rule 17.1.3.1, the *ordinary members* who made the request concerned may themselves *convene a special general meeting* as if they were *the Committee*; or-
 - 17.3.2** in sub-rule 17.1.3.2, the *member* who gave the notice concerned may *convene a special general meeting* as if he were *the Committee*.

- 17.4** When a *special general meeting* is convened under sub-rule 17.3.1 or 17.3.2 the Association shall pay the reasonable expenses of *convening* and holding the *special general meeting*.
- 17.5** Subject to sub-rule 17.7, *the Secretary* shall give to all *members* not less than 14 days' notice of a *special general meeting* and that notice shall specify–
- 17.5.1** when and where the *special general meeting* concerned is to be held; and
- 17.5.2** particulars of the business to be transacted at the *special general meeting* concerned and of the order in which that business is to be transacted.
- 17.6** Subject to sub-rule 17.7, *the Secretary* shall give to all *members* not less than 21 days' notice of an *annual general meeting* and that notice shall specify–
- 17.6.1** when and where the *annual general meeting* is to be held;
- 17.6.2** the particulars and order in which business is to be transacted, as follows–
- 17.6.2.1** first, the consideration of the accounts and reports of *the Committee*;
- 17.6.2.2** second, the election of *Committee members* to replace outgoing *Committee members*; and
- 17.6.2.3** third, any other business requiring consideration by *the Association* at the *annual general meeting*.
- 17.7** A proposed *special resolution* may be moved either at a *special general meeting* or at an *annual general meeting*, however *the Secretary* shall give to all *members* not less than 21 days' notice of the meeting at which such resolution is to be proposed. In addition to those matters specified in sub-rule 17.5 or 17.6, as relevant, the notice shall also include the resolution to be proposed and the intention to propose the resolution as a *special resolution*.

18 Quorum and proceedings at *general meetings*

- 18.1** At a *general meeting* eight *ordinary members* present in person constitute a quorum.
- 18.2** If within 30 minutes after the time specified for the holding of a *general meeting* in a notice given under sub-rule 17.5 or 17.6 -
- 18.2.1** as a result of a request or notice referred to in sub-rule 17.1.3 or as a result of action taken under sub-rule 17.3 a quorum is not present, the *general meeting* lapses; or
- 18.2.2** otherwise than as a result of a request, notice or action referred to in sub-rule 18.2.1, the *general meeting* stands adjourned to the same time on the same day in the following week and at the same venue.
- 18.3** If within 30 minutes of the time appointed by sub-rule 18.2.2 for the resumption of an adjourned *general meeting* a quorum is not present, the

ordinary members who are present in person or by proxy may nevertheless proceed with the business of that *general meeting* as if a quorum were present.

- 18.4** *The Chairman* may, with the consent of a *general meeting* at which a quorum is present, and shall, if so directed by such a *general meeting*, adjourn that *general meeting* from time to time and from place to place.
- 18.5** 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.
- 18.6** When a *general meeting* is adjourned for a period of 30 days or more, *the Secretary* shall give notice under rule 17 of the adjourned *general meeting* as if that *general meeting* were a fresh *general meeting*.
- 18.7** At a *general meeting*-
- 18.7.1** a proposed *ordinary resolution* put to the vote will be decided by a majority of votes cast on a show of hands; and
- 18.7.2** a proposed *special resolution* put to the vote will be passed if it receives a majority of not less than three-fourths of the *ordinary members* who cast a vote at the meeting, either in person or by proxy or postal vote, in accordance with section 51 of *the Act*.
- 18.8** A declaration by *the Chairman* of a *general meeting* that a resolution has been passed as an *ordinary resolution* or a *special resolution* will be evidence of that fact unless, during the *general meeting* at which the resolution is submitted, a *poll* is demanded in accordance with sub-rule 18.9
- 18.9** At a *general meeting*, a *poll* may be demanded by *the Chairman* or by three or more *ordinary members* present in person or by proxy and, if so demanded, shall be taken in such manner as *the Chairman* directs.
- 18.10** If a *poll* is demanded and taken under sub-rule 18.9 in respect of a proposed *ordinary resolution* or *special resolution*, a declaration by *the Chairman* of the result of the *poll* is evidence of the matter so declared.
- 18.11** A *poll* demanded under sub-rule 18.9 shall be taken immediately on that demand being made.

