

SAFE FARMS WA INC.

C O N S T I T U T I O N

ADOPTED AT THE ANNUAL GENERAL MEETING ON NOVEMBER 2ND , 2018

1. NAME

The name of the Association is the SAFE FARMS WA Inc. hereinafter called the "Association".

2. DEFINITIONS

In these rules, unless the contrary intention appears:-

"Act" means the Associations Incorporation Act 2015 and any act amending, supplementing or replacing that Act.

"Association" means the Association referred to in Rule 1.

Member means a member of the Association mentioned in Rule 5.

Member Category" means a category of Member referred to in clause 5(3);

"Annual General Meeting" means the General Meeting which the Association is required to hold under Part 4 of the Act.

"Category of membership" means the categories of Members of the Association referred to in Rule 5(2) entered in the Register of Members referred to in Rule 6.

"Chairman" means the person referred to in Rule 12.

Board means the Board of the Association referred to in Rule 10(1).

Board meeting means a meeting referred to in Rule 16.

Board Member means a person referred to in Rule 10(1).

"Executive Officer" means the person referred to in Rule 23.

"Rural" means any farm and includes any rural, agricultural, or horticultural endeavour and "Farming" has a corresponding meaning.

"Financial Year" means the period of twelve months commencing on 1 July in any calendar year and expiring on 30 June in the following year or commencing and expiring on alternative dates adopted from time to time by the Committee.

"General Meeting" means a meeting convened under Rule 17.

"Member" means a Member

"Member" means a member of the Association under Rule 5.

"Officer "means an officer mentioned in Rule 11

"Ordinary Resolution" means a resolution other than a Special Resolution.

"Person" includes a corporation, partnership, incorporated association, body corporate and unincorporated body.

"Seal" means the Seal of the Association.

"Secretary" means the person referred to in Rule 13.

"Special Resolution" has the meaning given by Part 4 of the Act.

"Special General Meeting" means a General Meeting other than the Annual General Meeting.

"Treasurer" means the person referred to in Rule 14.

3. OBJECTS

- (1) The objectives of the Association are in conjunction with the Western Australian rural community -
 - (a) To provide focus and leadership in rural health and safety issues.
 - (b) To encourage and provide health and safety education and training.
 - (c) To develop networks and alliances that provide increased awareness and promotion of rural health and safety related issues and initiatives.
 - (d) To develop strategies, solutions and actions that contributes to improving rural work practices and lifestyles.
- (2) The property and income of the Association 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 Members except in the promotion of those objects.

4. POWERS

Within the powers conferred on the Association by Part 4 of the Associations Incorporation Act 2015

The Association may do all things necessary or convenient for the carrying out of its objects and purposes to improve rural health and farm injury prevention and may in particular -

- (1) alone and/or in association with other bodies undertake, hold and promote competitions, displays, seminars, workshops, conventions and other meetings of whatsoever type or nature in connection with the training of persons in, or for, the purpose of rural pursuits.
- (2) advertise and otherwise make known the objects and expertise of the Association;
- (3) liaise with, advise, report to and make submissions on matters relating to these objects to State and/or Commonwealth Ministers and to other appropriate bodies;
- (4) promote, co-operate, affiliate or become a member of, act as consultants for or otherwise assist in any manner as the Association deems fit, any association, institution or other non-profit organisation incorporated or not incorporated having objects altogether or in part similar to the Association;
- (5) appoint, employ, remove or suspend professional assistance of any kind and remunerate and reimburse the expenses incurred by any person for or in connection with any services rendered or to be rendered in or about the formation or promotion of the Association or in the conduct of its affairs;
- (6) acquire, hold, deal with and dispose of any real or personal property;
- (7) open and operate bank accounts;
- (8) invest its money in any security in which trust monies may be invested, or in any other manner authorised by a General Meeting;
- (9) borrow money upon such terms and conditions as the Association thinks fit;
- (10) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (11) appoint agents to transact any business of the Association on its behalf;
- (12) enter into any contract it thinks necessary or desirable;
- (13) do all things not otherwise specifically stated in these rules, as are incidental or conducive to the attainment of all or any of the objects and the exercise of all or any of the powers of the Association.

