

# Dumbleyung Future Fund Inc. Constitution

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**McLEODS**

Barristers & Solicitors

Stirling Law Chambers | 220-222 Stirling Highway | CLAREMONT WA 6010

Tel: (08) 9383 3133 | Fax: (08) 9383 4935

Email: [mcleods@mcleods.com.au](mailto:mcleods@mcleods.com.au)

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# Agreed terms

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## 1. Name

The name of the Association will be the ‘Dumbleyung Future Fund Inc.’

## 2. Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Annual General Meeting** means the Annual General Meeting of Members;

**Association** means the incorporated association to which these rules apply;

**CEO** means the Chief Executive Officer of the Shire;

**Chairperson** means the Management Committee Member holding office as the Chairperson of the Association;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Constitution** means these rules of the Association, as in force for the time being;

**Deputy Chairperson** means the Management Committee Member holding office as the deputy chairperson of the Association;

**Dumbleyung** means the district of the Shire of Dumbleyung as defined by the map included in Schedule 1;

**Dumbleyung Future Fund** means a fund into which the Shire paid the proceeds it received from the estate of Ian Carl Bain, together with any subsequent net accruals to that fund;

**Extraordinary General Meeting** means a meeting of Members other than an Annual General Meeting;

**Financial Report or Statement** means any financial report or statement in relation to the Association required under Part 5 of the Act;

**Financial Year** of the Association, has the meaning given in clause 3;

**Fund** means the Dumbleyung Future Fund;

**General Meeting** means an Annual General Meeting or an Extraordinary General Meeting;

**Management Committee** has the meaning given in clause 7;

**Management Committee Meeting** means a meeting of the Management Committee;

**Management Committee Member** means a member of the Management Committee;

**Member** means a Member of the Association as defined in clause 5(1);

**Shire** means the local government body with the corporate name of the Shire of Dumbleyung continued under the *Local Government Act 1995*;

**Special Resolution** means a resolution of Members at a General Meeting –

- (a) of which the Members have been given at least 7 days' notice in writing of the proposed text of the resolution included in the notice; and
- (b) that has been passed by at least 75% of the votes cast by the Members present and able to vote on the resolution;

**Will** means the last will and testament of Ian Carl Bain.

### 3. Financial Year

- (1) The first Financial Year of the Association is to be the date of incorporation to the first 30 June following that date.
- (2) Each subsequent Financial Year of the Association is the period of 12 months commencing on the day following the termination of the first Financial Year, or the anniversary of that termination.

### 4. Objects

- (1) The objects of the Association are:
  - (a) to responsibly administer and distribute the Fund in accordance with the wishes expressed in the Will; and
  - (b) to that end, to use the Fund to support and promote the interests of the community of Dumbleyung by funding projects which benefit its population.
- (2) The property and income of the Fund must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any person, except in good faith in the promotion of those objects or purposes.

### 5. Membership

- (1) Subject to clause 41, the Members are all Councillors of the Shire at any one time.
- (2) A person becomes a Member on the day that person's term of office as a Councillor of the Shire begins and ends on the day that term of office ends.
- (3) Members are not required to pay any entrance, annual or other membership fees.

### 6. Register of Members

- (1) The CEO, or a delegate of the CEO, must maintain a register of the Members.
- (2) The register must include each Member's name and residential, postal or email address.

### 7. Management Committee

- (1) The affairs of the Association are to be managed by a committee which is to be known as the Management Committee.

