

**CONSTITUTION AND RULES OF
RETIREES WA (INC)**

Constitution

2007

1. NAME OF ASSOCIATION

The name of the Association is "Retirees WA (Inc)" (hereinafter referred to as the Organisation).

2. DEFINITIONS

In these rules, unless the contrary intention appears -

- 2.1 "Annual General Meeting" means the annual general meeting of the Organisation held in accordance with Rule 24;
- 2.2 "Auxiliary Member" means a person referred to in Rule 6.2;
- 2.3 "Amelioration Fund" means that fund referred to in Rule 30;
- 2.4 "Branch" means a branch of the Organisation;
- 2.5 "Branch Member" means a member of a Branch;
- 2.6 "Delegate" means a person appointed as a delegate to the Central Executive Council in accordance with Rule 26.3;
- 2.7 "Chairperson" means the President of the Organisation or such person appointed as Chair of any Committee appointed by the Finance and Administration Committee;
- 2.8 "Central Executive Council" means the committee established in accordance with Rule 16;
- 2.9 "Chief Executive Officer or CEO" means the person appointed to that position in accordance with Rule 18;
- 2.10 "Finance and Administration Committee" means the committee elected in accordance with Rule 23;
- 2.11 "Finance Officer" means the person appointed to that position in accordance with Rule 19;
- 2.12 "Financial Year" means each period from the 1st day of July in each year to the 30th day of June of the following year;
- 2.13 "Funeral Fund" means the funeral fund of the Organisation established in accordance with Rule 28;
- 2.14 "Funeral Benefits" means the benefits and entitlements provided by the Funeral Fund to General Members and Auxiliary Members as determined from time to time by the Finance and Administration Committee in conjunction with the West Australian Funeral Directors Association or such other organisation, funeral director or association determined by the Finance and Administration Committee from time to time;

- 2.15 "General Member" means that person referred to in Rule 6.1;
- 2.16 "Honorary Liaison Consultant" means the person appointed to that position in accordance with Rule 20.1;
- 2.17 "Honorary Organisation Life Member" means any person other than a Member appointed to that position in accordance with Rule 35;
- 2.18 "Immediate Past President" means the person who held the position as President immediately prior to the most recent election of President of the Organisation;
- 2.19 "Life Member" means any person nominated to that position in accordance with Rule 33;
- 2.20 "Member" means any person who is an Auxiliary Member, General Member or Life Member of a Branch or Life Member of the Organisation;
- 2.21 "Organisation Auditor" means the auditor appointed to that position in accordance with Rule 21;
- 2.22 "Organisation Life Membership Panel" means the Panel referred to in Rule 33.5;
- 2.23 "Patron" means the person appointed to that position and given that title in accordance with Rule 37;
- 2.24 "President" means the person elected to that position in accordance with Rule 22.1;
- 2.25 "Principal Office" means the Organisation's office situated at Unit 2/915 Albany Highway, EAST VICTORIA PARK or such other place as the Organisation may determine from time to time as the Principal Office of the Organisation;
- 2.26 "Rules" means the rules of the Organisation contained in this document;
- 2.27 "Standing Orders" means the standing orders of the Organisation as determined by the Finance and Administration Committee from time to time;
- 2.28 "Vice President" and "Deputy Vice President" means the persons elected to those positions in accordance with Rule 22.6;
- 2.29 "the Act" means the Associations Incorporation Act 1987 (as amended);
- 2.30 "the Organisation" means the Retirees WA (Inc) which has been incorporated in accordance with the Act.

2.31 Interpretation

Except to the extent that such interpretation shall be excluded by or be repugnant to the context wherever the same is used:-

2.31.1 Words importing the singular number or plural number include the plural and singular number respectively and words importing the masculine gender include the feminine gender and the neuter gender.

2.31.2 The headings shall not affect the construction of these Rules.

3. RESTRICTIONS ON AFFILIATION

The Organisation must not affiliate itself with any political party and must be non-sectarian.

4. OBJECTS OF THE ORGANISATION

4.1 The objects for which the Organisation is established are:

4.1.1 to provide facilities for Members to meet with the aim of providing fellowship and to relieve and alleviate loneliness, poverty, sickness, suffering and distress, destitution or helplessness and generally to act in a benevolent manner for the benefit of Members.

4.1.2 To assist protect and further the interests of pensioners as defined in the Veterans Entitlements Act of 1986 (as amended from time to time) or as defined in the Social Security Act of 1991 (as amended from time to time) and persons retired from fulltime employment.

4.1.3 To encourage assist and promote sound public awareness pertaining to all aspects of aged, widow, disability, support pensioners, superannuants and self funded retirees and to print and publish such publications as the Organisation may think fit or desirable to further attain the objects of the Organisation.

4.1.4 To promote legislative social or administrative reforms or amendments as are relative to the foregoing aims and objectives.

4.1.5 To promote and establish Branches of the Organisation in Western Australia.

4.1.6 To provide Members with access to support products and services aimed to enhance the quality of life or assist Members in making decisions aimed at improving or enhancing the quality of life of Members.

- 4.2 The Organisation shall apply the property and income of the Organisation solely towards the promotion of the objects of the Organisation and no part of such property and/or income shall be paid or otherwise distributed directly or indirectly to Members except as provided for in these rules in good faith in the promotion of the objects of the Organisation.

