

CONSTITUTION / RULES OF ASSOCIATION

(As per the Requirements of the WA Associations Incorporation Act, 2015)

1. Name of the Association

The name of the association is **Revegetation Industry Association of WA Incorporated**

2. Definitions

The following definitions apply:

- 2.1 'The Act' means the Associations Incorporation Act, 2015.
- 2.2 'The Association' refers to Revegetation Industry of WA Inc. (RIAWA).
- 2.3 'The Committee' means the Management Committee of the Association.
- 2.4 'General Meeting' means a meeting which is open to all members of the Association.

3. Objectives

- 3.1 To develop, improve and promote best practice standards for all aspects of revegetation.
- 3.2 To develop and facilitate training and accreditation systems for the revegetation industry.
- 3.3 To promote the interests of the association and it's members.
- 3.4 To promote reputable conduct by members.
- 3.5 To educate practitioners, clients and regulatory authorities in matters of professional interest.
- 3.6 To promote informed debate about revegetation matters and procedures.
- 3.7 To promote sustainable revegetation and restoration systems.
- 3.8 To promote protection of bio-diversity through revegetation/restoration practices.
- 3.9 To promote social and professional contact between members.

4. Powers of the Association

The Association can open and operate bank accounts, make investments, buy and sell property, apply for funding, employ staff and consultants and undertake any other lawful activities necessary to carry out the objectives.

5. Non-Profit Clause

The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid to members, except in good faith in the promotion of those objectives.

6. Membership

6.1 Qualifications for Membership

Membership shall be open to any person who is in agreement with the objectives of the Association, is not a paid employee of the Association and has satisfied the Procedure for Membership specified below.

6.2 Classes of Membership

The Committee will decide on the classes of membership available. Each class of membership will have one voting representative. Only Associate and Student Members will not have voting rights.

6.3 Procedure for Membership

A person who wishes to become a member must:

- a) Apply in writing on a membership form approved by the Committee.
- b) Pay a membership fee as prescribed by the Committee from time to time.
- c) Be accepted as a member by a majority vote of the Committee.

- d) Applications for membership will be considered by the committee and then minuted at the next committee meeting.
- 6.4 Reasons for the rejection of any application for membership must be minuted in the minutes of the Committee Meeting and these reasons communicated in writing to the individual or organisation seeking membership.
- 6.5 Register of Members of the Association
- The Secretary shall keep and maintain a register of members showing the name, residential, postal or email address, type of membership, date membership commenced and date membership expires.
- The Secretary shall delete the name of any person who dies or who ceases to be a member of the Association from the register of members.
- 6.6 Register of Members of the Management Committee.
- The Secretary shall keep and maintain a register of members of the Management Committee showing the name, residential, postal or email address, position held, date membership of the Committee commenced and date membership ceased.
- 6.7 Membership Fees
- The Committee shall determine the amount of membership fee.
- Membership fees are payable on July 1 each year. Members must pay their fees within 3 months after the due date. Memberships not renewed by this time will cease and members will have to reapply for membership as specified above.
- The Committee may determine the fees and their due date for any other services provided by the Association.
- 6.8 Cessation of Membership
- (a) A member can resign from the Association by giving notice in writing to a member of the Committee. Their membership ceases on the delivery of the notice.
- (b) Expulsion of Members
- (i) A member can be expelled if the Committee considers their conduct is detrimental to the Association.
- (ii) To expel a member the Committee must give the person at least 7 days notice in writing of the Committee meeting at which the expulsion will be discussed. The notice must state why the member is being considered for expulsion. The member is entitled to attend this meeting to address the Committee, however, they can be required to leave the meeting while the Committee deliberates the expulsion.
- (iii) The Committee must advise the member in writing of their decision and the reasons for it. The expulsion of a member takes effect immediately they receive notice of the expulsion.
- (iv) The member can appeal against their expulsion to the next Committee meeting.
7. Management of the Association
- 7.1 Management Committee
- The Association shall be managed by a Management Committee comprising of:
- Chairperson
 - Vice Chairperson
 - Secretary
 - Treasurer
 - 4 other Management Committee members.
- 7.2 The Committee shall be responsible for:
- (a) Upholding and advancing the objectives of the Association and the proper exercise of the powers of the Association.
- (b) Meeting the requirements of the Associations Incorporation Act, 2015.

- (c) The day-to-day management and administration of the Association and any services it provides including the employment and dismissal of staff consistent with any contractual and legal obligations.
- (d) The financial management of the Association including the financial management of any services it provides and meeting the requirements of any funding or other agreements into which the Association has entered.
- (e) Establishing and managing sub-Committees.
- (f) Maintaining membership of and community support for the Association.

