



**REVISED RULES**

**NATIONAL HEART FOUNDATION OF AUSTRALIA  
(WESTERN AUSTRALIAN DIVISION) INCORPORATED**

**ABN 99 863 968 377**

## 1 General

### 1.1 Name

The name of the association is National Heart Foundation of Australia (Western Australian Division) Incorporated ABN 99 863 968 377.

### 1.2 Definitions

In these rules:

- (a) **Act** means the Associations Incorporation Act 2015 (WA);
- (b) **AGM** means an annual general meeting of the Association;
- (c) **Association** means National Heart Foundation of Australia (Western Australian Division) Incorporated ABN 99 863 968 377;
- (d) **Board** means the board of the Association comprising the Directors and Casual Directors;
- (e) **Casual Director** means any one of the individual directors of the Association appointed by the Board to replace a Director pursuant to rule 3.6(a);
- (f) **Chairperson** means the chairperson of the Board from time to time, as elected by the majority of the Directors of the Board pursuant to rule 3.1(d);
- (g) **Director** means any one of the individual directors of the Association who is appointed in accordance with rule 3.2, and **Directors** means any two or more of the individual members of the Board, appointed in accordance with rule 3.2;
- (h) **Financial Year** means any period of one year ending on 31 December;
- (i) **Members** mean the members of the Association, as described in rule 2.2, and **Member** means any one of those individual Members;
- (j) **National Heart Foundation of Australia** means National Heart Foundation of Australia ABN 98 008 419 761;
- (k) **Secretary** means the secretary of the Board from time to time, appointed by the Board pursuant to rule 3.1(c);

### 1.3 The Association - its nature, objects and powers

- (a) The Association:
  - (i) is an association incorporated under the Act;
  - (ii) must pursue charitable purposes only;
  - (iii) subject to (ii) above, will operate for the promotion, development and attainment of its objects;
  - (iv) will apply its profits (if any) or other income in promoting its objects; and
  - (v) is not carried on for the purpose of profit or gain to its individual Members.
- (b) The principal activity of the Association is to promote the prevention and control of heart

disease in Australians.

- (c) The objects of the Association are:
- (i) to reduce premature death and suffering from heart, stroke and blood vessel and cardiovascular disease;
  - (ii) to save the lives and make a difference to the heart health of all Australians;
  - (iii) to fund vital research, develop guidelines for health professionals, support patient care and help Australians to live healthier lifestyles.
- (d) To assist in advancing its objects, the Association may:
- (i) borrow and raise funds, seek financial and other assistance by all lawful means, including conducting fund raising campaigns and seeking public funds;
  - (ii) lend or invest such funds of the Association as may not be immediately needed by the Association, to such institutions and on such terms and conditions as the Board may determine;
  - (iii) having regard to the laws of trusts, undertake and execute any trusts (including accepting gifts, endowments, bequests or devises) made to the Association generally or for any specific purpose;
  - (iv) subject to compliance with any applicable laws, provide information and report to the National Heart Foundation of Australia; and
  - (v) generally to do all such acts, matters and things and to enter into and make such agreements as considered by the Board to be incidental or conducive to the attainment of any objects of the Association.
- (e) Solely for the purpose of carrying out the objects in this rule 1, but not otherwise, the Association shall have the legal capacity and all the powers of a natural person. The powers set forth in the Act shall apply to the Association except insofar as they are inconsistent with the objects of the Association.

#### 1.4 **Application of income**

- (a) The assets and income of the Association shall be applied solely in furtherance of the objects of the Association, as set out in rule 1.3.
- (b) Subject to the winding up provisions in rule 1.5, no part of the assets or income shall be distributed, whether directly or indirectly, by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (d) Nothing contained in this rule prevents the payment in good faith to any Member for:
- (i) any services rendered to the Association, whether or not as an employee;
  - (ii) goods supplied to the Association in the ordinary and usual course of operation;
  - (iii) interest on money borrowed from any Member;
  - (iv) rent for premises demised or let by any Member to the Association;

- (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that the payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

- (e) Nothing contained in this clause prevents the distribution of assets of income to the National Heart Foundation of Australia as the parent entity.