19 Minutes of meetings of *the Association*

- 19.1** *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.
- 19.2** *The Chairman* shall ensure that the minutes taken of a *general meeting* or *Committee meeting* under sub-rule 19.1 are checked and signed as correct by *the Chairman* of the *general meeting* or *Committee meeting* to which those minutes relate or by *the Chairman* of the next succeeding *general meeting* or *Committee meeting*, as the case requires.
- 19.3** When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that –

- 19.3.1** the *general meeting* or *Committee meeting* to which they relate (in this sub-rule called "the meeting") was duly *convened* and held;
- 19.3.2** all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- 19.3.3** all appointments or elections purporting to have been made at the meeting have been validly made.

20 Voting rights of members

Subject to *the Rules*, each *ordinary member* present in person or by proxy at a *general meeting*, or who has forwarded a vote by post or email to reach *the Association* at least 3 days prior to the *general meeting*, is entitled to a deliberative vote. *Honorary members* and *associate members* are not entitled to a deliberate vote.

21 Proxies of members

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

22 The Rules

- 22.1** *The Association* may alter or rescind *the Rules*, or make rules additional to *the Rules*, in accordance with the procedure set out in sections 17, 18 and 19 of *the Act*, which is as follows–
 - 22.1.1** Subject to sub-rules 22.1.4 and 22.1.5, *the Association* may alter *the Rules* by *special resolution* but not otherwise;
 - 22.1.2** Within one month of the passing of a *special resolution* altering *the Rules*, or such further time as *the Commissioner* may in a particular case allow (on written application by *the Association*), *the Association* shall lodge with *the Commissioner* notice of the *special resolution* setting out particulars of the alteration together with a certificate given by a *Committee member* certifying that the resolution was duly passed as a *special resolution* and that *the Rules* as so altered conform to the requirements of *the Act*;
 - 22.1.3** An alteration of *the Rules* does not take effect until sub-rule 22.1.2 is complied with;
 - 22.1.4** An alteration of *the Rules* having effect to change the name of *the Association* does not take effect until sub-rules 22.1.1 to 22.1.3 are complied with and the approval of *the Commissioner* is given to the change of name;
 - 22.1.5** An alteration of *the Rules* having effect to alter the objects or purposes of *the Association* does not take effect until sub-rules 22.1.1 to 22.1.3 are complied with and the approval of *the Commissioner* is given to the alteration of the objects or purposes.

22.2 *The Rules* bind every *member* and *the Association* to the same extent as if every *member* and *the Association* had signed and sealed *the Rules* and agreed to be bound by all their provisions.

23 Common seal of *the Association*

23.1 *The Association* shall have a common seal on which its corporate name appears in legible characters.

23.2 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 19.

23.3 The affixing of the common seal of *the Association* shall be witnessed by any two of *the President, the Secretary* and *the Treasurer*.

23.4 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.

24 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*.

25 Disputes and mediation

25.1 The grievance procedure set out in this rule applies to disputes under *the Rules* between–

25.1.1 a *member* and another *member*;

25.1.2 a *member* and *the Association*; or

25.1.3 if *the Association* provides services to non-members, those non-members who receive services from *the Association*, and *the Association*.

25.2 The parties to the dispute shall meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

25.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

25.4 The mediator shall be–

25.4.1 a person chosen by agreement between the parties; or

25.4.2 in the absence of agreement–

25.4.2.1 in the case of a dispute between a *member* and another *member*, a person appointed by *the Committee*;

25.4.2.2 in the case of a dispute between a *member* or relevant non-member (as defined by sub-rule 25.1.3) and *the Association*, a person who is a mediator appointed to, or employed with, a not for profit organisation.

- 25.5 *A member* can be a mediator.
- 25.6 The mediator cannot be a member who is a party to the dispute.
- 25.7 The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation.
- 25.8 The mediator, in conducting the mediation, shall –
 - 25.8.1 give the parties to the mediation process every opportunity to be heard;
 - 25.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 25.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 25.9 The mediator shall not determine the dispute.
- 25.10 The mediation shall be confidential and without prejudice.
- 25.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with *the Act* or otherwise at law.

