

This is the annexure of 21 pages
marked "A" referred to in the
Form 5 signed by me and dated 26
August 2015

A handwritten signature in black ink, appearing to read 'W Porter', written over a horizontal blue line.

William Porter

FREMANTLE VOLUNTEER SEA RESCUE GROUP (INC.)

CONSTITUTION

Fremantle Volunteer Sea Rescue Group

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1. Name of Association

The name of the Association is Fremantle Volunteer Sea Rescue Group (Inc).

2. Definitions

In these rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1987.

"Affiliate" means a person who, for the purpose of support in or adjacent to Western Australian waters, including radio coverage, becomes affiliated to the Group. An Affiliate shall not be entitled to vote at meetings of the Group but shall pay the subscription referred to in clause 8 and enjoy such benefits as are determined from time to time by the Committee.

"Annual General Meeting" is the meeting convened under paragraph (a) of rule 17.1.

"Chairperson" means, in relation to the proceedings at a committee meeting or general meeting, the person presiding at the meeting in accordance with rule 12.

"Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act.

"Committee" means the Committee of Management of the Group referred to in rule 11.1.

"Committee meeting" means a meeting referred to in rule 16.

"Committee member" means a person referred to in Rule 11.1.

"Convene" means to call together for a formal meeting.

"Department" means the government department with responsibility for administering the Associations Incorporation Act (1987).

"Financial year" means a period commencing 1st July and ending on 30th June of the following year.

"General Meeting" means the annual general meeting or a special general meeting.

"Group" means the Fremantle Volunteer Sea Rescue Group (Inc).

"Immediate Past President" means, for a period of twelve months immediately after relinquishing the position, the person who previously filled the role of President.

"Member" means member of the Group referred to in rule 6.

"Notified" or **"duly notified"** means the printed or written notice, emailed, posted or delivered to the member's last known address, or by some other form of public notification as decided by the Committee.

"Ordinary resolution" means a resolution other than a special resolution.

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

“**President**” means the President referred to in paragraph (a) of rule 11.1.

“**Secretary**” means the Secretary referred to in paragraph (d) of rule 11.1.

“**Special General Meeting**” means a general meeting other than the annual general meeting.

“**Special resolution**” has the meaning given by section 24 of the Act, that is-

“A resolution is a special resolution if it is passed by a majority of not less than 75% of the members of the Group who are entitled under the rules of the Group to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules”.

“**Treasurer**” means the Treasurer referred to in paragraph (e) of rule 11.1.

“**Vice-President**” means the Vice-President referred to in paragraph (b) of rule 11.1.

3. Objects of the Group

The object of the Group is to assist the boating public, it's members and the appointed State and Federal authorities in the provision of services dedicated to marine rescue and safety in Western Australia.

The Group does this by:

- 3.1. Undertaking marine search and rescue operations in or adjacent to Western Australian waters.
- 3.2. Co-operating with and supporting the operations of other emergency response authorities, organizations and groups, including the government authorities with responsibility for sea search and rescue operations.
- 3.3. Engaging in the promotion of best practice at sea amongst the Group and, by example, furthering this object with the community.
- 3.4. Providing crew, vessels, equipment and communication facilities for sea search and rescue operations.
- 3.5. Training boat crews, radio operators and administrators and members of the boating public.
- 3.6. Generally doing all things consistent with the foregoing objects.

4. Powers of the Group

The powers conferred on the Group are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Group may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- 4.1. Acquire, hold, deal with, and dispose of any real or personal property. All purchases, investments, leases, conveyances, securities or contracts by, to or on behalf of the Group shall be made, taken or entered into the name of the Committee upon trust for the members and shall, except as to real property, be subject to their disposal. The real property of the Group shall not be dealt with except by resolution of a general meeting of the members.
- 4.2. Open and operate bank accounts;
- 4.3. Invest its money -
 - (a). In any security in which trust monies may lawfully be invested; or
 - (b). In any other manner authorised by the rules of the Group;
- 4.4. Borrow money upon such terms and conditions as the Group thinks fit;
- 4.5. Give such security for the discharge of liabilities incurred by the Group as the Group thinks fit;
- 4.6. Appoint agents to transact any business of the Group on its behalf;
- 4.7. Enter into any other contract it considers necessary or desirable;
- 4.8. Act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Group; and
- 4.9. Raise funds generally by, but not limited to conducting raffles, and other fundraising activities, soliciting and receiving donations from the public, grants from government agencies and by engaging in such other activities including provision of such services for reward as may be permitted by law.

