



PASHUPATINATH BOUDDHANATH OF WESTERN AUSTRALIA INCORPORATED – CONSTITUTION

Name of Association

- 1) The name of the Association is "PASHUPATINATH BOUDDHANATH OF WESTERN AUSTRALIA INCORPORATED".

Objectives of P. B. WA

- 2) The objectives of P. B. WA are:
 - 1) to provide and develop a community hall and temple facilities for community, cultural, religious, and educational activities to serve the needs of the Nepali community and multi-cultural communities in Western Australia;
 - 2) to provide a place of worship for those who wish to practice religion in accordance with Nepali traditions and support in creating friendly, cooperative and peaceful community through promoting religious tolerance to streamline with Western Australian harmonious multicultural society ;
 - 3) to erect, develop and maintain the community hall and temple facilities according to Nepali architectural design, and such temple shall accommodate the traditional gods of Hinduism and Buddhism;
 - 4) to arrange for and provide facilities and conduct religious activities at the temple according to Nepali traditions;
 - 5) to raise funds for the purposes of the erection, equipping, furnishing, establishing, administrating and supporting the facilities;
 - 6) to support and assist senior members of the Nepali community; and
 - 7) to carry out all such other things as are incidental or conducive to the attainment of the above objectives including facilitation in disseminating educational information related to Nepalese Hindu and Buddhist art and culture to enthusiastic individuals and multicultural community in Western Australia.
 - 8) P. B. WA will be a non-profit/not for profit incorporated association. The income and property of P. B. WA shall be applied solely towards the promotion and achievement of the objectives of P. B. WA. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of P. B. WA, provided that nothing shall prevent the market rate payment to volunteers in good faith or remuneration to any employee of P. B. WA for services actually rendered to P. B. WA.

Definition

- 3) In these rules, unless the contrary intention appears:

"P. B. WA" means Pashupatinath Bouddhanath of Western Australia Inc.;

The literal and symbolic meaning of Pashupatinath Bouddhanath is described below:

The selected name is combination of two words which symbolises union and coexistence.

Pashupatinath: It is one of the most sacred shrine in Nepal and the precinct is listed in UNESCO WORLD HERITAGE.



Bouddhanath: It is one of the holiest Buddhist site in Nepal also listed in UNESCO WORLD HERITAGE.

The combination of above two words derives Pashupatinath Bouddhanath. Its meaning is union of two great faiths believing in tolerance, co-operation, multiculturalism for peaceful co-existence among the people of diverse culture and faiths.

"Annual General Meeting/Special General Meeting" mean meetings convened under rule 18, rule 19 and rule 20;

"Associate Member" means member referred to in rule 4 (3);

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

"Council" means the Management Council referred in rule 11;

"Council Members" mean persons referred to in paragraph (a), (b), (c), (d), (e), (f) and (g) of rule 11 (1);

"Council Meeting" means a meeting referred to in rule 17;

"Department" means the government department with responsibility for administering the Associations Incorporation Act (2015);

"Executive Council Members" mean persons referred to in paragraph (a), (b), (c), (d), (e) and (f) of rule 11(1);

"Financial Year" means a period commencing 1 July and ending on 30 June;

"Life Members" mean members referred to in rule 4(2); **"Members"** mean ordinary, life and associate members;

"Ordinary Council Members" mean persons referred to in paragraph (g) of rule 11 (1);

"Ordinary Members" mean persons referred to in rule 4(1.1);

"Ordinary Resolution" means resolution other than a special resolution;

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

"Special General Meeting" means a general meeting other than the annual general meeting;

"Special Resolution" means a resolution if it is passed by a majority of not less than seventy-five percent (75%) of members of the P. B. WA who are entitled under the rules of the P. B. WA to vote and vote in person or, where proxies are allowed by the rules of P. B. WA by proxy vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

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.

"Term" means the period from one annual general meeting to the next annual general meeting;

"The Act" means the Associations incorporation Act 2015;

"The Chairperson" means the person presiding at the Council meeting or general meeting referred to in rule 12.1;

"The Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"The President" means the President referred to rule 13.1;



"The Secretary" means the Secretary referred to rule 14.1;

"The Treasurer" means the Treasurer referred to rule 15.1.