26 *By-laws*

- 26.1 *The Association* may, by resolution at a *general meeting*, make, amend or revoke *by-laws*.
- 26.2 *By-laws* may —
 - 26.2.1 provide for the rights and obligations that apply to membership as an *associate member* or *honorary member* which may be approved under sub-rules 5.3 and 5.4;
 - 26.2.2 impose restrictions on *the Committee's* powers, including the power to dispose of *the Association's* assets;
 - 26.2.3 impose requirements relating to the financial reporting and financial accountability of *the Association* and the reviewing or auditing of *the Association's* accounts;
 - 26.2.4 provide for any other matter *the Association* considers necessary or convenient to be dealt with in the *by-laws*.
- 26.3 A *by-law* is of no effect to the extent that it is inconsistent with *the Act*, the regulations or *the Rules*.
- 26.4 Without limiting sub-rule 26.3, a *by-law* made for the purposes of sub-rule 26.2.3 may only impose requirements on *the Association* that are additional to, and do not restrict, a requirement imposed on *the Association* under Part 5 of *the Act*.
- 26.5 At the request of a *member*, *the Association* must make a copy of the *by-laws* available for inspection by the *member*.

27 Distribution of surplus property on winding up of *the Association*

If upon the winding up or dissolution of *the Association* there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the *members*, or former *members*. The surplus property shall be given or transferred to another association incorporated under *the Act* which has similar objects and which are not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the *ordinary members*.

APPENDIX

Contents

Application for Ordinary Membership

Appointment of Proxy

Notice of general meeting to alter Rules of Association

Nomination for membership of Committee

SUBIACO COMMUNITY MEN'S SHED (INC.)

APPLICATION FOR ORDINARY MEMBERSHIP

Rule 5

I, _____

(APPLICANT'S name)

of _____

(APPLICANT'S contact details -

required under section 53 of the *Associations Incorporation Act (2015)*)

(APPLICANT'S email address)

apply to become an ordinary member of the above Association.

If my application is accepted, I agree to be bound by the Rules of Association.

Signature:

Date:

Sub-rule 5.2 "A person who wishes to become an ordinary member shall be proposed by one ordinary member and seconded by another ordinary member."

PROPOSED:

SECONDED:

Name: Name:

Signature: Signature:

Date:

Date:

----- *Applicants to detach and keep* -----

INFORMATION for APPLICANTS

- If your application is accepted, your name and contact details, as provided above, **must** be recorded in a register of members and be made available to other members, upon request, under section 53 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be fined up to \$2,750.00.
- You can contact the Association at 363 Bagot Road, Subiaco 6008.
- You can access or correct personal information (your name and contact details) by contacting the Association as indicated above.

OTHER INFORMATION

- If your application is accepted, you are entitled to inspect and make a copy of the register of members under section 54 of the *Associations Incorporation Act*.
- If your application is accepted, you will be provided with a copy of the Rules of Association and are entitled to inspect and make a copy of the Rules of Association at any time under sections 53 and 54 of the *Associations Incorporation Act*.
-

- **If your application for ordinary membership is rejected by the Committee, you will be advised of that decision.**

SUBIACO COMMUNITY MEN'S SHED (INC)
APPOINTMENT OF PROXY

Rule 21

I, _____
(Insert ORDINARY MEMBER'S name)

of _____
(Insert ORDINARY MEMBER'S contact details)

being an ordinary member of Subiaco Community Men's Shed (Inc)

• **APPOINT**

_____ *(Insert PROXY'S name)*

who also is an ordinary member of the Subiaco Community Men's Shed (Inc), as my proxy.

My proxy is authorised to vote on my behalf: *(Tick only **ONE** of the following)*

at the general meeting/s (and any adjournments of the general meeting/s) on:

_____ *(Insert relevant date/s)*

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

(Insert resolution numbers, brief description or nominees' name/s)

(Insert resolution numbers, brief description or nominees' name/s)

Signature: _____
of ordinary member appointing proxy

Date: _____

SUBIACO COMMUNITY MEN'S SHED (INC)

NOMINATION FOR MEMBERSHIP OF COMMITTEE

Rule 10

I, _____

(Ordinary Member's name)

hereby nominate:

Nominee's name (must be an Ordinary Member)

For the position of

President Vice President Secretary Treasurer Committee Member

(Tick position/s nominated)

Signature of nominator:.....

Date:.....

I agree to stand for election in the position/s as indicated above.

Signature of nominee:.....

Date:.....

- This completed nomination form must be received by the Secretary at least 7 days prior to the Annual General Meeting