- (2) Subject to the Act, these rules and any resolution passed at a General Meeting, the Management Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act and these rules.
- (4) All Members are eligible to be Management Committee Members.
- (5) The Management Committee is to be made up of the Chairperson, Deputy Chairperson and at least 2 other Members elected at each Annual General Meeting.
- (6) The Management Committee is to determine the maximum number of other Members who may be appointed to the Committee.
- (7) A Management Committee Members' term of office commences on appointment and ends at the next Annual General Meeting following the presentation of the Management Committee reports referred to in clause 23(3)(b) or, if it is earlier, on the date the Management Committee Members' term of office as a Member ends.
- (8) If any Management Committee Member's term of office ends prior to the next Annual General Meeting and, as a result, the number of Management Committee Members becomes less than the minimum number referred to in clause 7(5), the Management Committee must appoint another Member to act in the role of a Management Committee Member until the next Annual General Meeting.
- (9) If a Management Committee Member to which subclause (8) applies is the Chairperson or Deputy Chairperson, the Management Committee must appoint another Management Committee Member to act in the role in question until the next Annual General Meeting.

## **8. Nominations for appointment of Management Committee Members**

- (1) At least 30 days before each Annual General Meeting, the CEO must send written notice to all Members –
  - (a) calling for nominations for election to the Management Committee making specific reference to it being open to Members to nominate for the positions of Chairperson, Deputy Chairperson or other Management Committee Member when making a nomination for election to the Management Committee; and
  - (b) stating the date by which nominations must be received by the CEO.
- (2) Any Member who wishes to be considered for election to the Management Committee must nominate for election by sending written notice of the nomination to the CEO at least 20 days before the Annual General Meeting.
- (3) The written notice of nomination must state whether the Member is nominating for Chairperson, Deputy Chairperson or other Management Committee Member.
- (4) The CEO must circulate all nominations received to Members at least 7 days before the Annual General Meeting.

## **9. Election of Chairperson and Deputy Chairperson**

- (1) After the matters referred to in clause 23(3)(a) and (b) have been dealt with at the Annual General Meeting, the CEO must take the Chair for the election of the Chairperson.

- (2) If no written nominations for Chairperson have been received, the CEO must call for nominations from the Members at the meeting.
- (3) Any Member at the meeting may nominate themselves or propose another Member to be Chairperson. A Member proposed by another Member only becomes nominated for the position if the relevant Member accepts the nomination.
- (4) If only one Member has been nominated for Chairperson, the CEO must declare that Member to be elected as Chairperson.
- (5) If more than one Member has been nominated for Chairperson, the Members at the meeting must vote in accordance with procedures that have been determined by the Management Committee to decide who is to be elected to the position.
- (6) All Members present at the meeting may vote for one Member nominated for Chairperson.
- (7) On election, the Chairperson of the Association is to take over as the Chairperson of the meeting.
- (8) Subject to subclause (9), the election of a Deputy Chairperson is to follow the same process as that of the election of a Chairperson.
- (9) Unless they withdraw their nomination, any unsuccessful nominee for Chairperson will automatically become a nominee for the position of Deputy Chairperson.
- (10) The Chairperson and Deputy Chairperson of the Association will also be the Chairperson and Deputy Chairperson of the Management Committee.

## 10. Election of Other Management Committee Members

- (1) The election of other Management Committee Members is to follow the elections of the Chairperson and Deputy Chairperson at the Annual General Meeting.
- (2) Unless they withdraw their nomination, any unsuccessful nominee for Chairperson or Deputy Chairperson will automatically become a nominee for a position as an other Management Committee Member.
- (3) If there are less than two nominees for other Management Committee Member positions, the Chairperson must call for nominations from the Members at the meeting.
- (4) Any Member at the meeting may nominate themselves or propose another Member to be an ordinary Management Committee Member. A Member proposed by another Member only becomes nominated if the relevant Member accepts the nomination.
- (5) If no more than the maximum number of Members determined by the Management Committee under clause 7(6) are nominated as other Management Committee Members, the Chairperson must declare those Members to be elected as Management Committee Members.
- (6) If more than the maximum number of Members determined by the Management Committee under clause 7(6) are nominated as other Management Committee Members, the Members at the meeting must vote in accordance with procedures that have been determined by the Management Committee to decide which Members are to be elected as Management Committee Members so that no more than the maximum number of Members are elected as Management Committee Members.



