

Rules of the Association

Rules of the Yangebup Family Centre Inc.

1. Name

- 1.1. The Association shall be an Incorporated Association and shall be called the Yangebup Family Centre Inc.

2. Definitions

- 2.1. The expression 'Family Centre' shall mean the Yangebup Family Centre Inc. situated at 11 Dunraven Drive, Yangebup
- 2.2. 'Committee' means the Management Committee as provided for in these Rules of Association
- 2.3. 'User Group' means at least two persons who meet at the Family Centre on a regular basis with a common purpose
- 2.4. 'Association' means the Yangebup Family Centre Inc.
- 2.5. 'By-Laws' means the laws of the Family Centre as enacted by the Committee as provided for in these Rules
- 2.6. 'General meeting' means a meeting to which all members are invited
- 2.7. 'Special general meeting' means a general meeting other than the annual general meeting
- 2.8. 'The Commissioner' means the Commissioner for Consumer Protection exercising powers under the Act
- 2.9. 'Financial year' means 1 July to 30 June

3. Interpretation

- 3.1. All words imparting any gender shall mean all genders and all singular words shall also mean and include the plural

4. Objectives

- 4.1. To promote and develop programs and access to the Family Centre in a manner which ensures that all people within our community are provided equal opportunity regardless of race, creed, colour, religion, age, sex or marital status
- 4.2. To promote the well being and care of children and families
- 4.3. To promote, develop and coordinate activities which relate to the cultural background of children, families and members of the community
- 4.4. To establish programs in response to community needs
- 4.5. To provide and maintain suitable grounds, buildings and equipment for such purposes
- 4.6. To support community groups in developing self help activities
- 4.7. To raise, aid or contribute in the raising of funds for the use and benefit of the Association for any purpose considered advantageous to these objects
- 4.8. 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 good faith in the promotion of those objects.

5. Powers

- 5.1. To do all such things as may be incidental to the attainment of such objects
- 5.2. To raise, aid or contribute in the raising of funds for the use and benefit of the Association for any purpose considered advantageous to the objects

6. Membership

- 6.1. Membership of the Association is open to:
 - 6.1.1. A person who participates in any program in the Family Centre, or
 - 6.1.2. A parent or guardian of a child attending any program at the Family Centre or whose child is enrolled at the Family Centre, or
 - 6.1.3. Any other person, family unit or organisations or corporation who is interested in supporting the objectives of the Association.
- 6.2. Procedure for Applications
Members shall be those persons or organisations who:
 - 6.2.1. Fill in a membership form and provide the following details:
 - Name
 - Address

- Phone number
- Email
- Organisation (if relevant)
- Agree to support the objectives of the Association

6.3. Commitment of Membership

All members shall abide by the Rules of the Association

6.4. Member Organisations

A member organisation shall appoint from its members a representative who may speak and vote on its behalf and such representative shall be notified to the Association in writing.

6.5. Disqualification of Members

An employee of the Association may NOT become or hold membership of the Association.

6.6. Suspension

- 6.6.1. Any member who fails to observe the By-laws of the Family Centre, or whose conduct in the opinion of the Committee is prejudicial to the interest of the Family Centre, may be suspended from the Centre by a majority of at least two thirds of the Committee as shall be present and shall vote at a meeting of the Committee called for the purpose and for which fourteen (14) days notice shall have been given to all members of the Committee and to the members it is proposed to suspend.
- 6.6.2. The member who it is proposed to suspend may attend such meeting for the purpose of being heard and offering an explanation for their conduct if they so desire.
- 6.6.3. Within fourteen (14) days of the Committee's decision an appeal against any suspension shall go to a 'special General Meeting' which shall be called by the Committee at the request in writing by the member who has been suspended.

6.7. Subscriptions of members of Association

- 6.7.1. The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 6.7.2. Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined.
- 6.7.3. A member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 6.7.4. A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by the Committee or within 3 months thereafter, or such other time as the Committee allows.

6.8. Cessation

Membership shall cease upon the happening of one of the following events:

- 6.8.1. Resignation in writing delivered to the premises of the Association; or
- 6.8.2. Failure to pay any membership, program or hiring fees with respect to the attendance of any groups, programs or hire within two months of the demand having been made by the Association for the outstanding fees.

6.9. Register of Members

- 6.9.1. The Secretary shall cause to be kept in his or her possession a current register of members showing names and residential or postal addresses. This shall be made available on request to any member of the Association at all reasonable times.

7. Management

7.1. Structure

- 7.1.1. The Centre shall be managed by a Management Committee comprising:

- Chairperson
- Deputy Chairperson
- Secretary
- Treasurer
- And no less than three (3) ordinary Committee Members,

All of whom must be members of the Association and provided always that no User Group has more than one nominated representative to the exclusion of other User Groups, as represented at the Annual General Meeting and there shall be no more than three (3) individual members to the exclusion of User Groups, as represented at the Annual General Meeting.