Powers of P. B. WA

3.1 The powers conferred on the P. B. WA 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 P. B. WA:

may do all things necessary or convenient for carrying out its objectives and purposes, and in particular:

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money:
 - i. in any security in which trust monies may lawfully be invested; or
 - ii. in any other manner authorized by the rules of the P. B. WA;
- d) borrow money upon such terms and conditions as the P. B. WA thinks fit;
- e) give such security for the discharge of liabilities as the P. B. WA thinks fit;
- f) appoint agents to transact any business of P. B. WA on its behalf;
- g) enter into any other contract it considers necessary or desirable; and
- h) may 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 P. B. WA;

and in addition to the above P. B. WA may:

- i) obtain, collect and receive monies and funds by way of contributions, donations, subscriptions, legacies, grants, or any other lawful method and to accept and receive gifts of property of any description whether subject to any special trust or not;
- j) erect, maintain and improve or make alterations to any land or buildings or other property in the care, control, custody or ownership of P. B. WA;
- k) take such steps and engage in such activities as may be necessary or expedient for the procuring of income, donations or contributions to enable P. B. WA to further its objectives;
- l) enter into any arrangements with any Government or authority of Commonwealth, State, Local, statutory body or otherwise that may seem conducive to the attainment of the objectives of P. B. WA;
- m) engage contracts of service or services to perform the above mentioned objectives for P. B. WA; and
- n) carry out all such other things that are conducive to the attainment of the above objectives and the exercise of the above powers.



3.2 Effect of the Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

3.3 Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

3.4 Altering the Constitution

- a) The Association may alter this Constitution by special resolution but not otherwise.
- b) If the Constitution is altered, the committee must ensure changes meet the Incorporated Associations compliance.

4. Membership

- 1) The following shall be eligible to become ordinary or life members of P. B. WA on payment of such fee prescribed from time to time by the council:

- a) Membership is open to all general public who may be interested in the objectives of P.B WA

- 1.1) **Ordinary members:** The categories of the ordinary members of P. B. WA shall be as follows:

- a) **Individual member:** Single person over the age of 18 years shall be eligible to become Individual member and shall be entitled to one vote.
- b) **Individual concession Member:** Single student person over the age of 18 years shall be eligible to become Individual Concession Member and shall be entitled to one vote.
- c) **Family member:** A family member includes the member and his/her spouse and dependent children less than 18 years of age. However, only the member and his/her spouse shall have voting rights, with one vote each.
- d) **Concession Family Member:** Members solely dependent on Australian Government or other Government benefits for their living expenses and each husband and wife shall be eligible for one vote each
- e) **Senior/Pensioner member:** Members solely dependent on Australian Government or other government pension and or social service benefits or holders of the Senior Citizens card and their respective spouses. Each member and his/her spouse shall be eligible to a vote(s).

- 1.2) Any ordinary member shall be eligible to become a life member referred to in sub-rule (3) on payment of such fee prescribed from time to time by the Council.

- 2) **Life members:** The categories of the life members of P. B. WA shall be as follows:

- a) **Individual Life member:** Single person over 18 years of age shall be eligible to become an Individual Life member and shall be entitled to one vote.
- b) **Family Life member:** A family life member includes the member and his/her spouse and dependent children less than 18 years of age. However, only the member and his/her spouse shall have voting rights, with one vote each.



- c) **Senior/Pensioner Life member:** Member solely dependent on Australian Government or other government pension and or social service benefits or holders of the Senior Citizens card and their respective spouses. Each member and his/her spouse shall be eligible to a vote(s).
- 3) **Associate member:** Person who is not entitled to become an ordinary or a life member of P. B. WA on payment of such fee as shall be prescribed from time to time by the Council and shall be eligible to become an associate member and shall be entitled to all privileges of membership of P. B. WA except the right to vote at general meetings of P. B. WA or to seek election to the Council. In addition, associate membership can be presented to Government agencies, NGO's, private companies and community organisations who support the aims and objectives of the association.