The property and income of the Group shall be applied solely towards the promotion of the objects of the Group 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. Property

- 5.1. All property issued to members remains the property of the Group, and shall be returned on demand to the Group, or alternatively paid for at market value.

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- 5.2. Any member who damages Group property, other than in good faith, shall, at the discretion of the Committee, be held liable for such damage and in default shall be suspended from all Group privileges until such liabilities are liquidated.
- 5.3. The member concerned who is dissatisfied with the decision of the Committee may, by written notice and by lodging to the Secretary the amount involved, appeal to the Group at the next general meeting. This money shall be retained if the Committee's decision is upheld;

6. Membership of the Group

- 6.1. The Group has three classes of membership:
 - (a). **Volunteer Member** means any member of the public who expresses a desire to join the Group and works for the Group in a voluntary capacity. Volunteer Members shall be entitled to the full privileges of the Group.
 - (b). **Honorary Member** means a person elected by the Committee for a period not extending beyond the following annual general meeting, during which period they shall enjoy full privileges of the Group, except that they shall not be liable to pay a membership subscription, nor be entitled to vote at meetings of the Group.
 - (c). **Life Member** means a person who, for services rendered to the Group, or for any other sufficient reason, on the nomination of the Committee is elected by a general meeting to the position of Life Member. A Life Member shall not be liable to pay a membership subscription, but is entitled to vote at meetings of the Group.
- 6.2. A person who wishes to become a Volunteer Member must:
 - (a). Complete basic skills training to a level determined by the Committee; and
 - (b). Apply to the Committee in writing:
 - (i). Signed by that person and by both of the members referred to in paragraph 6.2(b); and
 - (ii). In such form as the Committee from time to time directs; and
 - (c). Be proposed by one member and seconded by another member.
- 6.3. The Committee must consider each application made under sub-rule 6.2 at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
- 6.4. An applicant whose application for membership of the Group complies with the requirements of subclause 6.2, but is rejected under sub-rule 6.3 must, if they wish to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date they are advised of the rejection.

- 6.5. When notice is given under sub-rule 6.4, the Group at a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee 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, the Group at the general meeting.

7. Register of members of the Group

- 7.1. The Secretary, on behalf of the Group, must comply with section 27 of the Act by keeping and maintaining in an up to date condition an electronic or other register of the members of the Group and their postal or residential addresses and, upon the request of a member of the Group, shall make the register of members available for the inspection by the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 7.2. The register must be so kept and maintained electronically, or at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- 7.3. The Secretary must cause the name of a person who dies or who ceases to be a member under rule 9 to be deleted from the register of members referred to in sub-rule 7.1.

8. Subscriptions

- 8.1. The Committee may from time to time determine the amount of the subscription to be paid by Affiliates and each class of member liable to pay a subscription.
- 8.2. Each Affiliate and member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee may from time to time determine, the amount of the subscription determined under sub-rule 8.1.
- 8.3. Subject to sub-rule 8.4, an Affiliate or member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule 8.2 ceases on the expiry of that period to be an Affiliate or member, unless the Committee decides otherwise.
- 8.4. A person may exercise all the rights and obligations of an Affiliate or member for the purposes of these rules only if their subscription is paid on or before the relevant date fixed by or under sub-rule 8.2 or within 3 months thereafter, or such other time as the Committee allows. On joining the Group, a person shall not become an Affiliate or member until the subscription is paid.

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9. Termination of membership of the Group

- 9.1. Membership of the Group may be terminated by the Committee upon:
- 9.2. Receipt by the Secretary or another Committee member of a notice in writing from a member of their resignation from the Group. Such person remains liable to pay to the Group the amount of any subscription due and payable by that person to the Group but unpaid at the date of termination; or
- 9.3. Non-payment by a member of their subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 8.3; or
- 9.4. Expulsion of a member in accordance with rule 10; or
- 9.5. In the case of a Volunteer Member, notification to the Committee, where that member has indicated to a Committee member that they no longer wish to work in a voluntary capacity with the Group, or where that member has failed, for an extended period, to do work for the Group in a voluntary capacity.