- 7.1.2. The following representatives who shall be ex-officio:

- Any paid workers employed by the Committee
- The paid workers of User Groups
- Any other such person or agency that the Committee co-opts for such duration as is necessary.

- 7.2. To be nominated to the Committee, the following must occur:

- 7.2.1. The nomination must be received in writing
- 7.2.2. The nomination must be signed by the nominee and signify their willingness to stand for election.

- 7.3. Committee members shall be elected by a majority of 50% plus one at the Annual General Meeting and shall retire at the conclusion of business of the Annual General Meeting following their election. Office bearers will normally be elected at the Annual General meeting. However, if a vacancy for an Officer Bearer remains, they shall be elected by the Committee at the first Committee meeting following the Annual General Meeting.

- 7.3.1. If a vacancy remains on the Committee after the application of sub-rule (7.3), or when a casual vacancy occurs in the membership of the Committee-
- 7.3.1.1. The Committee may appoint a member to fill that vacancy.

- 7.4. Any member shall, on election to the Committee, become a member in their own right and shall act in the best interests of the Association and not as a representative of any other organisation.
- 7.5. A member shall be eligible to serve in any one office bearer position for no more than five consecutive years, at which time such affected member shall stand down from that position for a period of not less than one year before being eligible for re-election.
- 7.6. Any member of the Committee who has a direct or indirect pecuniary interest in any matter that is being considered or about to be considered at a meeting of the Committee shall, as soon as possible after the relevant facts have come to his or her knowledge, disclose the nature or his or her interest to those present at the meeting and shall then cease to be present at any deliberation of the Committee with respect to that matter.
- 7.7. Any ex-officio or co-opted representative as per Rule 7.1.2. shall have the right to address any Committee or General Meeting, but shall have no right to vote at that meeting.
- 7.8. Cessation of Office
- An office bearer or member of the Committee shall cease to hold such office upon the happening of one of the following events:
- 7.8.1. Resignation in writing as a Committee member
- 7.8.2. Suspension as a member of the Association
- 7.8.3. Absence from three consecutive Committee meetings without explanation acceptable to the Committee.

8. Powers of the Management Committee

The Committee shall have the power to:

- 8.1. Appoint members to fill any vacancy on the Committee for the remainder of the unexpired term.
- 8.2. Co-opt persons as required to the Committee without voting rights
- 8.3. Establish sub-committees with respect to the Association's agreed programs and method of operation
- 8.4. Delegate to sub-committees such powers as the Committee deems desirable
- 8.5. Oversee the day to day operations of the Association and provide By-laws where necessary
- 8.6. Employ or dismiss staff consistent with contractual obligations

9. Meetings

9.1. Committee Meetings

- 9.1.1. The Committee shall meet as often as may be required to conduct the business of the Association and in any event not less than six (6) times in each calendar year.
- 9.1.2. A quorum at a Committee meeting shall be four members of the Committee and shall include at least one office bearer.
- 9.1.3. If no quorum is achieved, the Committee members present may receive and discuss information presented but not make decisions. Minutes of this meeting will be ratified at the next Committee meeting.
- 9.1.4. The Chairperson or two members of the Committee shall have the power to call a meeting of the Committee
- 9.1.5. Notice of meetings shall be given at the previous Committee meeting or by seven (7) days written notice to all Committee members.

9.2. Committee Meetings may take place:

- 9.2.1. Where the Committee Members are physically present together; or
- 9.2.2. Where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.
- 9.2.3. A Committee Member who participates in a meeting as set out in rule 9.2.1:
 - 9.2.3.1. Is deemed to be present at the Committee Meeting; and
 - 9.2.3.2. Continues to be present at the meeting for the purposes of establishing a quorum, until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.

9.3. Voting at a Committee meeting

- 9.3.1. Shall be in person
- 9.3.2. Or recorded as being present via electronic meeting

9.4. Between Meeting Process

- 9.4.1. Where a decision is required between normal meeting times the following will occur:
 - 9.4.1.1. All committee members shall receive notice of an electronic meeting. An electronic meeting can occur via phone, email, internet, fax, teleconference or other similar method.
 - 9.4.1.2. The notice shall include the following:
 - Date of notice
 - Date to return comments
 - Item for decision

- Comments section where members can indicate a vote for or against an item.
- Further information to help members make a decision
- The process for making a decision
- Date and method of distributing the final decision and minutes of meeting

9.4.1.3 The meeting process:

- The quorum for an electronic meeting is four including one office bearer
- If a committee member does not make a comment on the item requiring a decision, they shall be recorded as absent from the meeting.