5) Approval of Committee

- (1) The Committee must consider any application made to the next available committee meeting and must accept or reject the application at that meeting or the next. The committee may check the identification of the applicant.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

6) Joining Fee

- (1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either:
 - (a) a pro rata annual fee based on the remaining part of the financial year; or
 - (b) The amount determined from time to time by resolution at a general meeting.

7) Annual Membership Fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

Rights of members

8. General

- a) Subject to clause 8(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- b) A right of membership of the Association:
 - ii. is not capable of being transferred or transmitted to another person; and
 - iii. Terminates on the cessation of membership whether by death, resignation or otherwise.



8.1 Voting

- 2) Subject to subclause (2), each member has one vote at general meetings of the Association.
- 3) A member is not eligible to vote until 10 working days after his or her application has been accepted.

8.2 Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

8.3 Access to information on Association

The following must be available for inspection by members:

- a. A copy of this constitution
- b. Minutes of general meetings
- c. Annual reports and annual financial reports

8.4 Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Grievance and Disputes.

9) Register of members of P. B. WA

- 1) The secretary, on behalf of P. B. WA, must keep and maintain an up to date register of the members of P. B. WA and their postal or residential addresses and, upon the request of a member of P. B. WA, shall make the register available for inspection by the member. The member may make a copy or take an extract from the register but shall have no right to remove the register for that purpose.
- 2) The register referred in sub-rule (1) must be made available to the member within fourteen (14) days from the date of such request.
- 3) The register must be kept and maintained at the Secretary's place of residence, or at such other place as the Council members at a Council meeting decide.
- 4) The secretary must cause the name of a person who ceases to be a member under rule 9 to be deleted from the register of members referred to in sub-rule (1).

10 Termination, death, suspension and expulsion

Termination of membership

Membership of the Association may be terminated by:

- a. a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- b. non-payment of the annual membership fee within the time allowed under clause 7 (3); or
- c. expulsion in accordance with this Division.



10.1 Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the committee must cancel the member's membership

10.2 Suspension or expulsion of members

(1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member

(2) The notice must :

(a) be in writing and includes :

(i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and

(ii) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).

(3). At the meeting, the committee must afford the member a reasonable opportunity to be heard or to make representation in writing

(4). The committee may suspend or expel or decline to suspend or expel the member from the association and must give written notice of the decision and the reason for it to the member

(5). Subject to clause 16, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

10.3 Appeals against suspension or expulsion

(1). A member who is suspended or expelled under clause 10.2 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision

(2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

(3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.

(4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members or It should be indorsed by AGM

11 The Management Council/ Committee

1) There shall be a council of seventeen (17) members consisting of six (6) executive council members and eleven (11) ordinary council members as follows:

- a. a President;
- b. a Vice President;
- c. a Secretary;
- d. a Treasurer;
- e. an Assistant Secretary;
- f. an Assistant Treasurer; and
- g. eleven (11) ordinary council members;



- i. all of whom must be ordinary or life members of P. B. WA.
- 2) The association may appoint any sub-committees or sub-coordinator when requires.
- 3) The council members must be elected to the Council at an annual general meeting or appointed under sub-rule 18 and or 19.
- 4) The office of each member of the Council shall become vacant at each and every Annual General Meeting.
- 5) The election for the positions of President, Vice President, Secretary and Treasurer shall be on the basis that the candidates must have served at least one (1) term in the committee or in a sub-committee appointed under sub-rule 20 within the preceding four terms.
- 6) The election for the positions of the council other than the positions referred to in sub rule (5) shall be on the basis that the candidates must have been an ordinary or life member for a period of not less than (12) twelve months prior to the close of the nomination date.
- 7) The executive council members shall not be eligible to serve for more than two consecutive terms in the Council for the same position unless it is approved by the AGM.
- 8) The Secretary shall call for nominations for the positions which fall vacant at the forthcoming annual general meeting. Every ordinary and life member seeking to be elected as a council member must forward a nomination form prescribed by the Council not less than seven (7) days before the election date. Such nomination form must be duly filled and signed by the candidate, proposed by an ordinary or life member and seconded by another ordinary or life member of P. B. WA.
- 9) The election shall be conducted by a Returning Officer, who shall be an ordinary or life member of P. B. WA, appointed by the council or an official from Electoral Commission.
- 10) The Returning Officer shall not be a member of the Council or be a candidate for that election.
- 11) After the date and time specified for the closing of nominations, the Returning Officer shall
 - a. open all nominations;
 - b. prepare a list of valid nomination for each position and deliver the same to the Secretary. The Returning Officer shall keep a copy of the above list for his or her reference.
- 12) The candidates or their representative are entitled to be present at the time of opening the nomination forms.
- 13) If the number of persons nominated in accordance with sub-rule (8) does not exceed the number of vacancies:
 - a. the Secretary must report accordingly to; and
 - b. the Returning Officer must declare those persons to be duly elected as members of the Council at the annual general meeting concerned.
- 14) If the number of persons nominated in accordance with sub-rule (8) exceeds the number of vacancies on the council, election must be conducted in accordance with sub-rule 15.
- 15) If vacancies remain on the Council after the declaration under sub-rule (13), additional nominations for the vacant positions of the Council 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 Returning Officer must declare those persons to be duly elected as members of the Council. Where the number of nominations from the floor exceeds the remaining number of vacancies on the council, elections for those positions must be conducted in accordance with sub-rule (16).



