



CONSTITUTION

INTRODUCTION

This constitution sets out:

- The rules that govern the day-to-day management of Directions Disability Support Services Inc; and
- How the Association's Board of Management powers and responsibilities will be exercised and discharged, adopting principles of good corporate governance and practice that accord with applicable laws under which Directions Disability Support Services Inc operates.

1. NAME

The name of the association hereby constituted is Directions Disability Support Services Inc ("Directions").

2. DEFINITIONS

In this constitution, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2015* (Western Australia), as amended or replaced. Any term not defined herein or the meaning of which is not clear from the subject or context shall take the meaning implied by or defined in the Act;

"Annual general meeting" means a meeting convened under rule 17;

"Annual membership fee" means the fee (if any) determined by the Board in accordance with rule 6.1;

"Association" means the Association referred to in rule 1;

"Board" means the Board of Management of Directions referred to in rule 10;

"Board meeting" means a meeting of the Board referred to in rule 15;

"Board member" means a person elected to the board in accordance with rule 10, including the Chair, Vice-Chair, Treasurer and Secretary;

"Books" of the Association includes the following:

- (a) A register
- (b) Financial records, financial statements or financial reports, however compiled, recorded or stored
- (c) A document
- (d) Any other record of information;

"Chair" means Chairman/Chairperson, and:

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or

- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10.2 or, if that person is unable to perform his or her functions, the Vice Chair;

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

“Community organisation” means any not-for-profit organisation, club, community minded group, body or association that can show an active and demonstrable interest in furthering the objects of Directions in providing a service to the community and who have experience in the provision of disability services, education, reform or any other interest that may be of benefit to Directions, its members and/or their clients and communities, as determined by the Board;

“Constitution” means this document;

“Convene” means to call together for a formal meeting;

“Financial records” includes:

- (a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) Documents of prime entry; and
- (c) Working papers and other documents needed to explain
- (i) The methods by which financial statements are prepared; and
 - (ii) Adjustments to be made in preparing financial statements;

“Financial report” has the meaning given in section 63 of the Act;

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

“General meeting” means a meeting to which all members are entitled to receive notice of and attend;

“General member” means a person referred to in rule 5.1(b);

“Member” means any member of Directions, with rights and responsibilities as defined in rule 5;

“Ordinary resolution” means any resolution other than a special resolution;

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

“Real and personal property” means land and all things attached to it (real) and property owned by a business or individual that is not affixed or associated with the land (personal);

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

“Rules” means these rules of the Association, as in force for the time being;

“Secretary” means the Secretary referred to rule 10.2(d);

“Special general meeting” means a general meeting other than the annual general meeting;

“Special resolution” means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

“Treasurer” means the Treasurer referred to in rule 10.2(c);

“Vice-Chair” means the Vice-Chair referred to in rule 10.2(b).

3. OBJECTS

The Objects of Directions are:

- 3.1 To promote the inclusion of people with disability in a valued way within their community by providing support, information and practical assistance to those using the Association’s services or programs and the wider community;
- 3.2 To build individual, family and community self-sufficiency;
- 3.3 To give people with disability and their families control over the range, frequency, timing and use of activities, services and programs arranged through the Association;
- 3.4 To assist people with disability and their families to develop activities, services and supports tailored to their needs, circumstances and wishes;
- 3.5 To arrange, secure, resource and monitor self-determined activities, services and supports on behalf of people with disability and their families;
- 3.6 To promote the capacity of people with disability in exercising choice in their living arrangements;
- 3.7 To secure such services or supports as are necessary to carry out any of the Objects of the Association;
- 3.8 To promote best practice inclusive and personalised models of support for people with disability and their families;
- 3.9 To monitor current policies and practices in disability support services;
- 3.10 To offer advice to government and non-government bodies that promotes the right of people with disability to live as valued members of their families and participate within their communities;
- 3.11 To ensure that all staff and Board members have the capacity, skills and competence to promote the above Objects.

The property and income of Directions shall be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those Objects.

A payment may be made to a member out of the funds of the Association only if it is authorised as follows:

- (a) The payment is in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) The payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) The payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

4. POWERS

The Board members are the persons who, as the Board of the Association, have the power to manage the affairs of the Association.