7.3 Management Committee Meetings

- (a) The Management Committee shall meet at least once every 3 months or as often as is required to complete the business of the Association.
- (b) The Chairperson or two members of the Committee shall have the power to call a meeting of the Committee.
- (c) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.

7.4 Quorum for Management Committee Meetings

The quorum for a meeting shall be at least 50% of Management Committee members, one of which must be the Chairperson, Vice Chairperson, Secretary or Treasurer.

7.5 Voting at Management Committee Meetings

- (a) Each Committee Member including the Chairperson has one vote.
- (b) A committee member need not attend a committee meeting in person but may be in contact by telephone or by other electronic means of instantaneous communication and is then deemed to be present and to have a vote at the meeting.
- (c) All decisions at Management Committee Meetings will be deemed to be passed if a majority vote is obtained.
- (d) The Chairperson shall have a casting vote in the case of a tied vote.
- (e) Any member of the Committee who has a direct or indirect financial interest in any matter to be considered by the Committee shall as soon as they are aware of their interest disclose it to the Committee and cease to be involved in the decision.
- (f) The Committee may invite any person to address the meeting but that person shall have no right to vote.

7.6 Staff Representation at Management Committee Meetings

- (a) A staff member nominated by the Committee may attend each Management Committee meeting in an ex-officio capacity and shall not have a vote.

The staff member may as required by the Committee:
 - (i) Perform the duties of the of the Secretary and/or the Treasurer.
 - (ii) Present a report on the operations of the service since the last meeting, in a format determined by the Committee.
 - (iii) Bring to the attention of the Committee any issues which require Committee consideration.
 - (iv) Provide information and advice to assist the Committee in its deliberations.
 - (v) Provide feedback to other staff of the considerations and deliberations of the Committee.
- (b) The Committee may, by a majority vote, require that no staff member be present for all or part of a Committee meeting.

7.7 Election of Management Committee Members

- (a) Management Committee members shall be elected at the Annual General Meeting of the Association for a term expiring at the next AGM of the Association.

- (b) Nominations for Committee Positions
 - (i) Only voting financial members of the Association can nominate for election.
 - (ii) Retiring Committee members may nominate for re-election.
 - (iii) Nominations for vacant positions on the Committee must be:
 - called for by written notice at least 28 days prior to the AGM
 - made in writing in a form approved by the Committee;
 - be seconded by another member and;
 - be delivered to the Secretary at least 14 days prior to the AGM.
 - (iv) If fewer nominations are received than there are vacancies on the Committee, nominations may be received at the Annual General Meeting.
 - (v) If any Committee positions are not filled at the Annual General Meeting the Committee shall endeavour to fill the positions as soon as possible from the membership of the Association.

7.8 Cessation of Office of Management Committee Members

- (a) A member of the Management Committee shall cease to hold office if:
 - (i) They resign in writing as a Committee member.
 - (ii) They resign, are suspended or expelled as a member of the Association.
 - (iii) A majority of the Management Committee vote to expel a person from the Management Committee.
- (b) Expulsion from Management Committee
 - (i) A member can be expelled as a member of the Committee if the Committee considers the member's conduct is detrimental to the interests of the Association or the member is not performing their duties of office fully.
 - (ii) To expel a member the Committee must give the person at least 7 days notice in writing of the Committee meeting at which the expulsion will be discussed. The notice must state why the member is being considered for expulsion. The member is entitled to attend this meeting to address the Committee, however, they can be required to leave the meeting while the Committee deliberates the expulsion.
 - (iii) The Committee must advise the member in writing of their decision, and the expulsion of a member takes effect immediately they receive notice of the expulsion.
- (c) Absence from meetings
 - (i) Absence from 3 Committee meetings without notification or acceptable excuse is grounds for removal from office of a Committee member.

7.9 Casual vacancies in Membership of Committee

When a position on the Management Committee becomes vacant, the Management Committee will second a member of the Association to fill the vacant position until the expiry of the current term of the Committee.

8. Duties of Office Bearers

Unless otherwise determined by the Committee, the duties of the members of the Committee shall include the following:

8.1 Duties of Chairperson

- (a) Ensure, with other members of the Committee, that the legal responsibilities of the Association including compliance with the Associations Incorporation Act 2015, are met.
- (b) Ensure regular Management Committee meetings are held and that all Committee members are advised of the meetings.
- (c) Draw up an agenda for the meetings with the assistance of the Secretary.

