

As submitted to DMIRS 23/9/2020



**Constitution
and Rules of
Retirees WA (Inc.)**

**“A not for profit
organisation”**

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1. NAME, OBJECTS, POWER AND RULES OF THE ORGANISATION

1.1 NAME OF THE ORGANISATION

Retirees WA (Inc.)

1.2 OBJECTS OF THE ORGANISATION

The objects for which the Organisation is established are to:

- (a) promote fellowship and companionship and to relieve and alleviate loneliness, poverty, sickness, suffering and distress, destitution or helplessness, and provide benevolent relief to aged, retired and pensioned persons ;
- (b) assist, protect and further the interests of aged, retired and pensioned persons ;
- (c) provide aged, retired and pensioned persons with access to support products and services that aim to, or assist aged, retired and pensioned persons in making decisions that aim to, improve or enhance their quality of life; and
- (d) promote the care and welfare of aged, retired and pensioned persons by addressing isolation and loneliness through the provision of, and access to, community living facilities that provide relief through companionship, social activities and security;
- (e) provide Eligible Persons with:
 - (i) accommodation, including by way of the grant of leases of:
 - (A) units in retirement villages owned and/or managed by the Organisation; and
 - (B) units or rooms in residential aged care facilities and properties owned and/or managed by the Organisation; and
 - (ii) other support services relating to such accommodation;
- (f) act in a manner consistent with that of a public benevolent institution; and
- (g) provide assistance and contribution to any benevolent purpose related to these Objects.

1.3 POWERS OF THE ORGANISATION

Subject to the Act, the Organisation may do all things necessary or convenient for carrying out the Objects or related purposes in a lawful manner, such as:

- (a) construct, erect and maintain buildings, facilities or housing necessary or required for the Organisation;

- (b) accept any gift, subscription, donation, bequest or otherwise of any property or any interest in any property;
- (c) sell, transfer, exchange, manage, lease, hire, mortgage, charge or otherwise deal with all or any part of the Organisation's property;
- (d) open and operate bank accounts, and borrow or raise money, in such manner and upon such terms and conditions as the Organisation may think fit;
- (e) 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;
- (f) 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;
- (g) purchase property in Western Australia as necessary or required for the Organisation; and
- (h) lease or otherwise make available to Eligible Persons property owned and/or managed by the Organisation and provide services relating to that accommodation to Eligible Persons.

1.4 RULES OF THE ORGANISATION

- (a) These Rules bind every Member and the Organisation, and each Member agrees to comply with these Rules.
- (b) The Organisation must not affiliate itself with any political party and must be non-sectarian.
- (c) A current copy of the Constitution must be available on the Retirees WA Inc Website.
- (d) The Organisation will make available, on request, a copy of any amended Rules to existing Members.
- (e) The Organisation must keep a copy of the Rules in force from time to time.

1.5 NOT FOR PROFIT

- (a) Subject to Rule 1.5(b), the income and property of the Organisation must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Board Member or Member except in good faith in the promotion of the Objects.
- (b) Rule 1.5(a) does not prohibit making a payment approved or ratified by the Board:

- (i) for out-of-pocket expenses incurred by a Board Member for travel and accommodation whilst performing a duty as Board Member of the Organisation; and
- (ii) in good faith for a good or service supplied to the Organisation by a Board Member (other than in the capacity as a Board Member of the Organisation) or Member, where:
 - (A) the supply has the prior approval of the Board; and
 - (B) the amount payable is a commercially reasonable payment for the supply.

1.6 AMENDING THE RULES OF THE ORGANISATION

The Organisation may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in the Act, which is as follows:

- (a) subject to Rules 1.6(d) and 1.6(e) , the Organisation may alter its Rules by Special Resolution but not otherwise;
- (b) within 28 days of the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Organisation), the Organisation must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration, together with a certificate given by a Board Member, certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Organisation as so altered conform to the requirements of the Act;
- (c) an alteration of the Rules of the Organisation does not take effect until Rule 1.6 (b) has been complied with;
- (d) an alteration of the Rules of the Organisation having effect to change the Name of the Organisation does not take effect until Rules 1.5(a) to 1.5(c) are complied with and the approval of the Commissioner is given to the change of name; and
- (e) an alteration of the Rules having the effect of altering the Objects does not take effect until Rules 1.6 (a) to 1.6 (c) have been complied with and the approval of the Commissioner is given to the alteration of those Objects.

2. DEFINITIONS, INTERPRETATION AND NOTICES

2.1 DEFINITIONS

In these Rules, unless the contrary intention appears:

Accounting Records has the meaning given to it in the Act and includes:

- (a) invoices and receipts;

- (b) promissory notes and vouchers;
- (c) other documents of prime entry and
- (d) books, register and records (however compiled, recorded or stored) that record the documents and information necessary to explain the methods of calculations by which Financial Statements are made up.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

ACNC Commissioner means the Commissioner of the Australian Charities and Not-for-profits Commission for the purposes of the ACNC Act.

Act means the *Associations Incorporation Act 2015* (WA).

Alternate Delegate means an alternate delegate appointed under Rule 24.6(a).

Annual General Meeting means an annual general meeting of the Organisation held in accordance with Rule 15.

Annual Membership Fee means the annual membership fee prescribed in accordance with Rule 4(a).

Amelioration Fund means the fund referred to in Rule 29.

Auditor means the auditor appointed to that position in accordance with Rule 15(h)(iii).

Auxiliary Member means a person referred to in Rule 3.2.

Board means the board of management of the Organisation as elected under Rule 10.

Board Meeting means a meeting of the Board convened in accordance with Rule 12.

Board Member means a member of the Board in accordance with Rule 8.2(c).

Books means all of the records, books, minute books, documents and securities of the Organisation.

Branch means a branch of the Organisation established in accordance with Rule 24.

Branch Committee means a committee established in accordance with Rule 24.5(a).

Branch Delegate means a branch delegate appointed in accordance with Rule 24.6(a).

Branch Life Member means a life member of a Branch under Rule 26.3.

Branch Meeting means a meeting convened under Rule 24.5(b).

Branch Member means a Member of a Branch under Rule 24.3.

Central Delegates Council means the council established in accordance with Rule 24.7.

Chairperson means:

- (a) the President of the Organisation;
- (b) such person appointed as chairperson of any Sub-Committee (including the Disciplinary Panel); or
- (c) any person who holds the position of a chairperson at a meeting of the Organisation.

Chief Executive Officer or **CEO**, means the person appointed to that position in accordance with Rule 9.4.

Chief Finance Officer or **CFO**, means the person appointed to that position in accordance with Rule 9.5.

Commissioner means the person designated as the Commissioner from time to time under the Act.

Contribution means:

- (a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or
- (b) a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,

held for the Objects.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Tax Commissioner under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97.

Delegate means a Branch Member appointed as a delegate to the Central Delegates Council in accordance with Rule 24.6.

Disciplinary Panel means the panel established in accordance with Rule 6.3.

Due Date means the due date for payment of membership fees as determined in accordance with Rule 4(e).

Eligible Person means any person who is:

- (a) if the person is not on a disability pension, not less than 55 years old;
- (b) working in paid employment for less than thirty (30) hours per week, or, working in full employment for no more than three (3) months per calendar year; and

(c) if the person is on a disability pension, not less than 18 years of age.

Financial Member means a Member who has paid the Annual Membership Fee.

Financial Statements has the meaning given to it in the Act and means:

- (a) a statement of the income and expenditure of the Organisation recording its total income and expenditure based on the accrual method of accounting; and
- (b) a balance sheet, together with the statements, reports and notes, other than an auditor's report, attached to and intended to be read with the statement or balance sheet.

Financial Year means from the 1st day of July in each year to the 30th day of June of the following year.

Funeral Fund means the funeral fund of the Organisation established in accordance with Rule 25.

General Meeting means an Annual General Meeting or a Special General Meeting.

General Member means a person who satisfies the requirements of Rule 3.1.