- 4.1 Subject to the Act, these rules, and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 4.2 The Board must take all reasonable steps to ensure that the Association complies with the Act, and these rules.

5. MEMBERSHIP

- 5.1 Directions has three categories of members, as follows:
 - (a) **Board member:** A general member who sits on the Board.
 - (b) **General member:** A member who pays the annual membership fee in accordance with rule 6.1, and who has all the rights and responsibilities afforded to general members as set out in this Constitution.
 - (c) **Life member:** a person awarded Life membership by the Board in recognition of their contribution to Directions.
- 5.2 Membership shall be open to all persons who support the objects of Directions, pay the annual membership fee and are approved by the Board, with the

exception of employees, volunteers who receive reimbursements of \$2000 or more per annum, and individuals who have not reached the age of 15 years.

- 5.3 A person or organisation that wishes to become a general member must:
- (a) apply for membership to the Board in writing:
 - (i) signed by that person, and by both of the members referred to in paragraph (b); and
 - (ii) in such form as the Board from time to time directs; and
 - (b) be proposed by one member and seconded by another member.
- 5.4 The Board must consider each application made under rule 5.3 at a Board meeting in the order in which they are received by the Association, and must at the Board meeting or the next Board meeting accept or reject that application.
- 5.5 The Board must notify the applicant of the Board's decision to accept or reject the application in writing as soon as practicable after making the decision. If membership has been rejected, this notification should include an outline of the dispute resolution process.
- 5.6 An applicant whose application for membership of Directions is rejected under rule 5.4 must, if that applicant wishes to appeal against that decision, give notice to the Secretary of the applicant's intention to do so within a period of 14 days from the date the applicant is advised of the rejection.
- 5.7 An applicant for membership of the Association becomes a member when:
- (a) The Board accepts the application; and
 - (b) The applicant pays any membership fees payable to the Association under rule 7.
- 5.8 The number of members is not limited unless otherwise approved by resolution at a general meeting.
- 5.9 The Association must give each person who becomes a member of the Association a copy of the rules in force at the time their membership commences. This can be done by electronic transmission or providing the details of the website where the rules may be downloaded. A hard copy is provided if the member requests this.
- 5.10 When notice is given under rule 5.7, Directions in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Directions in the general meeting.

- 5.11 Upon approval by the Board under rule 5.4 and subject to the payment of the annual membership fee, the Secretary shall cause the applicant's name to be entered in the register of members.
- 5.12 A right, privilege, or obligation of a person by reason of membership of Directions:
- (a) Is not capable of being transferred or transmitted to another person; and
 - (b) Terminates upon the cessation of membership whether by death or resignation or otherwise.

6. REGISTER OF MEMBERS

- 6.1 The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 6.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 6.3 The register of members must be kept at the Secretary's place of residence, or at another place determined by the Board.
- 6.4 A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements;
- 6.5 If:
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

7. ANNUAL MEMBERSHIP FEE

- 7.1 The Board may from time to time determine the amount of the annual membership fee, which can be zero dollars, for each category of member.

- 7.2 Subject to rule 7.3, each member must pay to the Secretary or their delegate annually on or before 1 July or such other date as the Board may from time to time determine, the annual membership fee applicable to the member's category of membership.
- 7.3 The Board may waive the requirement to pay the annual membership fee for certain members.
- 7.4 Subject to rule 7.6, a member whose annual membership fee is not paid within 3 months after the relevant date fixed by or under rule 7.2 ceases on the expiry of that period to be a member, unless the Board determines otherwise.
- 7.5 If a person who has ceased to be a member under rule 7.4 offers to pay the annual membership fee after the period referred to in that rule has expired:
- (a) The Board may, at its discretion, accept that payment; and
 - (b) If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- 7.6 A person exercises all the rights and obligations of a member for the purposes of this constitution if his or her annual membership fee is paid on or before the relevant date fixed by or under rule 7.2 or within 3 months thereafter, or such other time as the Board allows.