- 16) A ballot paper, to carry out a vote, shall be prepared containing the names of the candidates in alphabetical order for any position or positions in which an election is to be held. Each member (ordinary and life member) present (not by proxy) in accordance with rule 18(5) at the general meeting shall be entitled to vote.
- 17) The votes shall be counted and the results are declared at the annual general meeting by the Returning Officer.
- 18) If vacancies remain for the position of ordinary council member/s, after the application of sub-rule (15) or when a casual vacancy for an ordinary council member occurs in the membership of the Council:
 - a) the Council may co-opt a member (ordinary or life member) of P. B. WA to fill that vacancy and such member must have been an ordinary or a life member for a period of not less than (6) six months at the date of co-option; and
 - b) a member appointed under this sub-rule will:
 - i. hold office until the election referred to in sub-rule (3); and
 - ii. be eligible for election to the Council at the next annual general meeting.
- 19) If vacancies remain for the position of ordinary council member/s, after the application of sub-rule (15) or when a casual vacancy for an ordinary council member occurs in the membership of the Council:
 - a) the council may appoint any member within the Council or co-opt a member (ordinary or life member) of P. B. WA and such member must have been an ordinary or a life member for a period of not less than (12) twelve months at the date of co-option; and
 - b) a member appointed under this sub-rule will:
 - i. hold office until the election referred to in sub-rule (3); and
 - ii. be eligible for election to the Council at the next annual general meeting.
- 20) No co-option is allowed unless otherwise a vacancy occurs in the Council. At any time, the number of positions in the Council shall not exceed thirteen (13).
- 21) The Council may delegate all or any of its power to any sub-committee formed from members of the Council or members of the P. B. WA and may give such powers to such sub-committee of P. B. WA as it may think fit. The Chairperson of such sub-committee shall always be a nominated member of the Council or a nominated member of the sub-committee or in his or her absence another sub-committee member nominated by the sub-committee.
- 22) The decisions of all sub-committees shall be circulated to all members of the council and tabled before a meeting of the Council as soon as practicable after the meeting of the sub-committee in which those decisions have been made and the Council shall then be at liberty to allow, disallow or amend the same by its resolution
- 23) Delegation:
 - (1) The committee may delegate to a subcommittee or staff any of its power and functions other then:
 - a) This power of delegation; or
 - b) A duty imposed on the committee by the Act or any other law.
 - (2) The delegation must be in writing and may be subject to the condition and limitations the committee considers appropriate.



- (3) The committee may, in writing, revoke wholly or in part of the delegation

12 Duties of committee members

Collective responsibility of committee

- (1) As soon as practicable after being elected to the committee, each committee member must become familiar with the Act and regulation made under the Act.
- (2) The committee is collectively responsible for ensuring the Association complies with the Act and regulation made under the Act.

12.1 Chairperson

(1a)

- i. The President shall be the Chairperson of all general meetings unless otherwise determined at a general meeting.
- ii. The President shall be the Chairperson of all council meetings.