- (d) Manage and facilitate the meetings of the Association including: prioritise agenda items, set time limits and lead the meeting through the agenda, note motions and amendments (with the Secretary) and put these to the meeting to vote on and ensure meetings are run in accordance with these Rules.
 - (e) Ensure with other members of the Committee that the requirements of any funding or other agreements that the Association has entered into are met.
 - (f) Be a member of sub-Committees if required.
 - (g) Act as a spokesperson for the Association.
 - (h) Perform other duties as imposed by these Rules of the Association.
- 8.2 In the absence of the Chairperson and Vice Chairperson at a Committee meeting a member elected by a majority vote of the Committee shall undertake the duties of the Chairperson.
- 8.3 Duties of the Secretary
- (a) Call meetings in accordance with these Rules.
 - (b) Ensure that accurate minutes are taken of Management Committee meetings and any other meetings of the organisation, and that the minutes are properly filed and that copies of minutes are distributed to members.
 - (c) Work with the Chairperson to note motions and amendments voted on in meetings.
 - (d) Ensure that a list of correspondence received and sent is available at each monthly Management Committee meeting and that correspondence requiring action by the Committee is brought to the Committee's attention and properly responded to and that correspondence is properly filed and up-to-date and is available for any member to examine.
 - (e) Receive and submit to the Management Committee all applications for membership to the Committee for consideration and ensure a Register of Members and Management Committee members is maintained.
 - (f) Keep and maintain an up-to-date record of the Rules of the Association and make these available for inspection on request by a member of the Association. Provide a copy of the current Rules of the Association to all new members at their time of joining.
 - (g) Ensure a Register of members and Management Committee members is maintained.
 - (h) Be responsible for the Seal of the Association and ensure that it is only used on proper authority.
 - (i) Ensure a Procedures Manual detailing all policies and procedures of the Association is maintained.
 - (j) Perform such other duties as imposed by these Rules of the Association.
- 8.4 In the absence of the Secretary at a Committee meeting another member shall be elected to ensure proper minutes are taken.
- 8.5 Duties of the Treasurer
- (a) Ensure the safekeeping of all books and documents of a financial nature, including securities.
 - (b) Ensure proper books of account are kept and that funds are not being mismanaged.
 - (c) Ensure the financial requirements of funding bodies are met.
 - (d) Ensure monthly and quarterly financial reports are produced and presented to the Committee and/or members at Management Committee meetings and at general meetings.
 - (e) Ensure an audit of the books is prepared each year and that the accounts of the Association, showing the financial position at the end of the preceding financial year, are submitted to members at the Annual General Meeting.
 - (f) Ensure a budget is prepared as required
 - (g) Ensure, with other members of the Committee, that the legal obligations of the Association are met.
 - (h) Perform such other duties as imposed by the Rules of the Association.

8.6 Duties of Other Management Committee Members

Other Management Committee members should assist the Chairperson, Secretary or Treasurer in undertaking their duties.

8.7 Spokesperson

The person acting as spokesperson for the Association shall make statements in accordance with previously agreed policy, or, in an emergency, following consultation with at least two other Committee members.

9. General Meetings

9.1 Annual General Meeting

- (a) The Annual General Meeting shall be held within 6 months of the end of the Association's financial year on a day to be determined by the Committee.
- (b) Not less than fourteen days written notice shall be given to all members of the Annual General Meeting and shall specify the place, date and hour and a list of nominees of the vacant Management Committee positions.
- (c) Not less than 21 days written notice of any proposed motions for the Annual General Meeting must be submitted to the secretary. Proposed motions must be made by a financial voting member and be seconded by another member. 14 days written notice of any motions to be considered at the Annual General Meeting must be given to members by the secretary with the notice of the Annual General Meeting.
- (d) The business of the Annual General Meeting shall be:
 - (i) The receipt of the Chairperson's report for the previous financial year.
 - (ii) The receipt of the Coordinator's report for the previous year.
 - (iii) The receipt of the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the next or current financial year.
 - (iv) Presentation of the Annual Report prepared by the management committee.
 - (v) The election of Committee members.
 - (vi) The appointment of an Auditor for the following financial year.
 - (vii) Any other business placed on the agenda prior to the commencement of the meeting.

9.2 Special General Meeting

- (a) The Secretary shall call a Special General Meeting of the Association within fourteen (14) days of receiving a directive from the Committee, or the written request of three (3) Committee Members, or from at least 10% of members. The request must be signed by the members and must specify the business to be carried out at that meeting.
- (b) Not less than fourteen (14) days notice shall be given to the members, of any Special General Meeting. The notice shall specify the place, date and time of the Special General Meeting and nature of the business to be carried out at that meeting.
- (c) If a Special General Meeting is not convened within 30 days the members who made the request may themselves convene a Special General Meeting as if they were the Committee. In such a circumstance, the member or members convening the Special General Meeting shall be supplied with the names and residential, postal or email addresses of all members and the Association shall pay the reasonable expenses of convening and holding the Special General Meeting. The meeting must comply with these Rules of the Association.

9.3 Quorum for Annual General Meeting and Special General Meetings

The quorum for a General Meeting is 10 members or 50% of the membership, whichever is less, present in person or by proxy. If there is no quorum within thirty (30) minutes of the starting time for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than thirty (30) days. The quorum for the adjourned meeting shall be the number of members present 30 minutes after the starting time.