8. TERMINATION OF MEMBERSHIP OF DIRECTIONS

Membership of Directions terminates upon the following:

- 8.1 The individual member dies;
- 8.2 Receipt by the Secretary or a Board member of a notice in writing from a member of his or her resignation from membership of Directions. The resignation takes effect;
- (a) When the Secretary receives the notice; or
 - (b) If a later time is stated in the notice, at that later time;
- 8.3 Cessation of membership in accordance with rule 7.4; or
- 8.4 Expulsion of a member in accordance with rule 9.

A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

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

The Secretary must keep a record, for at least one year after a person ceases to be a member, of;

- (a) The date on which the person ceased to be a member; and
- (b) The reason why the person ceased to be a member.

9. SUSPENSION OR EXPULSION OF A MEMBER

- 9.1 The Board may decide to suspend a member's membership or to expel a member from the Association if:
- (a) The member contravenes any of these rules; or
 - (b) The member acts detrimentally to the interests of the Association.
- 9.2 The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- 9.3 The notice given to the member must state:
- (a) When and where the Board meeting is to be held; and
 - (b) The grounds on which the proposed suspension or expulsion is based; and
 - (c) That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- 9.4 At the Board meeting, the Board must:
- (a) Give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) Give due consideration to any submissions so made; and
 - (c) Decide:
 - (i) Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) Whether or not to expel the member from the Association.
- 9.5 A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.

- 9.6 The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- 9.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under rule 9.6, give written notice to the Secretary requesting the appointment of a mediator under rule 20.
- 9.8 If notice is given under rule 9.7, the member who gives the notice and the Board are the parties to the mediation.
- 9.9 During the period a member's membership is suspended, the member:
- (a) Loses any rights (including voting rights) arising as a result of membership; and
 - (b) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 9.10 When a member's membership is suspended, the Secretary must record in the register of members:
- (a) That the member's membership is suspended; and
 - (b) The date on which the suspension takes effect; and
 - (c) The period of the suspension.
- 9.11 When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

10. BOARD OF MANAGEMENT

- 10.1 A person may be a Board member if the person is:
- (a) An individual who has reached 18 years of age; and
 - (b) A general member.
- 10.2 Subject to rule 10.3, the Board shall consist of at least five and no more than ten persons, all of whom must be members, including a:
- (a) Chair;
 - (b) Vice-Chair;
 - (c) Treasurer; and
 - (d) Secretary.
- A person must not hold 2 or more of these offices at the same time.

- 10.3 A member becomes a Board member if the general member is:
- (a) Elected to the Board at a general meeting in accordance with this rule 10; or
 - (b) Appointed to the Board by the Board to fill a casual vacancy under rule 14.
- 10.4 Subject to rules 10.7(f) and 10.11, a Board member's term will be from his or her election at a general meeting until the election referred to in rule 10.7 at the second annual general meeting after his or her last election, but he or she is eligible for re-election to the Board.
- 10.5 At least 42 days before an annual general meeting, the Secretary must send written notice to all the members:
- (a) Calling for nominations for election to the Board; and
 - (b) Stating the date by which nominations must be received by the Secretary to comply with 10.6.
- 10.6 A person is not eligible for election or re-election to the Board unless a member (other than the person being nominated) has nominated him or her for election or re-election by delivering notice in writing of that nomination, signed by:
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election or re-election,
- to the Secretary (or nominee) not less than 28 days before the day on which the general meeting concerned is to be held.
- 10.7 Board members are to rotate in accordance with the following procedure:
- (a) At each annual general meeting one half of the Board members, or the nearest number to but not more than one half, shall stand down. The members shall elect the same number of Board members to the Board, so as to fill all vacancies where the number of Board members is, or will be, below the minimum number specified in rule 10.2;
 - (b) A retiring Board member shall retain office until the conclusion of the general meeting at which he or she retires;
 - (c) The Board members that retire shall be those longest in office since his or her last election or re-election;
 - (d) If two or more Board members have been in office for the same period since his or her last election or re-election, those Board members may

agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire;

(e) Subject to rules 10.6 and 10.7(f), any Board member (including a retiring Board member) is eligible for re-election; and

(f) No Board member shall hold office for longer than 4 consecutive terms.