Good standing -a person in good standing is regarded as having complied with all their explicit obligations, while not being subject to any form of sanction, suspension or disciplinary censure.

Honorary Life Member means a person who is not a Member and who has been nominated by the Organisation or a Branch and appointed as an Honorary Life Member in accordance with Rule 26.2.

ITAA97 means the *Income Tax Assessment Act 1997* (Cth).

Life Member means any person appointed to that position in accordance with Rule 26.1.

Member means any person who is a General Member, Auxiliary Member or Life Member of a Branch of the Organisation.

Objects means the objects of the Organisation set out in Rule 1.2.

Office Holder means a person who holds one of the offices listed in Rule 8.2(b).

Organisation means Retirees WA (Inc.), which has been incorporated in accordance with the Act.

Panel Member means a member of the Disciplinary Panel.

President means the person appointed to that position in accordance with Rule 10.3.

Principal Office means the Organisation's office situated at Unit 2/915 Albany Highway, East Victoria Park or such other location as the Organisation may determine from time to time as the Principal Office of the Organisation.

Public Officer means a public officer appointed under Rule 14.

Proxy Branch Delegate means a proxy branch delegate appointed in accordance with Rule 24.6.

Register means a register of Members kept and maintained as required by the Act.

Registered Charity means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act.

Resolution means a resolution passed in accordance with Rule 18.2.

Returning Officer means the Member responsible for the accuracy of the count of votes and the reading of the results of those votes at a General Meeting.

Rules means the Rules of the Organisation contained in this document (as amended from time to time).

Special Board Meeting means a special Board Meeting convened in accordance with Rule 12.

Special General Meeting means a meeting of Members that is not an Annual General Meeting.

Special Resolution means a resolution passed in accordance with Rule 18.1.

Standing Orders means the standing orders of the Organisation as determined by the Board from time to time.

Statutory Provision means a statute, regulation or provision of a statute or regulation.

Sub-Committee means a sub-committee of the Board appointed in accordance with Rule 13.1.

Tax Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the ITAA97.

Vice President means the vice president of the Organisation appointed in accordance with Rule 8.

Working Day means a day that is not a Saturday, Sunday or a public holiday in Western Australia.

2.2 INTERPRETATION OF THESE RULES

(a) In these Rules, unless the contrary intention appears:

- (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular;
 - (iii) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning;
 - (iv) terms defined in the Act have the same meaning when used in these Rules;
 - (v) 'writing' includes typing, printing, lithography and any other mode representing or reproducing words or figures displayed on an electronic screen'
 - (vi) a 'month' is a reference to a calendar month;
 - (vii) 'including' and similar expressions are not words of limitation; and
 - (viii) all monetary amounts are in Australian dollars.
- (b) A reference to a Statutory Provision includes:
- (i) the Statutory Provision as amended or re-enacted;
 - (ii) a statute, regulation or provision enacted in replacement of the Statutory Provision;
 - (iii) another regulation or other statutory instrument made or issued under the Statutory Provision.
- (c) The table of contents and any headings are for convenience only and do not affect interpretation of these Rules.

2.3 NOTICES

- (a) Subject to this Rule 2.3, a notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
- (i) delivered by hand to the nominated address of the addressees;
 - (ii) sent by post to the nominated postal address of the addressee;
 - (iii) sent by facsimile to the nominated facsimile number of the addressee; or
 - (iv) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules should be sent to the Member's address as set out in the Register.

- (c) Any notice given under this Rule 2.3 will be deemed to have been received:
 - (i) subject to Rule 2.3(d), if transmitted by e-mail, facsimile or delivered by hand before 5.00pm on a Working Day, at the time of transmission or on the day of delivery (as applicable), or otherwise, at 9.00am on the next Working Day; or
 - (ii) if sent by mail on the second Working Day after posting.
- (d) A facsimile or e-mail is not given and received if:
 - (i) at the conclusion of the facsimile transmission the sender's facsimile machine issues an error transmission report which indicates that the relevant number of pages comprised in the notice has not been sent; or
 - (ii) at the conclusion of the e-mail the sender receives an automated message stating that the e-mail was undeliverable.

3. MEMBERSHIP OF THE ORGANISATION

3.1 GENERAL MEMBER

- (a) Any Eligible Person qualifies to be a General Member of the Organisation.
(See Rule 2.1 'Eligible Person' and 'General Member')
- (b) A General Member may:
 - (i) nominate for election as President, Vice President, and one of six General Members of the Board;
 - (ii) serve on any Sub-Committee;
 - (iii) vote at an Annual General Meeting and/or any Special General Meeting;
 - (iv) be appointed to the Central Delegates Council as a Branch Delegate or Alternate Delegate;
 - (v) serve on the Disciplinary Panel; and
 - (vi) be elected or appointed to, and hold any position in a Branch.

3.2 AUXILIARY MEMBER

- (a) An Auxiliary Member of the Organisation is any person who does not qualify to join the Organisation as a General Member.
- (b) An Auxiliary Member may:
 - (i) serve on any Branch sub-committee;
 - (ii) vote at an Annual General Meeting and/or any Special General Meeting;

- (iii) be appointed to the Central Delegates Council as a Branch Delegate or Alternate Delegate; and
- (iv) be elected or appointed to and hold any position at a Branch.
- (c) An Auxiliary Member may not nominate for election to the position of President, Vice President, or as a Board Member.
- (d) 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 approval of this change prior to such change becoming effective.

3.3 ELIGIBILITY FOR MEMBERSHIP

- (a) Any person who wishes to become a Member of the Organisation must complete a form approved by the Board.
- (b) Any person who satisfies the requirements of Rule 3.1(a) shall be admitted as a General Member of the Organisation and any person who does not satisfy one or more of those requirements shall be admitted as an Auxiliary Member.
- (c) Upon an applicant paying the membership fee, the applicant must be issued with a membership card specifying the type of membership.
- (d) Any person who becomes a Member of the Organisation shall be encouraged to join a Branch.

4. ANNUAL FEES AND LEVIES

- (a) Upon the recommendation of the Board, the Annual General Meeting will determine the annual membership fee to be paid by each Member for the next membership year.
- (b) Each Member must pay the Annual Membership Fee by the Due Date to the Organisation.
- (c) Any application to be a Member of the Organisation received during the last three months of a membership year, qualifies the applicant for a reduced fee as a determined by the Bard and reviewed from time to time.
- (d) Any Member who has not paid the Annual Membership Fee by the due date of that membership year shall be deemed to be un-financial and such person's right as a Member will be suspended until payment of that person's Annual Membership Fee is received.
- (e) The 'Due Date' for the payment of the Annual Membership Fee will be determined at the Annual General Meeting for inclusion on the next membership

invoice distribution. The Annual Membership Fee must to be paid to the Principal Office by one of the methods listed on the invoice.

5. LIABILITY OF MEMBERS

- (a) The liability of each Member is limited to the amount of any outstanding Annual Membership Fees.
- (b) A Member is not liable, by reason of the person's membership, for the liabilities of the Organisation, or the cost of winding up the Organisation.
- (c) A right, privilege or obligation that a person has because he or she is a Member of the Organisation:
 - (i) is not capable of being transferred to any other person; and
 - (ii) ends when the person's Membership ceases.

6. CEASING TO BE A MEMBER

6.1 ENDING MEMBERSHIP

- (a) A person's Membership ends if that person:
 - (i) dies;
 - (ii) ceases to be a Member under this Rule 6;
 - (iii) resigns as a Member under Rule 6.2;
 - (iv) is expelled from the Organisation under Rule 6.3.
- (b) The CEO must record in the membership register:
 - (i) the date on which a person ceases to be a Member under Rule 6.1(a); and
 - (ii) the reason the person ceases to be a Member.

6.2 RESIGNING FROM MEMBERSHIP

- (a) A Member may resign from the Organisation by giving written notice of resignation to the CEO.
- (b) The resignation takes effect not later than 14 days after the CEO receives the notice.
- (c) The CEO must cause an acknowledgement of resignation to be forwarded to the Member.
- (d) The Member may retract the resignation within 14 days of the date of acknowledgement of resignation.