## 1.5 Distribution of property on winding-up

- (a) If the Association is to be deregistered, wound up or dissolved, it will be done in accordance with the requirements as set out in the Act.
- (b) Subject to rule 1.5(c) and subject to the requirements of the Act, if the incorporation of the Association is cancelled, wound up or dissolved, the amount that remains after such cancellation, winding up or dissolution and the satisfaction of all debts and liabilities will be transferred in the following order of priority to:
  - (i) the National Heart Foundation of Australia, so long as it is not carried on for the profit or gain of its members; otherwise
  - (ii) another organisation, which is charitable at law, with similar objects and purposes which is not carried on for the profit or gain of its members, as determined by the Members of the Association.
- (c) If the Association is endorsed as a deductible gift recipient by the Commissioner of Taxation under Division 30 of the *Income Tax Assessment Act 1997* and such endorsement is revoked or the Association is deregistered, wound up or dissolved, the Association must transfer to the entity in sub-rule (d) any surplus representing:
  - (i) gifts of money or property made for the principal purpose of the Association;
  - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
  - (iii) money received by the Association because of such gifts and contributions.
- (d) The entity, in the following order of priority, is:
  - (i) the National Heart Foundation of Australia, so long as it is endorsed as a deductible gift recipient; otherwise
  - (ii) another organisation, which is charitable at law and which is endorsed as a deductible gift recipient as determined by the Members of the Association.
- (e) If the Members do not make the necessary determination under sub-rules (b) and (d), the Association must proceed in accordance with the Act.

## 2 Members

### 2.1 Patron

The Board may from time to time appoint a patron of the Association and may terminate such appointment at its discretion.

## 2.2 **Membership**

- (a) From the effective date of these rules, the Members of the Association shall be the Directors of the Association and the National Heart Foundation of Australia.
- (b) Any other Members existing prior to the effective date of these rules, cease to be a Member from the effective date of these rules.

## 2.3 **Member's contributions/fees**

The cost of membership of the Association shall be determined from time to time by the Board.

## 2.4 **Eligibility of Members**

- (a) The Members of the Association shall consist of such persons, firms, companies, corporations, associations or organisations as shall be admitted as Members from time to time by the Board in accordance with these rules.
- (b) To be eligible for membership of the Association, applicants for membership must have a strong commitment to the Association's objects and values.
- (c) Any corporation, company, firm, association or organisation which is a member of the Association may authorise such person as it thinks fit to act as its representative at any general meeting of the Association and the person so authorised will be entitled to exercise the same powers on behalf of the appointor that he represents as the appointor could exercise if it were an individual member of the Association.

## 2.5 **Application for membership**

Unless appointed pursuant to rule 2.2(a), an application for membership must meet the requirements approved by the Board as may be varied by the Board from time to time.

## 2.6 **Determination of application by the Board**

- (a) An application for membership of the Association is to be considered by the Board at its next meeting following the receipt of the application and may be accepted or rejected by the Board (or its appointee) at its absolute discretion.
- (b) The Board may refuse any application for membership without giving any reason for the refusal.
- (c) If the Board (or its appointee) accepts or refuses a membership application, the Board shall advise the applicant within sixty (60) days of the Board's decision.
- (d) Notwithstanding any other section of these rules, the Association must obtain the written approval of any membership applications from the National Heart Foundation of Australia Board before an application can be accepted and the Member placed on the register of Members.

## 2.7 **Register of Members**

- (a) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition, a register of the Members of the Association and their postal or residential addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of 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.

- (b) The register must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

## 2.8 **Rights and duties of Members**

- (a) Each Member has full voting rights at general meetings of Members and special meetings of Members, including all special resolutions.
- (b) Each Member must act in accordance with the cause, objects and values of the Association and consider himself or herself an ambassador of the Association.