10. Suspension and expulsion of members of the Group

- 10.1. If the Committee considers that any member should be suspended or expelled from membership of the Group because their conduct is detrimental to the interests of the Group, the Committee must, not less than 30 days before the date of the Committee meeting, communicate in writing to the member notice of the proposed suspension or expulsion, including particulars of their conduct and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided.
- 10.2. At the Committee meeting referred to in a notice communicated under sub-rule 10.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard or to make representations in writing, suspend or expel or decline to suspend or expel that person from membership of the Group and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 10.3. Subject to sub-rule 10.5, a member has their membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to them under sub-rule 10.2.
- 10.4. A member who is suspended or expelled under sub-rule 10.2 must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule 10.3.
- 10.5. When notice is given under sub-rule 10.4, the Group at a general meeting, must either:

- (a). confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Group at the general meeting; and
- (b). The member who gave that notice is not suspended or expelled unless and until the decision of the Committee to suspend or expel them is confirmed under this sub-rule.

11. Committee of Management

- 11.1. Subject to sub-rule 11.18, the affairs of the Group will be managed exclusively by a Committee of Management consisting of:
 - (a). The President as Chairperson;
 - (b). The Vice-President as Vice-Chairperson;
 - (c). The Immediate Past President, if there is one;
 - (d). The Secretary;
 - (e). The Treasurer; and
 - (f). Such other designated positions as determined from time to time by the Committee of Management and stipulated in the Group's Standing Orders.
- 11.2. Committee members shall not receive payment for or in respect of their membership of the Committee.
- 11.3. With the exception of the Immediate Past President, Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule 11.17.
- 11.4. To be eligible for election or appointment to the Committee a person must:
 - (a). Be a Volunteer Member of the Group, and
 - (b). Not be an employee of the Group regularly employed to work 20 hours or more each week, and
 - (c). Not be a contractor engaged to provide services to the Group on a regular and ongoing basis.
- 11.5. Any Committee member who becomes an employee or contractor of the type referred to in sub-rule 11.4(b) or (c) shall automatically relinquish that Committee position.
- 11.6. The provisions in sub-rules 11.4 and 11.5 do not apply to a member who occasionally provides services to the Group pursuant to one or more contracts, but is otherwise under no ongoing contractual arrangement with the Group.
- 11.7. Subject to sub-rule 11.17, a Committee member's term will be from their election at an annual general meeting until the election at the next following annual general meeting, and is eligible for re-election to membership of the Committee.

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- 11.8. No member shall be re-elected as President after holding that office for three consecutive terms immediately prior to the annual general meeting at which the election is held.
- 11.9. No member shall be elected as President unless prior to nomination that person has at least one term of experience as a Committee member
- 11.10. Except for nominees under sub-rules 11.13 or 11.17, a person is not eligible for election to membership of the Committee unless a member has nominated them in writing for election by delivering a notice of that nomination, signed by the nominator and endorsed by the nominee to signify willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting is to be held.
- 11.11. A person who is eligible for election or re-election under this rule may -
 - (a). Propose or second themselves for election or re-election; and
 - (b). Vote for themselves.
- 11.12. If the number of persons nominated in accordance with sub-rule 11.10 for election to a position on the Committee does not exceed the number of vacancies to be filled:
 - (a). The Secretary must report accordingly; and
 - (b). The Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- 11.13. If vacancies remain on the Committee after the declaration under sub-rule 11.12, additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee.
- 11.14. Where the number of nominations under sub rules 11.10 or 11.13 exceeds the number of vacancies on the Committee, elections for those positions must be conducted.
- 11.15. An election for any Committee position shall be by secret ballot counted by the "first past the post" system whereby the candidate(s) with the highest number of votes is declared elected.
- 11.16. The Chairperson shall declare the ballot, and in the event of a tied vote shall either call for a new ballot for the tied position or decide the election on the toss of a coin.
- 11.17. If a vacancy remains on the Committee after the application of sub-rule 11.13, or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Committee:
 - (a). The Committee may appoint a member to fill that vacancy; and
 - (b). A member appointed under this sub-rule will hold office until the election at the next following annual general meeting, and be eligible for re-election to membership of the Committee.