10.8 A person who is eligible for election or re-election under this rule may vote for himself or herself.

10.9 If the number of persons nominated in accordance with rule 10.6 for election or re-election to the Board exceeds the number of vacancies in Board membership to be filled:

(a) A ballot will be held at the annual general meeting concerned;

(b) Proxy votes will be accepted according to rule 18.11-18.18;

(c) The votes will be counted by the Secretary or their delegate; and

(d) The results will be announced by the Secretary or their delegate.

10.10 If the number of persons nominated in accordance with rule 10.6 for election or re-election to the Board does not exceed the number of vacancies in Board membership to be filled, at the general meeting concerned:

(a) The Secretary or nominee must report that accordingly; and

(b) The Chair must declare those persons to be duly elected as members of the Board.

10.11 If a vacancy remains on the Board after the application of rule 10.10, or when a casual vacancy within the meaning of rule 14 occurs in the Board, the Board may either:

(a) Appoint a member to fill that vacancy, in which case a member will:

(i) Hold office for the balance of the term of office of the Board member that they are replacing; and

(ii) Be eligible for election to the Board, at the next following annual general meeting; or

(b) Convene a special general meeting to elect further Board members to fill those vacancies. This special general meeting must occur within 90 days of the relevant annual general meeting or the casual vacancy occurring. The Secretary (or nominee) will accept nominations with respect to the elections to take place at this special general meeting in a manner consistent with these rules.

- 10.12 A Board member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair.
- 10.13 The resignation takes effect:
- (a) When the notice is received by the Secretary or Chair; or
 - (b) If a later time is stated in the notice, at the later time.
- 10.14 At a general meeting, the Association may by resolution remove a Board member from office. This Board member may make written representations (of a reasonable length) to the Secretary or Chair and may ask that the representations be provided to the members. The Secretary or Chair may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.
- 10.15 A person ceases to be a Board member if the person:
- (a) Dies or otherwise ceases to be a member; or
 - (b) Resigns from the Board under rule 10.12 and 10.13, or is removed from office under rule 10.14; or
 - (c) Becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act; or
 - (d) Becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (e) Fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend and the Board accept that period of absence.
 - (f) Has completed the maximum 4 terms under rule 10.7(f).
- 10.16 A Board member or subcommittee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
- (a) In attending a Board or subcommittee meeting; or
 - (b) In attending a general meeting; or
 - (c) Otherwise in connection with the Association's business.
- 10.17 The acts of the Board, or of a subcommittee, or of a Board member or subcommittee Member are valid despite any defect that may afterwards be

discovered in the election, appointment or qualification of a Board member or subcommittee member.

11. CHAIR AND VICE-CHAIR

- 11.1 The Chair and Vice-Chair will be elected by the Board at the first Board meeting after the annual general meeting for the term of one year.
- 11.2 It is the duty of the Chair to consult with the Secretary regarding the business to be conducted at each Board meeting and general meeting.
- 11.3 The Chair has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.
- 11.4 In the event of the absence from a general meeting of both the Chair and the Vice-Chair, a member elected by the other members present at the general meeting must preside at the general meeting.
- 11.5 In the event of the absence from a Board meeting of both the Chair and the Vice-Chair, a Board member elected by the other Board members present at the Board meeting must preside at the Board meeting.
- 11.6 The Board shall have power to co-opt any member or members of Directions to assist it in the execution of its duties.

12. SECRETARY

- 12.1 The Secretary will be elected by the Board at the first Board meeting after the annual general meeting for the term of one year.
- 12.2 The Secretary has the responsibility for the following duties:
 - (a) Dealing with the Association's correspondence;
 - (b) Consulting with the Chair regarding the business to be conducted at each Board meeting and general meeting;
 - (c) Preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) Unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;

- (f) Unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) Maintaining full and accurate minutes of Board meetings and general meetings;
- (i) Carrying out any other duty given to the Secretary under these rules or by the Board.
- (j) Perform such other duties as are imposed by these rules on the Secretary.

13. TREASURER

13.1 The Treasurer will be elected by the Board at the first Board meeting after the annual general meeting for the term of one year.

13.2 The Treasurer has the responsibility for the following duties:

- (a) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) Coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;

- (h) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) Carrying out any other duty given to the Treasurer under these rules or by the Board.