## 11. Duties of Chairperson

- (1) It is the duty of the Chairperson to consult with the CEO or the CEO's delegate (as applicable), regarding the business to be conducted at each Management Committee Meeting and General Meeting.
- (2) The Chairperson has the powers and duties relating to convening and presiding at Management Committee Meetings and presiding at General Meetings provided for in these rules.

## 12. Duties of Deputy Chairperson

The Deputy Chairperson is to perform the duties of the Chairperson at any time the Chairperson is unable, or unwilling, to perform those duties.

## 13. CEO

The CEO (or a delegate or delegates of the CEO) must perform the administrative functions of the Association, including –

- (a) dealing with the Association's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each Management Committee Meeting and General Meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) maintaining the register of Members referred to in clause 6 and recording in the register any changes in the membership;
- (e) maintaining an up-to-date copy of these rules, and making that copy available to Members on request for inspection and copying;
- (f) maintaining a record of Management Committee Members and other persons authorised to act on behalf of the Association;
- (g) ensuring the safe custody of the books and financial records, financial statements and financial reports of the Association;
- (h) maintaining full and accurate minutes of Management Committee Meetings and General Meetings;
- (i) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (j) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Management Committee;
- (k) ensuring that any payments to be made by the Association that have been authorised by the Management Committee or at a General Meeting are made on time;
- (l) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (m) coordinating the preparation of the Association's financial statements (or financial report) before their submission to the Association's Annual General Meeting;

- (n) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (o) carrying out any other duty given to the CEO under these rules or by the Management Committee.

## 14. Validity of acts

The acts of the Management Committee, or of a Management Committee Member are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Management Committee Member.

## 15. Management Committee Meetings

- (1) The Management Committee must meet at least 2 times in each year on the dates and at the times and places determined by the Management Committee.
- (2) The date, time and place of the first Management Committee Meeting must be determined by the Management Committee Members as soon as practicable after the first Annual General Meeting.
- (3) Special Management Committee Meetings may be convened by the Chairperson or any 2 Management Committee Members.

## 16. Notice of Management Committee Meetings

- (1) Notice of each Management Committee Meeting must be given to each Management Committee Member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subclause (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Management Committee Members at the meeting unanimously agree to treat that business as urgent.

## 17. Procedure and order of business at Management Committee Meetings

- (1) The Chairperson or, in the Chairperson's absence the Deputy Chairperson, must preside as Chairperson of each Management Committee Meeting.
- (2) If the Chairperson and Deputy Chairperson are both absent or unwilling to act as Chairperson of a meeting, the Management Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Management Committee Meeting must be determined from time to time by the Management Committee.
- (4) The order of business at a Management Committee Meeting may be determined by the Management Committee Members at the meeting.

- (5) A person who is not a Management Committee Member may attend a Management Committee Meeting if invited to do so by the Management Committee.
- (6) A person invited under subclause (5) to attend a Management Committee Meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Management Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

## 18. Use of technology to be present at Management Committee Meetings

- (1) The presence of a Management Committee Member at a Management Committee Meeting need not be by attendance in person but may be by that Management Committee Member and each other Management Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Management Committee Member who participates in a Management Committee Meeting as allowed under subclause (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

## 19. Quorum for Management Committee Meetings

- (1) 50% of Management Committee Members constitute a quorum for the conduct of business at a Management Committee Meeting.
- (2) No business is to be conducted at a Management Committee Meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Management Committee Meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Management Committee Meeting held under subclause (3)(b); and
  - (b) at least 3 Management Committee Members are present at the meeting,those Members present are taken to constitute a quorum.

## 20. Voting at Management Committee Meetings

- (1) Each Management Committee Member present at a Management Committee Meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Management Committee Members present at the Management Committee Meeting vote in favour of the motion.