5. ORDINARY MEMBERS

- (1) Any Person wishing to participate in and to further the objects of the Association is eligible to be a Member.
- (2) For subscription purposes only, there shall be the following categories of Membership
 - (a) Independent natural persons.
 - (b) Not For Profit Organization
 - (c) Incorporated Entities
- (3) A person who wishes to become a Member shall apply to the Board in writing in such form as the Board from time to time directs;
- (4) The Board shall consider each application made under sub-rule (3) at a Board Meeting and shall, at the Board Meeting or a subsequent Board Meeting, accept or reject that application.
- (5) A Member is bound by these rules and any by-laws of the Association.

6. REGISTER OF MEMBERS OF ASSOCIATION

- (1) The Secretary shall, on behalf of the Association, keep and maintain the register of Members in accordance with Part 4 of the Act including name, postal address and category of membership of each Member, and, where that Member is not a natural person, the name of the organisation, and that register shall be so kept and maintained at the registered office of the Association or such other place as the Board directs from time to time.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a Member under rule 7(4), 8(1), or 9 to be deleted from the register of Members referred to in sub-rule (1).

7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- (1) The Members shall at each Annual General Meeting determine the amount of the subscription to be paid by each Member for the year commencing on the 1st July following the Annual General Meeting, provided always that there may be various levels of subscription.
- (2) Each Member shall pay to the Secretary, annually on or before 1 September or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) A Member whose subscription is not paid within 1 month of the date prescribed under sub-rule (2) shall be given notice in writing by the Secretary.
- (4) Subject to sub-rule (5), a Member whose subscription is not paid within 1 month of written notification referred to in sub-rule (3) may be expelled from membership by the Board communicating to the Member its decision to expel the Member
- (5) A Person who ceases to be a Member under sub-rule (4) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.
- (6) A Member is a financial member for the purposes of these Rules if the Member's subscription is paid on or before the date prescribed under sub-rule (2) or within 1 month thereafter.

8. RESIGNATION OF ORDINARY MEMBERS OF ASSOCIATION

- (1) A Member who delivers notice in writing of the Member's resignation from the Association to the Secretary ceases, on that delivery, to be a Member.

- (2) A person who ceases to be a Member under sub-rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

9. EXPULSION OF ORDINARY MEMBERS OF ASSOCIATION

- (1) If the Board considers that a Member should be expelled from membership of the Association because of conduct detrimental to the interests of the Association, the Board shall communicate, in writing, to the Member-
- (a) notice of the proposed expulsion and of the time, date and place of the Board Meeting at which the question of that expulsion will be decided;
 - and
 - (b) particulars of that conduct,
- such notice shall be provided to the Member concerned not less than 30 days before the date of the Board Meeting referred to in paragraph (a).
- (2) At the Board Meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board expel or decline to expel that Member from membership of the Association and shall, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.
- (3) Subject to sub-rule (5), a Member who is expelled under sub-rule (2) from membership of the Association ceases to be a Member 14 days after the day on which the decision so to expel the Member is communicated to the Member under sub-rule (2).
- (4) A Member who is expelled under sub-rule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3) and a Special General Meeting shall be called in accordance with Rule 16(1) (c) (ii).
- (5) When notice is given under sub-rule (4) -
- (a) the Association in a General Meeting may, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in the General Meeting, confirm or set aside the decision of the Board to expel that Member;
 - and
 - (b) the Member who gave that notice does not cease to be a Member unless and until the decision of the Board to expel him or her is confirmed under this sub-rule.
- (6) The Association may, by a decision or resolution of the Board enter into an understanding with Persons engaged in or representing or otherwise associated with each of the following categories or producers of rural products:
- (a) Local Government;
 - (b) Community Groups;
 - (c) Education, Training and Research;
 - (d) Health;
 - (e) Agricultural Industry Organisations/Associations; or
 - (f) Other agricultural industry category or producer of Farm Products nominated by the Association in General Meeting.
- (7) Dispute Resolution applies to disputes –
- (i) between members; or
 - (ii) between one or more members and the Association

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

If the parties to a dispute are unable to resolve the dispute between themselves within the 14 days, any party to the dispute may start the grievance procedure by giving notice to the Secretary of –

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

Within 28 days after the Secretary is given notice, a committee meeting must be convened to consider and determine the dispute. The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

The notice given to each party to the dispute must state–

- (a) when and where the committee 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 committee about the dispute.