14. CASUAL VACANCIES IN MEMBERSHIP OF BOARD

- 14.1 The Board may appoint a member who is eligible under rule 10.1 to fill a position on the Board that:
 - (a) Has become vacant under rule 10.15; or
 - (b) Was not filled by election at the most recent annual general meeting.
- 14.2 If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under rule 10.1 to fill the position within 14 days after the vacancy arises.
- 14.3 Subject to the requirement for a quorum under rule 15.7, the Board may continue to act despite any vacancy in its membership.
- 14.4 If there are fewer Board members than required for a quorum under rule 15.7, the Board may act only for the purpose of:
 - (a) Appointing Board members under this rule; or
 - (b) Convening a general meeting.

15. PROCEEDINGS OF BOARD

- 15.1 The Board shall meet at least 6 times each year on the dates and at the times and places determined by the Board.
- 15.2 Special Board meetings may be convened by the Chair or any 2 Board members;
- 15.3 Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting;
- 15.4 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting;
- 15.5 Unless rule 15.6 applies, the only business that may be conducted at the meeting is the business described in the notice;

- 15.6 Urgent business that has not be described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.
- 15.7 At least half, or the nearest number to, but not more than one half of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 15.8 Subject to rule 14.4, no business is to be conducted at a Board meeting unless a quorum is present.
- 15.9 If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
- (a) In the case of a special meeting, the meeting lapses; or
 - (b) Otherwise, the meeting is adjourned to the same time, day and place in the following week.
- 15.10 If:
- (a) A quorum is not present within 30 minutes after the commencement time of a Board meeting held under rule 15.9(b); and
 - (b) At least 2 Board members are present at the meeting,
- those members present are taken to constitute a quorum.
- 15.11 Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- 15.12 A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- 15.13 If the votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- 15.14 A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- 15.15 If a secret ballot is needed, the Chair of the meeting must decide how the ballot is to be conducted.
- 15.16 The Board may invite any employee or member to attend Board meetings except where matters relating to the employee or member are being considered.
- 15.17 A person invited under rule 15.16 to attend a Board meeting:

- (a) Has no right to any agenda, minutes or other document circulated at the meeting; and
- (b) Must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
- (c) Cannot vote on any matter that is to be decided at the meeting.

15.18 Under Section 42 and 43 of the Act, a Board member having any direct or indirect pecuniary interest in a matter being considered by the Board (except if that pecuniary interest exists only by virtue of the fact that the Board member is a member of a class of persons for whose benefit Directions is established), must:

- (a) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
- (b) Not take part in any deliberations or decision of the Board with respect to that matter; and
- (c) Disclose the nature and extent of the interest at the next general meeting of the Association.

The Association must record every disclosure made by a Board member of a material personal interest in the minutes of the Board meeting at which the disclosure is made.

15.19 The Board must ensure that minutes are taken and kept of each Board meeting.

15.20 The minutes must record the following:

- (a) The names of the Board members present at the meeting;
- (b) The name of any person attending the meeting under rule 15.16;
- (c) The business considered at the meeting; and
- (d) Any motion on which a vote is taken at the meeting and the result of the vote.

15.21 The minutes of a Board meeting must be entered in the Association's minute book, which may be electronic, within 30 days after the meeting is held.

15.22 The Chair must ensure that the minutes of a Board meeting are reviewed and signed as correct by:

- (a) The Chair of the meeting; or
- (b) The Chair of the next Board meeting.

- 15.23 When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) The meeting to which the minutes relate was duly convened and held;
 - (b) The matters recorded as having taken place at the meeting took place as recorded; and
 - (c) Any appointment purportedly made at the meeting was validly made.
- 15.24 A Board meeting may be held using telephone or, if consented to by all Board members, other technology. The consent may be a standing one. A Board member may only withdraw the consent within a reasonable period before the meeting.
- 15.25 If a Board meeting is held using any technology and all the Board members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 15.26 A member who participates in a Board meeting as allowed under rule 15.24 and 15.25 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- 15.27 The following provisions apply to a technology meeting:
- (a) Each of the Board members taking part in the meeting must be able to hear and be heard by each of the other Board members taking part in the meeting; and
 - (b) At the commencement of the meeting each Board member must announce his or her presence to all the other Board members taking part in the meeting.
- 15.28 If the Secretary is not present at a technology meeting, one of the Board members present or another person nominated by them present at the meeting must take minutes of the meeting.
- 15.29 A Board member may not leave a technology meeting by disconnecting his or her link to the meeting unless that Board member has previously notified the Chair of the meeting.
- 15.30 A Board member is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Board member has previously obtained the express consent of the Chair to leave the meeting.