- 11.18. The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Group as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than the power of delegation; and any function which is a duty imposed on the Committee by the Act or any other law.
- 11.19. Any delegation under sub-rule 11.18 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 11.20. The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 11.18.

12. President

- 12.1. The President shall be responsible for the overall functioning of the Committee and the Group.
- 12.2. The President shall be the spokesperson on behalf of the Group and shall be responsible for communicating the views and decisions of the Committee to the members.
- 12.3. Subject to this rule, the President shall preside at all general meetings and committee meetings.
- 12.4. In the event of the absence from a general meeting of:
- (a). The President, the Vice-President; or
 - (b). Both the President and the Vice-President, a member elected by the other members present at the general meeting, shall preside at the general meeting.
- 12.5. In the event of the absence from a committee meeting of:
- (a). The President, the Vice-President; or
 - (b). Both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting, shall preside at the Committee meeting.

13. Secretary

The Secretary must:

- 13.1. Co-ordinate the correspondence of the Group;
- 13.2. Keep full and correct minutes of the proceedings of the Committee and of the Group;
- 13.3. Comply on behalf of the Group with:
- (a). Section 27 of the Act with respect to the register of members of the Group, as referred to in rule 6;

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- (b). Section 28 of the Act by keeping and maintaining in an up to date condition the Constitution of the Group and, upon the request of a member of the Group, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- (c). Section 29 of the Act by maintaining an electronic or other record of:
 - (i). The names and postal or residential addresses of the persons who hold the offices of the Group provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Group under rule 22; and, upon the request of a member of the Group, the Group must make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove them for that purpose.
 - (ii). The names and postal or residential or addresses of any persons who are appointed or act as trustees on behalf of the Group;
- 13.4. The Secretary shall, to the extent possible, maintain a record of the email address of each Volunteer Member.
- 13.5. Unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Group, including those referred to in sub-rule 13.3(c), other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
- 13.6. Perform such other duties as are imposed by these rules on the Secretary.

14. Treasurer

The Treasurer must:

- 14.1. Be responsible for the receipt of all moneys paid to or received by, or on behalf of, the Group and must issue receipts for those moneys in the name of the Group;
- 14.2. Pay all moneys referred to in paragraph (a) into such account or accounts of the Group as the Committee may from time to time direct;
- 14.3. Make payments from the funds of the Group with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by the Treasurer and at least one other authorised Committee member, or by any two members as are authorised by the Committee;
- 14.4. Comply on behalf of the Group with sections 25 and 26 of the Act with respect to the accounting records of the Group by:

- (a). Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Group;
 - (b). Keeping its accounting records in such manner as will enable true and fair accounts of the Group to be prepared from time to time;
 - (c). Keeping its accounting records in such manner as will enable true and fair accounts of the Group to be conveniently and properly audited; and
 - (d). Submitting to members at each annual general meeting of the Group accounts of the Group showing the financial position of the Group at the end of the immediately preceding financial year;
- 14.5. Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 14.6. Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Group, including those referred to in sub-rules 14.4 and 14.5; and
- 14.7. Perform such other duties as are imposed by these rules on the Treasurer.

15. Casual vacancies in membership of Committee

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

- 15.1. Dies;
- 15.2. Resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- 15.3. Is convicted of an offence under the Act;
- 15.4. Is permanently incapacitated by mental or physical ill-health;
- 15.5. Is absent from:
 - (a). 3 consecutive Committee meetings; or
 - (b). 3 Committee meetings in the same financial year, without tendering an apology to the person presiding at each of those Committee meetings of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- 15.6. Ceases to be a member of the Group; or
- 15.7. Is the subject of a resolution passed by 75% of the members present at a general meeting terminating that person's appointment as a Committee member.