- (3) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Management Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Management Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

## 21. Minutes of Management Committee Meetings

- (1) The Management Committee must ensure that minutes are taken and kept of each Management Committee Meeting.
- (2) The minutes must record the following —
  - (a) the names of the Management Committee Members present at the meeting;
  - (b) the name of any person attending the meeting under clause 17(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Management Committee Meeting must be included in the Association's record of minutes within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Management Committee Meeting are reviewed and signed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next Management Committee Meeting.
- (5) When the minutes of a Management Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any decision purportedly made at the meeting was validly made.

## 22. Payments to Management Committee Members

- (1) A Management Committee Member is entitled to be reimbursed from the Fund for any out of pocket expense properly incurred in –
  - (a) attending Management Committee or General Meetings; or
  - (b) performing any other function in the pursuit of Association business.
- (2) No other payments from the Fund are to be paid to any Management Committee Member unless any such payment is authorised at a General Meeting.

## 23. Annual General Meeting

- (1) The Management Committee must determine the date, time and place of the Annual General Meeting.
- (2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year, the CEO must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year.
- (3) The ordinary business of the Annual General Meeting is as follows —
  - (a) to confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meeting held since then, if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Management Committee's annual report on the Association's activities during the preceding Financial Year;
    - (ii) the financial statements (or the financial report) of the Association for the preceding Financial Year presented under Part 5 of the Act; and
    - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to elect the Chairperson, Deputy Chairperson and other Management Committee Members; and
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

## 24. Extraordinary General Meetings

- (1) The Committee may convene an Extraordinary General Meeting.
- (2) The Committee must convene an Extraordinary General Meeting if at least 20% of the Members require such a meeting to be convened.
- (3) The Members requiring an Extraordinary General Meeting to be convened must —
  - (a) communicate that requirement by written notice given to the CEO; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The Extraordinary General Meeting must be convened within 28 days after notice is given under subclause (3)(a).
- (5) If the Committee does not convene an Extraordinary General Meeting within that 28 day period, the Members requiring the meeting (or any of them) may convene the Extraordinary General Meeting.

- (6) An Extraordinary General Meeting convened by Members under subclause (5) —
  - (a) must be held within 3 months after the date the original requirement was communicated; and
  - (b) may only consider the business stated in the notice by which the requirement was communicated.
- (7) The Association must reimburse any reasonable expenses incurred by the Members convening an Extraordinary General Meeting under subclause (5).

## 25. Notice of General Meetings

- (1) The CEO or, in the case of an Extraordinary General Meeting convened under clause 24(5), the Members convening the meeting, must give to each Member —
  - (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a Special Resolution is proposed —
    - (i) set out the wording of the proposed resolution; and
    - (ii) state that the resolution is intended to be proposed as a Special Resolution.

## 26. Use of technology to be present at General Meetings

- (1) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a General Meeting as allowed under subclause (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

## 27. Presiding Member and quorum for General Meetings

- (1) The greater of 4 Members or 50% of the registered Members constitutes a quorum for the conduct of business at a General Meeting.
- (2) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson, must preside as Chairperson of each General Meeting.
- (3) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Management Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (4) No business is to be conducted at a General Meeting unless a quorum is present.

- (5) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
- (a) in the case of an Extraordinary General Meeting — the meeting lapses; or
  - (b) in the case of the Annual General Meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.
- (6) If —
- (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subclause (5)(b); and
  - (b) at least 3 ordinary Members are present at the meeting,
- those Members present are taken to constitute a quorum.

## 28. Adjournment of General Meeting

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subclause (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 25.

## 29. Voting at General Meeting

- (1) On any question arising at a General Meeting, subject to subclause (3) each Member has one vote.
- (2) Except in the case of a Special Resolution, a motion is carried if a majority of the Members present at a General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.

## 30. Minutes of General Meeting

- (1) The CEO (or the CEO's delegate) must take and keep minutes of each General Meeting.