5. POWERS

- 5.1 The powers conferred on the Organisation are the same as those conferred by the Act, so that subject to the Act and to these Rules, the Organisation may do all those things it considers necessary to carry out the objects of the Organisation and may, inter alia:

- 5.1.1 construct, erect and maintain buildings facilities or housing necessary or required for the Organisation;
- 5.1.2 accept any gift, subscription, donation, devise, bequest or otherwise of any property or any interest in any property;
- 5.1.3 sell, transfer, exchange, manage, lease, hire, mortgage, charge or otherwise deal with all or any part of the Organisation's property;
- 5.1.4 borrow or raise money in such manner and upon such terms and conditions as the Organisation may think fit;
- 5.1.5 provide and pay the salary, remuneration or maintenance of any person employed by or on behalf of the Organisation and other expenses incurred in the operations of the Organisation;
- 5.1.6 deal or invest the funds of the Organisation or the Funeral Fund not immediately required for the purposes of the Organisation or the Funeral Fund as the case may be in such manner as best serves the interest of the Organisation and Members;
- 5.1.7 purchase property in the State of Western Australia necessary or required for the Organisation or Members;
- 5.1.8 Rent property to Members;

6. MEMBERSHIP OF THE ORGANISATION

6.1 General Member

- 6.1.1 An General Member of the Organisation is any person who,
- 6.1.1.1 is over the age of 50 years; and
 - 6.1.1.2 working 20 hours or less per week in paid employment;
- or

6.1.1.3 working more than 20 hours per week in paid employment for a continuous period of no more than four months in any Calendar year;

and whose membership with the Organisation is current and paid up.

6.1.2 A General Member may:

6.1.2.1 nominate for election as President, Vice President, Deputy Vice President or as a member of the Finance and Administration Committee;

6.1.2.2 serve on any committee of the Organisation;

6.1.2.3 vote at the Annual General Meeting and/or any Special General Meeting;

6.1.2.4 be appointed to the Central Executive Council as a Branch Delegate or Alternate Delegate;

6.1.2.5 serve on the disciplinary panel;

6.1.2.6 be elected or appointed to and hold any position at the Branch;

6.2 **Auxiliary Member**

6.2.1 An Auxiliary Member of the Organisation is a person who does not qualify to join the Organisation as a General Member and whose membership with the Organisation is current and paid up.

6.2.2 An Auxiliary Member may:

6.2.2.1 serves on any committee of the Organisation except the Finance and Administration Committee;

6.2.2.2 vote at Annual General Meeting and/or any Special General Meeting;

6.2.2.3 be appointed to the Central Executive Council as a Branch Delegate or Alternate Delegate;

6.2.2.4 be elected or appointed to and hold position at the Branch;

6.2.3 An Auxiliary Member may not nominate for election to the position of President, Vice President, Deputy Vice President or as a member of the Finance and Administration Committee.

6.3 Any Member may change their Membership type, but only at the commencement of a new membership year subject to the qualifying criteria. The Member shall notify the CEO of any request for change of membership type and must receive notification of this change prior to such change becoming effective.

7. PROCEDURE TO OBTAIN MEMBERSHIP

7.1 A person who wishes to become a Member of the Organisation shall apply in a format approved by the Finance and Administration Committee.

7.2 Any application for Membership of the Organisation shall be considered by the CEO.

7.3 Any application for Membership of the Organisation may be accepted or rejected by the CEO at the CEO's discretion. Prior to any Membership Application being rejected the Finance and Administration Committee shall ratify the CEO's decision.

7.4 The CEO shall provide the Finance and Administration Committee with a monthly report indicating the number of Membership Applications that were received and the number that were accepted and rejected during that period.

7.5 Upon being accepted as a Member of the Organisation and upon payment of the membership fee a Member will be issued with a membership card specifying the type of membership.

7.6 Any person who becomes a Member of the Organisation shall be encouraged to join a Branch.

8. MEMBERSHIP FEES

8.1. Annual Fees and Levies.

8.1.1. Upon recommendation of the Finance and Administration Committee the Annual General Meeting shall determine the membership fee to be paid by each membership type for the next membership year.

8.1.2. Any Branch levy shall be determined by each Branch at the Branch Annual General Meeting.

8.2. Each Member must pay such fees by the due date to the Organisation as determined at the Annual General Meeting.

- 8.3. Any application to be a Member of the Organisation received within three months of the end of the membership year shall qualify a successful applicant as a Financial Member for the following membership year.
- 8.4. Any Member who has not paid their membership fee by the due date of that membership year shall be deemed to be un-financial and such person's rights as a Member may be suspended at the CEO's discretion until payment of that person's membership fee is received.

9. MEMBERSHIP REGISTER

- 9.1. The CEO of the Organisation shall keep and maintain a register of all Members.
- 9.2. The Membership Register shall be kept at the Principal Office of the Organisation.
- 9.3. Where the CEO is notified of any change of address of a Member of a Branch such a change shall be communicated to the Branch Secretary.
- 9.4. Each Branch Secretary shall keep a Register of Branch Members and shall notify the CEO in writing of any change in the Branch Register within fourteen (14) days of any such change. Each Branch Secretary and/or the CEO, as the case may be, shall cause the name of a Member who dies, to be deleted from the Register of Members.

10. RESIGNATION OF MEMBERS

- 10.1. Any Member who wishes to resign as a Member must notify the CEO in writing.
- 10.2. A Member ceases to be a Member of the Organisation on the date the CEO receives the Member's written resignation.
- 10.3. The CEO shall cause an acknowledgement of receipt of notification to be sent to the Member.
- 10.4. A member may retract their resignation within fourteen (14) days of the date of the acknowledgement. Where the CEO is notified of the resignation of a Member of a Branch the CEO shall notify the Branch Secretary.

11. DECLARATIONS OF INTEREST

- 11.1. When a person has an "interest."

An Elected Member of the Finance and Administration Committee, any Sub Committee and/or any Employee and/or any Appointed Person is a relevant person, for the purpose of required declarations of interest.

A relevant person has an interest in a matter if either —

- (a) the relevant person; or
- (b) a person with whom the relevant person is closely associated, by family or other relationship has —
 - i. a direct or indirect financial interest in the matter; or
 - ii. a proximity interest in the matter

11.2. Interests and positions in corporations

11.2.1. An Elected Member of the Finance and Administration Committee, any Sub Committee and/or any Appointed Person is to disclose in a Primary Return and in an Annual Return which shall be lodged with the CEO within 7 days after Election or Appointment—

- (a) the name of each corporation of which the person is a member or in which he or she otherwise had an interest or held any position (whether remunerated or not) in the case of —
 - (i) a primary return, on the start day; and
 - (ii) an annual return, at any time during the return period;
- (b) the nature of the interest, or the description of the position held, in each corporation to which paragraph (a) applies; and
- (c) for each corporation to which sub-paragraph (a) applies, other than corporations whose shares are quoted on a prescribed financial market in Australia —
 - (i) its address; and
 - (ii) a description of its principal business.