- (e) If the person is a Branch Member, the CEO must notify the secretary of the Branch of the resignation.

6.3 SUSPENSION AND EXPULSION OF MEMBERS AND DISCIPLINARY PANEL PROCEDURE

- (a) At the Annual General Meeting there shall be five people appointed to a Disciplinary Panel who shall be persons with specific skills or public standing, one of whom shall have legal expertise and experience.
- (b) Any three Members of the five appointed Panel Members shall make up a Disciplinary Panel.
- (c) The CEO shall refer to the Board for determination under this Rule, any matter of alleged misconduct by a Member considered to be damaging, detrimental, contrary or prejudicial to the achievement by the Organisation of one or more of its Objects.
- (d) The Board, upon determining that there is merit to the complaint, shall suspend the Member and his or her rights (including voting rights) and direct the matter to the Disciplinary Panel with all relevant information received, for determination by the Disciplinary Panel.
- (e) The Disciplinary Panel shall give notice to all parties directly involved in the matter including the time, date and place at which the hearing will take place. The notice must provide full particulars of the alleged complaint relating to the Member, and the notice must be forwarded to the Member not less than thirty (30) days before the date scheduled for the hearing.
- (f) At the meeting of the Disciplinary Panel convened in accordance with the Rules, the Disciplinary Panel must afford the Member who is the subject of the alleged complaint a reasonable opportunity to be heard together with witnesses (if any).
- (g) 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.
- (h) 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.
- (i) The Disciplinary Panel may request the presence of the Organisation's legal representative at any meeting.
- (j) Panel Members must ensure that in the application of these Rules, natural law and justice is applied.

- (k) At the conclusion of the hearing, the Chairperson of the Disciplinary Panel may request the Organisation's legal representative to verify that natural law and due process has been followed throughout the hearing.
- (l) The Disciplinary Panel must within 14 days of the enquiry conclusion, notify the Board of its findings and recommendations. The decision of the majority of Panel Members shall be the decision of the Disciplinary Panel.
- (m) The following are recommendations available to the Panel:
 - (i) With respect to proceedings involving General Members and Auxiliary Members:
 - (A) no action be taken against the accused Member;
 - (B) the accused Member be censured;
 - (C) the accused Member be suspended (90 days) with no voting rights; or
 - (D) the accused Member be expelled from the Organisation.
 - (ii) With respect to proceedings involving Board Members:
 - (A) no action be taken against the Board Member;
 - (B) the Board Member be censured;
 - (C) the Board Member be suspended from their elected position for up to 90 days with no voting rights;
 - (D) the Board Member be removed from their elected position (to General Member); or
 - (E) the Board Member be expelled from the Organisation.
- (n) The Board, at its meeting following notification of the findings and/or penalty recommended by the Disciplinary Panel, will confirm any penalty to be imposed on the Member who was the subject of the complaint and communicate these findings and penalties (if applicable) with a commencing date for the penalty (if applicable) to that Member, the Central Delegates Council and Branch (if applicable).

6.4 RIGHT OF APPEAL

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 Board shall refer any new material evidence to the Disciplinary Panel for reinvestigation.

6.5 REINSTATEMENT OF A MEMBER

- (a) Should the decision to suspend or expel a Member be revoked following new material evidence (under Rule 6.4), the Board shall inform the Member of his/her reinstatement, under the original terms of Membership, within 14 days.
- (b) Any loss of voting privileges during the period of suspension or expulsion will not affect any decisions made by any part of the Organisation during the period of suspension or expulsion.
- (c) The Board shall inform the Central Delegates Council and any Branch involved, of the reinstatement.

6.6 WHEN A MEMBER IS SUSPENDED

- (a) If a Member is suspended under Rule 6.3, the CEO must record in the membership register:
 - (i) the name of the suspended Member;
 - (ii) the date on which the suspension took place;
 - (iii) the length of suspension; and
 - (iv) the reason for suspension.
- (b) A Member suspended under Rule 6.3 cannot exercise any rights or privileges of membership, including voting rights, during the period of suspension.
- (c) Upon the expiry of the suspension, the CEO must record in the membership register, that the Member is no longer under suspension.

7. MEMBERSHIP REGISTER

7.1 KEEPING THE REGISTER

- (a) The CEO shall keep and maintain a Register of all Members at the Principal Office.
- (b) The Register must contain:
 - (i) the full name of each Member;
 - (ii) the residential address of each Member;
- (c) Any change in Membership of the Organisation must be recorded in the Register within 28 days of the change being notified of occurring.
- (d) The Register must be kept and maintained by the CEO, and inspected from time to time to ensure the Register is up to date in accordance with the Act.

7.2 INSPECTING THE REGISTER

- (a) Any Member is able to inspect the Register at such time and place as is mutually convenient to the Organisation and the Member.
- (b) A Member must contact the CEO to request to inspect the Register.
- (c) The Member may copy by hand details from the Register but has no right to remove the Register for that purpose.

7.3 WHEN USING THE REGISTER INFORMATION IS PROHIBITED

A Member may not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in social, family or legal differences or disputes);
- (b) to contact or send material to the Organisation or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (c) for any other purpose, unless the use of the information is approved by the Organisation and for a purpose that is:
 - (i) directly connected with the affairs of the Organisation; or
 - (ii) related to administering the Act.

8. POWERS AND COMPOSITION OF THE BOARD

8.1 POWERS OF THE BOARD

- (a) The governing body of the Organisation is to be called the Board and it has authority to control and manage the affairs of the Organisation.
- (b) Subject to the Act, these Rules and any lawful Resolution or Special Resolution passed by the Organisation in General Meeting, the Board:
 - (i) may exercise all powers and functions as may be exercised by the Organisation, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has the power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of the Organisation.

8.2 BOARD MEMBERS

- (a) The Board is to consist of:
 - (i) the Office holders of the Organisation;

- (ii) Between five (5) and seven (7) General Members; and
 - (iii) Board Membership is restricted to two (2) persons from any Retirees Branch or Village. Should there be more than 2 nominate, the branch/village to decide on the 2 nominations to go forward.
- (b) The Office Holders of the Organisation are:
 - (i) the President; and
 - (ii) the Vice President
- (c) A Board Member must:
 - (i) be a natural person;
 - (ii) be over 55 years of age; and
 - (iii) have been a Financial Member for at least two consecutive years.
- (d) No voting Board Member shall be entitled to hold more than one of the positions set out in Rule 8.2(b) at any time.

9. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS

9.1 OBLIGATIONS OF THE BOARD

- (a) The Board must take all reasonable steps to ensure that the Organisation complies with its obligations under the Act and these Rules.
- (b) The Board must ensure that the Organisation has a Public Officer at all times.
- (c) The Board must pass a solvency statement by Resolution not more than thirty (30) days before each Annual General Meeting which:
 - (i) states that the Board has examined the affairs of the Organisation; and
 - (ii) states whether or not the Board is of the opinion there are reasonable grounds for believing that the Organisation will be able to pay or meet its debts and liabilities as and when they become payable.

9.2 RESPONSIBILITIES OF BOARD MEMBERS

- (a) A Board Member must not use or disclose information derived from his or her position on the Board except for a purpose that:
 - (i) is directly connected with the affairs of the Organisation; or
 - (ii) is related to administering the Act.

- (b) As required under the Act, any Board Member having any direct or indirect pecuniary interest in a contract or proposed contract, made or contemplated by the Board must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (ii) not take part in any deliberations or decisions of the Board with respect to that contract.
- (c) Rule 9.2(b) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Board Member:
 - (i) is an employee of the Organisation; or
 - (ii) belongs to a class or persons for whose benefit the Organisation is established.
- (d) The CEO must record every disclosure made by a Board Member under this Rule 9.2 in the minutes of the Board Meeting at which the disclosure is made.
- (e) No Board Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Organisation unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.