9.5. General Meeting

9.5.1. General meeting which shall include the Annual General meeting shall be held at least once in each calendar year.

9.5.2. The Committee:

- 9.5.2.1. May convene a Special General Meeting at any time according to sub clause 9.7
- 9.5.2.2. Must convene an Annual General Meeting according to sub clause 9.6. It must be convened within 4 months after the end of the Association's financial year.

9.6. Annual General Meeting

The first Annual General meeting shall be held no more than 90 days after the date that the Family Centre becomes operational and the business of the Annual General Meeting shall be:

- 9.6.1. Confirm the minutes of the past preceding AGM and of any special General Meeting held since that meeting if the minutes of the Special Meeting have not yet been confirmed.
- 9.6.2. The receipt of the Chairperson's report for the previous financial year
- 9.6.3. The Receipt of the Treasurer's report and the financial statements for the previous financial year, together with the financial budget for the next or current financial year.
- 9.6.4. The election or re-election of the Committee members who must consent to their nomination in person or in writing
- 9.6.5. The appointment of an Auditor, when required, not being a member of the Association
- 9.6.6. To conduct any other business placed on the Agenda prior to the commencement of the meeting

9.7. Special General Meeting

The Secretary shall call a Special General Meeting of the Association within Twenty-one (21) days of receipt of a directive of the Committee or the written request of three (3) Committee members, or six (6) members, such a request being signed by the members and specifying the business to be carried out at that meeting. Each

Special General Meeting shall be held within twenty-eight (28) days of receipt of such directive or request.

9.7.1. Notice of Meeting

Notice of Meetings will be provided by email to members. No less than seven (7) clear days notice, and in the case of a proposed alteration of the Rules of the Association, twenty-eight (28) days notice shall be given to the members of any General Meeting, and in the case of a Special General Meeting, the general nature of the business to be carried out at that meeting.

9.7.2. Quorum

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Quorum at any General Meeting shall be eight (8) members or two thirds of the members, whichever is the lesser.

If at any General Meeting there is no quorum within fifteen minutes of the time appointed for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not less than fifteen minutes.

If a quorum is not present at the commencement of the adjourned meeting, the members present will constitute a quorum.

9.8. Voting at General meetings:

All voting shall:

9.8.1. Be in person

9.8.2. By show of hands except that any contested election at an Annual General Meeting or otherwise shall be by secret ballot provided that the meeting may by show of hands require any other vote to be by secret ballot.

9.8.3. Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and speak at the discretion of the Chairperson, but such persons may not vote.

9.9. Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

9.10. Making Decisions at General meetings

9.10.1. Special Resolutions

9.10.1.1. Special Resolutions must be moved at a General Meeting where notice of the Special Resolution has been given under rule 9.7.1.

9.10.1.2. A Special Resolution of the Association is required to:

- (i) Amend the name of the Association;
- (ii) Amend the Rules, under rule 16;
- (iii) Affiliate the Association with another body;

- (iv) Transfer the incorporation of the Association;
- (v) Amalgamate the Association with one or more other incorporated associations;
- (vi) Voluntarily wind up the association;
- (vii) Cancel incorporation; or
- (viii) Request that a statutory manager be appointed.

9.10.1.3 Notice of a Special Resolution must:

- (i) Be in writing;
- (ii) Include the place, date and time of the meeting;
- (iii) Include the intention to propose a Special Resolution;
- (iv) Set out the wording of the proposed Special Resolution; and

9.10.1.4 If notice is not given in accordance with rule 9.10.1.3 the Special Resolution will have no effect.

9.10.1.5 A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

10. Common Seal of Association

- 10.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 10.2. The common seal of the Association shall not be used without express authority of the Committee and every use of the common seal be recorded in the register of the minutes of meetings and notices.
- 10.3. The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 10.4. The common seal of the Association shall be kept in the custody of the Secretary or such other person as the Committee from time to time decides.

11. Duties of the Chairperson

- 11.1. The Chairperson at any meeting shall have a casting as well as a deliberative vote.
- 11.2. The Chairperson shall ensure that the centre adheres to its goals and objectives.
- 11.3. The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- 11.4. The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with the previously agreed policy or in an emergency following consultation with at least two members of the Committee.

12. Duties of Deputy Chairperson

- 12.1. In the absence of the Chairperson, the Deputy Chairperson shall undertake the responsibilities of the Chairperson as set out in Rule 11.
- 12.2. Where both the Chairperson and the Deputy Chairperson are absent the members present at a properly constituted meeting may elect an acting Chairperson for the time being.