## 2.9 **Cessation of membership**

- (a) A Member ceases to be a Member:
  - (i) on the death of the Member;
  - (ii) if the Member becomes of unsound mind;
  - (iii) if the Member resigns in writing to the Secretary;
  - (iv) if the Member is a member of the Board who retires or resigns after the date of approval of these rules and does not advise the Secretary in writing while they are a member of the Board that they wish to remain a Member of the Association; or
  - (v) if a Member is removed from the Association in accordance with rule 2.9(b).
- (b) The Board may, subject to the rules of natural justice and by a two-thirds majority decision, cancel the membership of a Member for actions deemed by the Board to be detrimental to the cause, objects or values of the Association.
- (c) The Board shall remove from the register of Members the name and particulars of any Member who ceases to be a Member and shall maintain a register of ceased Members for the period determined by the Secretary.
- (d) A person who has ceased to be a Member may be re-admitted to membership in accordance with the normal requirements for membership set out in this rule 2.
- (e) A person who, for any cause whatsoever, ceases to be a Member of the Association shall not have any claim, monetary or otherwise, against the Association, its funds or property.

## 3 **Board**

### 3.1 **Composition of the Board**

- (a) The Board shall have up to six Directors. Three of the Directors appointed will be nominated by the National Heart Foundation of Australia.
- (b) The Board may appoint any person to act as Secretary who will hold office on terms and conditions determined by the Board.
- (c) The Board shall elect one of the three Directors, nominated by the National Heart Foundation of Australia pursuant to clause 3.1(a), to act as Chairperson of the Board of Directors.

### 3.2 Eligibility and election of Directors

- (a) To be eligible for the office of Director of the Association, a person must be a Member of the Association or a member of the National Heart Foundation of Australia or otherwise approved in writing by the National Heart Foundation of Australia Board.

### 3.3 Powers and duties of the Board

- (a) The business of the Association is to be managed by or under the direction of the Board.
- (b) The Board may exercise all the powers of the Association except any powers that the Act or these rules require the Association to exercise in general meeting.
- (c) The Board has the management and control of the funds and other property of the Association.
- (d) The Board has power to make by-laws, policies and regulations not inconsistent with these rules to facilitate the proper management, control and administration of the Association.
- (e) A rule made or resolution passed by the Association in a general meeting does not invalidate any prior act of the Board that would have been valid if that rule or resolution had not been made or passed.
- (f) It shall be the duty of the Board to:
  - (i) perform any and all duties imposed on them collectively or individually by law or as set out in these rules;
  - (ii) appoint and remove, employ and discharge and, except as otherwise provided in these rules, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Association;
  - (iii) supervise all officers, agents and employees of the Association to ensure that their duties are performed properly;
  - (iv) develop and maintain an up to date purpose and business plan of the Association; and
  - (v) meet at such times and places as required by these rules.

### 3.4 Reporting and Policies of National Heart Foundation of Australia

- (a) The Board of Directors must provide reports about the Association to the National Heart Foundation of Australia as prescribed by the National Heart Foundation of Australia Board.
- (b) While the Association has the National Heart Foundation of Australia as its Member, the Board of Directors may, subject to any legislative obligations, act in the best interests of the National Heart Foundation of Australia.
- (c) While the Association has the National Heart Foundation of Australia as a Member, the Association, Board of Directors, employees and Members must comply with any relevant by-laws, policies, rules and regulations of the National Heart Foundation of Australia.

### 3.5 Compensation

- (a) Members of the Board shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, provided that all such expenses are approved by the Board.
- (b) The Association must not provide any financial benefit to a member of the Board, other than in accordance with this rule.

### 3.6 Appointment of Directors

- (a) Subject to rules 3.6(b), 3.6(c) and 3.6(h), a Director is appointed in accordance with procedures set out in rule 3.6(e).
- (b) Subject to rule 3.1(a), when the Board determines that a new Director is needed as a replacement for an existing Director (“**Casual Director**”) the Board may nominate a person to act as that Director.
- (c) While the Association has the National Heart Foundation of Australia as a Member, the Association must obtain the written approval for any Director nominations from the National Heart Foundation of Australia Board before a Director is able to be appointed to the Association.
- (d) In the event of a vacancy in the office of a Director, the remaining members of the Board may act, but if the number of remaining members of the Board is less than the number required to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of members of the Board to a number sufficient to constitute a quorum or convening a general meeting of the Association.
- (e) If the nominee accepts that nomination, the nominee will stand for election at the next AGM or at a special meeting of Members and must be elected by ordinary resolution of the Members. A period served by a Casual Director immediately before their first election by the Members is excluded for the purposes of rules 3.6(g).
- (f) Each Director shall hold office until retirement under rules 3.7 or 3.8.
- (g) A Director may serve a maximum of nine years, provided that the Director is nominated and elected or appointed in accordance with these rules.
- (h) The National Heart Foundation of Australia Board may by written notice served on the Association appoint a Director.