9.3 PRESIDENT

The President of the Organisation:

- (a) shall be elected for a term of three years;
- (b) must have been a Financial Member of the Organisation for at least two consecutive years;
- (c) is the senior officer and senior representative of the Organisation;
- (d) must not commit the Organisation to any responsibility unless prior authority is given by the Board;
- (e) shall preside at any General Meetings, Board Meetings, and Central Delegates Council Meetings;
- (f) when presiding at any of the meetings referred to in Rule 9.3(e), shall have a casting vote;
- (g) may be a member of any Sub-Committee but not necessarily as Chairperson of that Sub-Committee;

- (h) must consult with the CEO regarding the calling of, and the agenda of, all General Meetings, Board Meetings, and Central Delegates Council Meetings;
- (i) must ensure the minutes of meetings presided at are reviewed at the next meeting and signed as a true record; and
- (j) may attend and speak at any Branch Meeting.

9.4 THE CHIEF EXECUTIVE OFFICER (CEO)

- (a) The responsibility for the day to day administration of the business of the Organisation is vested in the CEO, including:
 - (i) preparing and issuing all meeting notices;
 - (ii) ensuring an agenda is prepared for each meeting;
 - (iii) attending to all correspondence;
 - (iv) recording correct minutes of all meetings; and
 - (v) performing any other duties required by the Board.
- (b) The CEO shall be appointed by the Board upon such terms and conditions as agreed in writing.
- (c) The CEO shall attend meetings of the Central Delegates Council and the Board, and may attend and speak at any other meetings of the Organisation unless otherwise instructed in writing by the Board.
- (d) The CEO shall have no voting rights at any of the meetings referred to in these Rules.
- (e) 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 surrendered immediately to a specified location if the Board considers this action to be necessary to protect the interests of the Organisation and/or any Branch.
- (f) The CEO shall ensure that the financial accounts of the Organisation are prepared annually and shall submit such financial accounts once prepared to the Auditor for audit purposes.
- (g) The CEO shall submit the accounts together with the Auditor's report to the Board prior to the Annual General Meeting.
- (h) The CEO shall ensure all cheques and transfers issued by or on behalf of the Organisation are correctly authorised.

- (i) The CEO shall execute and ensure that all documents of the Organisation are processed in accordance with the Rules.
- (j) The CEO shall undertake activities to advance the interests and Objects of the Organisation.
- (k) 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 Board of this action.

9.5 CHIEF FINANCE OFFICER (CFO)

- (a) The Board may determine the term used to describe the position of CFO.
- (b) The CFO is appointed by the Board upon the recommendation of the CEO on the terms and conditions agreed between the Board and the CFO.
- (c) The CFO shall not be a Member of, or hold any position in, any Branch.
- (d) The functions and duties of the CFO shall be determined by the Board and the CEO, and shall include:
 - (i) collection and banking of all monies received by the Organisation and the issuing of all receipts;
 - (ii) ensuring all dues are met by the Organisation, as required by the Board, and that all cheques are correctly authorised as required by Rule 9.4(h);
 - (iii) ensuring safe custody of all the Accounting Records of the Organisation;
 - (iv) submitting periodic Financial Statements as directed by the Board;
 - (v) assisting the Auditors in performing their function.
- (e) The CFO shall attend Board Meetings,
- (f) The CFO has no voting rights.

9.6 RECORD OF OFFICE HOLDERS

- (a) The CEO from time to time must keep and maintain a record of Office Holders of the Organisation in accordance with the Act.
- (b) The record of Office Holders must be open to inspection by any Member in accordance with the Act, at such time and place as is mutually convenient to the Organisation and the Member.

9.7 REMUNERATION OF BOARD MEMBERS

- (a) Board Members must not receive remuneration for their services as Board Members.
- (b) Subject to Rule 9.7(c), a Board Member may be reimbursed for out-of-pocket expenses relating to travel and accommodation that are actually incurred by that Board Member in performing a duty as Board Member.
- (c) The amount of any reimbursement provided to a Board Member under Rule 9.7(b) must not exceed the amounts set out in a pre-negotiated schedule, as determined by the Board in consultation with the CEO and CFO from time to time.

9.8 INDEMNITY

- (a) Subject to Rule 9.8(b) and to the extent permitted by the Act:
 - (i) the Organisation must, to the extent the person is not otherwise indemnified, indemnify each Board Member or employee of the Organisation against any loss, cost, expense or liability incurred by reason of any act or deed done in good faith as such a Board Member or employee; and
 - (ii) the Organisation may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a Board Member or employee of the Organisation in defending an action for a liability, referred to in Rule 9.8(a)(i) or in resisting or responding to actions taken by a government agency.
- (b) No payment under Rule 9.8(a) may be made to indemnify any Board Member or employee of the Organisation against any loss, cost, expense or liability incurred as a result of conduct that:
 - (i) is adjudged by a Court to be criminal or fraudulent; or
 - (ii) involves a lack of good faith.

10. ELECTING BOARD MEMBERS

10.1 TERMS OF OFFICE

- (a) A Board member shall serve a full term of four (4) years. Every two (2) years 50% of the Board will be up for election.
- (b) There is no limit to the number of two (2) or four (4) year terms a Board Member may serve.

10.2 BOARD NOMINATIONS

- (a) All Members must be notified of impending elections 28 days before the closing date for nominations.
- (b) Nominations for membership of the Board must be received (in writing) by the Returning Officer by the advertised closing date.

Only General Members who have been General Members of the Organisation (financial and in good standing) for a continuous period of two (2) years prior to an election, are eligible to nominate.

- (c) A Member may nominate for election as an Office Holder, and/or one general position on the Board, but may only be elected to one position.
- (d) Following the closing of nominations for an election, the Returning Officer must ensure all nominees are eligible for election in accordance with Rule 8.2(c).
- (e) A list of candidates' names in alphabetical order must accompany the notice of the Annual General Meeting.
- (f) If the number of valid nominations received under Rule 10.2(e) is equal to the number of vacancies to be filled for the relevant position on the Board, the Member who nominated shall be deemed to be elected at the Annual General Meeting.
- (g) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant positions, elections for the positions must be conducted.
- (h) If there are insufficient valid nominations to fill the relevant vacancies, the candidates who nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the Annual General Meeting and elected.
- (i) Where the number of nominations from the floor exceeds the remaining number of vacancies, elections for those positions must be conducted. It shall be competent for the Annual General Meeting to decide the method of election to fill any vacancy.

10.3 VOTING IN ELECTIONS FOR BOARD POSITIONS

- (a) The election of Office Holders or general Board Members is to be conducted at the Annual General Meeting.
- (b) The Board shall appoint an independent person of high repute or the WA Electoral Commission to oversee the election of the Board Members. Any candidate who has nominated for the position of an Office Holder may appoint not more than two scrutineers, only one of who may be in the counting area, to observe counting of the votes 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 the scrutineer considers an anomaly.

- (c) Each Member present and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board.
- (d) A Member who nominates for election or re-election may vote for themselves.
- (e) Voting for positions on the Board will be conducted by the Returning Officer as per the direction of the Board and a simple majority will prevail.
- (f) The candidates for election to the Board securing a simple majority of votes shall be declared elected, unless such candidates are already elected to any of the positions of President or Vice President.
- (g) The Returning Officer shall declare the result of the election, when decided, at the Annual General Meeting.

11. CEASING TO BE A BOARD MEMBER

11.1 PRESIDENTIAL VACANCY

- (a) In the event that the position of President becomes vacant during his/her term of office, for any reason, the Vice President shall assume the functions, role and title of President and complete the President's term of office.
- (b) In the event that the position of Vice President becomes vacant during his/her term of office, for any reason. The Board shall nominate a Board member to assume the functions, role and title of Vice President and complete the Vice President's term of Office.