At the committee meeting at which the dispute is to be considered and determined, the committee must –

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written or oral) submissions to the committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

(8) Mediation may be required 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 committee; and
 - (ii) requests the appointment of a mediator

the committee must not determine the dispute.

The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

A party to the dispute may, within 14 days after receiving notice of the committee's determination give written notice to the Secretary requesting the appointment of a Mediator. If notice is given in this way, each party to the dispute is party to the mediation.

The mediator must be a person chosen –

- (a) if the appointment of a mediator was requested by a member, by agreement between the member and the committee; or
- (b) if the appointment of the mediator was requested, by agreement between the parties to the dispute.

The person appointed as a mediator by the committee 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

The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation. Each party must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 business days before the mediation takes place.

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.

The mediation must be confidential, and any information given at the mediation cannot be used in other proceedings that take place in relation to the matter that is the subject of the mediation.

The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note: Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under this procedure.

10. MANAGEMENT

- (1) The affairs of the Association shall, subject to the decision of Members in General Meeting, be managed by the Board which shall consist of:
 - (a) A minimum of six and a maximum of fourteen Members all of whom shall be elected to membership of that Board at an Annual General Meeting or appointed under sub-rule (9);
- (2) The Board may establish sub-committees and appoint any member of those sub-committees to liaise with, advise, report to, and make submissions to the Board on any matters relating to the objects of the Association.

11. ELECTION OF ORDINARY OFFICERS

- (1) At each successive Annual General Meeting all Officers shall cease to hold office, but shall be eligible for re-election.
- (2) A Member is not eligible for election as an Officer unless a Member has nominated him or her for 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,to the Secretary not less than 28 days before the day on which the Annual General Meeting concerned is to be held for inclusion in the Agenda.
- (3) Only financial members shall be eligible to nominate for and hold office as an Officer of the Board
- (4) The Secretary shall ensure that notice of all persons seeking election to membership of the Board persons to be duly elected as Officers at the Annual General Meeting concerned.
 - (c) If at the Annual General Meeting there are insufficient nominations for the vacant positions they shall be deemed to be casual vacancies.
- (5) Where there is an excess of nominations for any position as an Officer there shall be a secret ballot in which only financial members shall be entitled to one vote each and the following procedure shall be followed:
 - (a) Voters to List Preferences

Voting Members shall list the candidates in alphabetical order and number the candidates in their order of preference. The Returning Officer shall total the number next to each name and the candidates with the lowest totals shall be declared elected.
 - (b) Tie Breaking

In the event of there being a tied vote, then new voting papers shall be issued and a second ballot held. When the Returning Officer has collected all of the second round ballot papers, the Returning Officer shall set aside one ballot paper which shall only be counted if a tied result occurs.
- (6) When a casual vacancy within the meaning of Rule 11(5) (c) and/or Rule 15 occurs in the membership of Officers to the Board
 - (a) the Board may appoint a Member to fill that vacancy;
 - and

- (b) A Member appointed under this sub-rule shall -
 - (i) hold office until the commencement of;
 - (ii) be eligible for election as an Officer at, the next following Annual General Meeting.

12. CHAIRMAN

- (1) The Board shall elect one of their number as Chairman.
- (2) Subject to this Rule, the Chairman shall preside at all General Meetings and Board Meetings.
- (2) In the event of the absence from a Meeting of the Chairman, the Vice Chairman shall preside.
- (3) In the event of the absence from a Meeting of both the Chairman and the Vice-Chairman, a Board Member elected by the other Board Members present shall preside at the Meeting.

12A. VICE-CHAIRMAN

The Board shall elect one of their number as Vice-Chairman.

13. SECRETARY

The Secretary shall be elected by the Board and the Secretary shall:-

- (1) co-ordinate the correspondence of the Association;
- (2) keep full and correct minutes of the proceedings of the Board and of the Association;
- (3) comply on behalf of the Association with -
 - (a) Part 4 of the Act in respect of the register of Members of the Association;
 - (b) Part 3 of the Act in respect of the Rules of the Association;and
 - (c) Part 4 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (4) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c);
- (5) perform other such duties as are imposed by these Rules of the Secretary.