(1b) In the event of the absence from a general meeting of:

- i. the President, the Vice-President; or
- ii. both the President and the Vice-President, a member elected by other members of the Council present at the general meeting, must chair at the general meeting.

(1c) In the event of the absence from a Council meeting of:

- i. the President, the Vice-President; or
- ii. both the President and the Vice-President, a member elected by other members of the Council present at the Council meeting,

must chair at the Council meeting.

(2) The Chairperson of a sub-committee is referred in rule 11 (21)

13 President and Vice-President

(1) The President must:

- a) ensure that the affairs of P. B. WA are conducted in the best interest of P. B. WA;
- b) represent P. B. WA as the spokesperson in dealing with external organisation and media;
- c) be one of the authorized signatory to all bank transaction;
- d) act on matters of urgency in consultation with other executive council members and thereafter to have such matters ratified at the ensuing meeting of the Council.

(2) In the absence of the President, the Vice President shall be responsible for the duties assigned to the President.

14 Secretary and Assistant Secretary

(1) The Secretary must:



- a) be responsible for convening all general Meetings and Council Meetings (except sub-committee meetings) of P. B. WA and such other meetings as may be directed by the Council from time to time;
 - b) record and maintain correct minutes of the proceedings of all Council and general meetings of P. B. WA (except sub-committee meetings);
 - c) keep a proper record of all the correspondence and coordinate all correspondence of P. B. WA;
 - d) be one of the authorized signatory to all bank transaction;
 - e) responsible for the maintenance of the Register of Application for membership and Register of members. The Register of members shall include the information of each member and past member such as full name, address together with date on which the person became a member and record of the payment of subscription and date of resignation;
 - f) maintain a record of the names and residential or postal addresses of the persons who hold the offices of P. B. WA provided by these rules, including all offices held by the persons who constitute the Council;
 - g) have custody of all books, documents, records, securities of P. B. WA and registers of P. B. WA, including those referred to in paragraph (f) but other than those in the custody of the Treasurer; and
 - h) perform such other duties as are imposed by these rules on the Secretary.
- (2) Assistant Secretary shall assist the Secretary and perform any duties as determined by the Council. In the absence of the Secretary, the Assistant Secretary Shall be responsible for the duties as signed to the Secretary.

15 Treasurer and Assistant Treasurer

- (1) The Treasurer must:
- a) be responsible for the receipt of all monies, including membership subscription, paid to or received by him or her on behalf of P. B. WA and must issue receipts for those monies in the name of P. B. WA;
 - b) pay all monies referred to in paragraph (a) into such account or accounts of P. B. WA as the Council may from time to time direct;
 - c) make payments from the funds of P. B. WA and in doing so ensure that all cheques are signed by the Treasurer or in the absence of the Treasurer by the Assistant Treasurer and one other authorized signatory;
 - d) keep correct accounting records of all financial transactions and the financial position of the P. B. WA;
 - e) keep accounting records in such a manner as will enable true and fair account of P. B. WA to be prepared from time to time;
 - f) keep accounting records in such a manner as will enable true and fair account of P. B. WA to be conveniently and properly audited;
 - g) submit to members at each annual general meeting of P. B. WA an audited financial statement for the financial year as at 30 June;
 - h) present the budget of proposed capital works programs for the ensuing financial year, if any;



- i) present a budget for the normal running expenses for the ensuing financial year of P. B. WA;
 - j) be responsible for managing petty cash;
 - k) prepare and submit accounts to the Council monthly;
 - l) be responsible for the issue for use and subsequent collection and safe keeping of all valuables;
 - m) have custody of all books and documents of a financial nature and accounting records of P. B. WA;
 - n) maintain a Register of donated money, maintaining anonymity if donors requested;
 - o) perform such other duties as are imposed by these rules on the Treasurer;
- (2) Assistant Treasurer shall assist the Treasurer and perform any duties as determined by the Council. In the absence of the Treasurer, the Assistant Treasurer shall be responsible for the duties assigned to the Treasurer.