11.2 ANY OTHER VACANCY

- (a) Any other vacancy occurring on the Board when a Board Member:
 - (i) Dies;
 - (ii) ceases to be a Member;
 - (iii) becomes insolvent under administration within the meaning of the Corporations Act;
 - (iv) becomes permanently incapacitated;
 - (v) resigns from office under Rule 11.3;
 - (vi) is removed from office under Rule 11.4; or
 - (vii) is absent for more than:
 - (A) three consecutive Board Meetings without a good reason, or

- (B) three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings, of which meetings the Member received notice, and the Board Member has resolved to declare the office vacant.
- (b) If a position on the Board is declared vacant under Rule 11.2(a), the continuing Board Members may:
 - (i) appoint a General Member to fill that vacancy until the conclusion of the vacant Board Member's term of office; or
 - (ii) subject to Rule 12.4, act, despite the vacant position on the Board.
- (c) If the number of Board Members is less than the number fixed under Rule 12.4 as the quorum for Board meetings, the continuing Board Members may act to:
 - (i) Notwithstanding Rule 12.4(b) increase the number of Board Members on the Board to the number required for a quorum; or
 - (ii) convene a Special General Meeting of the Organisation.

11.3 RESIGNING FROM THE BOARD

- (a) A Board Member may resign from the Board by giving written notice of resignation to the CEO, or to the President.
- (b) The Board Member's resignation is effective at the time the notice is received by the CEO or President under Rule 11.3(a).

11.4 REMOVAL OR SUSPENSION OF BOARD MEMBERS

- (a) Where a Board Member 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 Board Member may, by resolution of the Members present at a Board Meeting called for the purposes of considering the alleged actions, refer the matter to the Disciplinary Panel.
- (b) Any Board Member who is the subject of such a resolution shall stand down from their elected position until the matter has been resolved.
- (c) The Disciplinary Panel shall consider the matter and make a determination within 90 days of receipt of the resolution of the Board.
- (d) 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 Disciplinary Panel or obtain other documentation and information to enable it to consider the matter fully.
- (e) The Disciplinary Panel shall recommend that:

- (i) the Board Member be expelled from the Organisation; or
 - (ii) the Board Member be removed from their elected position; or
 - (iii) the Board Member be suspended from their elected position for a specified period up to 90 days; or
 - (iv) the Board Member be censured; or
 - (v) no action be taken.
- (f) Where appropriate, the Disciplinary Panel shall make recommendations to the Board to prevent further such actions occurring in the future.
- (g) Any Life Member who is expelled from the Organisation shall not be entitled to retain his or her Life Membership award.

12. BOARD MEETINGS

12.1 BOARD MEETINGS

- (a) The Board shall meet at least once in each Calendar month, except in the month of January, at such times and places as it may from time to time determine.
- (b) Special Board Meetings may be convened by:
- (i) the Chairperson; or
 - (ii) any two Board Members; or
- by giving notice of Special Board Meeting under Rule 12.2(a).
- (c) The Board may meet using electronic means that allows the active and equal participation of all Board Members.

12.2 NOTICE OF SPECIAL BOARD MEETINGS

- (a) The CEO must give each Board Member at least 48 hours' notice of each Special Board Meeting before the time appointed for holding the meeting.
- (b) Notice of a Board Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to Rule 12.2(d), only the business specified on the notice of the Board Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Board Meetings if the Board Members present at the meeting unanimously agree to treat the business as urgent.

12.3 CHAIRING BOARD MEETINGS

- (a) The President or, in the President's absence, or the Vice President is to preside as Chairperson of each Board Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the remaining Board Members must choose one of their members to preside as Chairperson at the Board Meeting.

12.4 QUORUM FOR BOARD MEETINGS

- (a) At least 50% of Board Members constitute a quorum for the conduct of business at a Board Meeting.
- (b) The Board cannot conduct business unless a quorum is present.
- (c) If, within half an hour after the time appointed for the meeting, a quorum is not present:
 - (i) in the case of a Special Board Meeting, the meeting lapses; or
 - (ii) in any other case, the Board Meeting is to stand adjourned to the same time, day and place in the following week.
- (d) If at a Board Meeting adjourned under Rule 12.4(c)(ii), a quorum is not present within half an hour after the time appointed for the Board Meeting, the Board Meeting lapses.

12.5 PROCEDURE OF THE BOARD MEETING

- (a) Board Meetings may take place:
 - (i) where the Board Members are physically present together; or
 - (ii) where the Board Members are able to communicate by using any technology that reasonably allows the Board Member to participate fully in discussions as they happen in the Board Meeting, and in making decisions, provided that the participation of the Board Member in the Board Meeting must be made known to all other Board Members.
- (b) A Board Member who participates in a meeting as set out in Rule 12.5(a):
 - (i) is deemed to be present at the Board Meeting; and
 - (ii) continues to be present at the Board Meeting for the purposes of establishing a quorum, until the Board Member notifies the other Board Members that he or she is no longer taking part in the Board Meeting.
- (c) Subject to these Rules, the Board Members present at the Board Meeting are to determine the procedure and order of business to be followed at a Board Meeting.

- (d) All Board Members have the right to attend and vote at Board Meetings.
- (e) All Members, or other guests, may attend Board Meetings if invited by the Board but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (f) Board Members shall not be eligible to be Delegates to the Central Delegates Council.

12.6 VOTING AT BOARD MEETINGS

- (a) Each Board Member present at a Board Meeting has a deliberate vote.
- (b) A question arising at a Board Meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson of the Board Meeting is entitled to exercise a casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A secret ballot may be used if the Board prefers to determine a matter in this way and the person presiding over the Board Meeting is to oversee the ballot.

12.7 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION

Any act performed by the Board, a Sub-Committee or a person acting as a Board Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Board Member, Sub-Committee or person holding a Subsidiary Office; or
- (b) a Board Member, a Sub-Committee Member or a person holding a Subsidiary Office was disqualified from being a Member.

13. BOARD SUB-COMMITTEES

13.1 APPOINTMENT OF SUB-COMMITTEES

- (a) The Board may appoint one or more Sub-Committees as considered appropriate by the Board from time to time to assist with the conduct of the Organisation's operations.
- (b) Sub-Committees may comprise such numbers as the Board determines.
- (c) Subject to these Rules, the Sub-Committee members present at the sub-Committee meeting are to determine the procedure and order of business to be followed at the Sub-Committee meeting.

13.2 DELEGATION BY BOARD TO SUB-COMMITTEE

- (a) The Board may delegate, in writing, to any or all of the Sub-Committees any authority, power or functions and may cancel any authority, powers or functions as the Board sees fit from time to time.
- (b) Despite any delegation under this Rule 13.2, the Board may continue to exercise all its functions, including any function that has been delegated to a Sub-Committee and remains responsible for the exercise of those functions at all times.

13.3 DELEGATION TO SUBSIDIARY OFFICES

- (a) The Board may create and fill such Subsidiary Offices as may be necessary for the proper and efficient management of the Organisation's affairs.
- (b) The Board may delegate, in writing, to any person holding a Subsidiary Office any authority, power or functions, and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (c) Despite any delegation under this Rule, the Board may continue to exercise all its functions, including any function that has been delegated to a Subsidiary Office and remains responsible for the exercise of those functions at all times.

14. PUBLIC OFFICER

14.1 APPOINTMENT OF PUBLIC OFFICER

- (a) The Organisation must have a Public Officer at all times.
- (b) The Public Officer must be:
 - (i) a natural person;
 - (ii) at least 18 years of age, and
 - (iii) a resident of Western Australia
- (c) The Public Officer of the Organisation will be the person named as the Public Officer.
- (d) The Board may appoint any person to be the Public Officer, including a senior employee of the Organisation, in accordance with the Act.
- (e) Any act performed by the Public Officer is taken to have been validly performed even if the act was performed when:
 - (i) there was a defect in the appointment of the Public Officer; or
 - (ii) the Public Officer was disqualified from being a Member.