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record —
  - (a) the names of the Members attending the meeting;
  - (b) the financial statements or financial report presented at the meeting, as referred to in clause 23(3)(b)(ii); and
  - (c) any report of the review or auditor’s report on the financial statements or financial report presented at the meeting, as referred to in clause 23(3)(b)(iii).
- (4) The minutes of a General Meeting must be entered in the Association’s record of minutes within 30 days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next General Meeting.
- (6) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held;
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any decision purportedly made at the meeting was validly made.

## 31. Resolving disputes

- (1) This procedure applies to any dispute under or relating to these rules –
  - (a) between Members; or
  - (b) between one or more Members and the Association.
- (2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the parties to a dispute are unable to resolve it between themselves within the time required by subclause (2), any party to the dispute may start a grievance procedure by giving written notice to the CEO of –
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (4) Within 28 days of the CEO being given such a notice, a Management Committee Meeting must be convened to consider and determine the dispute.
- (5) The CEO must give each party to the dispute written notice of the Management Committee Meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.



- (6) The notice given to each party to the dispute must state –
  - (a) when and where the Management Committee Meeting is to be held; and
  - (b) that the party may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute.
- (7) At the Management Committee Meeting at which a dispute is to be considered and determined, the Management Committee must –
  - (a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute;
  - (b) give consideration to any submissions made; and
  - (c) determine the dispute.
- (8) The Management Committee must give each party to the dispute written notice of the Management Committee’s determination, and the reasons for the determination within 7 days of the Management Committee Meeting at which the determination is made.

## 32. Source of funds

The funds of the Association are derived from the Fund and may be added to by donations, fundraising activities, grants, interest and any other sources approved by the Management Committee.

## 33. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Management Committee may approve expenditure on behalf of the Association.
- (3) The Management Committee may authorise the CEO to expend funds on behalf of the Association up to a specified limit without requiring approval from the Management Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
  - (a) 2 Management Committee Members; or
  - (b) one Management Committee Member and either the CEO, or another person authorised by the Management Committee.
- (5) All funds of the Association must be deposited into the Association’s account within 5 working days of their receipt.

## 34. Financial statements and financial reports

For each Financial Year, the Management Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.

## 35. Executing documents

- (1) The Association will not have a common seal.
- (2) The Association may execute a document by it being signed by —
  - (a) 2 Management Committee Members; or
  - (b) one Management Committee Member and either the CEO, or another person authorised by the Management Committee.

## 36. Giving notices to Members

- (1) In this clause —  
**recorded** means recorded in the register of Members.
- (2) A notice or other document that is to be given to a Member under these rules must be in writing and —
  - (a) delivered by hand to the recorded address of the Member; or
  - (b) sent by prepaid post to the recorded postal address of the Member; or
  - (c) sent by email to the email address of the Member.

## 37. Custody of records

- (1) All records including financial statements or reports and any securities of the Association must be kept by the CEO, or under the control of the CEO, or a delegate of the CEO.
- (2) All records of the Association must be retained for at least 7 years.

## 38. Record of office holders

A record of the names and addresses of Management Committee Members and other persons authorised to act on behalf of the Association must be maintained by the CEO and kept in the custody of the CEO, or under the control of the CEO.

## 39. Inspection of records and documents

- (1) Subclause (2) applies to a Member who wants to inspect —
  - (a) the register of Members referred to in clause 6;
  - (b) the record of the names and addresses of Management Committee Members, and other persons authorised to act on behalf of the Association referred to in clause 38; or
  - (c) any other record or document of the Association.
- (2) The Member must contact the CEO to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the Member wants to inspect a document that records the minutes of a Management Committee Meeting, the right to inspect that document is subject to any decision the Management Committee

has made about minutes of Management Committee Meetings generally, or the minutes of a specific Management Committee Meeting, being available for inspection by Members.