13. Duties of Treasurer

- 13.1. The Treasurer shall cause monies received to be paid into an account authorised by the Committee in the name of the Association. Payments shall be as petty cash or by cheque signed by two authorised signatories of whom there shall be no more than five appointed by the Committee.
- 13.2. The Committee shall set at the first Committee Meeting following each Annual General Meeting the upper limit of unauthorised expenditure except in the case of emergency expenditure which is necessary to protect the well being of the building and participants.
- 13.3. The Treasurer shall have custody of and be responsible for all records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member:
 - 13.3.1. Comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) Submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- 13.4. The Treasurer shall keep financial budgets and statements and shall submit a report on the finances to each Committee meeting.
- 13.5. The Treasurer shall present financial statements to the Annual General Meeting.

14. Duties of Secretary

- 14.1. The Secretary shall call meetings in accordance with the provision of the Rules of the Association.
- 14.2. The Secretary shall keep records of the business of the Association in his/her possession including the Rules and Policies of the Association, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Association.
- 14.3. In the absence of the Secretary another member shall be elected minutes secretary.
- 14.4. The minutes of all Committee meetings and General Meetings and records of the Association shall be accessible at all reasonable times to all members. Any minutes, documents or records designated by the Committee as confidential shall be accessible to members on the vote of a Special General Meeting only.

15. Review or Audit of Financial Statements

The members shall appoint, when required, an Auditor not being a member of the Association, at the Annual General Meeting who shall audit the accounts and records of the Association and the Treasurer shall present to the Annual General Meeting a report as to the financial position of the Association.

16. Alteration of the Rules

16.1. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

- (i) Subject to sub-rule (16.1) (iv) and (16.1) (v), the Association may alter its rules by special resolution but not otherwise;
- (ii) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (iii) An alteration of the rules of the Association does not take effect until sub-rule (16.1) (ii) is complied with;
- (iv) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (16.1) (i) to (16.1) (iii) are complied with and the approval of the Commissioner is given to the change of name;
- (v) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (16.1) (i) to (16.1) (iii) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (vi) 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.

16.2. These Rules may be altered or replaced by a majority of not less than three quarters of members present at a Special General Meeting of the Association, provided that notice of the proposed alteration or replacement of the Rules shall have been given in writing to the Secretary at least 42 days prior to that meeting and all members of the Association have been notified of the proposed amendment or replacement at least 28 days prior to that meeting of the proposed alteration, amendment or replacement.

17. Resolving Disputes

17.1. Disputes Arising under the Rules

17.1.1. This rule applies to:

17.1.1.1. Disputes between Members; and

17.1.1.2. Disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.

17.1.2. In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.

17.1.3. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

17.1.4. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.

17.1.5. The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 17.1.4 for the Committee to determine the dispute.

17.1.6. At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.

17.1.7. The Secretary must inform the parties to the dispute of the Committee’s decision within 7 days after the Committee Meeting referred to in rule 17.1.5.

17.1.8. If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

17.2. Mediation

17.2.1. This rule applies:

17.2.1.1. Where a person is dissatisfied with a decision made by the Committee under rule 17.1; or

17.2.1.2. Where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Committee.

17.2.2. Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 6.3 in respect of the proposed suspension or expulsion has been completed.

17.2.3. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17.1.3, or a party to the dispute

is dissatisfied with a decision made by the Committee under rule 17.1.7 a party to a dispute may:

- 17.2.3.1. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - 17.2.3.2. Agree to, or request the appointment of, a mediator.
- 17.2.4. The party, or parties requesting the mediation must pay the costs of the mediation.
- 17.2.5. The mediator must be:
- 17.2.5.1. A person chosen by agreement between the parties; or
 - 17.2.5.2. In the absence of agreement:
 - 17.2.5.2.1. If the dispute is between a Member and another Member – a person appointed by the Committee; or
 - 17.2.5.2.2. If the dispute is between a Member or more than one Member and the Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- 17.2.6. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 17.2.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 17.2.8. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- 17.2.9. The mediator, in conducting the mediation, must:
- 17.2.9.1. Give the parties to the mediation process every opportunity to be heard;
 - 17.2.9.2. Allow all parties to consider any written statement submitted by any party; and
 - 17.2.9.3. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 17.2.10. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.
- 17.3. Inability to resolve disputes
- If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

18. Payments to committee members

A committee 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 —

- 18.1 in attending a committee meeting or
- 18.2 in attending a general meeting; or
- 18.3 otherwise in connection with the Association's business.

19. Finance and Property

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

20. Dissolution

- 20.1. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.
- 20.2. The Association shall not be dissolved unless the Association resolves by Special Resolution that it be wound up voluntarily. Approval of not less than three quarters of the members present and voting at a general meeting called for that purpose of which not less than 28 days written notice including notice of the proposed dissolution has been given to all members.
- 20.3. The Commissioner shall be advised of the date of dissolution within 30 days should this occur.