14.2 VACANCY IN THE OFFICE OF PUBLIC OFFICER

- (a) A vacancy occurs in the position of Public Officer if the Public Officer:
 - (i) dies;
 - (ii) resigns from office under Rule 14.4;
 - (iii) is removed from office under Rule 14.5;
 - (iv) ceases to be a resident of Western Australia; or
 - (v) is an insolvent under administration as that term is defined in the Corporations Act.
- (b) The Board must appoint a person that is eligible under Rule 14.1(b) to fill the position of Public Officer within 28 days after the vacancy occurs.

14.3 NOTICES TO BE GIVEN BY THE PUBLIC OFFICER OR THE ORGANISATION

- (a) The Organisation must give the Commissioner written notice of the:
 - (i) appointment of a Public Officer under Rule 14.1; and
 - (ii) any change in the Public Officer's postal or residential address, in accordance with the Act.
- (b) The Public Officer must give the Commissioner written notice of any change in the address of the Organisation in accordance with the Act.

14.4 PUBLIC OFFICER MAY RESIGN FROM OFFICE

- (a) The Public Officer may resign from office by giving written notice to the Board.
- (b) The Public Officer resigns:
 - (i) at the time the notice is received by the Board; or
 - (ii) if a later time is stated in the notice, at the later time.

14.5 PUBLIC OFFICER MAY BE REMOVED FROM OFFICE

- (a) The Public Officer may be removed from office by Resolution of the Board.
- (b) At the Board Meeting to decide the proposed Resolution, the Public Officer who faces removal from office must be given a full and fair opportunity to state his or her case against removal.

15. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of the Organisation shall be held no later than the last Friday in October of each year.

- (b) Any Member or Branch may, not later than 30th June before the Annual General Meeting, notify the CEO of any item it wishes to place on the Annual General Meeting agenda, and if considered by the Board to be desirable, shall be included on the agenda.
- (c) A notice of the Annual General Meeting and a copy of the agenda shall be made available to all General Members and Auxiliary Members in such form as determined by the Board at least 28 days prior to the date of the Annual General Meeting in each year.
- (d) Unless the Annual General Meeting by simple majority determine otherwise, only items included on the Agenda shall be discussed at the Annual General Meeting and shall include the Financial Statements for the last financial year and the solvency statement.
- (e) Only those General Members and Auxiliary Members, being Financial Members in good standing, present and specifically registered at the Annual General Meeting, shall be entitled to vote on any motion.
- (f) A quorum for the Annual General Meeting shall be thirty (30) Members registered and entitled to vote, who are present in person within thirty (30) minutes after the advertised time for the commencement of the Annual General Meeting.
- (g) If a quorum is not present, the Annual General Meeting will be adjourned to a time, date and place to be advised by the Chairperson.
- (h) Each Annual General Meeting of the Organisation:
 - (i) must confirm the minutes of the preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (ii) must receive the Organisation's Financial Statements for the last Financial Year, which must include the Auditor's report and the solvency statement referred to in Rule 9.1(c);
 - (iii) must appoint an Auditor in accordance with the Act; and
 - (iv) must elect or appoint the Office Holders and ordinary Board Members.

16. SPECIAL GENERAL MEETING

- (a) A Special General Meeting of the Organisation may be requested by a General Member, Auxiliary Member or Branch and must be formally supported by at least one percent of General Members or Auxiliary Members, and presented to the CEO in writing.
- (b) The CEO must advise the Board that a request for a Special General Meeting has been received.

- (c) The Board must consider the worth of the request to the Organisation as a whole, and:
 - (i) if the decision is positive, set a date for a Special General Meeting no later than 120 days from the date of receipt of the request; or
 - (ii) if rejected on the basis that the reason for the request is considered to be:
 - (A) vexatious;
 - (B) frivolous;
 - (C) malicious; or
 - (D) inconsistent with the Objects, then:
 - (iii) the Member or Branch must be notified accordingly within 14 days.
- (d) The Board shall notify the Central Delegates Council at their next regular meeting of the date and venue of any Special General Meeting, the purpose of that meeting and any supporting information.
- (e) At the discretion of the Board, notice of a General Meeting may be given by:
 - (i) the CEO giving 28 days' notice to each General Member and Auxiliary Member; or
 - (ii) the CEO, 28 days prior to the General Meeting:
 - (A) publishing a notice in a newspaper circulated in Western Australia; and
 - (B) giving notice in writing to the head of each Branch..
- (f) A quorum for a Special General Meeting shall be thirty (30) as for the Annual General Meeting.

17. PROCEDURE FOR A GENERAL MEETING (In accordance with the Act)

17.1 NOTICE OF A GENERAL MEETING

- (a) At the discretion of the Board, notice of a General Meeting may be given by:
 - (i) the CEO giving 28 days' notice to each General Member and Auxiliary Member; or
 - (ii) the CEO, 28 days prior to the General Meeting:
 - (A) publishing a notice in a newspaper circulated in Western Australia; and

- (B) giving notice in writing to the head of each Branch.
- (b) Where a Special Resolution is proposed to be moved at the General Meeting, the notice of that General Meeting must include:
 - (i) the date, place and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.

17.2 PROCEDURE FOR GENERAL MEETINGS

- (a) A General Meeting may take place when a sufficient number of Members (eligible to vote) are present to form a quorum in accordance with Rule 17.3.
- (b) A General Meeting must be conducted under generally accepted business practices, and deal with all matters appearing on the agenda.

17.3 QUORUM

- (a) A quorum for a General Meeting is thirty (30) Members.
- (b) If within thirty (30) minutes after the appointed time for the commencement of a General Meeting a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting lapses; and
 - (ii) in the case of an Annual General Meeting, the Meeting is to stand adjourned to the same time, day and place in the following week. Any alteration must be within the specified time of the Act.

17.4 PRESIDING MEMBER

- (a) The President or, in the President's absence, the Vice President is to preside as Chairperson of each General Meeting.
- (b) In the absence of both the President and the Vice President, a Board elected chairperson is to preside as Chairperson of each General Meeting.
- (c) If the President and Vice President are absent or unwilling to act, the remaining Board Members must choose one of their members to preside as Chairperson at the General Meeting.

17.5 ADJOURNMENT OF GENERAL MEETINGS

- (a) The person presiding over a General Meeting at which a quorum is present, may adjourn the General Meeting from time to time and place to place, with consent of a majority of the Members present at the General Meeting.
- (b) No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned.

- (c) When an Annual General Meeting is adjourned for 14 days or more, the CEO must give notice of the adjourned General Meeting, as if that General Meeting was a new General Meeting.

18. MAKING DECISIONS AT GENERAL MEETINGS (AGM OR SPECIAL GENERAL)

18.1 SPECIAL RESOLUTIONS

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 17.1(b).
- (b) A Special Resolution of the Organisation is required to:
 - (i) amend the name of the Organisation;
 - (ii) amend the Rules;
 - (iii) voluntarily wind up the Organisation.
- (c) Notice of a Special Resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the General Meeting;
 - (iii) set out the wording of the proposed Special Resolution;
 - (iv) include an explanation of the proposed Special Resolution;
 - (v) include the intention to propose the resolution as a Special Resolution
- (d) If notice is not given in accordance with Rule 18.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting and be supported by the votes of not less than 75% of the Members who are present and eligible to cast a vote at the General Meeting.

18.2 ORDINARY RESOLUTIONS

- (a) Subject to these Rules, a simple majority of votes will determine an ordinary resolution.
- (b) Subject to these Rules, each Member properly registered, financial and in good standing, has only one vote and must be present at the Special General Meeting to vote, or by electronic means.
- (c) In the case of an equality of votes at a Special General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

- (d) A Member is only entitled to vote at a Special General Meeting if the Member's name is recorded in the Register as at the date the notice of the Special General Meeting was sent out under these Rules.