Such interest disclosure record, shall be open for inspection by any Member of Retirees WA Incorporated.

In this section —

“interest” means a relevant interest (within the meaning given by section 9 of the *Corporations Act 2001* of the Commonwealth) in any securities (within the meaning given by section 92 of that Act) issued or made available by the corporation;

“prescribed financial market” has the meaning given by section 9 of the *Corporations Act 2001* of the Commonwealth.

11.3. Consequences of failure to declare an interest

11.3.1. A relevant person who is alleged to have failed to declare an interest may be dealt with by the Disciplinary Panel.

12. SUSPENSION AND EXPULSION OF MEMBERS

- 12.1. At the Annual General Meeting there shall be appointed five (5) people to a Disciplinary Panel who shall be persons with specific skills or public standing, one of whom shall have legal expertise and experience.
 - 12.1.1. Any three (3) Members of the five (5) Appointed Panel Members shall make up a Disciplinary Panel.
- 12.2. The CEO shall refer to the Finance and Administration Committee for determination under this Rule any matter of conduct by a Member considered to be damaging, detrimental, contrary or prejudicial to the interests of the Organisation.
- 12.3. The Finance and Administration Committee upon determining that there is merit to the complaint shall direct the matter to the Disciplinary Panel with all relevant information received, for determination by the Panel.
- 12.4. The Disciplinary Panel shall give notice to all parties directly involved in the matter including time, date and place at which the matter will be considered. Such notice must be forwarded to the Member not less than thirty (30) days before the date scheduled for such purpose.
 - 12.4.1. The notice must provide full particulars of the complaint relating to the Member.
- 12.5. At the Meeting of the Disciplinary Panel convened in accordance with Rule 12.3 the Disciplinary Panel must afford the Member who is the subject of a complaint a reasonable opportunity to be heard together with witnesses (if any).
- 12.6. Each person appearing before the Disciplinary Panel may be accompanied by one observer who shall remain silent at all times and not in any way interfere with the proceedings for the duration of any appearance before the Disciplinary Panel.
- 12.7. Should an observer speak or attempt to interfere with the proceedings in any way the Chairperson of the Disciplinary Panel shall have the right to remove the observer immediately.
- 12.8. The Disciplinary Panel may request the presence of the Organisation's Legal Representative at any meeting.
- 12.9. Where the Organisation's Legal Representative has been requested to attend the proceedings of a Disciplinary Panel he/she may only participate as an advisor to clarify matters of law or due process to any of the parties present.

- 12.10. The disciplinary panel must within 14 days of its enquiry notify the Finance and Administration Committee of its finding and recommendations. The decision of the majority of the Panel Members shall be the decision of the Disciplinary Panel.
- 12.11. The Finance and Administration Committee shall at its meeting following notification of the Panel's findings and recommendations cause a copy to be communicated to the party who was the subject of the complaint.
- 12.12. The Finance and Administration Committee shall at the meeting following the communication of its decision to the Member who was the subject of the complaint inform the Central Executive Council of any decision to expel, suspend or censure a Member.
- 12.12.1 The CEO shall notify the Member's Branch of the Disciplinary Panel's decision.
- 12.13. Where a Member who has been expelled suspended or censured subsequently obtains new evidence that directly relates to the matter which was the subject of a Disciplinary Panel's determination the Member may seek to have the matter reconsidered. The Finance and Administration Committee shall refer any new evidence to the Disciplinary Panel.

13. MANAGEMENT OF THE ORGANISATION

13.1. The Finance and Administration Committee

- 13.1.1. The day to day management and control of the affairs and business of the Organisation (unless otherwise provided by the Rules) shall be vested in the Finance and Administration Committee. At any time during the course of a Meeting of the Finance and Administration Committee, the Committee may, by simple majority vote, upon a Motion Moved and Seconded, decide to suspend standing Orders and meet as a "Committee of the Whole" behind closed doors, for the purpose of determining any matters that the Committee considers to be confidential, commercially or personally sensitive and any decisions, in relation to such matters, may be recorded in a separate Confidential Minute Book, the contents of which may only be disclosed to the General Membership upon simple majority decision of the FAC to so disclose. The CEO may report any such matters to the FAC, by way of a confidential report, preferably towards the conclusion of the Meeting.
- 13.1.2. Members to the Finance and Administration Committee shall serve for a term of three (3) years with two general members and one Executive Member to be elected each year as stipulated in Rule 22.

13.1.3. The Finance and Administration Committee shall consist of:

- 13.1.3.1. The President
- 13.1.3.2. The Immediate Past President
- 13.1.3.3. The Vice President
- 13.1.3.4. The Deputy Vice President
- 13.1.3.5. Six (6) General Committee Members.

13.1.4. The President shall serve a term of only three (3) years after which he/she must vacate the Position. This restriction does not apply to the Vice President and/or Deputy Vice President.

13.1.5. The Immediate Past President shall upon completion of his/her presidential term have the right to be a member of the Finance and Administration Committee for a period of three years or until the next election for the position of President.

13.1.6. The Immediate Past President shall exercise his/her right to sit on the Finance and Administration Committee by the date of the next scheduled meeting of the Finance and Administration Committee following the election of the President. If this right is not exercised within the specified time period then they shall only exercise this right by way of a formal request and a motion of acceptance by the Finance and Administration Committee.

13.1.7. Any staff member, consultant or any person or entity having a financial or other specific interest in any aspect or function of the Organisation may be invited in a Non-voting capacity to attend meetings of the Finance and Administration Committee as determined by the Finance and Administration Committee.

13.1.7.1. The President, Vice President, Deputy Vice President, Members of the Finance and Administration Committee, Honorary Liaison Consultants and other Persons appointed in an honorary capacity shall be entitled to such amounts as the Central Executive Council considers appropriate to cover their reasonable travelling and other expenses incurred in the performance of their duties.