16. SUBCOMMITTEES AND SUBSIDIARY OFFICES

- 16.1 To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
- (a) Appoint one or more subcommittees;
 - (b) Create one or more subsidiary offices and appoint people to those offices.
- 16.2 A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- 16.3 A person may be appointed to a subsidiary office whether or not the person is a member.
- 16.4 Subject to any directions given by the Board:
- (a) A subcommittee may meet and conduct business as it considers appropriate; and
 - (b) The holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- 16.5 The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
- (a) The power to delegate; and
 - (b) A non-delegable duty.
- 16.6 A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- 16.7 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- 16.8 The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 16.9 Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- 16.10 The Board may, in writing, amend or revoke the delegation.

17. GENERAL MEETINGS

- 17.1 The Board must determine the date, time and place of the annual general meeting within 4 months of after the end of the financial year.
- 17.2 The ordinary business of the annual general meeting is as follows:
- (a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) To receive and consider:
 - (i) The Board's annual report on the Association's activities during the preceding financial year;
 - (ii) The financial report of the Association for the preceding financial year presented under part 5 of the Act;
 - (iii) A copy of the report of the auditor's report on the financial report;
 - (c) To elect the Board members of the Association;
 - (d) To appoint or remove an auditor of the Association in accordance with the Act;
 - (e) To confirm or vary the membership fees.
- 17.3 Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- 17.4 The Board may convene a special general meeting and must do so if at least 20% of the members require a special general meeting to be convened.
- 17.5 The members requiring a special general meeting to be convened must:
- (a) Make the requirement by written notice given to the Secretary;
 - (b) State in the notice the business to be considered at the meeting; and
 - (c) Each sign the notice.
- 17.6 The special general meeting must be convened within 28 days after notice is given under rule 17.5(a).
- 17.7 If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- 17.8 A special general meeting convened by members under 17.7:

- (a) Must be held within 3 months after the date the original requirement was made; and
 - (b) May only consider the business stated in the notice by which the requirement was made.
- 17.9 The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under rule 17.7.
- 17.10 The Secretary or, in the case of a special general meeting convened under rule 17.7, the members convening the meeting, must give to each member:
 - (a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 14 days' notice of a general meeting in any other case.
- 17.11 The notice must:
 - (a) Specify the date, time and place of the meeting;
 - (b) Indicate the general nature of each item of business to be considered at the meeting;
 - (c) If the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 10.6;
 - (d) State that the member may appoint an individual who is an general member as a proxy for the meeting;
 - (e) Include a copy of any form that the Board has approved for the appointment of a proxy.
 - (f) If a special resolution is proposed:
 - (i) Set out the wording of the proposed resolution as required by section 51(4) of the Act;
 - (ii) State that the resolution is intended to be proposed as a special resolution; and

18. PROCEEDINGS AT GENERAL MEETINGS

- 18.1 At a general meeting 7 members present in person constitute a quorum.
- 18.2 The Chair or, in the Chair's absence, the Vice Chair must preside as Chair of each general meeting.

- 18.3 If the Chair and Vice Chair are absent or are unwilling to act as Chair of a general meeting, the Board members at the meeting must choose one of them to act as Chair of the meeting.
- 18.4 No business is to be conducted at a general meeting unless a quorum is present.
- 18.5 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- (a) In the case of a special general meeting, the meeting lapses; or
 - (b) In the case of the annual general meeting, the meeting is adjourned to:
 - (i) The same time and day in the following week; and
 - (ii) The same place, unless the Chair specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- 18.6 If a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under rule 18.5(b) and at least 2 general members are present at the meeting, those members present are taken to constitute a quorum.
- 18.7 The Chair of a general meeting at which a quorum is present may, with the consent of a majority of the general members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 18.8 Without limiting rule 18.7, a meeting may be adjourned:
- (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the members more time to consider an item of business.
- 18.9 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 18.10 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 17.10.
- 18.11 Subject to 18.12 a general member may appoint an individual who is a general member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 18.12 A general member may be appointed the proxy for not more than 5 other members.