18.3 DETERMINING WHETHER RESOLUTION CARRIED

- (a) If a question arising at a Special General Meeting of the Organisation is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the Special General Meeting that the Resolution has been:
 - (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution then, subject to Rule 18.3(a), the declaration should state that a Special Resolution has been determined.
- (c) The Declaration made under Rule 18.3(a) must be entered into the minute book of the Organisation.
- (d) The entry in the minute book of the Organisation under Rule 18.3(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19. MINUTES OF MEETINGS

- (a) The CEO must keep minutes of the resolutions and proceedings of all General Meetings and Board Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then entered within thirty (30) days after the holding of each meeting, into a minute book kept solely for that purpose.
- (c) The President (or Chairperson) must ensure that the minutes of a General Meeting or Board Meeting under Rule 19(a) are reviewed and signed as correct by:
 - (i) the Chairperson of the General Meeting or Board Meeting to which those minutes relate; or
 - (ii) the Chairperson of the next General Meeting or Board Meeting.
- (d) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Board Meeting to which they relate was duly convened and held;

- (ii) all proceedings recorded as having taken place at the General Meeting or Board 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.
- (e) Subject to Rules 22.2 the minute book may be inspected by a Member.

20. FUNDS AND ACCOUNTS

20.1 CONTROL OF FUNDS

- (a) The Organisation shall apply the property and income of the Organisation solely towards the promotion of the Objects. 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.
- (b) The control and use of the Organisation's funds are delegated to the CEO and CFO by the Board in pursuance of the Objects in a manner approved by the Board.
- (c) Regular reports on the current use of the funds and the financial situation of the Organisation are required to be made to the Board.
- (d) Major expenditure items of an exceptional nature must be approved or ratified at a Board Meeting.

20.2 SOURCE OF ORGANISATIONAL FUNDS

Funds are sourced from:

- (a) annual membership fees;
- (b) donations;
- (c) bequests; and
- (d) subject to a Resolution passed at an Annual General Meeting, any other source that the Board determines.

20.3 FINANCIAL YEAR

- (a) The Organisation's Financial Year will be a period of 12 months commencing on 1st July and ending on 30 June of each year.
- (b) The Organisation may consider an alternative Financial Year to avoid financial activity at the end of the taxation year. This can be done by Resolution passed at the Annual General Meeting.

20.4 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS

- (a) The Organisation must keep Accounting Records for at least seven years in accordance with the Act for the purposes of:
 - (i) preparing true and fair Financial Statements of the Organisation; and
 - (ii) conveniently and properly auditing the Financial Statements of the Organisation.
- (b) The Organisation must prepare the annual Financial Statements of the Organisation before the Annual General Meeting each year in accordance with the Act.
- (c) The Financial Statements of the Organisation must be audited in compliance with the Act.

21. AUTHORITY REQUIRED TO BIND THE ORGANISATION

21.1 EXECUTING DOCUMENTS

The Organisation may execute a document without using a common seal if the document is signed by:

- (a) any two Board Members; or
- (b) one Board Member and a person authorised by the Board.

21.2 USE OF THE COMMON SEAL

- (a) The Organisation executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (i) any two Board Members; or
 - (ii) one Board Member and a person authorised by the Board.
- (b) Every use of the common seal must be recorded in the Board's minute book. The common seal must be kept in the safe custody of the Public Officer.

22. THE ORGANISATION'S BOOKS AND RECORDS

22.1 CUSTODY OF THE BOOKS OF THE ORGANISATION

Except as otherwise decided by the Board from time to time, the CEO must keep in his or her custody or under his or her control all of the Books of the Organisation.

22.2 INSPECTING THE BOOKS OF THE ORGANISATION

- (a) Subject to these Rules, a Member is able to inspect the Books free of charge at such time and place as is mutually convenient to the Organisation and the Member.

- (b) A Member must contact the CEO in writing to request to inspect the Books.
- (c) A request to inspect the Books under Rule this 22.2 must be:
 - (i) in writing; and
 - (ii) accompanied by a statutory declaration that sets out the purpose of inspecting the Books.
- (d) If the Member satisfies the Board that the purpose of inspecting the Books is directly connected with the affairs of the Organisation, then the Member will be able to inspect the Books.
- (e) The Member may copy by hand details from the Books but has no right to remove the Books for that purpose.

22.3 PROHIBITION ON USE OF INFORMATION IN THE BOOKS OF THE ORGANISATION

A Member must not use or disclose information in the Books except for a purpose that:

- (a) is directly connected with the affairs of the Organisation; or
- (b) is related to administering the Act.

23. DISSOLUTION OF THE ORGANISATION

- (a) The Organisation may be dissolved by a Special Resolution passed by a 75% majority of Members entitled to vote and present in person at a General Meeting called by the Board specifically to consider a resolution to dissolve the Organisation.
- (b) 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.
- (c) If, the Organisation is endorsed as a Deductible Gift Recipient and upon the cancellation of the incorporation or winding up of the Organisation, there remains, after satisfaction of all its debts and liabilities, any assets whatsoever, the same must not be paid to or distributed among the Members or the Board Members but must be transferred to one or more institutions, funds or authorities of the type set out in the Act which:
 - (i) has one or more objects similar to the Objects;
 - (ii) is a Registered Charity;
 - (iii) is a Deductible Gift Recipient; and

- (iv) prohibits distribution of its income and property among its members and directors (or other controlling body) to an extent at least as great as is imposed on the Organisation by this Rule 1.5.
- (d) If, upon the revocation of the Organisation's endorsement as a Deductible Gift Recipient, there remains, after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or Contributions, the same must not be paid to or distributed among the Members or the Board Members, but must be transferred to one or more institutions, funds or authorities of the type set out in the Act which:
- (i) has one or more objects similar to the Objects;
 - (ii) is a Registered Charity;
 - (iii) is a Deductible Gift Recipient; and
 - (iv) prohibits distribution of its income and property among its members and directors (or other controlling body) to an extent at least as great as is imposed on the Organisation by this Rule 1.5.
- (e) The identity of the institutions, funds or authorities referred to in Rules 23(c) and 23(d) must be decided by the Members by Resolution.
- (f) Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this Rule 23 must be made in accordance with those conditions

24. BRANCHES

24.1 ESTABLISHING A BRANCH

- (a) If an interested person or group have a suggested area for a new Branch, contact with our Principal Office will enable both structural advice and financial support to be given to commence the up and running of the project. The Board gives the final decision on establishing a new Branch.
- (b) Upon establishment of a Branch, a certificate of registration is issued.

24.2 STRUCTURING A BRANCH

All Branches are formed as part of this Organisation and operate under the Organisation's Rules. A Branch may alter its Branch Rules to cover local situations or conditions in accordance with Rule 24.5.

24.3 JOINING A BRANCH

Any Member of the Organisation may attend a meeting of a Branch and the Branch Management may permit any other person (whether or not eligible for membership) to attend meetings of the Branch.

24.4 FINANCING A BRANCH

The Board may donate to Branches for special occasions or projects, but the main revenue is from Branch membership levies and fundraising.

24.5 BRANCH MANAGEMENT

(a) BRANCH COMMITTEE MEETINGS

- (i) Branch management will be by committee which will comprise president, vice President, secretary, treasurer, Delegate and any other elected or appointed officers, plus at least one General Member or Auxiliary Member.
- (ii) The Branch committee will meet as required to deal with Branch matters requiring the committee's attention.
- (iii) Business meetings of the Branch committee are for the purpose of transacting all Branch business associated with the efficient running of the Branch. Regular business practices should be followed and a meeting agenda must be produced and followed, with the meeting minutes recorded, read and confirmed at the next regular meeting.

(b) BRANCH MEETINGS

- (i) Branch Meetings are to be open to all General Member and Auxiliary Branch Members.
- (ii) Branch Meetings are to be held on a set day of each calendar month.
- (iii) Variation from Rule 24.5(b)(ii) can only occur by a Branch resolution, agreed to by 75% of the Branch Members present at a specially convened meeting, and the resolution being subject to approval by the Board.

(c) BRANCH SOCIAL MEETINGS AND EVENTS

- (i) Social meetings and social events may be held at the discretion of the Branch committee and the Members.
- (ii) The social activities may be held before or after the regular business meeting (the same day) but must not interfere with the business agenda.
- (iii) A social activity must not replace a business meeting on the set calendar day unless varied in accordance with Rule 24.5(b)(iii).