16 Casual vacancies in the membership of the Council

(1) A casual vacancy occurs in the office of an ordinary council member and that office becomes vacant if the ordinary council member:

- a) dies;
- b) resigns by notice in writing delivered to the Secretary and that resignation is accepted by resolution of the Council;
- c) is convicted of an offence under the Act;
- d) appointed to a different position in the office of the executive council membership;
- e) is permanently incapacitated by mental or physical ill-health;
- f) is absent from more than:
 - i. three (3) consecutive Council meetings; or
 - ii. three (3) Council meetings in the same financial year;

without tendering an apology to the person presiding at each of those Council meetings;

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

- g) ceases to be a member of P. B. WA; or
- h) is the subject of a resolution passed by a general meeting of members of P. B. WA terminating his or her appointment as a Council member

17 Procedure of the Management of Council

- 1) The Council must meet together for the dispatch of business at least once a month and the Chairperson of the council may at any time call a special meeting of the council.
- 2) Each council member has a deliberative vote including co-opted members of the council.



- 3) A question arising at a council meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the council meeting will have a casting vote in addition to his or her deliberative vote.
- 4) At a council meeting seven (7) members of the management council (of whom 3 are executive council members) constitute a quorum.
- 5) Subject to these rules, the procedure and order of business to be followed at a council meeting must be determined by the council.
- 6) Subject to these rules, the council shall have power to make decisions on all matters and things coming before it unless it has been expressly forbidden to do so by any resolution carried at any general meeting of P. B. WA.
- 7) The number of members required to constitute a quorum at any meeting of any sub-committee shall be not less than half of the members of such subcommittee unless otherwise determined by the council.
- 8) Without in any way limiting or affecting the general power herein before vested in the council, but subject to these rules, the Council shall have specifically conferred upon it the following powers, that is to say, the power:
 - a) to control of the finance of P. B. WA and the expenditure of its funds for such purpose, being a purpose within the objectives of P. B. WA, as the council may think fit;
 - b) to control and manage the real and personal property of P. B. WA, including all capital raising involving mortgages, borrowing, overdrafts and the Investment Funds of P. B. WA;
 - c) to employ, control and remove any employees, volunteers or unpaid workers of P. B. WA;
 - d) to do all such things as may be necessary or desirable for carrying out the objectives of P. B. WA; and
 - e) to make any by-laws consistent with this rule as it may consider necessary for the management of P. B. WA.
- 9) The capital expenditure budget for any capital work exceeding twenty-five thousand Australian dollars (A\$ 25,000) shall be referred to a general meeting of P. B. WA.
- 10) Any capital work arising from donation from organizations or individual shall be referred to a general meeting of P. B. WA.
- 11) No real or personal property of P. B. WA shall be disposed by the council without seventy-five (75%) of the membership voting in person or written proxy at a general meeting called for such purpose vote in favour.

18 General Meetings

- 1) A general meeting of P. B. WA shall be a meeting at which all members (ordinary, life, associate members) of P. B. WA are entitled to attend.
- 2) Written notice of each and every general meeting shall be mailed by the secretary to all the members (ordinary, life and associate members) of P. B. WA not less than twenty one (21) days prior to the date of the meeting. Such notice must specify:
 - a) when and where the general meeting is to be held; and



- b) particulars of the business to be transacted and the order in which that business is to be transacted.
- 3) All questions unless otherwise stated in this rule shall be decided by a simple majority of those present (ordinary and life members) and entitled to vote.
- 4) Every motion put to the meeting shall unless unanimously decided be decided in the first instance by a show of hands.
- 5) A member (ordinary and life member) shall only be eligible to vote if at the time of voting the person has been a member for not less than six (6) months prior to the date of the general meeting.
- 6) Unless otherwise stated a poll on any question may be demanded by the mover and the seconder of the motion and shall be taken in such a manner as the chairperson may direct and its result shall be deemed to be the resolution of the meeting on the question.
- 7) Unless specified to the contrary herein motions shall be carried by a simple majority of eligible members present (ordinary and life members) and voting in the affirmative.
- 8) A quorum for all general meetings shall be twenty percent (20%) of the total number of members (ordinary and life members).
- 9) If within one (1) hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case it shall stand adjourned to a date, time and place in the week following the week in which the meeting had been held.
- 10) If within one (1) hour of the time appointed for the resumption of an adjourned general meeting a quorum is not present, the meeting shall proceed with the members (ordinary and life members) present in person or by proxy and shall constitute a quorum.