- 18.13 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 18.14 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 18.15 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 18.16 If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form:
- (a) That clearly identifies the person appointed as the member's proxy; and
 - (b) That has been signed by the member.
- 18.17 A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- 18.18 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary or their delegate not later than 24 hours before the commencement of the meeting.
- 18.19 On any question arising at a general meeting:
- (a) Subject to 18.21 each general member has one vote;
 - (b) General members may vote personally or by proxy.
- 18.20 Except in the case of a special resolution, a motion is carried if a majority of the general members present at a general meeting vote in favour of the motion.
- 18.21 If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- 18.22 If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- 18.23 For a person to be eligible to vote at a general meeting, the must:
- (a) Have been an general member at the time notice of the meeting was given; and
 - (b) Have paid any fee or other money payable to the Association by the member.
- 18.24 A special resolution is required if it is proposed at a general meeting:
- (a) To adopt a new constitution, or alter the rules;

- (b) To affiliate the Association with another body;
 - (c) To be wound up voluntarily or by the Supreme Court
 - (d) To request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 18.25 Rule 18.24 does not limit the matters in relation to which a special resolution may be proposed.
- 18.26 A resolution is a special resolution if it is passed by the votes of not less than three-fourths of the members of the Association who cast a vote at the meeting.
- 18.27 Subject to rule 18.29, the Chair of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
- (a) Carried;
 - (b) Carried unanimously;
 - (c) Carried by a particular majority; or
 - (d) Lost.
- 18.28 If the resolution is a special resolution, the declaration under rule 18.27 must identify the resolution as a special resolution.
- 18.29 If a poll is demanded on any question by the Chair of the meeting or by at least 3 other general members present in person or by proxy:
- (a) The poll must be taken at the meeting in the manner determined by the Chair;
 - (b) The Chair must declare the determination of the resolution on the basis of the poll.
- 18.30 If a poll is demanded on the election of the Chair or on a question of an adjournment, the poll must be taken immediately.
- 18.31 If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chair.
- 18.32 A declaration under 18.27 or 18.29 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

- 18.33 The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- 18.34 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 18.35 In addition, the minutes of each annual general meeting must record:
- (a) The names of the members attending the meeting;
 - (b) Any proxy forms given to the Chair of the meeting under rule 18.18;
 - (c) The financial report presented at the meeting;
 - (d) The auditor's report on the financial report presented at the meeting.
- 18.36 The minutes of a general meeting must be entered in the Association's minute book, which may be electronic, within 30 days after the meeting is held.
- 18.37 The Chair must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- (a) The Chair of the meeting; or
 - (b) The Chair of the next general meeting.
- 18.38 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) The meeting to which the minutes relate was duly convened and held;
 - (b) The matters recorded as having taken place at the meeting took place as recorded; and
 - (c) Any election or appointment purportedly made at the meeting was validly made.
- 18.39 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 18.40 A member who participates in a general meeting as allowed under rule 18.39 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

19. RESOLVING DISPUTES

- 19.1 The following procedure applies to disputes:
- (a) Between members; or
 - (b) Between one or more members and the Association.
- 19.2 The parties to the dispute must attempt to resolve the dispute between themselves within 14 days after the dispute comes to the attention of each party.
- 19.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19.2, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
- (a) The parties to the dispute; and
 - (b) The matters that are the subject of the dispute.
- 19.4 Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- 19.5 The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 19.6 The notice given to each party to the dispute must state:
- (a) When and where the Board meeting is to be held; and
 - (b) That the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- 19.7 At the Board meeting at which a dispute is to be considered and determined, the Board must:
- (a) Give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) Give due consideration to any submissions so made; and
 - (c) Determine the dispute.
- 19.8 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

- 19.9 A party to the dispute may, within 14 days after receiving notice of the Board's determination under rule 19.7(c), give written notice to the Secretary requesting the appointment of a mediator under rule 20.
- 19.10 If notice is given under rule 19.9, each party to the dispute is a party to the mediation.
- 19.11 The Board must not determine the dispute if:
- (a) The dispute is between one or more members and the Association; and
 - (b) Any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) Does not agree to the dispute being determined by the Board; and
 - (ii) Requests the appointment of a mediator under rule 20.