13.1.7.2. In addition to 13.1.7.1. where extraordinary expenses are incurred as part of their duties the CEO shall provide reimbursement of such expenses on the production of receipts or other appropriate evidence.

13.1.8. The Finance and Administration Committee shall meet at least once in each two calendar month period at such times and places as it may from time to time determine.

- 13.1.9. The Finance and Administration Committee may regulate its own proceedings subject to these rules and standing orders.
- 13.1.10. A quorum for the Finance and Administration Committee shall consist of half plus one of the Members of the Finance and Administration Committee currently holding office, and in attendance, at the time of the Meeting, one of whom shall be the President or in his/her absence the Vice President or Deputy Vice President.
- 13.1.11. Members of the Finance and Administration Committee shall not be eligible to be Delegates to the Central Executive Council.
- 13.1.12. Members of the Finance and Administration Committee may be appointed to any other committee of the Organisation subject to the approval of the Finance and Administration Committee.
- 13.1.13. A member of the Finance and Administration Committee shall have the right to hold any executive position in the Branch of which they are a Member.
- 13.1.14. Members of the Finance and Administration Committee in the carrying out of its functions may:
 - 13.1.14.1. Appoint and establish committees upon such terms and conditions as determined by the Finance and Administration Committee and consisting of such persons or Members deemed best qualified to sit on such committee to advise and make recommendations to the Finance and Administration Committee;
 - 13.1.14.2. Determine standing orders relating to the Finance and Administration Committee;
 - 13.1.14.3. Set up procedures and lay down policies relating to financial and administrative matters of the Organisation;
 - 13.1.14.4. Take such action as reasonably necessary and prudent to advance the interests of the Organisation;
 - 13.1.14.5. Delegate functions to the CEO;
 - 13.1.14.6. Where a Member of the Finance and Administration Committee becomes unable or unwilling to serve out their term of appointment, the person who had the next highest number of votes in the previous election for that position shall be invited to replace the member for the balance of the term. If that person declines or is unavailable, the person with the next highest number of votes shall be invited to complete the term.

- 13.1.15. Members of the Finance and Administration Committee shall hold office until their successor is appointed in accordance with these rules.

14. REMOVAL OR SUSPENSION OF FINANCE AND ADMINISTRATION COMMITTEE MEMBERS

- 14.1. Where a Member of the Finance and Administration Committee acts in a manner that is considered to be in breach of the code of conduct or prejudicial to the interests of the Organisation, the Finance and Administration Committee may by resolution of the Members present at a meeting called for the purposes of considering the alleged actions refer the matter to the Disciplinary Panel.
- 14.2. Any Member of the Finance and Administration Committee who is the subject of such a resolution shall stand down from their elected position until the matter has been resolved.
- 14.3. The Disciplinary Panel shall consider the matter and make a determination within ninety (90) days of receipt of the resolution of the Finance and Administration Committee.
- 14.4. The person who is the subject of the resolution shall have the right to be heard by the Disciplinary Panel. The Disciplinary Panel shall have the right to request other persons to appear before the Panel or obtain other documentation and information to enable it to consider the matter fully.
- 14.5. The Disciplinary Panel shall recommend:
- 14.5.1. The Finance and Administration Committee Member be removed from their elected position; or
 - 14.5.2. The Finance and Administration Committee Member be suspended from their elected position for a specified period up to ninety (90) days; or
 - 14.5.3. The Finance and Administration Committee Member be censured; or
 - 14.5.4. No action be taken; and
 - 14.5.5. Make recommendations to the Finance and Administration Committee to prevent further such actions occurring in the future where appropriate.
- 14.6. Any Life member who is expelled from the Organisation shall not be entitled to retain the Life Membership Award.

15. AGED CARE FACILITIES

- 15.1. The management and control of the affairs and business of aged care facilities and/or aged care services established by the Organisation shall be vested in the Finance and Administration Committee or any committee the Finance and Administration Committee may appoint for this purpose.
- 15.2. Where such a committee is established it shall consist of such persons appointed by the Finance and Administration Committee. The committee shall meet and conduct its meetings and carry out its duties in such a manner as determined by the Finance and Administration Committee.

16. CENTRAL EXECUTIVE COUNCIL

- 16.1. The Central Executive Council shall make recommendations for consideration by the Finance and Administration Committee and fulfil such other functions as are provided for in the Rules.
- 16.2. Where a recommendation has been formally presented as provided for in Rule 16.1. The Finance and Administration Committee shall provide a written response to the Central Executive Council with an explanation.
- 16.3. The Central Executive Council shall comprise of:
 - 16.3.1. The President
 - 16.3.2. Branch Delegates
 - 16.3.3. The Chief Executive Officer or an Officer delegated by the CEO shall attend Meetings of the Central Executive Council but shall have No Voting Rights at CEC Meetings.
- 16.4. Each Delegate to the Central Executive Council shall hold office until their successor is elected or appointed in accordance with the Branch Rules/Branch Standing Orders.
- 16.5. The Central Executive Council may establish and/or amend Standing Orders that apply to the meetings and procedures of the Central Executive Council.
- 16.6. Any intention to move a motion to add, amend or delete any Standing Order must be in the form of a written Notice of Motion.
- 16.7. No motion to add, amend or delete any Standing Order shall be debated unless the Notice of Motion has been given at least 28 days prior to the meeting at which the said motion is to be moved.
- 16.8. Any Notice of Motion to add, amend or delete any Standing Order shall appear on the Meeting's Agenda Notice at which the motion is to be moved.