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16. Proceedings of Committee

- 16.1. The Committee must meet together for the dispatch of business not less than six times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
 - (a). A Committee member may attend a Committee meeting by telephone or other electronic means without being physically present. Such attendance shall be treated as attendance in person for the purposes of these rules.
- 16.2. A question may be submitted to Committee members for resolution between Committee meetings. Subject to compliance with the other provisions of this clause as reasonably adapted, such question shall be resolved by Committee members recording their vote by email or other electronic means.
- 16.3. Each Committee member has a deliberative vote.
- 16.4. A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to their deliberative vote.
- 16.5. At a Committee meeting 60% of current Committee members constitute a quorum.
- 16.6. Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- 16.7. As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Group is established), must as soon as he or she becomes aware of that interest, disclose the nature and extent of the interest to the Committee, exclude themselves from the Committee meeting and not take part in any deliberations or decision of the Committee with respect to that matter.
- 16.8. The Secretary must cause every disclosure made under sub-rule 16.6 by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

17. General meetings

- 17.1. The Committee:
 - (a). Must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner;

- (b). May at any time convene a special general meeting; and
 - (c). Must, within 30 days of:
 - (i). Receiving a request in writing to do so from not less than ten (10) members eligible to vote, convene a special general meeting for the purpose specified in that request; or
 - (ii). The Secretary receiving a notice under rule 10.4, convene a general meeting to deal with the appeal to which that notice relates.
 - (d). Must, after receiving a notice under rule 6.4, convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Group at that next annual general meeting in relation to the Committee's rejection of their application and the Group at that meeting must confirm or set aside the decision of the Committee.
- 17.2. The members making a request referred to in sub-rule 17.1(c)(i) must:
- (a). State in that request the purpose for which the special general meeting concerned is required; and
 - (b). Sign that request.
- 17.3. If a special general meeting is not convened within the relevant period of 30 days referred to:
- (a). In sub-rule 17.1(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b). In sub-rule 17.1(c)(ii), the member who gave the notice concerned may themselves convene a special general meeting as if he or she were the Committee.
- 17.4. When a special general meeting is convened under sub-rule 17.3(a) or (b) the Group must pay the reasonable expenses of convening and holding the special general meeting.
- 17.5. Subject to sub-rule 17.7, the Secretary must give to all members entitled to vote not less than 14 days notice of a special general meeting and that notice must 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 and of the order in which that business is to be transacted. There will be no other business transacted.
- 17.6. Subject to sub-rule 17.7, the Secretary must give to all members entitled to vote not less than 14 days notice of an annual general meeting and that notice must specify:
- (a). When and where the annual general meeting is to be held;
 - (b). The particulars and order in which business is to be transacted, as follows:

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- (i). First, the consideration of the accounts and reports of the Committee;
 - (ii). Second, the election of Committee members who will replace outgoing Committee members upon the declaration of the ballot; and
 - (iii). Third, any other business requiring consideration by the Group at the general meeting. Such business shall be dealt with by the newly elected officers of the Group.
- 17.7. A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members eligible to vote not less than 14 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 17.5 or 17.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 17.8. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Group. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
- 17.9. The Secretary must give a notice under sub-rule 17.5, 17.6 or 17.7 by serving it on a member personally, or by post to a member at the address of the member appearing in the register of members kept and maintained under rule 7, or by email.
- 17.10. When a notice is sent by post under sub-rule 17.9, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- 17.11. A resolution passed at a general meeting shall be binding on the Committee.

18. Quorum and proceedings at general meetings

- 18.1. At a general meeting fifteen (15) members entitled to vote and present in person constitute a quorum.
- 18.2. If 30 minutes after the time specified for the holding of a general meeting in a notice given under rules 17.5 or 17.6;
- (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.

- 18.3. If 30 minutes from the time appointed by sub-rule 18.2 (b) for the resumption of an adjourned general meeting a quorum is not present, the meeting shall lapse.
- 18.4. The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 18.5. There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 18.6. When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 18.7. At a general meeting:
 - (a). An ordinary resolution put to the vote, subject to sub-rule 18.9, will be decided by a majority of votes cast on the voices or a show of hands, and if a poll is demanded, in accordance with sub rules 18.10 and 18.11;
 - (b). A special resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a poll is demanded, in accordance with sub-rules 18.10 and 18.11.
- 18.8. Where there is no majority of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- 18.9. A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 18.10.
- 18.10. At a general meeting a poll may be demanded by the Chairperson or by three or more members entitled to vote and present in person and, if so demanded, must be taken in such manner as the Chairperson directs.
- 18.11. If a poll is demanded and taken under sub-rule 18.10 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 18.12. A poll demanded under sub-rule 18.10 must be taken immediately on that demand being made.