### 3.7 Term of Directors

- (a) At each annual general meeting:
  - (i) any Director appointed by the Directors as a Casual Director must retire, and
  - (ii) at least one-third of the remaining Directors must retire.
- (b) The Directors who must retire at each annual general meeting under rule 3.7(a)(ii) will be the Directors who have served the maximum period under rule 3.6(g) and then the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
- (c) Other than a Director appointed under rule 3.6(b) or 3.6(h), a Director’s term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- (d) Each Director must retire at least once every three years.



- (e) A Director who retires under rule 3.7(a) may nominate for election or re-election, subject to rule 3.6(g).
- (f) A Director appointed in accordance with rule 3.6(h) is not required to retire from office and is excluded from the operation of rule 3.7(a) and (b) for the period of time the Director is appointed under rule 3.6(h).

### 3.8 **Vacancies**

- (a) A person automatically ceases to be a member of the Board if the person:
  - (i) dies;
  - (ii) is expelled as a Member under these rules;
  - (iii) is convicted of an offence under the Act, or otherwise at law;
  - (iv) becomes of unsound mind or physically or mentally incapable of performing the functions of a member of the Board;
  - (v) is absent for three (3) consecutive Board meetings without the approval of the chair;
  - (vi) resigns by notice in writing to the Association; or
  - (vii) ceases to hold a pre-requisite appointment in accordance with these rules.
- (b) The National Heart Foundation of Australia Board may by written notice served on the Association remove a Director on the terms set out in such written notice.

### 3.9 **Board meeting procedures**

The Board shall meet (by whatever means suit the Board) on at least two occasions each Financial Year.

### 3.10 **Board members to disclose interests**

- (a) A member of the Board who has a material personal interest in a matter that relates to the affairs of the Association must give the other members of the Board notice of the interest as soon as practicable after the Board member becomes aware of his or her interest in the matter and in the manner required by section 21 of the Act.
- (b) The requirements of rule 3.10(a) are subject to the limitations and qualifications set out in section 21 of the Act.
- (c) The disclosure of a conflict of interest by a member of the Board must be recorded in the minutes of the meeting.
- (d) Each member of the Board who has a material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) must not:
  - (i) be present at the meeting while the matter is being discussed (unless agreed by all Board members present at the meeting), or
  - (ii) vote on the matter.

### 3.11 **Common Seal**

- (a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall not be used without the express authorisation of the Board.
- (c) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

### 3.12 **Delegation**

- (a) The Board may delegate, in writing, to one or more persons the exercise of such functions of the Board as are specified in the delegation other than:
  - (i) the power of delegation; and
  - (ii) a function which is a duty imposed on the Board by the Act or any other law.
- (b) Any delegation under rule 3.12(a) 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 Board may continue to exercise any function delegated.
- (c) The Board may, in writing, revoke wholly or in part any delegation under this rule 3.12.

## 4 **Proceedings of Board meetings**

### 4.1 **Regular meetings**

Subject to rule 3.9, regular meetings of the Board shall be held as determined by the Board.

### 4.2 **Special meetings**

Special meetings of the Board may be called by any two members of the Board.

### 4.3 **Notice of meetings**

At least three business days prior notice of a meeting of the Board shall be given by the Secretary, or by persons designated by the Chairperson, to each member of the Board. Such notice must be written and state the place, date and time of the meeting and the agenda of the meeting and may be delivered by post or electronically.

### 4.4 **Quorum for meetings**

- (a) A quorum shall consist of a simple majority of the members of the Board.
- (b) Members of the Board may participate in meetings in person or by electronic means and their presence and vote will be counted as valid.
- (c) Except as otherwise provided under these rules, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn that meeting.