9.4 Voting at General Meetings

(a) Proxies

A member may appoint in writing another member to be their proxy and to attend, and vote on their behalf at any General Meeting.

(b) A member may not be a proxy to more than one (1) other member.

(c) Each member, present in person or by proxy, at a General Meeting is entitled to one vote.

(d) Voting shall be by a show of hands, however, a secret ballot shall be held if a request is made by a financial member present. The Chairperson shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chairperson, shall be deemed to be a resolution of the meeting concerned.

10. Service of Notices

10.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it to the member at the member's residential, postal or email address shown in the Register of Members.

10.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

11. Sub-Committees

11.1 The Management Committee may establish sub-Committees and may wind-up, direct or overturn any decisions of the sub-Committee as they see fit.

11.2 Any sub-Committee must include at least one (1) member of the Management Committee of the Association and shall be chaired by a member of the Management Committee. The Chairperson of a sub-Committee shall report on the operations of the sub-Committee to Management Committee meetings of the Association.

12. Finance

12.1 All funds shall be deposited to the credit of the Association at such Bank or Building Society as may be approved by the Committee from time to time. All such accounts shall be operated by, and require the signature of, two office bearers from the management committee.

12.2 The four office bearers shall be signatories to the bank accounts of the Association with at least 2 people to sign. The treasurer must sign for any amounts over a prescribed limit as set by the management committee.

12.3 The Association's financial and membership year shall run from July 1 of one year to June 30 of the following year.

13. Audited Accounts and Records

13.1 The Committee shall appoint an Auditor who is not a member of the Association, who shall audit the accounts and records of the Association annually and the Treasurer shall present to the Annual General Meeting a report as to the financial position of the Association.

13.2 The Committee shall give to the Auditor at all reasonable times full access to the Association's books and accounts and afford the Auditor every facility for the purpose of making a correct audit of the Association's financial affairs.

14. Inspection of Association Records

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Association, excluding those of a confidential and personal nature which relate to staff and clients of the Association.

15. Common Seal of Association

15.1 The Association shall have a Common Seal on which its corporate name shall appear.

15.2 The Common Seal of the Association shall not be used without the express authority of the Management Committee and every use of that Common Seal shall be recorded in the minutes of a Management Committee meeting.

- 15.3 The affixing of the Common Seal of the Association shall be witnessed by the Chairperson, Secretary or Treasurer and minuted at the next Management Committee Meeting.
- 15.4 The Common Seal of the Association shall be kept in the custody of the Secretary or such other person as the Committee from time to time decides.
- 16 Disputes and Mediation
- 16.1 The mediation procedure set out in rule 16 applies to disputes between:
(a) members; or
(b) one or more members and the Association.
- 16.2 The parties to the dispute must attempt to resolve the dispute between themselves within 14 days of the dispute arising.
- 16.3 If the parties are unable to resolve the dispute between themselves they may send written notice to the secretary who must convene a committee meeting within 28 days and send notice to each party to the dispute that they may attend and make a submission to the committee about the dispute.
- 16.4 The committee must send written notice of the committee's determination to each party to the dispute within 7 days after the meeting.
- 16.5 A party to the dispute, if not satisfied with the committee's determination, may send written request to the secretary within 14 days, for the appointment of a mediator. A mediator must be chosen by agreement between both parties to the dispute and must not have a personal interest in the matter.
- 16.6 The mediator must not determine the dispute and the mediation must be confidential.
- 16.7 If the dispute is still not settled then an application may be made to the State Administrative Tribunal to have the dispute determined.
- 16.8 Any costs incurred in mediation should be paid by the parties requesting the mediation.
17. Alteration of Rules
- 17.1 These Rules may be altered or replaced by a 'special resolution' which is a resolution passed by a majority of not less than 75% of members present, in person or by proxy, at a Special General Meeting of the Association.
- 17.2 At least fourteen (14) days notice of the meeting must be given and must specify the proposed amendments.
- 17.3 Within one month of passing a special resolution to alter the rules the required documents must be lodged with the Commissioner for Corporate Affairs for approval before the alteration of rules come into legal effect.
18. Dissolution
- 18.1 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -
- (a) to another incorporated association having objectives similar to those of the Association
- (b) as determined by special resolution of the members when authorising and directing the Committee under Section 24 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.
- 18.2 The Association shall not be dissolved except by approval of not less than 75% of the members present and voting at a meeting called for that purpose of which not less than twenty eight (28) days written notice including notice of the proposed dissolution has been given to all members and that a copy of the resolution to dissolve the Association and a copy of the distribution plan is lodged with the Commissioner for Corporate Affairs for approval within fourteen (14) days after the passing of the resolution.

Date: 26 October 2017