19 Annual general meeting

- 1) The annual general meeting shall be held as soon as practicable after the first day of July in each year but in any event not later than the 30th day of September.
- 2) The business of the annual general meeting shall include the following:
- 3) The secretary must give to all members not less than 30 days notice of an Annual General Meeting.
- 4) The notice must specify
 - a) When and where the meeting to be held; and
 - b) The particular of and the order in which business is to be transacted.
- 5) The other business for each annual general meeting is as follows:
 - a) confirmation of the minutes of the last annual general meeting and every general meeting or meetings held since the last annual general meeting;
 - b) review and consider the annual report of the Council;
 - c) review and consider the audited annual financial statements for the preceding financial year;
 - d) elect a new Council in accordance with the rule;



- e) appoint an Honorary Auditor for the ensuing year; and
- f) any other business requiring consideration by the P. B. WA at the annual general meeting.

20 Special general meeting

- 1) The Council may, whenever thinks fit, convene a special general meeting of P. B. WA.
- 2) The council shall, on the requisition in writing of at least ten percent (10%) of the total number of members (ordinary and life members) of P. B. WA, convene a special general meeting of P. B. WA.
- 3) A requisition of members for a special general meeting:
 - a) shall state the purpose or purposes of the meeting;
 - b) shall be signed by members making the requisition; and
 - c) shall be lodged with the Secretary.
- 4) No business other than that stated in the written notice shall be transacted at the special general meeting.
- 5) If the Council fails to convene a special general meeting to be held within thirty (30) days after the date on which a requisition of members for the meeting is lodged with the Secretary, anyone or more of the members who made the requisition may convene a special general meeting to be held not late than ninety (90) days after that date.
- 6) A special general meeting is convened by a member or members as referred to in accordance with sub-rule (5), it shall be convened in the same manner so far as possible as a meeting convened by the Council and all reasonable expenses incurred in convening the special general meeting shall be refunded by P. B. WA to the member or members incurring the expenses.

7) Notice of meetings

- (1) The Secretary must give a notice under this part by
 - a) Serving it on a member personally; or
 - b) Sending it by post or email and or social media and or phone and or text message of the member appearing in the register of members.
- (2) If a notice is sent by post, sending of the notice is taken to have been property affected if the notice is addressed and posted to the member by ordinary prepaid mail.

21 Financial Management

21.1 Financial Year

The financial year of the P.B. WA Inc. is from 1 July to 30 June

21.2 Funds and Accounts

- 1) The Council shall ensure to maintain a true record of account of all monies received and all amounts expended by P. B. WA.
- 2) The association must open an account with a financial institution from which all expenditure or the association is made and into which all of the association's revenue is deposited.



- 3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments issued on behalf of P. B. WA shall be signed by the Treasurer or in the absence of the Treasurer by the Assistant Treasurer and **one** of the authorized signatories.
- 4) With the approval of the committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 5) The Council shall transfer, to authorized Investment Funds with major trading bank(s) or pay any outstanding financial liabilities, all monies and receipts that are in excess of the amount approved for the normal running expenses of P. B. WA.
- 6) All donations received, expressly for or in furtherance of the objectives of P. B. WA, until so required, be invested only in recognised investment Funds.

21.3 Accounts and Audits

- (1) The Treasurer shall present to the auditor, who is appointed by members of P. B. WA at each annual general meeting, the accounts for the year together with all books of account, cheque books, receipts, vouchers, bank statements and other information as the auditor may reasonably require as soon as can be conveniently done after the close of each financial year.
- (2) The auditor shall compare the financial statements and other accounts for the financial year with P. B. WA books of account and vouchers and shall prepare a report thereon for submission by the Treasurer at the annual general meeting.