### 4.5 **Majority action as Board action**

- (a) Every act or decision done or made by a majority of the members of the Board present at a meeting duly held at which a quorum is present is the act of the Board, unless these

rules state that a greater percentage or different voting rules for approval of a matter by the members of the Board. In the circumstance of a matter, decision or resolution resulting in a tied vote, the Chairperson will have the deciding vote.

- (b) If a member of the Board cannot attend a regular or special meeting of the Board, that member of the Board can give his or her proxy by written request to another member of the Board to vote on certain or all matters that may come before the members of the Board at a meeting.

#### **4.6 Conduct of meetings**

- (a) The Chairperson of the Board shall preside at all meetings of the Board. If there is no Chairperson, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, an acting Chairperson shall be chosen by a majority of the members of the Board present at the meeting and shall fulfil the duties of the Chairperson.
- (b) The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- (c) The Secretary shall co-ordinate the correspondence of the Association and cause to be kept and recorded minutes of all meetings of the Board.

#### **4.7 Circulating resolutions of the Board**

- (a) The Board may pass a resolution without a meeting of the Board being held if all the members of the Board entitled to vote on the resolution (except a member of the Board absent from Australia and who is not reasonably contactable) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by the members of the Board if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last eligible member of the Board signs.
- (d) The Association may send a circular resolution by electronic means to a member of the Board and the member of the Board may agree to the resolution by sending a reply via electronic means to that effect and for the purpose of this rule, that electronic communication must be treated as a document in writing signed by that member of the Board.

### **5 Meetings of Members**

#### **5.1 Annual General meetings (AGM)**

- (a) Subject to the time limits provided for the holding of such meetings under the Act, an AGM shall be called by the Secretary following the end of each Financial Year, to be held on a date nominated by the Board. At least 21 days' notice of the AGM must be given to all Members of the Association. Each Member is invited to participate in the AGM and each Member has the right to vote on any issues raised and voted upon at the AGM.
- (b) Each Member who is unable to attend the AGM is entitled to a proxy vote. The Member may nominate a member of the Board to vote on his or her behalf by sending a proxy form (in the form determined by the Board) to the Secretary to be received at least three days before the AGM.
- (c) Subject to this rule and any requirements of the Act, the Board shall determine the

location, the agenda and the procedures of the AGM.

- (d) The Chairperson shall preside as chair of the AGM except in relation to any election for which the Chairperson is a nominee, or where a conflict of interest exists. If the Chairperson is not present, or is unwilling or unable to preside, any member of the Board present may preside at that meeting only.
- (e) The order of the business at the AGM shall be:
  - (i) the confirmation of the minutes of the previous AGM and of any special meeting held since that meeting;
  - (ii) the consideration of the accounts and reports of the Board and the auditor's report;
  - (iii) the election of Directors;
  - (iv) the appointment of auditors;
  - (v) any other business requiring consideration by the Association in general meeting.
- (f) At each AGM, the Members must have the opportunity to appoint a person to be the auditor of the Association. The auditor must hold office until the next AGM and is eligible for re-appointment. If an appointment is not made at an AGM, the Board must appoint an auditor for the current financial year.

## 5.2 Special meetings

- (a) The Board:
  - (i) may at any time convene a special meeting of Members;
  - (ii) must within 30 days of receiving a request in writing to do so from not less than 20% of Members convene a special meeting of Members for the purpose specified in the request.
- (b) The Members making a request under sub-rule 5.2(a)(ii) must:
  - (i) state in the request the purpose for which the special meeting of Members is required; and
  - (ii) sign that request.
- (c) At least 21 days' notice of the special meeting must be given to all Members of the Association. Every Member is invited to participate in the special meeting and each Member has the right to vote on any issues raised and voted upon at the special meeting.
- (d) The procedures stipulated at sub-rules 5.1(b), 5.1(c) and 5.1(d) apply also to special meetings.

## 5.3 Notice of meetings of Members

- (a) Written notice of a meeting of the Members must be given individually to:
  - (i) each Member entitled to vote at the meeting; and
  - (ii) each member of the Board.