- (5) The Member may make a copy of or take an extract from a record or document referred to in subclause (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The Member must not use or disclose information in a record or document referred to in subclause (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 40. Publication by Committee Members of statements about Association business prohibited

A Management Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Management Committee Meeting unless —

- (a) the Management Committee Member has been authorised to do so at a Management Committee Meeting; and
- (b) the authority given to the Management Committee Member has been recorded in the minutes of the Management Committee Meeting at which it was given.

## 41. Abolition of Shire

- (1) This clause applies if an order is made under section 2.1(1) of the *Local Government Act 1995*, or legislation of similar effect, abolishing the Shire as a local government district (**Abolition Order**).
- (2) If an Abolition Order is made, the Members will be those Councillors of any new local government district incorporating Dumbleyung (**New Local Government**) who represent any area in which members of the Dumbleyung community reside.
- (3) If a proposed Abolition Order will have the effect of reducing the number of Councillors to which subclause (2) will apply to less than the minimum number of Members required for incorporation under the Act, as soon as possible following that becoming evident, the Management Committee must meet and formulate a plan (**Plan**) for —
  - (a) selecting and appointing Members from the Dumbleyung community including —
    - (i) appropriate selection criteria;
    - (ii) the means of selecting and appointing such Members;
    - (iii) the means of establishing terms of office; and
    - (iv) anything else the Management Committee considers necessary for ensuring appropriate Members are appointed;
  - (b) how the functions to be performed by the CEO under these rules are to be performed. This may be an arrangement whereby volunteers will perform the roles of Treasurer and Secretary, or all or some of the functions are paid for from the Fund, or a combination of both;
  - (c) altering these rules to enable the Plan to be effected; and

- (d) anything else the Management Committee considers needs to be addressed to ensure the Association can continue to fulfil its objects.
- (4) Once a Plan has been formulated, the Management Committee must circulate the Plan to Members with notice of an Extraordinary General Meeting at which the Plan will be put to Members as a Special Resolution. The notice must give Members a timeframe within which they may circulate to other Members a proposed amendment to the Plan, or an alternative plan.
- (5) A decision on a Plan for continuing the Association following the implementation of an Abolition Order must be made at the Extraordinary General Meeting convened under subclause (4), and if necessary, the Extraordinary General Meeting must be continuously adjourned until a decision is made. Members attending such an Extraordinary General Meeting may decide to adjourn the meeting to allow the preparation of an alternative Plan. If such a decision is made, the Member or Members requiring the alternative Plan must prepare and circulate that Plan to Members within 7 days of the adjournment of the meeting. Members must be given 7 days' notice from the date of that circulation of the date, time and place of the resumption of the Extraordinary General Meeting.
- (6) If a proposed Abolition Order will not have the effect of reducing the number of Councillors to which subclause (2) will apply to less than the minimum number of Members required for incorporation under the Act, subclauses (3) to (5) will apply with respect to a Plan to address only the matters set out in (b), (c) and (d) of the requirements of a Plan under subclause (3).
- (7) The Management Committee must endeavour to implement any Plan approved under subclause (5) prior to the Abolition Order taking effect. The terms of office of any new Members selected through the process will commence on the day following the inaugural election of the New Local Government.
- (8) The terms of office of all Members at the time the Abolition Order takes effect will end on the day of the inaugural election of the New Local Government.
- (9) On the day following the inaugural election of the New Local Government, the Members appointed by virtue of subclause (2) will become the temporary management committee (**Temporary Committee**).
- (10) The Temporary Committee must –
  - (a) take action as soon as possible to complete any aspects of a Plan approved under subclause (5) that the previous Management Committee was not able to complete; and
  - (b) convene a General Meeting within 30 days of the inaugural election of the New Local Government at which the office bearers referred to in clause 23(3)(c) must be appointed.

## 42. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this clause —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.

### 43. Alteration of rules

If the Association wishes to alter or rescind any of these rules, or to make additional rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

# Schedule 1

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