14. TREASURER

The Treasurer shall be a Board Member and shall be elected by the Board. The Treasurer shall:-

- (1) be responsible for the receipt of all monies paid to or received by the Association, or by him or her on behalf of the Association and shall cause the issue of receipts for those monies in the name of the Association;
- (2) pay all monies referred to in sub-rule (1) into such account or accounts of the Association as the Board may from time to time direct;
- (3) make payments from the funds of the Association with the authority of a General Meeting or of the Board
- (4) comply on behalf of the Association with Part 5 of the Act in respect of the accounting records of the Association;
- (5) submit to the Annual General Meeting a report, balance sheet and an income and expenditure statement;
- (6) have custody of all securities, books and documents of a financial nature and accounting records of the Association;

and

- (7) perform such other duties as are imposed by these rules.

14 (A) The positions of Secretary and Treasurer may be held by a single person

15. CASUAL VACANCIES IN MEMBERSHIP OF THE BOARD

In addition to the situations provided for under Rule 11(5) a casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member -

- (1) dies;
- (2) resigns by notice in writing delivered to the Secretary;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) is absent from more than three Board Meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board Meetings;
- (6) In the case of an Officer, ceases to be a Member.

16. PROCEEDINGS OF BOARD

The Board shall meet together for the dispatch of business not less than once in every three (3) calendar months and the President may at any time convene a Meeting of the Board

- (1) Each Board Member shall have one deliberative vote.
- (2) A question arising at a Board Meeting shall be decided by a simple majority of votes.
- (3) At a Board Meeting three (3) Board members present in person shall constitute a quorum.
- (4) Subject to these Rules, the procedure and order of business to be followed at a Board Meeting shall be determined by the Board members present at the Board Meeting.
- (5) A Board Member having any direct or indirect pecuniary interest referred to in Part 4 of the Act shall comply with the Section.

17. GENERAL MEETINGS

- (1) The Board
 - (a) may at any time convene a General Meeting;
 - (b) shall convene annual General Meetings within the time limits provided for the holding of Annual General Meetings by Part 4 of the Act;
and
 - (c) shall, within 30 days of -
 - (i) receiving a request in writing to do so from not less than 5 Members or 10% of the Members whichever is the larger, convene a Special General Meeting for the purpose specified in that request;
or
 - (ii) the Secretary receiving a notice under rule 9(4), convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The Members making a request referred to in sub-rule (1) (c) (i) shall:-
 - (a) state in that request the purpose for which the Special General Meeting concerned is required;
and
 - (b) sign that request.
- (3) If a Special General Meeting is not convened within the relevant period of 30 days referred to

- (a) in sub-rule (1)(c)(i), the Member who gave the notice concerned may himself or herself convene a Special General Meeting as if he or she were the Board .
or
 - (b) in sub-rule (1) (c) (ii), the Member who gave the notice concerned may himself or herself convene a Special General Meeting as if he or she were the Board
- (4) When a Special General Meeting is convened under sub-rule (3) (a) or (b):-
 - (a) the Board shall ensure that the Members or Member convening the Special General Meeting are supplied free of charge with particulars of all Members;

and
 - (b) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) Subject to sub-rule (8), the Secretary shall give to all Members not less than 14 days' notice of a General Meeting and of any motions to be moved at the General Meeting.
- (6) A notice given under sub-rule (5) shall specify -
 - (a) when and where the General Meeting concerned is to be held;

and
 - (b) particulars of the business to be transacted at the General Meeting concerned.
- (7) In the case of an Annual General Meeting only those matters of which due notice have been given can be considered.
- (8) The Secretary shall give to all Members no less than 21 days' notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.
- (9) The Secretary may give a notice under sub-rule (5) or (8) by -
 - (a) serving it on a Member personally;

or
 - (b) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Section 27 of the Act.
- (10) When a notice is sent by post under sub-rule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

18. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- (1) At a General Meeting 5 Members or 10% of the Members of the Association, whichever is the larger, represented in person or by proxy, shall constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 17 (5)
 - (a) as a result of a request or notice referred to in Rule 17(1) (c) or as a result of action taken under Rule 17(3) a quorum is not present, the General Meeting lapses;

or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) 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.