- 16.9. No motion to add, amend or delete any Standing Order shall be varied from the words contained in the written Notice of Motion.
- 16.10. Any motion to add, amend or delete any Standing Order that has been voted on can not be reintroduced for at least six calendar months.
- 16.11. The Central Executive Council shall meet not less than once each calendar month unless otherwise determined by resolution of the Central Executive Council and conduct its meetings and carry out its business as determined by the Rules and Standing Orders. Any General Member or Auxiliary Member may attend any Meeting of the Central Executive Council as an Observer, but such Observer shall have no vote or entitlement to speak. The President may call on any Observer to speak.
- 16.12. A person shall cease to be a Delegate to the Central Executive Council if that person:
 - 16.13. Is absent without leave for three (3) consecutive meetings unless they submit a letter seeking leave of absence;
 - 16.14. Resigns as a member of the Central Executive Council;
 - 16.15. Resigns their membership of the Organisation;
 - 16.16. Is expelled from the Organisation;
 - 16.17. Becomes a member of the Finance and Administration Committee as per Rule 13.1.3.
- 16.18. An Alternate Delegate may act as a Branch Delegate at any time the Branch Delegate is not available.
- 16.19. Where a Branch has not appointed a Delegate at its AGM the Branch may seek the assistance of the CEO in identifying a suitable person who is willing to act as the Proxy Branch Delegate.
- 16.20. Where a suitable person is identified by the CEO and is acceptable to the Branch, the person shall be appointed as the Proxy Branch Delegate by resolution of the Branch.
- 16.21. Notwithstanding Rule 16.11. and 16.12. a Branch may change the person appointed as the Branch Delegate / Alternate Delegate at a Branch Meeting.
- 16.22. A quorum of the Central Executive Council shall be not less than one third of the Delegates entitled to attend the meeting being present within thirty minutes of the scheduled commencement time.

- 16.23. An Extraordinary Meeting of the Central Executive Council may be called by the President where a request is received and supported by at least eight (8) Delegates in accordance with the Standing Orders.

17. KEY ORGANISATIONAL ROLES

- 17.1. The President, Vice President and Deputy Vice President
- 17.2. The President is the senior officer and senior representative of the Organisation. The President presides as Chairperson at all meetings of the Central Executive Council and the Finance and Administration Committee.
- 17.3. The President may attend and speak at any meeting of any Branch.
- 17.4. The President may be a member of any committee formed by the Finance and Administration Committee but such membership does not automatically entitle the President to act as Chairperson of that committee.
- 17.5. The Chairperson when presiding at the AGM, Special General Meeting, the F&AC, the CEC and/or any Committee Meeting shall only have a casting vote.
- 17.6. The President shall be elected for a term of three (3) years after which he/she may serve as Immediate Past President for a further three (3) year term subject to Rule 13.1.6.
- 17.7. Only a Member who has been a General Member for a period of at least two (2) years prior to the 1st of June in the year of the election for President, Vice President or Deputy Vice President may nominate.
- 17.8. The Vice President (or in his/her absence the Deputy Vice President) will assume the functions of the President when either requested by the President or during temporary periods of absence of the President or the Vice President as the case may be.
- 17.9. The President, the Vice President and the Deputy Vice President shall be paid such amounts as shall be determined by the Finance and Administration Committee as reimbursement for extraordinary expenses incurred in the performing their duties.
- 17.10. In the event the position of President Vice President or Deputy Vice President becomes vacant during his/her term of office the person who received the next highest number of votes in the previous election for that position shall be invited to serve out the remaining term. If for whatever reason the entitled person declines the invitation an extraordinary election shall be held to elect a person to serve out the balance of the term.

- 17.11. Any person elected to the position of President at an extraordinary election or by acceptance of the invitation to fill the vacancy shall be entitled to stand for the position of President at the next Presidential election.

18. THE CHIEF EXECUTIVE OFFICER (CEO)

- 18.1. The day to day administration of the business of the Organisation is vested in the CEO.
- 18.2. The CEO shall be appointed by the Finance and Administration Committee upon such terms and conditions as agreed in writing.
- 18.3. The CEO shall not be a member of or hold any office in any Branch.
- 18.4. The CEO shall attend meetings of the Central Executive Council and the Finance and Administration Committee and may attend and speak at any other meetings of the Organisation unless otherwise instructed in writing by the Finance and Administration Committee.
- 18.5. The CEO shall have no voting rights at any of the meetings referred to in these Rules.
- 18.6. The CEO shall have the right to demand all records, books, documents, registers or papers of any Branch or of any aged care facility or any other service or facility operated by the Organisation to be delivered within a specified time and to a specified location if the CEO considers this action to be necessary to protect the interests of the Organisation and/or any Branch.
- 18.7. The CEO shall ensure that the financial accounts of the Organisation are prepared annually and shall submit such financial accounts once prepared to the Organisation's Auditor for audit purposes.
- 18.8. The CEO shall submit the accounts together with the Auditor's report to the Finance and Administration Committee prior to the Annual General Meeting.
- 18.9. The CEO shall countersign all cheques issued by or on behalf of the Organisation.
- 18.10. The CEO shall execute and ensure all documents of the Organisation are executed in accordance with the Rules.
- 18.11. The CEO shall undertake activities to advance the interests of the Organisation.
- 18.12. The CEO may upon a written request from a Branch allow the Branch an exemption where extenuating circumstances prevent the Branch from complying with Standing Orders and/or policies of the Organisation. The

CEO shall provide written approval of any exemption to the Branch and notify the Finance and Administration Committee of this action.

18.13. The CEO shall provide a copy of the Standing Orders as approved by the Finance and Administration Committee and the Central Executive Council to each Branch.

18.14. The Finance and Administration Committee shall upon recommendation of the CEO appoint a person to act in the CEO's absence.

18.15. The CEO may appoint a person to act in the place of any other staff member in that staff member's absence.

19. FINANCE OFFICER

19.1. The Finance Officer of the Organisation is appointed by the Finance and Administration Committee upon the recommendation of the CEO on the terms and conditions agreed between the Finance and Administration Committee and the Finance Officer.

19.2. The functions and duties of the Finance Officer shall be determined by the Finance and Administration Committee and the CEO.

19.3. The Finance Officer shall not be a member of or hold any position in any Branch.

19.4. The Finance and Administration Committee may determine the term used to describe the position of the Finance Officer.

19.5. The Finance and Administration Committee shall adopt the Organisation's Annual Budget not later than the 31st August each year.