21.4 Income and Property

- 1) **Income:** Income of P. B. WA shall be derived from:
 - a) grants from government or statutory organisations;
 - b) membership;
 - c) fund raising activities;
 - d) gifts, donations and regular and special charges; and
 - e) commercial ventures.

22 Rules of P. B. WA

- 1) P. B. WA may alter or rescind these rules, or make rules additional to these rules in accordance with the procedure set out as follows:
 - a) P. B. WA may alter its rule by special resolution passed at a general meeting but not otherwise;
 - b) the Council may, whenever it thinks fit, on its own motion include a special resolution in the annual general meeting or convene a special general meeting for rescission alteration or addition to rules for the consideration of the members of P. B. WA;
 - c) any member so wishing to move for rescission, alteration or addition to any of the rules of P. B. WA shall give at least twenty-eight (28) days' notice in writing to the Secretary prior to the holding of the general meeting at which the motion for rescission alteration or addition is to be considered;
 - d) no rescission alteration or addition to this rule shall be deemed carried unless seventy-five percent (75%) of the members (ordinary and life), voting either in person or by written proxy in the form approved by the Council vote in favour;



- e) within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in particular case allow (on written application), P. B. WA must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a Council member certifying that the resolution was duly passed as special resolution and that the rules of P. B. WA as so altered to conform to the requirements of the Act;
 - f) an alteration of the rules of P. B. WA does not take effect until sub-rule 1 (e) is complied with;
 - g) an alteration of the rules of P. B. WA having effect to change the name of P. B. WA does not take effect until rules 1(a), 1(e) and 1 (f) are complied with and the approval of the Commissioner is given to the change of name;
 - h) an alteration of the rules of P. B. WA having effect to alter the objectives of P. B. WA does not take effect until sub-rule (1)(a), (1)(e) and (1)(f) are complied with and approval of the Commissioner is given to the alteration of the objectives;
- 2) these rules bind every member (ordinary, life and associate members) and P. B. WA to the same extent and P. B. WA signed and sealed these rules and agreed to be bound by all their provisions.

23 Proxy Votes

- 1) A member (ordinary and life member) may appoint another member by duly filling a form prescribed by the Council to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting. Such voting rights shall be limited to any motion of which prior notice has been given in accordance with the rule.
- 2) Each member (ordinary and life member) present at the meeting, in addition to his or her voting rights, shall only be entitled to vote on behalf of two appointing members.

24 Common Seal of P. B. WA

- 1) P. B. WA must have a common seal on which its name appears in legible characters.
- 2) The common seal of P. B. WA must not be used without the express authority of the Council and every use of that common seal must be recorded in the minute book referred to in rule 14.
- 3) The common seal shall be affixed in the presence of any two of the President, Vice-President, Secretary or Treasurer who shall sign and counter sign respectively the affixation of the seal.
- 4) The common seal of P. B. WA must be kept in the custody of the Secretary or such other person as the Council from time to time decides.

25 Grievance and disputes procedures

1. This clause applies to disputes between: (a) member and another member; or (b) a member and the committee.
2. Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
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 after the meeting, hold another meeting in the presence of a mediator.
4. The mediator must be:
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:



- i. for a dispute between a member and another member – a person appointed by the Committee; or
 - ii. for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
5. A member of the Association can be a mediator.
6. The mediator cannot be a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must:
 - a. give the parties to the mediation process every opportunity to be heard;
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26 Inspection of records, books, documents and securities of P. B. WA

P. B. WA must have a common seal on which its name appears in legible characters. A member of public may at any reasonable time inspect without charge the books, documents, records and securities of P. B. WA

27 Dissolution of P. B. WA

- 1) P. B. WA shall not be dissolved except at a special general meeting specifically convened for the purpose and by a resolution carried by not less than seventy-five (75%) of the members (ordinary and life members) of P. B. WA.
- 2) At any general meeting called for the dissolution, members (ordinary and life members) must attend and vote in person.

28 Distribution of Surplus Assets on Dissolution

- 1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- 2) The surplus assets must be given or transferred to another association incorporated under the Act that :
 - a) Has similar objective or purposes
 - b) Is not carried on for profit or gain to its individual members; and
 - c) Is determined by resolution of the members.