- (b) The Association is only required to give notice of meetings to those persons entitled to receive notice under these rules and the Act.
- (c) A notice of a meeting of Members may be given to a Member:
  - (i) personally; or
  - (ii) by sending it by post to the address for the Member in the register of Members or any alternative address (if any) nominated by the Member; or
  - (iii) by sending it to the fax number or electronic address (if any) nominated by the Member; or
  - (iv) by sending it to the Member by other electronic means (if any) nominated by the Member.
- (d) A notice of a meeting of Members sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- (e) A notice of a meeting must:
  - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the meeting);
  - (ii) state the general nature of the meeting's business;
  - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose, the special resolution and state the resolution;
  - (iv) be worded and presented in a clear, concise and effective manner; and
  - (v) contain a statement setting out the following information:
    - (A) that the Member has a right to appoint a proxy; and
    - (B) that the proxy must be a member of the Board.
- (f) When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one (1) month or more.
- (g) The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under these rules does not invalidate the proceedings at or any resolution passed at the meeting.
- (h) The members of the Board may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by Members) for not more than 42 days after the date for which it was originally called.
- (i) Whenever any meeting is postponed the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

#### 5.4 **Quorum for meetings of Members**

- (a) A quorum at all general and special meetings of Members shall consist of a minimum of 20% of Members or five (5) Members, whichever is greater. Valid proxies are to be

counted and included as Members present for the purpose of determining a quorum.

- (b) If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:
  - (i) if called as a result of a request of Members, the meeting is dissolved; and
  - (ii) in any other case:
    - (A) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
    - (B) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

#### 5.5 **Voting procedure**

- (a) Unless otherwise resolved by the meeting, questions arising at any general meeting will be decided by a show of hands.
- (b) In the case of an equality of votes, the chair of the general meeting will have a second or casting vote.

#### 5.6 **Entitlement to vote**

- (a) Subject to rules 2.2(b) and 2.2(c), all Members shall be entitled to vote at meetings of Members.
- (b) Subject to rules 2.2(b) and 2.2(c), every Member present in person and every Member present in the case of an individual by his proxy and in the case of a Member being a company, corporation, association or firm by its representative duly appointed in writing shall have one (1) vote.
- (c) No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
- (d) An instrument appointing a proxy or representative may be in or to the effect of the following form, or any other form which the members of the Board may approve:

I \_\_\_\_\_ of \_\_\_\_\_

Being a member of National Heart Foundation of Australia (Western Australian Division) Incorporated hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_

As my proxy to vote for me and on my behalf at the meeting of Members of the Association to be held on \_\_\_\_\_ and at any adjournment thereof.

Signed \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_

#### 5.7 **Minutes of meetings of Members**

- (a) The Secretary must cause proper minutes of all proceedings of all meetings of Members to be taken and then to be entered within 30 days after the holding of each meeting of Members in a minute book kept for that purpose.

- (b) The Chairperson must ensure that the minutes taken of a meeting of Members under sub-rule 5.7(a) are checked and signed as correct by the Chairperson of the meeting of Members to which those minutes relate or by the Chairperson of the next succeeding meeting of Members, as the case requires.
- (c) When minutes have been entered and signed as correct under this sub-rule, they are, until the contrary is proved, evidence that:
  - (i) the meeting of Members to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

#### **5.8 Circulating resolutions by Members**

Subject to the Act, the Association may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

#### **5.9 Inadvertent omissions**

If some formality required by these rules is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution or appointment, which but for the omission would have been valid unless it is proved to the satisfaction of the members of the Board that the omission has directly prejudiced any Member financially. The decision of the members of the Board is final and binding on all Members.

#### **5.10 Altering the constitution**

These rules shall not be altered except by a special resolution of the Members, in accordance with the Act.

### **6 Records**

#### **6.1 Custody of records**

Subject to any requirements of the Act, the Board shall determine the location and who should have custody of all records, books, documents, registers and securities of the Association.

#### **6.2 Inspection of records**

To the extent permitted by law and subject to any duty of confidentiality owed by the Association, a Member may at any reasonable time inspect without charge the records and documents of the Association.