19. Minutes of meetings of the Group

- 19.1. The Secretary must cause proper minutes of all proceedings of all general meetings, Committee meetings and Committee resolutions taken electronically, to be taken and then to be entered within thirty days after the meeting or resolution, as the case requires, in a minute book kept for that purpose.

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- 19.2. The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting or Committee resolution taken electronically under sub-rule 19.1 are checked and signed as correct by the Chairperson of the general meeting or Committee meeting or Committee resolution taken electronically to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- 19.3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (a). The general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b). All proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c). All appointments or elections purporting to have been made at the meeting have been validly made.

20. Voting rights of members of the Group

- 20.1. Subject to these rules, each member who is entitled to vote and is present in person at a general meeting is entitled to a deliberative vote only if that the member has been a member for at least the twelve weeks prior to the general meeting.
- 20.2. Subject to rule 18.10, at every general meeting of the Group a resolution put to the vote at the meeting shall be decided on the voices, by a show of hands or a secret ballot as decided by the meeting.

21. Rules of the Group

- 21.1. The Group 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:
 - (a). Subject to sub-rule 21.1(d) and 21.1(e), the Group may alter its rules by special resolution but not otherwise;
 - (b). 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 Group), the Group 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 Group as so altered conform to the requirements of this Act;
 - (c). An alteration of the rules of the Group does not take effect until sub-rule 21.1(b) is complied with.

- (d). An alteration of the rules of the Group to change the name of the Group does not take effect until sub-rules 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e). An alteration of the rules of the Group to alter the objects or purposes of the Group does not take effect until sub-rules 21.1(a) to 21.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 21.2. These rules bind every member and the Group to the same extent as if every member and the Group had signed and sealed these rules and agreed to be bound by all their provisions.

22. Common seal of the Group

- 22.1. The Group must have a common seal on which its corporate name appears in legible characters.
- 22.2. The common seal of the Group must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 19.
- 22.3. The affixing of the common seal of the Group must be witnessed by any two of the President, the Secretary and the Treasurer.
- 22.4. The common seal of the Group must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

23. Inspection of records, etc. of the Group

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

24. Disputes and mediation

- 24.1. The grievance procedure set out in this rule applies to disputes under these rules between a member and another member; or a member and the Group; or if the Group provides services to non-members, those non-members who receive services from the Group, and the Group.
- 24.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 24.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

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- 24.4. The mediator must be a person chosen by agreement between the parties; or in the absence of agreement:
 - (a). In the case of a dispute between a member and another member, a person appointed by the Committee;
 - (b). In the case of a dispute between a member or relevant non-member (as defined by sub-rule (1)(c)) and the Group, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 24.5. A member of the Group can be a mediator.
- 24.6. The mediator cannot be a member who is a party to the dispute.
- 24.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.8. The mediator, in conducting the mediation, must give the parties to the mediation process every opportunity to be heard; allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 24.9. The mediator must not determine the dispute.
- 24.10. The mediation must be confidential and without prejudice.
- 24.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

25. Distribution of surplus property on winding up of Group.

- 25.1. The Group may be dissolved by a special resolution at a general meeting.
- 25.2. Members who have donated property to the Group and who have specifically requested in writing at the time of donating that such property be returned to them should the Group be wound up, shall have claim to that property after dissolution has taken place. Persons who have taken such a lien on property will not be given a receipt for tax deduction purposes.
- 25.3. If, upon dissolution of the Group there remains, after the satisfaction of its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst members or former members, but shall be given or transferred to either an association incorporated under the Associations Incorporation Act(1987) which has similar objects, or for charitable purposes.

26. Affiliated Associations

- 26.1. The Group may affiliate with associations or federations governing activities of the Group should the Committee find this desirable and advantageous to the Group and its members.
- 26.2. An affiliation which would alter the independence of the Group will only be allowed if passed by a special resolution at a general meeting.