20. THE HONORARY ORGANISATION LIAISON CONSULTANT

20.1. An Honorary Organisation Liaison Consultant may be appointed by the Finance and Administration Committee to promote and advance the interests of the Organisation and to assist the Organisation and the CEO in its general business operations and particularly in negotiations with government and other organisations on matters relating to the Organisation and the Membership.

20.2. No more than 2 persons may be appointed as a Honorary Liaison Consultants at any one time.

20.3. A person appointed as Honorary Liaison Consultant shall be a person of recognised business expertise and high community standing whose support and representation of the Organisation is likely to be of benefit to the Organisation and its Membership.

- 20.4. The Honorary Liaison Consultant may be invited to attend any meeting of the Organisation.
- 20.5. An Honorary Liaison Consultant shall not be entitled to any remuneration other than expenses incurred as set out in Rule 13.1.7.1. and 13.1.7.2.

21. THE ORGANISATION AUDITOR

- 21.1. Upon approval of the appointment by members at the Annual General Meeting / Special General Meeting the Organisation's Auditor shall be appointed by the Finance and Administration Committee
- 21.2. The appointment of the Organisation's Auditor shall be terminated by resolution passed by a 3/4 majority of members of the Finance and Administration Committee present in person at a meeting called for such a purpose.
- 21.3. A person appointed as Organisation Auditor must be a qualified accountant of recognised professional standing and must be a Registered Company Auditor in accordance with the Corporations Act 2002 (as amended from time to time).

22. ELECTION OF PRESIDENT, VICE PRESIDENT, DEPUTY VICE PRESIDENT, AND THE FINANCE and ADMINISTRATION COMMITTEE

- 22.1. Election of President Vice President and Deputy Vice President
- 22.2. Nominations for the position of President, Vice President and Deputy Vice President must be made in writing and must be received by the Returning Officer no later than 1st June in the year of the election.
- 22.3. At the meeting of the Finance and Administration Committee held following the 1st June in the year of any election the Returning Officer must confirm the eligibility of all the nominees.
- 22.4. The Finance and Administration Committee shall appoint the Western Australian Electoral Commission or an independent person of repute as the Returning Officer to oversee the election of the President, Vice President and Deputy Vice President. Any candidate who has nominated for any Elected Position may appoint not more than two scrutineers, only one of who may be in the Counting Area, to observe the counting of Ballot Papers at any one time, and who shall be subject to any direction of the Returning Officer. Any appointed Scrutineer may draw to the attention of the Returning Officer, any matter that the Scrutineer considers an anomaly.
- 22.5. The Returning Officer shall ensure that notice of all persons seeking election to the position of President, Vice President, Deputy Vice

President, is given to all General Members and Auxiliary Members no later than 31st July in the Year of an election.

- 22.6. Election to the position of President, Vice President and Deputy Vice President shall be determined by secret postal vote. Each General Member and Auxiliary Member shall be entitled to vote.
- 22.7. The voting form shall be completed in accordance with the practice determined by the Western Australian Electoral Commission. The person securing the highest number of votes shall be declared elected to the position.
- 22.8. The Returning Officer shall declare the result of the ballot as the final item on the Agenda for the Annual General Meeting, the Returning Officer shall announce the identity of the successful candidate/s, who shall be installed in, and take Office, at the conclusion of the Annual General Meeting, or in the case of a special bi-election, resulting from the shortage of a quorum, at a Special General Meeting.
- 22.9. In the event that no written nomination is received for any office or offices it shall be competent for the Annual General Meeting to decide the method of election to fill such vacancies.
- 22.10. Voting shall be by first past the post system.

23. ELECTION OF THE MEMBERS OF THE FINANCE AND ADMINISTRATION COMMITTEE

- 23.1. Members of the Finance and Administration Committee shall be elected for a term of three years.
- 23.2. Only General Members who have been General Members of the Organisation for a continuous period of 2 years prior to the 1st June in the year of an election are eligible to nominate.
- 23.3. Nominations for the Finance and Administration Committee must be received by the Returning Officer in the form approved by the Returning Officer by no later than the 1st June.
- 23.4. At the meeting of the Finance and Administration Committee held following the 1st June in the year of any election the Returning Officer must confirm the eligibility of all the nominees.
- 23.5. The Finance and Administration Committee shall appoint the Western Australian Electoral Commission or an independent person of repute as the Returning Officer to oversee the election of the Members of the Finance and Administration Committee. Any candidate who has nominated for any Elected Position may appoint not more than two scrutineers, only one of who may be in the Counting Area, to observe the counting of Ballot Papers at any one time, and whom shall be subject to

any direction of the Returning Officer. Any appointed Scrutineer may draw to the attention of the Returning Officer, any matter that the Scrutineer considers an anomaly.

- 23.6. Election as a Member of the Finance and Administration Committee shall be determined by secret postal vote. Each General Member and Auxiliary Member shall have one vote for each vacancy.
- 23.7. The voting form shall be completed in accordance with the practice determined by the Western Australian Electoral Commission.
- 23.8. The candidates for election to the Finance and Administration Committee securing the highest number of votes shall be declared elected unless such candidates are elected to any of the positions of President, Vice President or Deputy Vice President.
- 23.9. The Returning Officer shall declare the result of the ballot at the Annual General Meeting and successful candidates to the Finance and Administration Committee shall be declared elected and shall be installed in Office at the Annual General Meeting as the final Agenda Item.
- 23.10. In the event that no written nominations or insufficient nominations are received for vacancies on the Finance and Administration Committee it shall be competent for the Annual General Meeting to decide the method of election to fill such vacancy or vacancies.
- 23.11. A person nominating for President, Vice President or Deputy Vice President shall not be precluded from also nominating for a position as a member of the Finance and Administration Committee. However if elected as President, Vice President or Deputy Vice President any nomination for of such person as a member of the Finance and Administration Committee shall be void.

24. ANNUAL GENERAL MEETING

- 24.1. The Annual General Meeting of the Organisation shall be held no later than the last Friday in October in each Year.
- 24.2. A copy of the agenda shall be made available to all General Members and Auxiliary Members in such form as determined by the Finance and Administration Committee at least 28 days prior to the date of the Annual General Meeting in each year.
- 24.3. Unless the Annual General Meeting by simple majority determine otherwise only items included on the agenda shall be discussed at the Annual General Meeting.
- 24.4. Only those General Members and Auxiliary Members present at the Annual General Meeting shall be entitled to vote on any motion.