(d) BRANCH ANNUAL GENERAL MEETING

- (i) A Branch annual general meeting must be held within sixty (60) days after the end of the Financial Year.
- (ii) Following the Branch annual general meeting, the financial statements and the Branch president's annual report must be forwarded to the Principal Office, along with a list of the elected office holders.

24.6 DELEGATES

- (a) Each Branch is entitled to appoint one elected General Member or Auxiliary Member as their Branch Delegate and one Alternate Delegate to the Central Delegates Council. The Alternate Delegate is to attend meetings in the absence of the Branch Delegate.
- (b) Where a Branch has not appointed a Delegate at its annual general meeting, the Branch should request the CEO to identify a suitable proxy and, if acceptable to the Branch, that person may, by resolution of the Branch, be appointed as a Proxy Branch Delegate with full Delegate rights.
- (c) Each Branch Delegate, Alternate Delegate or Proxy Branch Delegate, shall hold office until their successor is elected or appointed in accordance with Branch rules, and the Organisation has received written advice of the change prior to the next Central Delegates Council meeting.
- (d) A person shall cease to be a Delegate to the Central Delegates Council if that person:
 - (i) is absent without leave for three consecutive meetings unless they submit a letter seeking leave of absence;
 - (ii) resigns as a member of the Central Delegates Council;
 - (iii) resigns their Membership of the Organisation;
 - (iv) is expelled from the Organisation; or
 - (v) becomes a Member of the Board.

24.7 CENTRAL DELEGATES COUNCIL

- (a) The Central Delegates Council shall comprise:
 - (i) the President;
 - (ii) elected Branch Delegates or their Alternate Delegates;
 - (iii) Proxy Branch Delegates; and

- (iv) the CEO or an officer of the Organisation delegated by the CEO, neither having voting rights.
- (b) The Central Delegates Council meetings are a forum for the Delegates representing each Branch to:
 - (i) collate, process and consider in-coming Branch queries, suggestions and any other matters presented by the Delegates;
 - (ii) make formal recommendations, if any, to the Board based on the information obtained in this Rule 24.7(b);
 - (iii) receive information from the Board for distribution to all Branch Members at the next Branch Meeting. This includes a written response, given in a timely manner, to any formal recommendations made in Rule 24.7(b)(ii).
- (c) The Central Delegates Council shall meet not less than once each calendar month, unless otherwise determined by resolution of the Central Delegates Council, and then on a set day with seven days written notice given to each Branch and Delegate. Any General Member or Auxiliary Member who is financial and in good standing in the Organisation may attend any meeting of the Central Delegates Council as an observer, but such observer shall have no vote or entitlement to speak. The President may call on any observer to speak.
- (d) A quorum of the Central Delegates Council shall be not less than one third of the Delegates entitled to attend the meeting, being present within 30 minutes after the scheduled commencement time.
- (e) A special meeting of the Central Delegates Council may be called by the President where a request is received and supported by at least eight Delegates and in accordance with this constitution.

24.8 DISSOLUTION OF A BRANCH

- (a) A proposal to dissolve the Branch shall be forwarded to all Branch Members not less than 28 days prior to the date for a meeting called for this purpose by the Branch committee.
- (b) The Branch may be dissolved by a resolution passed by a 75% majority of Members entitled to vote and present in person at a General Meeting called in Rule 24.8(a). The resolution must then be formally presented to the Board for their endorsement.
- (c) If the Board fails to endorse the resolution, a meeting must be arranged with the Board and the Branch committee to discuss any alternatives.

- (d) If the meeting in Rule 24.8(c) results in Branch closure, the following procedure must occur:
 - (i) The Branch shall surrender all financial records, books, documents, registers, papers, securities and funds to the CEO, immediately on closure of the Branch.
 - (ii) The items in Rule 24.8(d)(i) to be delivered to the Organisation's Principal Office.
- (e) All bank accounts, assets and funds held by the dissolved branch shall revert to Head Office.

25. THE FUNERAL FUND

25.1 MANAGEMENT AND OPERATION OF THE FUNERAL FUND

- (a) The Funeral Fund is established for the purpose of contributing towards a suitable and decorous burial or cremation for members of the Funeral Fund.
- (b) The Board must create and maintain a policy, which can be repealed or amended at any time, which sets out:
 - (i) the eligibility criteria for members of the Funeral Fund;
 - (ii) the process for applying for membership of the Funeral Fund;
 - (iii) the process for authorising benefits to a member of the Funeral Fund; and
 - (iv) any other matters relevant to the operation of the Funeral Fund.
- (c) 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.
- (d) 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.
- (e) 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 Board 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.
- (f) 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

Board. Any income derived from such investments shall be the income of the Funeral Fund.

- (g) The Board may establish further Funeral Funds upon such terms and conditions as determined by the Board from time to time.

26. AWARDS

26.1 LIFE MEMBERSHIP OF ORGANISATION

- (a) Any Member who has rendered outstanding or meritorious services of benefit to the Organisation, or to Retirees generally, may be nominated by a General Member as a Life Member of the Organisation.
- (b) Any nomination as a Life Member must be made in writing to the CEO on the approved form no later than the 31st of July each year.
- (c) The CEO will refer nominations for Life Membership to the Board for a final determination.
- (d) A Life Member shall be entitled to all those rights and privileges of a General Member and be exempt from annual fees.

26.2 HONORARY LIFE MEMBERSHIP OF ORGANISATION

- (a) Any nomination for Honorary Life Membership, for a person who is not a General Member, must be made in writing to the CEO no later than the 31st July of each year.
- (b) The Board, in conjunction with the CEO, may consider any person other than a Member, who has rendered outstanding or meritorious service to the Organisation and retirees generally, and award Honorary Life Membership to that person.
- (c) An Honorary Life Member shall not have any capacity to vote, or fill any elected position.

26.3 BRANCH LIFE MEMBERSHIP

- (a) Any nomination as a Branch Life Member must be made in writing on the prescribed form to the CEO, who will refer the nominations to the Board, who will then make the determination.
- (b) Annual membership fees for Branch Life Members shall be paid by the Branch concerned.
- (c) Branch Life Membership is not transferable between Branches.

26.4 MERITORIOUS SERVICE CERTIFICATE

- (a) A meritorious service certificate may be awarded to a Member in appreciation of services rendered to the Organisation or a Branch,
- (b) Any nomination for a meritorious service certificate must be made in writing on the approved application form, to the CEO and a final determination made by the Board.

26.5 REVOCATION OF LIFE MEMBERSHIP AWARD

Should a Life Member act in a manner that causes, or has the potential to cause harm to a Branch or the Organisation, the Branch by Resolution of 75% of the Members present at a meeting called for that purpose, recommend to the Board, or the Board acting on its own account in conjunction with the CEO, declare, that the Life Membership award to that person be revoked.

27. AGED CARE FACILITIES

- (a) The management and control of the affairs and business of aged care facilities and aged care services established by the Organisation shall be vested in the Board, or any Sub-Committee the Board may appoint for this purpose.
- (b) Where such a Sub-Committee is established it shall consist of such persons appointed by the Board. The Sub-Committee shall meet and conduct its Meetings and carry out its duties in such a manner as determined by the Board.

28. RETIREES HOUSING

The management and control of existing retirement housing, and the establishment of further similar accommodation for Retirees shall be vested in the Board or any Sub-Committee appointed by the Board for this purpose.

29. AMELIORATION FUND

- (a) 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 Board from time to time.
- (b) The Amelioration Fund may be utilised for the purpose of assisting Members and furthering the Objects or promoting Branches or such other benevolent purposes and upon such terms and conditions as determined by the Board at its discretion.

30. PATRON

The Board may appoint a patron to the Organisation. The patron shall be a person considered by the Board to be a person who has promoted and advanced the interests of retirees in Western Australia.