- (4) 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.
- (5) 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.
- (6) At a General Meeting -
 - (a) an Ordinary Resolution put to the vote shall be decided by a prescribed majority of the Members present in person or by proxy and entitled to vote, cast on a show of hands;

and
 - (b) a Special Resolution put to the vote shall be decided by a prescribed majority of the Members present in person or by proxy and entitled to vote, and in accordance with Section 24 of the Act.
- (7) A declaration by the Chairman at a General Meeting that a resolution has been passed as an Ordinary Resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (8).
- (8) At a General Meeting, a poll may be demanded by the Chairman at the General Meeting or by 3 or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairman directs.
- (9) If a poll is demanded and taken under sub-rule (8) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- (10) A poll demanded under sub-rule (8) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.
- (11) At a General Meeting and/or an adjourned General Meeting only those matters can be considered for which formal notice has been given for that General Meeting.

19. MINUTES OF MEETINGS OF ASSOCIATION

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

and
 - (c) all appointments or election purporting to have been made at the meeting have been validly made.

20. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

Subject to these rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.

21. PROXIES OF ORDINARY MEMBERS OF ASSOCIATION

- (1) A Member (in this rule called "the appointing member") may appoint in writing another Member who is a natural person as the appointing Member to be the proxy of the appointing Member and to attend and vote on behalf of the appointing Member at any General Meeting.
- (2) A Member which is a body corporate or a Member which is unincorporated may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- (3) An appointment made under sub-rule (2) shall be so made by a resolution of the Board or other governing body of the body corporate or unincorporated body concerned -
 - (a) which resolution is authenticated, in the case of a body corporate under its common seal or in accordance with its constitution, and in the case of an unincorporated body by such form of authentication as the Committee may prescribe from time to time;
and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a Member which is a body corporate or an unincorporated body shall be deemed for all purposes to be a Member until that appointment is revoked by the body corporate or the unincorporated body (as the case may be) or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.
- (5) The instrument appointing a proxy must be lodged with the Secretary at least 24 hours before the time fixed for the General Meeting or adjourned General Meeting.

22. RULES OF ASSOCIATION

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 of the Act.
- (2) These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

23. EXECUTIVE OFFICER OF THIS ASSOCIATION

- (1) The Association may by Ordinary Resolution appoint an Executive Officer of the Association. The Executive Officer shall be responsible to the Committee for the general administration of the Association's affairs. In the absence of the appointment of an Executive Officer the Secretary shall be responsible to the Board for the general administration of the Association's affairs.
- (2) The Executive Officer shall under the direction of the Board conduct the affairs of the Association and keeps in proper books full and accurate minutes of proceeds of all meeting on the Association and of the Board and Committees. The Executive Officer shall also keep correct accounts and books showing financial affairs of the Association including all particulars usually shown in books of account of like nature and shall also keep the Register of members and preserve all records and documents of the Association.

24. FINANCE ACCOUNTS

- (1) All monies due by any Member to the Association shall be paid to the Treasurer or such other person as the Association may direct and shall be forthwith banked in the Association's General Account.
- (2) All bank or similar accounts shall be operated in a manner determined by resolution of the Board

25. AUDITOR

- (1) At the Annual General Meeting of the Association, an auditor shall be appointed for the ensuing twelve months and that person's fee approved. No Member of the Association shall be eligible for appointment as auditor.

- (2) A duly audited Statement of Accounts covering the period from the date of the last statement of Accounts up to the end of the financial year, and a Balance Sheet as at the latter date shall be prepared and presented together with the Auditors Report, to the Annual General Meeting.

26. PROTECTION OF ASSOCIATION AND OFFICERS

No matter or thing done by any Member or by any Officer or other person appointed or employed by the Association, if done bona fide, in the exercise of powers or in the performance of duties under the Constitution of the Association, shall subject such Member, Officer, or other person, to any personal liability in respect thereof, and it shall be the duty of the Association, out of the funds of the Association, to pay and satisfy all costs, losses, expenses, and liabilities so incurred in the course of the business of the Association.

27. COMMON SEAL OF ASSOCIATION

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in Rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any 2 of the Chairman, the Executive Officer or a Board Member.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

28. INSPECTION OF ASSOCIATION RECORDS

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

29. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to another incorporated association having objects similar to those of the Association; which incorporated association or purposes, as the case requires, shall be determined by resolution of the Members when authorising and directing the Board under Part 9 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association. The Deputy Commissioner of Taxation (WA) shall be advised by the Association in writing as to the date of dissolution should this occur.