- 24.5. A quorum for the Annual General Meeting shall be 30 Members entitled to vote who are present in person within 30 minutes after the designated time for the commencement of the Annual General Meeting.

25. SPECIAL GENERAL MEETING

- 25.1. A Special General Meeting of the Organisation may be requested by a General or Auxiliary Member in accordance with the format approved by the Finance and Administration Committee.
- 25.2. Any request for a Special General Meeting must be formally supported by at least 40 General Members and/or Auxiliary Members.
- 25.3. The Finance and Administration Committee must determine a date and venue for a Special General Meeting no later than 120 days from the date of the meeting at which a valid request is considered.
- 25.4. The Finance and Administration Committee shall notify the Central Executive Council at their next regular meeting of the date and venue of any Special General Meeting, the purpose and any supporting information.
- 25.5. Each Branch shall be notified of the date, venue and purpose of any Special General Meeting at least 60 days prior to the meeting date. A notice must be published in a newspaper circulated in Western Australia.
- 25.6. A quorum for a Special General Meeting shall be the same as for the Annual General Meeting.
- 25.7. Any request for a Special General Meeting may be declined by a resolution supported by $\frac{3}{4}$ of the Delegates present at a Central Executive Council Meeting on the basis that the request for a any Special General Meeting is considered to be vexatious, frivolous, malicious or inconsistent with the Organisation's Objects.
- 25.8. A Central Executive Council resolution to dismiss a request for a Special General Meeting shall be final.

26. BRANCHES

- 26.1. The Finance and Administration Committee shall approve the establishment or closure of a branch.
- 26.2. A Branch shall be structured and shall conduct and arrange its affairs in such a manner as determined by Branch Standing Orders.
- 26.3. Each Branch shall be entitled to appoint one General or Auxiliary Member as their Branch Delegate and Alternate Delegate to the Central Executive Council.

- 26.4. Any application for membership of a Branch may be rejected by the Branch Committee in the Branch's absolute discretion and without the Branch providing a reason for the rejection.
- 26.5. Each Branch shall determine the rights and/or limitations of a member who is an existing member of another Branch and any associated levy that applies to such member at the Branch Annual General Meeting.

27. CONDUCT OF MEETINGS

- 27.1. Unless otherwise provided by the Rules, Standing Orders shall apply to all meetings of the Organisation.

28. THE FUNERAL FUND

- 28.1. Management and Operation of the Funeral Fund.
- 28.2. The Funeral Fund is established for the purpose of contributing towards a suitable and decorous burial or cremation for Members who are members of the Funeral Fund as determined by the Finance and Administration Committee.
- 28.3. If at any time a member who is a member of the Funeral Fund has not paid the membership fee due to the Organisation, the Organisation may withdraw from the Member's Funeral Fund entitlement such amount required to pay the outstanding membership fee of the Member.
- 28.4. Only a member whose membership is current to the Organisation is eligible to receive benefits of the Funeral Fund.
- 28.5. The amount of contributions to the Funeral Fund and the terms and conditions governing the relationship between the Organisation and any contributors who join the Funeral Fund for the purposes of securing Funeral Benefits shall be determined by the Finance and Administration Committee and the Western Australian Funeral Directors Association or any similar association or organisation or entity.
- 28.6. The liquid assets of the Funeral Fund must at all times be maintained at a level necessary to cover the Funeral Fund's liability to Members of the Funeral Fund. The level at which the Funeral Funds liquid assets are to be maintained from time to time shall be at such level as determined prudent by the Finance and Administration Committee but at no time less than the total amount of the contributions made by Members to the Funeral Fund.
- 28.7. All funds received in respect of the Funeral Fund must be held by the Organisation for the purpose of the Funeral Fund, but in order to meet the expense of managing the Funeral Fund, the Finance and Administration Committee may, as and when necessary, pay into the general funds of the

Organisation such sums from the annual income of the Funeral Fund as are required to meet such expenses.

28.8. Any funds standing to the credit of the Funeral Fund and not immediately required by the Funeral Fund may be invested in investments approved by the Finance and Administration Committee. Any income derived from such investments shall be the income of the Funeral Fund.

28.9. The Finance and Administration Committee may establish further funeral funds upon such terms and conditions as determined by the Finance and Administration Committee from time to time.

29. AUTHORISED AGENTS OF THE FUNERAL FUND

29.1. The Finance and Administration Committee may appoint agents upon terms and conditions agreed to by the Finance and Administration Committee may and such agents to collect contributions on behalf of the Funeral Fund.

30. AMELIORATION FUND

30.1. The Amelioration Fund consists of such amounts received by the Organisation by way of donations together with such amounts allocated to the Amelioration Fund by the Annual General Meeting or the Finance and Administration Committee from time to time.

30.2. The Amelioration Fund may be utilised for the purpose of assisting Members and furthering the Objects of the Organisation or promoting Branches or such other benevolent purposes and upon such terms and conditions as determined by the Finance and Administration Committee at its discretion.

31. COMMON SEAL AND PAYMENT AUTHORITY

31.1. The Common Seal of the Organisation shall be held by the CEO and in the absence of the CEO by their appointee in accordance with Rule 18.14.

31.2. The CEO shall maintain a register recording the details of all documents upon which the Common Seal is affixed.

31.3. A record of the Finance and Administration Committee decision authorising the affixing of the Common Seal to any document shall be recorded in the Minutes of the Meeting at which the decision was made.

31.4. The President, CEO and the Finance Officer or their appointees shall be the required signatories to documents requiring the attachment of the Common Seal.

- 31.5. All accounts of the Organisation except those of a value less than a limit determined by the Finance and Administration Committee are to be paid by cheque and each cheque is to be signed by 3 persons authorised by the Finance and Administration Committee two of whom shall be the CEO and the Finance Officer or their appointees.
- 31.6. Notwithstanding Rule 31.5. electronic payments may be permitted and authorised by the CEO and/or other nominated persons as determined by the Finance and Administration Committee.