20. MEDIATION

- 20.1 A mediator must be appointed when written notice has been given to the Secretary requesting the appointment of a mediator.
- 20.2 The mediator must be a person chosen:
- (a) By agreement between the member and the Board, if the appointment of a mediator was requested by a member under rule 9.7; or
 - (b) By agreement between the parties to the dispute if the appointment of a mediator was requested by a party to a dispute under 19.9 or rule 19.11(b)(ii)
- 20.3 If there is no agreement for the purposes of rule 20.2(a) or 20.2(b) then, subject to rules 20.4 and 20.5, the Board must appoint the mediator.
- 20.4 The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
- (a) A member under rule 9.7; or
 - (b) A party to a dispute under rule 19.9 and the dispute is between one or more members and the Association; or
 - (c) A party to a dispute under rule 19.11(b)(ii).
- 20.5 The person appointed as mediator by the Board may be a member or former member of the Association but must not:

- (a) Have a personal interest in the matter that is the subject of the mediation; or
 - (b) Be biased in favour of or against any party to the mediation.
- 20.6 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 20.7 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 20.8 In conducting the mediation, the mediator must:
- (a) Give each party to the mediation every opportunity to be heard; and
 - (b) Allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) Ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 20.9 The mediator cannot determine the matter that is the subject of the mediation.
- 20.10 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 20.11 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 20.12 If:
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 9.7; and
 - (b) As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

21. FINANCIAL MATTERS

- 21.1 The funds of the Association may be derived from membership fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

- 21.2 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 21.3 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- 21.4 The Board may authorise the CEO to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 21.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 Board members or up to 2 Executives authorised by the Board;
- 21.6 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- 21.7 For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial report of the Association are met.
- 21.8 The Auditor (or Auditors) appointed shall examine the financial records of Directions at least once each financial year and shall certify as to the correctness of the balance sheet, income and expenditure account, and accompanying accounts and schedules to be submitted by the Treasurer to the annual general meeting.

22. COMMON SEAL

- 22.1 Directions must have a common seal on which its corporate name appears in legible characters.
- 22.2 A document may only be sealed with the common seal by the authority of the Board and in the presence of:
- (a) 2 Board members; or
 - (b) One Board member and a person authorised by the Board,
- and each of them is to sign the document to attest that the document was sealed in their presence.
- 22.3 The Secretary must make a written record of each use of the common seal.
- 22.4 The common seal must be kept in the custody of the Secretary or another Board member authorised by the Board.
- 22.5 The Board may choose not to use the common seal.

23. INSPECTION OF BOOKS AND DOCUMENTS

- 23.1 Subject to rule 23.3 the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- 23.2 Subject to rule 23.3 the financial records and financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- 23.3 Rules 21.2 and 21.3 have effect except as otherwise decided by the Board where these functions can be delegated to the CEO.
- 23.4 The books of the Association must be retained for at least 7 years.
- 23.5 Rule 23.6 applies to a member who wants to inspect:
- (a) The register of members under section 54(1) of the Act;
 - (b) The record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) Any other record or document of the association.
- 23.6 The member must contact the Secretary to make the necessary arrangements for the inspection.
- 23.7 The inspection must be free of charge.
- 23.8 If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- 23.9 The member may make a copy of or take an extract from a record or document referred to in rule 23.5(c) but does not have a right to remove the record or document for that purpose.
- 23.10 The member must not use or disclose information in a record or document referred to in rule 23.5(c) except for a purpose:
- (a) That is directly connected with the affairs of the Association; or
 - (b) That is related to complying with a requirement of the Act.

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

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

24. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

24.1 Surplus property, in relation to the Association, means property remaining after satisfaction of:

- (a) The debts and liabilities of the Association; and
- (b) The costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

24.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.