32. ALTERATION TO THE CONSTITUTION AND RULES

- 32.1. Any General Member or Auxiliary Member may propose to amend vary or delete any of the Rules.
- 32.2. Any proposal to amend vary alter or delete the Rules must be received in writing by the CEO by the 30th June of each year.
- 32.3. The CEO shall communicate each proposal to amend vary or alter the Rules to the General Members and the Auxiliary Members at least sixty (60) days prior to the date set for the AGM.
- 32.4. The Rules or any of the Rules, may be varied, deleted, amended or altered from time to time by a resolution of no less than three quarters (3/4) of the votes received by the Organisation from General Members and Auxiliary Members of the Organisation eligible to vote who shall vote on any resolution to vary delete amend or alter the Rules by secret postal vote by such date and upon such terms determined by the Finance and Administration Committee.
- 32.5. Notwithstanding Rule 32.4. the objects of the Organisation may only be altered deleted or amended by three-quarters (3/4) approval of all General Members and Auxiliary Members eligible to vote by secret postal vote.
- 32.6. The CEO shall communicate the outcome of any proposal to alter vary amend or delete the Rules to the General Members and the Auxiliary Members within sixty days of any such resolution in such manner as determined by the Finance and Administration Committee.
- 32.7. If a member proposes an amendment to vary alter or delete any of the Rules and these changes are deemed by the Finance and Administration Committee to be urgent a Special General Meeting shall be called for the purpose for the consideration of such changes. Members voting rights and all processes shall be the same as an AGM. Only the matters raised by the members submitting the alterations variations or deletions shall be discussed at the meeting. The date and venue for such a meeting shall be determined by the Finance and Administration Committee and communicated to the members not less than 60 days prior to the meeting date.

33. LIFE MEMBERSHIP

33.1 Organisation Life Membership

- 33.2. Any Member of the Organisation who has rendered outstanding or meritorious services of benefit to the Organisation or to retirees generally may be nominated by an Ordinary Member as an Organisation Life Member.
- 33.3. Any nomination as a Organisation Life Member must be made in writing to the CEO in a form approved by the CEO no later than the 31 July of each year.
- 33.4. The number of Members nominated in each year as Organisation Life Members shall be determined by the Finance and Administration Committee.
- 33.5. Three (3) Organisation Life Members shall be appointed at the Annual General Meeting to form the Life Membership Panel who together with the CEO shall consider any nomination for life Membership.
- 33.6. Organisation Life Membership may be awarded upon such terms and conditions as determined by the Life membership Panel.
- 33.7. An Organisation Life Member may vote at any meeting of any committee of which such Organisation Life Member is a member but shall not be entitled to vote at a meeting of the Central Executive council unless such Organisation Life Member is a Branch Delegate.
- 33.8. An Organisation Life Member shall be entitled to all those rights and privileges of a General Member.

34. BRANCH LIFE MEMBER

- 34.1. A Branch may nominate a member of a Branch who has provided outstanding or meritorious service to the Branch for consideration by the Life Membership Panel.
- 34.2. All nominations as a Branch Life Member shall be in writing and shall be submitted to the CEO for consideration and approval by the Life Membership Panel.
- 34.3. Branch Life Membership may be awarded upon such terms and conditions as determined by the Life membership Panel.
- 34.4. Should a Branch Life Member act in a manner that causes or has potential to cause harm to the Branch or Organisation, the Branch by resolution of $\frac{3}{4}$ of the members present at a meeting called for the purpose, may request the Life Membership Panel to revoke the Life Membership awarded to that person.

35. HONORARY ORGANISATION LIFE MEMBERSHIP AND HONORARY BRANCH LIFE MEMBER

- 35.1. Any nomination for an Honorary Organisation Life Member must be made in writing to the CEO no later than the 31st July of each year.
- 35.2. The Life Membership Panel may appoint any person, other than a Member, who has rendered outstanding or meritorious service to the Organisation and/or Retirees generally, as an Honorary Organisation Life Member.
- 35.3. An Honorary Organisation Life Member and an Honorary Branch Life Member shall not have any capacity to vote or fill any elected position.

36. MERITORIOUS SERVICE CERTIFICATES

- 36.1. A Meritorious Service Certificate may be awarded with the prior written approval of the CEO, by a Branch to a member in appreciation for the services rendered to the Branch.

37. PATRON

- 37.1. The Finance and Administration Committee may appoint a Patron to the Organisation. The Patron shall be a person considered by the Finance and Administration Committee to be a person who has promoted and advanced the interests of retirees in WA.

38. INSPECTION OF DOCUMENTS

- 38.1. A Member may inspect the Organisation's documents, accounts and Annual Statements for the previous Financial Year upon 14 days written notice to the CEO specifying which of these documents the Member wishes to inspect. Documents that are deemed to be commercially confidential or covered under the Privacy Act shall be excluded.

39. DISSOLUTION OF THE ORGANISATION

- 39.1. The Organisation may be dissolved by a resolution passed by a three-fourth (3/4) majority of Members entitled to vote and present in person at a meeting called by the Finance and Administration Committee specifically to consider a resolution to wind up the Organisation.
- 39.2. A proposal to dissolve the Organisation shall be forwarded to all Members not less than 28 days prior to the date for a meeting called for this purpose and notice must be published in a daily newspaper circulated in Western Australia.
- 39.3. Should it be resolved to dissolve the Organisation then all property or money remaining to the credit of the Organisation after satisfaction of all

debts and liabilities of the Organisation as well as all costs, charges and expenses of the dissolution shall be distributed;

39.3.1. To another incorporated association under the Act which has similar objects to those of the Organisation which is entitled to the benefits of similar exemptions to that of the Organisation in terms of the Income Tax Assessment Act as amended; or

39.3.2. For charitable purposes which association or purpose as the case requires shall be determined by resolution of the Members upon recommendation by the Finance and Administration Committee when preparing a distribution plan in terms of the Act.